



# SecUR Credentials

Now it's safe

India's first background screening company listed on NSE Emerge.

27<sup>th</sup> September, 2018

To,  
The Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400 051.

Scrip: SECURCRED

## SUB: ANNUAL REPORT 2017-18

Pursuant to regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we submit herewith a copy of Annual Report of SecUR Credentials Limited for the F.Y. 2017-18.

You are requested to take the same on your record.

For SecUR Credentials Ltd.

*V.V. Bhoy*

Vipul Bhoy  
Company Secretary



Encl: a/a.



# SecUR Credentials Ltd.

Elevating the Integrity of India Inc

## 17<sup>th</sup> Annual Report 2017-18

India's first and only listed background Screening Company

## SECUR CREDENTIALS LIMITED

CIN: L74110MH2001PLC133050

### BOARD OF DIRECTORS AND KMPs

Mr. Pankaj Rameshchandra Vyas	: Chairman
Mr. Rahul Suresh Belwalkar	: Managing Director
Mrs. Shibani Rahul Belwalkar	: Director
Mr. Amit Kumar Bharti	: Independent Director
Mr. Ritesh Pravin Parekh	: Independent Director
Mrs. Shibani Rahul Belwalkar	: Chief Financial Officer (up to 19 <sup>th</sup> January, 2018)
Mr. Mayur Nemchand Chheda	: Chief Financial Officer (w.e.f. 20 <sup>th</sup> January, 2018)
Mr. Nitin Shetty	: Company Secretary (up to 21 <sup>st</sup> December, 2017)
Mr. Vipul Bhoy	: Company Secretary (w.e.f. 22 <sup>nd</sup> December, 2017)

### REGISTERED OFFICE

Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai – 400093.

### AUDITORS

M/s. B. M. Parekh & Co., Chartered Accountants (Firm Registration No.107448W)  
Navjivan Society, Bldg. no.3, 2<sup>nd</sup> floor, Office no. 03, Lamington road, Mumbai – 400008.

### ADVOCATES

LegalLogic Consulting  
602, A wing, Arizona Building, Behind HDFC Bank, Kopri Colony, Thane (East) – 400603.

### BANKERS

Dena Bank.  
HDFC Bank Ltd.  
ICICI Bank Ltd.  
State Bank of India.

### SHARE TRANSFER AGENTS

Skyline Financial Services Pvt. Ltd;  
4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai – 400072  
Tel: 022 28511022

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## FROM THE CHAIRMAN'S DESK



Dear Stakeholders,

We take pride in being one of the fastest growing employee background screening Companies in India. The remarkable growth over the last two years is a testimony to the fact that focusing on sound fundamentals never goes out of fashion.

I would also like to take this opportunity to thank each of you individually, for having reposed your trust in a young organization like ours, and making our IPO in November 2017, a resounding success. I believe we have taken the right first steps in repaying your confidence by the three-fold growth in revenues between FY 2016-17 and FY 2017-18, along with a corresponding increase in profitability.

I believe that at the core of SecUR's success are certain underlying principles that are very close to our heart & thus form the DNA of our young organization:

- We are PASSIONATE about what we do to a fault. This has made us convert challenges into opportunities
- CUSTOMERS are not people who pay our bills. They are the torchbearers who are helping us move rapidly towards our higher goal : to elevate the integrity index of India
- While the current is delightful, the product INNOVATIONS that are underway make the future look exhilarating. Changing the rules of the game is what will give unprecedented value to our customers
- While our eyes are outward to become a truly global background screening enterprise, we are investing in creating an INTEGRATED culture within where every person, function & layer operates on clarity, responsibility & ownership

SecUR is well positioned for continued success in the future. We help our customers create safer work places and are working on broadening our sphere to create a safer society where the onus of integrity becomes a currency that is valued in every transaction

Your Company is committed to delivering great service and outstanding experiences to our customers. We are committed to generate employment opportunities and leaving a positive, impactful footprint on the society. And along with all this, we are committed to creating value and delivering long-term profitable growth for our stakeholders.

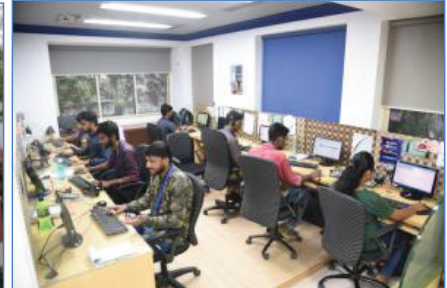
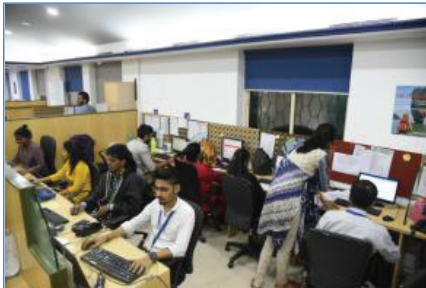
**Pankaj R. Vyas**  
Chairman



# INTRODUCTION

SecUR Credentials Ltd is India's first and only listed background verification companies. We are also one of India's largest background check companies with pan-India coverage and operational capabilities across the globe. We firmly believe in the value of integrity and with 15 years of management experience, supported by state of the art technology, our services have been integrated into HR systems for over 1000 large companies across sectors.

A thought-leader in the background verification space, we at SecUR Credentials are committed to elevating the integrity index of India Inc, one company at the time. We are the name behind four million intelligent hiring decisions and that number is only growing.



## OUR TEAM



Pankaj Vyas  
Chairman



Suhel Inamdar  
COO



Rahul Belwalkar  
Managing Director



Aruna Howal  
Head Customer Service



Lt Dr Col John  
Chenetra, President



Richard D'Souza  
Chief Risk Officer



Mayur Chheda  
CFO



## OVERVIEW

**Presence** in major metros and reach in all 19100 pin codes in India. BCP maintained through web enabled Workflow

Innovative products cover the entire **Value Chain** all the way from employers to candidates

Elevating the Integrity Index of India Inc

**Revenues** from

Ever expanding **Client Base** due to immense scope and potential for BGC and implementation of due diligence norms

ISO:27001

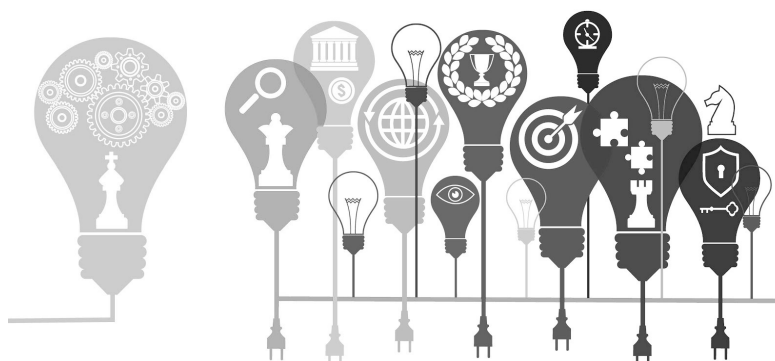


## OUR VISION

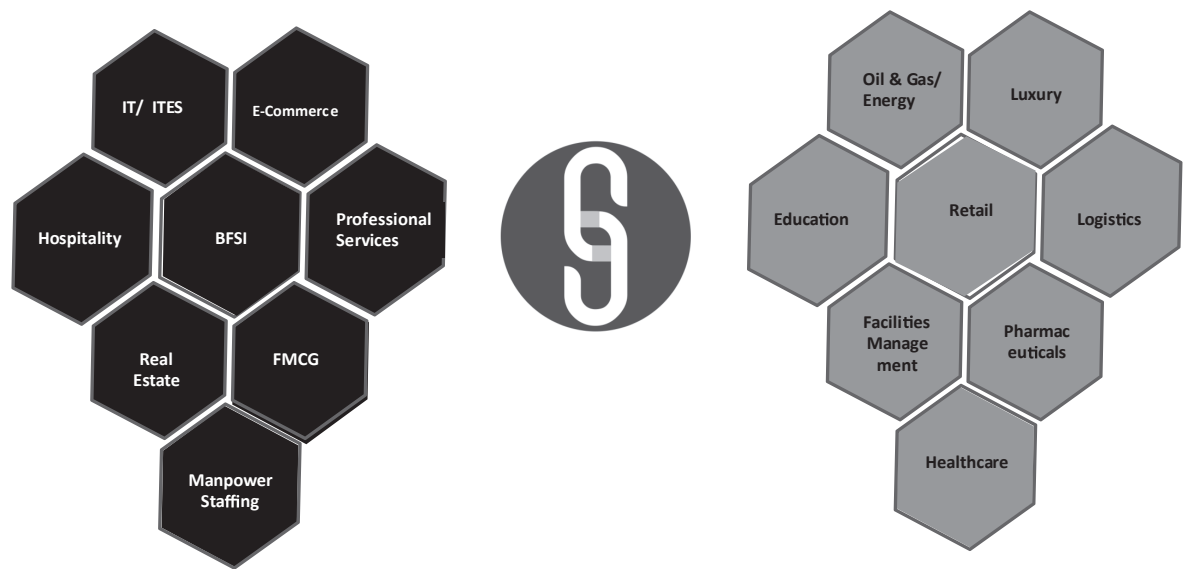
Mission- to be the largest background screening company and one of the best places to work

Vision- To institute and **elevate the standards for integrity and due diligence** within India Inc, the nation and across the globe

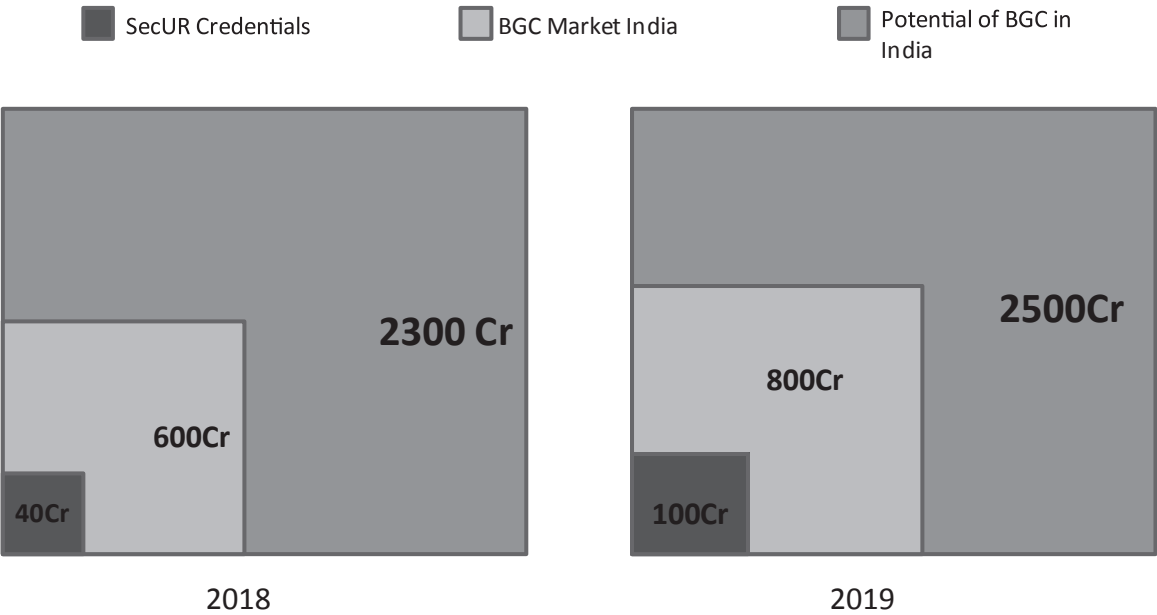
The Future that we see- **One SecUR World**



SECTORS WE CATER TO



SHARE OF MARKET



The Global Employment Screening Services Market accounted for \$3,012 million in 2016 and is expected to reach \$4,743 million by 2022. The CAGR growth rate is estimated to rise by at least 8% by 2025. – Progressive Markets Research Report



## NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of SecUR Credentials Limited will be held on Thursday, the 27<sup>th</sup> day of September, 2018 at 11:00 a.m. at 'Tunga International, 6<sup>th</sup> Floor, MIDC, Opp. Marol Bus Depot, Andheri (East), Mumbai – 400 093 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Shibani Belwalkar (DIN: 07733285), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B. M. Parekh & Co., Chartered Accountants (Firm Registration No.107448W), Mumbai, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-second AGM of the Company to be held in the year 2023, at such remuneration plus applicable tax, and out of Pocket expenses, as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company.”

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Rahul Belwalkar**  
Managing Director  
DIN: 02497535

Registered Office:  
Plot no. G-4, MIDC Cross Road A,  
Andheri (East), Mumbai – 400093.

Date: 27<sup>th</sup> August, 2018  
Place: Mumbai

### NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a member.**
2. The instrument appointing a proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
4. The Register of Members and Transfer Books of the Company will remain closed from Saturday, 22<sup>nd</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (both days inclusive).
5. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.



6. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form).
7. All Members are requested to:
  - i. Intimate immediately any change in their address to Company's Registrar and Share Transfer Agent.
  - ii. Send all correspondence relating to transfer and transmission of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
  - iii. Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
  - iv. Intimate Registrar and Share Transfer Agent for consolidation of folios, in case having more than one folio.
  - v. Bring their copies of annual report and attendance slip with them at the meeting.
  - vi. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members. Members holding share in physical form, if any; are requested to advise such changes to the Company's Registrar and transfer agents. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent.
8. Mrs. Niyati Mehta, Practicing Company Secretary (Membership No. A30507) has been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
9. In compliance with the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice, through remote e-voting.
10. The facility for voting through Ballot shall be made available at the meeting to the Members who have not cast their vote through remote e-voting and are eligible to vote at the Annual General Meeting.
11. However, Members can opt for only one mode of voting i.e. either by ballot at AGM or e-voting. If the members opt for e-voting, then they should not vote by ballot at AGM and vice-versa. However, in case members cast their vote by ballot and e-voting, then voting done through e-voting shall prevail and voting done by ballot will be treated as invalid.

**12. The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on Monday, 24<sup>th</sup> September, 2018 at 9.00 a.m. and ends on Wednesday, 26<sup>th</sup> September, 2018 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.



- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company i.e. SecUR Credentials Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. 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, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**xix. 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](http://www.evotingindia.com) and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## SecUR Credentials Limited

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After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **ADDITIONAL INFORMATION ON ITEM NO.3**

M/s. B. M. Parekh & Co., Chartered Accountants (FRN: 107448W) were appointed by Members as the Statutory Auditors of the Company vide ordinary resolution passed by way of Postal Ballot, to fill the casual vacancy caused due to resignation of M/s. Chetan P. Shah & Co., Chartered Accountants, Mumbai during the year under review.

M/s. B. M. Parekh & Co., Chartered Accountants shall hold the office till the conclusion of ensuing Annual General Meeting viz. 17<sup>th</sup> Annual General Meeting.

Pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, and subject to approval of the shareholders in the ensuing Annual General Meeting, the Board of Directors in its meeting held on 27<sup>th</sup> August, 2018, proposed the appointment of M/s. B. M. Parekh & Co., Chartered Accountants (FRN: 107448W) as the Statutory Auditors for the term of five consecutive years commencing from the conclusion of 17<sup>th</sup> AGM till the conclusion of 22<sup>nd</sup> AGM.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 11.00 a.m. and 5.00 p.m. on all working days except Saturdays & Sundays from the date hereof up to the date of the AGM.

None of the Directors and Key Managerial Personnel and their relatives are Financially or otherwise concerned or interested in the resolution.



## INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mrs. Shibani Rahul Belwalkar
Director Identification Number (DIN)	07733285
Designation	Director
Date of Appointment	13/02/2017
Date of Birth	26/02/1974
Qualification	Mrs. Shibani Belwalkar holds a doctor of philosophy in Management studies degree from Narsee Monjee Institute of Management Studies, Mumbai. She Holds a Master's degree in Management studies and Bachelor's degree in Commerce from Mumbai University.
Expertise in specific functional areas	Mrs. Shibani Belwalkar has over 19 years of experience in workplace cultures as a part of Human Resource services with senior roles at Kotak Mahindra Bank, Thomas Cook and Tata Finance. She was also employed with SVKM's Narsee Monjee Institute of Management Studies as an Adjunct Assistant Professor. She has worked with various organizations to help them, articulate value based behaviors and worked with senior management teams on elevating and inspiring behavior to help organizations become more value-based and human oriented.
Relationship between Directors inter-se	Mr. Rahul Belwalkar, Managing Director, is husband of Mrs. Shibani Rahul Belwalkar
Directorship held in other listed Companies	NIL
Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Shareholding in the Company	2,05,286 Equity Shares (4.20%)

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Rahul Belwalkar**  
Managing Director  
DIN: 02497535

Registered Office:  
Plot no. G-4, MIDC Cross Road A,  
Andheri (East), Mumbai – 400093.

Date: 27<sup>th</sup> August 2018  
Place: Mumbai

## Route Map to the AGM Venue







## BOARD'S REPORT

To the Members of,  
Secur Credentials Limited

Your Directors have pleasure in presenting the 17<sup>th</sup> Annual Report together with the Audited financial statements of your Company for the year ended 31<sup>st</sup> March, 2018.

### 1. FINANCIAL HIGHLIGHTS:

(in Rs.)

PARTICULARS	2017-18	2016-17
Revenue from Operations	36,55,49,872	9,79,55,899
Other income	16,40,645	18,297
Total Revenue	36,71,90,517	9,79,74,196
Less: Expenditure	28,58,49,984	7,06,68,747
Profit Before Finance cost, Depreciation and Tax	8,13,40,533	2,73,05,449
Finance cost	33,72,413	12,67,583
Depreciation	60,97,281	4,28,477
Profit Before Tax	7,18,70,839	2,56,09,389
Current Tax	1,63,50,000	83,49,000
Deferred Tax	38,87,220	1,38,620
Profit After Tax	5,16,33,619	1,71,21,769

### 2. STATE OF COMPANY'S AFFAIRS:

During the year, the Company earned total income of Rs. 36,71,90,517/- against the previous year income of Rs. 9,79,74,196/-. Net Profit Before Tax stood at Rs. 7,18,70,839/- against the previous year Net Profit Before Tax of Rs. 2,56,09,389/-. Net Profit after tax for the current year stood at Rs. 5,16,33,619/-, as against the previous year profit after tax of Rs. 1,71,21,769/-. Your Directors are continuously working toward avenues for the future growth of the Company. The details about future outlook has been mentioned under Management Discussion and Analysis section of this report.

There is no change in the nature of business during the year under review.

### 3. DIVIDEND:

In order to conserve resources of the Company, Your Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2018.

### 4. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge, confirm that –

- in the preparation of the accounts the applicable accounting standards have been followed along with proper explanations relating to material departure, if any;
- appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- proper and sufficient care has been taken for the 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 fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 5. MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication between Board's Report and the Management Discussion and Analysis, your Directors have presented a composite report.

### a. NATURE OF OUR BUSINESS

Your Company SecUR Credentials Ltd ("SecUR") was incorporated as Axis Resources Pvt Ltd on 14<sup>th</sup> August, 2001 under the Companies Act, 1956, vide Certificate of Incorporation dated 14<sup>th</sup> August, 2001, issued by the Registrar of Companies, Maharashtra, India.

Subsequently, to reflect the key focus area of your Company, and after change of Promoters and Management, your Company was renamed as SecUR Credentials Pvt Ltd, on 18th July, 2016 and afterwards, got converted into a Public Limited Company and Consequently renamed as SecUR Credentials Limited on 27th July, 2017. Further, after conversion to a public Limited Company, the Company has listed its Equity shares on NSE-EMERGE (SME) platform, on 13th November, 2017. The Corporate Identification Number of the Company is L74110MH2001PLC133050.

SecUR is one of the few Indian companies to be a pure background screening and due diligence services provider. We work with our clients to ensure that every person who works or interacts with them – be it employees, suppliers, third party service providers – are thoroughly background screened to ensure they will pose no risk to either the client organisation, or its employees. This arena, which is estimated to be over USD 4.5 billion globally, is still at a nascent stage in the country.

We are a young Company, with an average age of 17 years, and a environment characterised by diversity of gender and cultures. We serve 900+ clients, spread across India and the globe.

#### **Our Vision:**

We believe that by screening all potential employees / third parties, an organisation is ensuring that only individuals with high standards of integrity, will become part of its eco-system. By doing this, we believe that we are helping Corporate India take an important step in building up their integrity quotient internally. Hence, our Vision is:

*To institute and elevate the standards for integrity and due diligence within India Inc, the nation and across the globe*

#### **Our Mission:**

*To be the largest background screening company and one of the best places to work*

#### **About Background Screening**

While People are undoubtedly an organisation's most valuable asset, they also provide a window for various risks to enter the gates. Employee-related frauds, if not detected right when the candidate enters the system, exposes the entire organisation to risk in many forms. Inflated salary slips, exaggerated past designations and misleading academic history can cause damage to the bottom-line month on month while the employee is still in the system. Criminal history, questionable political affiliations and a negative personality can cause severe damage to a company's reputation as well as make the workplace unsafe for both clients and employees alike.

Depending on the type of industry, statistics show that anywhere from 15-20% of all resumes have some falsehoods in them. This means that every 5th or 6th employee that an organisation hires, is hiding something about his or her past. This falsification can range from exaggerating past compensation and designations, to very serious ones such as hiding a past criminal record. In any instance, an individual who is able to get access into an enterprise, based on falsehoods, is likely to be emboldened to repeat them.

This is where background screening acts as a filter to weed out undesirable elements from the recruitment stream. Through a combination of different kind of checks, your Company ensures that our client organisations have a safer workplace, with people assets consistent with their cultures.

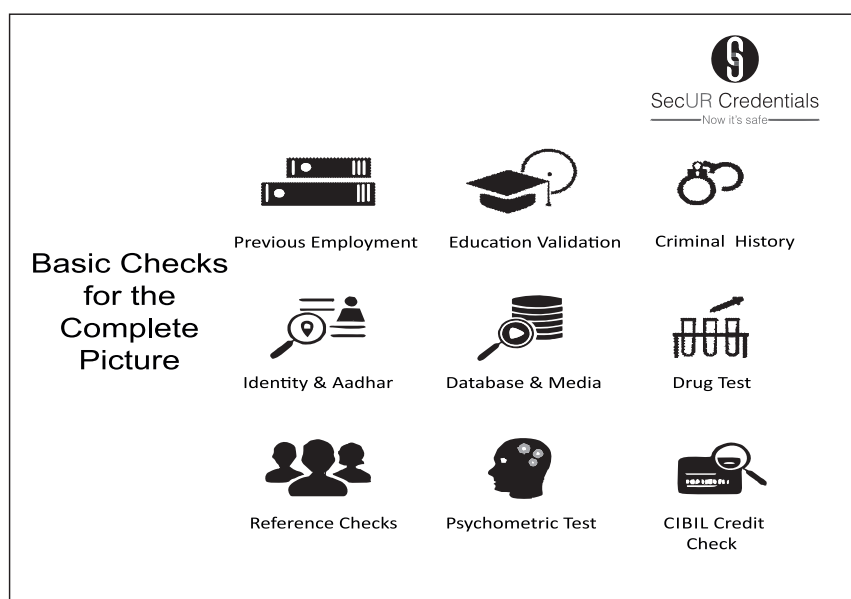
In truth, we act as the first line of defence for India Inc.

Each client organisation's needs are different – depending on their nature of business, the profile of employees and suppliers they on-board, and their specific sectoral risks. Within the organisation as well, the screening requirements may differ for individuals performing different roles. We achieve this by carefully selecting from the

following series of screening services, to meet each client organisation's unique needs.

- Past employment record checking, to understand a potential employee's past history
- Identification confirmation to rule out false identities and impersonation
- Residence verification, to ensure traceability of any employees who commit fraud and abscond
- Education record certification, to ensure qualifications are as claimed
- Criminal record and court record searches, to identify individuals with an unsavoury past
- Social media profiling, to ensure cultural match of individuals with the organisation's culture
- Credit history checking, in case of positions of fiduciary trust and responsibility
- Drug tests, to rule out any habitual substance abuse

This list of services is in no way comprehensive, and keeps evolving with the changing texture of industry and their needs.



## b. PRODUCTWISE PERFORMANCE

Your Company operates in single business segment of Background Screening (Also known as BGC – Background Check).

Your Directors are pleased to inform you that, total revenue from operations for the financial year ended 31st March, 2018 was Rs.36,55,49,872/- as against Rs.9,79,55,899/- in the previous year which is about four times higher than previous year. The Company had earned a pre-tax profit of Rs.7,18,70,839/- as against Rs.2,56,09,389/- a year ago. After providing for income-tax liability and adjusting the deferred tax assets, there remains a profit of Rs.5,16,33,619/-. Your Company is growing in terms of Revenue, Profit, Clients, Operational Capability etc. over the years.

## c. INTERNAL CONTROL SYSTEMS

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations.

In accordance with the requirements of Section 143(3)(i) of the Companies Act, 2013, the Statutory Auditors have confirmed the adequacy and operating effectiveness of the internal financial control systems over financial reporting.

## d. FUTURE OUTLOOK

### Overall Macro-economic scenario

The background screening industry in India is at a very nascent stage. While globally, especially in the US (which remains the largest market by far), the industry has been in existence for close to three decades, in India, it has really started evolving only from the early part of this decade.

Globally, the industry is estimated to be close to USD 4.5 billion currently, and is expected to grow to around USD 5.5 billion in the next five years. In India, our estimate is that the industry is in the range of INR 1500 crore (approx. USD 20 million). However, the actual industry size in India may be larger than this as a large part of the industry is still unorganised, as well as the fact that many MNCs which provide this service in India, also provide background screening services as part of other business divisions, and it is hence difficult to isolate their revenue size.

The one fact beyond dispute that both globally, as well as in India, the industry is on high growth trajectory. In spite of the relative maturity of the US industry, growth estimates there are around 3-4% annually, compared to a US GDP growth rate of 2.3% in 2017. Compared to this, the fact that the India GDP growth rate is expected to be in the range of 7-8% for the next decade, the relative maturity stage, and growth rates experienced by some of the larger players in this sector, our expectation is that this industry will grow in the range of 30-40% annually for the next few years. Below are some key factors which will drive this rate of growth.

### Rapid growth in workforce

The requirement for background screening services comes from two drivers for organisations – recruitment of new employees / suppliers / support staff, as well as replacement of attrited employees.

India is estimated to be adding 1 million employees in its workforce each month, so over 1 crore new employees are looking for jobs each year. In addition, attrition rates in Corporate India range from 15-20% annually, and in some high turnover sectors such as ITES, this number goes to as high as 30-40% annually.

Between the new workforce added, and the high attrition rates, the market size for the background screening industry is huge.

### Adoption by non-traditional sectors

While traditionally, the usage of background screening services has been mainly by the organised Services sector, we have seen a rapid change in this trend over the past few years. Manufacturing sector organisations, including automotive, engineering, electricals, consumer goods, gems & jewellery, shipping, infrastructure, and many more, have also started adopting background screening as a standard HR practice.

In addition, while the unorganised sector has always been outside the ambit of background screening, this is also changing in two ways. First, organisations are now insisting that any persons working with them through third party suppliers, such as bus drivers, housekeeping staff, security guards, must go through the same rigour of background screening as their own employees. Second, the informal – also called unorganised – workforce that has seen explosive growth in Indian cities has created so-called gig economy workers: the Ola or Uber driver, the plumber, electrician or mechanic on platforms such as UrbanClap or Housejoy, the delivery agents of Swiggy, Zomato or Dunzo, and the ubiquitous riders who ferry purchases on Amazon or Flipkart to their destinations. Almost all these gig economy workers are background screened before being sent out on the field.

### Impact of digitisation initiatives by Government

Over the past few years, the Government of India (at both National and State levels) has driven digitisation aggressively, to bring the nation at par with the developed economies. A number of these will make background screening faster, more convenient and hence increase adoption rates of the process by employers.

Some prominent examples include the National Academic Depository (NAD) on which the Government is encouraging all Colleges and Universities to digitise and store education records. Verifying of education qualifications is one of the most time consuming elements of background screening, and a large number of records available on the NAD will streamline this part of the process. Digitisation of police records and court records has commenced apace across the country, right down to the District and Police Station levels. This means that verifying past criminal antecedents, which was always a challenge in India, will soon become a thing of the past.

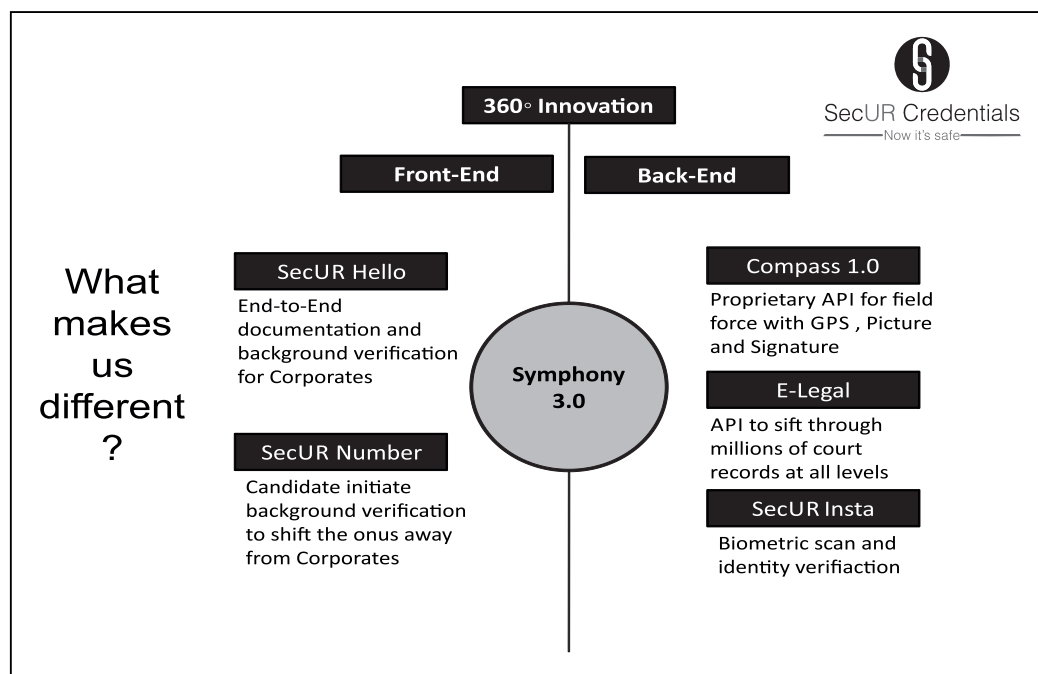


Most importantly, the almost universal implementation of UIDAI-AADHAR, will be a game changer in the background screening industry just as for many other aspects of our lives. One of the biggest challenges in conducting any background screening search in India has been the lack of a unique identifier, which would make record searches sure and completely accurate. The use of AADHAR eliminates this big stumbling block almost completely – and this convenience will cut across processes – education records, identity confirmation, criminal antecedent checks, to name just a few.

#### e. WHY WE ARE UNIQUELY PLACED TO BE IN POLE POSITION


There are certain key strengths which your Company has, which make us confident of achieving our future growth plans.

- We are part of the list of NASSCOM-NSR certified background screening companies since inception. This is a list of companies which are authorised by NASSCOM to provide background screening services to the IT/ITES sectors, which is one of the largest employers in the country.
- We are one of the very few Indian background screening companies to be a part of the US-based National Association of Professional Background Screeners (NAPBS), a global association of the largest background screening companies world-wide.
- We are ISO 27001:2013 certified, which means that we have the information security and operational practices which elicit confidence in corporations, both global and Indian.
- We are one of the very background screening companies in India, to have our own field executives – most other providers tend to outsource this activity. Field work for the last mile is critical in an Indian context, and we have taken a conscious call that this last mile must be 'owned' by us. This enables us to manage the client experience on the ground level much better. Your Company proudly says – we cover India's 19100 PIN codes better than anyone else.
- Our in-house technology platform, Symphony 3.0, is a state-of-art automated workflow system which enables completely paperless processes, right till the last mile of our field associates.
- Over the past two years, we have consciously built up a network of global partnerships with other background screening companies in the US and Europe, to ensure that we are able to cater to client needs, globally.











10



**SecUR Credentials**  
Now it's safe

Competitive Advantage

95% adherence to Turn-around-Time

Largest Number of feet on street for on ground verification

API integration with HR systems like TALEO

Robust back-end team for 100% error-free reports

Web-based solution – Symphony 3.0- for real-time updates

Highest information security benchmarks ISO 27001:2013 certified

## 6. SHARE CAPITAL

The Share Capital of your Company has undergone following changes during the financial year under review:

1. Board of Directors had issued and allotted 9,90,000 Equity Shares of Rs.10/- each as fully paid up Bonus Shares on 25<sup>th</sup> April, 2017.
2. Further, on 14<sup>th</sup> July, 2017, Board of Directors had issued and allotted 10,21,425 Equity Shares of Rs. 10/- each as fully paid up Bonus Shares.
3. 3,00,000 Equity Shares of Rs. 10/- each at a premium of Rs.37/- per Share were further allotted on Right basis on 05<sup>th</sup> August, 2017.
4. On 09<sup>th</sup> August, 2017, Board of Directors of your Company further allotted 11,00,000 Equity Shares of Rs.10/- each as fully paid up Bonus Shares.
5. Your Directors are pleased to inform you that during the year under review, Company came out with an Initial Public Issue (IPO) of 14,67,000 Equity Shares of Rs. 10/- each for a cash price of Rs. 205/- per Equity Share (including a share premium of Rs.195/- per Equity Share).

The said issue was successfully completed.

The Entire Equity Share capital of the Company i.e. 48,88,425 Equity Shares were listed on Emerge (SME) platform of the National Stock Exchange of India Limited (NSE) on 13<sup>th</sup> November, 2017.

Further, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity.

## 7. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company has not entered into any Related Party Transaction (RPT) covered under sub-section (1) of section 188 of the Companies Act made thereunder. Therefore, Annexure pertaining to disclosure of particulars of contracts/arrangements entered into by the Company with related parties as required under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is not provided along with this report.

## 8. SUBSIDIARY

The Company did not have any subsidiary company during the year 2017-18. However, your Company has incorporated a wholly owned subsidiary Company in Singapore viz. SecUR Credentials Pte. Ltd. on 11<sup>th</sup> June, 2018.



## 9. CONSOLIDATED FINANCIAL STATEMENT

Since the Company does not have any subsidiary company or associate or joint venture during the year 2017-18, consolidated financial statements are not prepared.

## 10. CORPORATE GOVERNANCE REPORT

Your Company is committed and has been complying with principles of Good Corporate Governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, provisions of regulations 17 to 27, 46(2) and para C, D and E of Schedule V of the said Regulation are not applicable to your Company. Hence, report on Corporate Governance is not annexed along with this Report.

## 11. LOANS, GUARANTEE AND INVESTMENT:

Particulars of loans and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the notes to the Financial Accounts, which forms part of the Annual Report. The Company has not given any guarantee during the year.

## 12. PUBLIC DEPOSIT

Your Company has not accepted any deposits from the public, its shareholders or employees during the year under review.

## 13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The operations of the Company are not energy intensive. However, adequate measures for conservation of energy, usage of alternate sources of energy and investments for energy conservation, wherever required have been taken.

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure I** to the Board Report.

## 14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the Company had appointed Mr. Pankaj R. Vyas (DIN: 02496291) as Director of the Company w.e.f. 18<sup>th</sup> July, 2017. He was further designated as the Chairman of the Company w.e.f. 4<sup>th</sup> August, 2017.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Amit Bharti (DIN:07899905) and Mr. Ritesh Parekh (DIN: 00083413) were appointed as Independent Directors of the Company in the Extra Ordinary General Meeting held on 4<sup>th</sup> August, 2017 to hold the office for a term of five consecutive years from their appointment. Mr. Rahul Belwalkar (DIN:02497535) who was appointed as Director on 1<sup>st</sup> November, 2016 was re-designated as Managing Director of the Company in the Extra-Ordinary General Meeting held on 4<sup>th</sup> August, 2017 to hold the office for a period from 01<sup>st</sup> August, 2017 to 31<sup>st</sup> July, 2022. In the same meeting Mrs. Shibani Belwalkar was appointed as Chief Financial Officer of the Company.

To comply with the Articles of Association of the Company and the Companies Act, 2013, Mrs. Shibani Belwalkar (DIN: 07733285), Director shall retire by rotation in the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

During the year under review, Mr. Nitin Shetty was appointed as a Company Secretary w.e.f. 16<sup>th</sup> August, 2017 who resigned from his office w.e.f. 21<sup>st</sup> December, 2017. Mr. Vipul Bhoy was appointed as Company Secretary of the Company w.e.f. 22<sup>nd</sup> December, 2017. Mrs. Shibani Belwalkar had resigned from the post of Chief Financial Officer during the year under review. Mr. Mayur Chheda was appointed as Chief Financial Officer of the Company w.e.f. 20<sup>th</sup> January, 2018.

The Company has following personnel as the Key Managerial Personnel (KMP) pursuant to the provisions of Section 203 of the Companies Act, 2013:

- |                        |   |                         |
|------------------------|---|-------------------------|
| 1. Mr. Rahul Belwalkar | - | Managing Director       |
| 2. Mr. Mayur Chheda    | - | Chief Financial Officer |
| 3. Mr. Vipul Bhoy      | - | Company Secretary.      |

## 15. DISCLOSURE BY INDEPENDENT DIRECTORS

All the Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

In terms of requirements of Schedule IV of the Companies Act, 2013, a separate meeting of Independent Directors was held on 21<sup>st</sup> February, 2018, to review the performance of Non-independent Directors (including the Chairman), the entire Board and quality, quantity and timelines of the flow of information between the Management and the Board.

## 16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board of Directors had done the annual evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings.

## 17. MEETING OF THE BOARD OF DIRECTORS

The Composition of the Board of Directors of the Company is in conformity with the requirements of Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meets at regular intervals to discuss on Company's Business policy/strategy apart from other business of the Board. The Board of Directors duly met 23 (Twenty three) times during the financial year 2017-18 on following dates:

10 <sup>th</sup> April, 2017	22 <sup>nd</sup> June, 2017	5 <sup>th</sup> August, 2017	28 <sup>th</sup> September, 2017
20 <sup>th</sup> April, 2017	26 <sup>th</sup> June, 2017	7 <sup>th</sup> August, 2017	8 <sup>th</sup> November, 2017
25 <sup>th</sup> April, 2017	1 <sup>st</sup> July, 2017	8 <sup>th</sup> August, 2017	22 <sup>nd</sup> December, 2017
9 <sup>th</sup> May, 2017	14 <sup>th</sup> July, 2017	9 <sup>th</sup> August, 2017	20 <sup>th</sup> January, 2018
5 <sup>th</sup> June, 2017	17 <sup>th</sup> July, 2017	10 <sup>th</sup> August, 2017	23 <sup>rd</sup> March, 2018
15 <sup>th</sup> June, 2017	28 <sup>th</sup> July, 2017	16 <sup>th</sup> August, 2017	

## 18. AUDIT COMMITTEE

The Audit Committee was constituted on 8<sup>th</sup> August, 2017 pursuant to the provision of Section 177 of the Companies Act, 2013 read with rules made thereunder as follows:

Sr. No.	Name	Chairman/Member	Designation
1.	Mr. Amit Bharti	Chairman	Independent Director
2.	Mr. Ritesh Parekh	Member	Independent Director
3.	Mr. Pankaj Vyas	Member	Non-Executive Director

The Committee met twice during the financial year 2017-18 on 20<sup>th</sup> January, 2018 and 23<sup>rd</sup> March, 2018.

## 19. NOMINATION AND REMUNERATION COMMITTEE/POLICY

The Nomination and Remuneration Committee was constituted on 8<sup>th</sup> August, 2017 pursuant to the provision of section 178 of the Companies Act, 2013 read with rules made thereunder as follows:

Sr. No.	Name	Chairman/Member	Designation
1.	Mr. Amit Bharti	Chairman	Independent Director
2.	Mr. Ritesh Parekh	Member	Independent Director
3.	Mr. Pankaj Vyas	Member	Non-Executive Director

The Committee met twice during the financial year 2017-18 on 22<sup>nd</sup> December, 2017 and 20<sup>th</sup> January, 2018.

The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved and adopted by the Board of Directors. The said policy is annexed to the report as **Annexure II**.



## 20. STAKEHOLDER RELATIONSHIP COMMITTEE

The Company has also constituted Stakeholder Relationship Committee on 8<sup>th</sup> August, 2017 pursuant to the provision of section 178 of the Companies Act, 2013 read with rules made thereunder as follows:

Sr. No.	Name	Chairman/Member	Designation
1.	Mr. Pankaj Vyas	Chairman	Non-Executive Director
2.	Mr. Amit Bharti	Member	Independent Director
3.	Mr. Ritesh Parekh	Member	Independent Director

Committee has not met during the year under review in the view of no request/complaint received from any of the member.

## 21. ISMS AND INFOSEC COMMITTEE

Considering the nature of business of the Company, the Board of Directors had constituted the ISMS and Infosec Committee in their meeting held on 22<sup>nd</sup> December, 2017 which is as follows:

Sr. No.	Name	Chairman/Member	Designation
1.	Mr. Rahul Belwalkar	Chairman	Managing Director
2.	Mr. Richard Desouza	Member	Chief Risk Officer
3.	Mr. Thomas Cherian (up to 31 <sup>st</sup> May, 2018)	Member	Head – Business Intelligence
4.	Mr. Suhel Inamdar (w.e.f. 13 <sup>th</sup> July, 2018)	Member	Chief Operating Officer
5.	Mr. Shridhar Kane	Member	Independent IT Consultant

The Committee met twice during the year on 19<sup>th</sup> January, 2018 and 16<sup>th</sup> February, 2018.

## 22. CSR COMMITTEE

The Company did not fulfill any of the three criteria specified in Section 135(1) of the Companies Act, 2013 during the F.Y. 2017-18 and therefore, was not required to comply with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 during the F.Y. 2017-18.

However, as on 31<sup>st</sup> March, 2018, Company's net profit was more than Rupees five Crore due to which, provisions of section 135 of the Companies Act, 2013 pertaining to Corporate social responsibility became applicable to the Company. Accordingly, Board of Directors in their meeting held on 30<sup>th</sup> May, 2018 had constituted the CSR Committee which is as follows:

Sr. No.	Name	Chairman/Member	Designation
1.	Mr. Pankaj Vyas	Chairman	Non-Executive Director
2.	Mr. Amit Bharti	Member	Independent Director
3.	Mr. Rahul Belwalkar	Member	Managing Director

The Corporate Social Responsibility Committee had formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was subsequently adopted by it and is being implemented by the Company. The CSR Policy can be accessed at the Company's website [www.secur.co.in](http://www.secur.co.in).

## 23. RISK MANAGEMENT

The management continuously access the risk involved in the business and all out efforts are made to mitigate the risk with appropriate action. The risk management framework of the Company is appropriate compared to the size of the Company and the environment under which the Company operates. The Company has appointed Mr. Richard Desouza as Chief Risk Officer to look after and mitigate the risk factors.

## 24. MATERIAL CHANGES AND COMMITMENTS

There have been no material change and commitment affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this report.

## **25. PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES 5 OF THE COMPANIES APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Relations between the management and employees were cordial through-out the year.

The particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure III** and forms part of this report.

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Management Personnel) Rule, 2014, are forming part of Board's Report for the year ended 31<sup>st</sup> March, 2018 is given in a separate annexure to this report. The said annexure is not being sent along with this report to the members of the Company in line with the provisions of Section 136 of the Companies Act, 2013. Members, who are interested in obtaining these particulars, may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection by the members at the registered office of the Company, 21 days before the 17<sup>th</sup> Annual general meeting and upto the date of the said Annual general meeting during normal business hours on working days.

## **26. a) STATUTORY AUDITORS**

M/s. B. M. Parekh & Co., Chartered Accountants (FRN: 107448W) were appointed by the Members as Statutory Auditors of the Company vide Ordinary Resolution passed by way of Postal Ballot on 30<sup>th</sup> March, 2018 to fill the casual vacancy caused due to resignation of M/s. Chetan P. Shah & Co., Chartered Accountants, Mumbai dated 19<sup>th</sup> February, 2018, to hold the office till the conclusion of ensuing Annual General Meeting viz. 17<sup>th</sup> Annual General Meeting.

Pursuant to Section 139 of the Companies Act, 2013 and Rules made thereunder, the Board of Directors in their meeting held on 27<sup>th</sup> August, 2018, proposed the appointment of M/s. B. M. Parekh & Co., Chartered Accountants (FRN: 107448W) as Statutory Auditors for a term of five consecutive years i.e. from the conclusion of 17<sup>th</sup> AGM till the conclusion of 22<sup>nd</sup> AGM. The said appointment is subject to the approval of shareholders in the ensuing 17<sup>th</sup> AGM.

## **b) AUDITORS REPORT**

There is no qualification, reservation or adverse remark or disclaimer made by Statutory Auditors in their Audit Report.

## **27. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Niyati Mehta & Associates, Practicing Company Secretaries (Certificate of Practice Number: 16159), Mumbai to undertake the Secretarial Audit of the Company for the Financial Year 2017-18.

The Secretarial Audit Report given by the Secretarial Auditor is annexed to this Board Report as **Annexure IV**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

## **28. COST RECORDS:**

The Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

## **29. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

No such order was passed by any of the authorities, which impacts the going concern status and company's operations in future.

## **30. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI):**

The Directors state that applicable Secretarial Standards have been duly followed by the Company.

## **31. EXTRACT OF ANNUAL RETURN**

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as on 31<sup>st</sup> March, 2018 in Form No. MGT-9 is attached as **Annexure V** and forms part of this Report.





### 32. VIGIL MECHANASIM

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement, to enable Directors, employees and all the stakeholder's of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism. The vigil mechanism is implemented through Company's whistle blower policy adopted by the Board of Directors and the same is hosted on the website of the Company [www.secur.co.in](http://www.secur.co.in).

### 33. FRAUD REPORTING

During the year, no fraud whether actual, suspected or alleged was reported to the Board of Directors.

### 34. PREVENTION OF SEXUAL HARRASSMENT AT WORKPLACE

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, on probation, contractual, temporary, and employees on third party payroll) are covered under this Policy. During the year under review, No complaint with allegations of sexual harassment was filed during the year under review, which was disposed-off as per the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and as of 31st March, 2018, no complaint was pending.

Further, the Company conducts awareness programs at regular interval of time.

### 35. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There are no shares lying in Demat Suspense Account / Unclaimed Suspense Account.

### 36. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial control commensurate with the size and nature of the business for ensuring the orderly and efficient conduct of its business, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information

### 37. CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on the reasonable assumption, the actual results might differ.

### 38. ACKNOWLEDGEMENT

The Directors wish to place on record their deep sense of appreciation to the Company's Bankers, Customers, Regulatory Authorities, Auditors and all the employees for their unstinted support. Your directors also wish to thank the all the shareholders and investors for confidence reposed in the management of the Company.

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Pankaj R. Vyas**  
Chairman  
DIN: 02496291

Date: 27<sup>th</sup> August, 2018  
Place: Mumbai

## Annexure I

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended March 31, 2018

**a) Conservation of Energy:**

**(i) Steps taken or impact on conservation of energy:**

The planning and installation of equipment of the Company is done in a manner such that maximum energy is conserved. To the extent possible, energy efficient equipment and instruments are used.

**(ii) The Steps taken by the Company for utilizing alternate sources of energy:**

The Company continuously uses its best endeavors for identifying and utilizing alternate sources of energy.

**(iii) Capital Investment on energy conservation equipments: Nil**

**b) Technology Absorption:**

**(i) The efforts made towards technology absorption:**

No efforts have been made during the year.

**(ii) The benefits derived like production improvement, cost reduction, product development or import substitution: Nil**

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –**

**(a)** The details of technology imported: NIL;

**(b)** The year of import: N.A.;

**(c)** Whether the technology has been fully absorbed: N.A.

Your Company does not carry out any manufacturing activity, hence the particulars regarding technology absorption and other particulars as required to be stated by the Companies Act, 2013 and rules made thereunder are not applicable.

**c) Foreign Exchange Earnings and Outflows (on Standalone basis):**

Foreign Exchange earned in terms of actual inflow during the year: Rs. 6,76,17,694/-

Foreign Exchange Outgo during the year in terms of actual outflows: Rs. 6,99,896/-

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Pankaj R. Vyas**  
Chairman  
DIN: 02496291

Date: 27<sup>th</sup> August, 2018  
Place: Mumbai



## Annexure II

# Nomination and Remuneration Policy

## 1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with relevant rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Key Objectives of the Committee are:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- To recommend the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity.
- To develop a succession plan for the Board and to regularly review the plan.

## 2. DEFINITIONS

- a) "Act" means the Companies Act, 2013 as amended from time to time and the Rules made thereunder.
- b) "Board" means Board of Directors of the Company.
- c) "Directors" mean Directors of the Company.
- d) "Key Managerial Personnel" means –
  - (i) Chief Executive Officer or the Managing Director or Whole-time Director;
  - (ii) Chief Financial Officer;
  - (iii) Company Secretary; and
  - (iv) Such other officer as may be prescribed.
- e) "Senior Management" means personnel of the company who are members of its core management team excluding the Board of Directors but including Functional Heads.

## 3. ROLE OF COMMITTEE

- 3.1 Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee –
  - 3.1.1 Formulate the criteria for determining qualifications, positive attributes and independence of a director.
  - 3.1.2 Identify persons who are qualified to become Director and persons, who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
  - 3.1.3 Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- 3.2 Policy for appointment and removal of Director, KMP and Senior Management –
  - 3.2.1 Appointment criteria and qualifications
    - a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
    - b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
    - c) The Company shall not appoint or continue the employment of any person as Whole-time Director or Managing Director, who has attained the age of seventy years; Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval

of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### 3.2.2 Term / Tenure

#### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director and designate them for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director;

Provided, that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### 3.2.3 Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### 3.2.4 Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel, subject to the provisions and compliance of the said Act and rules made thereunder.

### 3.2.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 3.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

### 3.3.1 General

- a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission payable to Managing Director, Whole-time Director and Director shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director, Whole-time Director and Directors shall be in accordance with the conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments/revision to the existing remuneration/compensation payable to Managing Director, Whole-time Director and Directors may be recommended by the Committee to the Board, which should be within the limits approved by the Shareholders.
- d) Where any insurance is taken by the Company on behalf of its Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel; Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.



3.3.2 Remuneration to Whole-time Director, Managing Director, Directors, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If Managing Director and/or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3 Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof; Provided that the amount of such fees shall not exceed Rs.1,00,000/- per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

#### 4. MEMBERSHIP

4.1 The Committee shall consist of a minimum three (3) non-executive directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

#### 5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.



## 6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

## 7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## 8. DUTIES OF COMMITTEE

A) The duties of the Committee in relation to nomination matters shall include:

- 8.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 8.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment;
- 8.3 Identifying and recommending Directors, who are to be put forward for retirement by rotation.
- 8.4 Determining the appropriate size, diversity and composition of the Board;
- 8.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 8.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 8.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 8.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 8.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 8.10 Recommend any necessary changes to the Board; and
- 8.11 Considering any other matters, as may be requested by the Board.

B) The duties of the Committee in relation to remuneration matters shall include:

- 8.12 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 8.13 To approve the remuneration of the Senior Management including key managerial personnel of the Company, maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 8.14 To delegate any of its powers to one or more member(s) of the Committee.

## 9. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings shall be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

This Policy has been adopted by the Board of Directors of the Company at its meeting held on **20<sup>th</sup> January, 2018**.

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Pankaj R. Vyas**  
Chairman  
DIN: 02496291

Date: 27<sup>th</sup> August, 2018  
Place: Mumbai



## Annexure III

### Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(Status as on 31<sup>st</sup> March, 2018)

Sr. no.	Particulars			
(1)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	a	Mr. Rahul Belwalkar, Managing Director	31:1
		None of the other Directors were in receipt of any remuneration except sitting fees.		
(2)	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary in the financial year	a	Mr. Rahul Belwalkar, Managing Director	Nil
		b	Mr. Mayur Chheda, Chief Finance Officer	Nil
		d	Mr. Vipul Bhoy, Company Secretary	Nil
(3)	The percentage increase in the median remuneration of employees on the rolls of the Company	There has been no change in the remuneration during the year		
(4)	The number of permanent employees on the rolls of the Company	325 (Three Hundred and twenty five)		
(5)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There has been no change in the remuneration during the year		
(6)	It is hereby confirmed that the remuneration is as per the Remuneration Policy of the Company			

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Pankaj R. Vyas**  
Chairman  
DIN: 02496291

Date: 27<sup>th</sup> August, 2018  
Place: Mumbai

### Form No.MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018

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

To,  
The Members,  
SecUR Credentials Limited,  
Plot No.G-4, MIDC Cross Road A,  
Andheri (East), Mumbai – 400093.  
Maharashtra, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SecUR Credentials Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SecUR Credentials Limited for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to

The extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:  
**(Not Applicable to the Company during the audit period)**

- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)** and;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**



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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

Decisions at the Board Meetings were taken unanimously.

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 audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.

1. Bonus issue by allotting 9,90,000 equity shares at face value of Rs.10/- each issuing 99 share for 1 share held on 25<sup>th</sup> April, 2017;
2. Bonus issue by allotting 10,21,425 equity shares at face value of Rs.10/- each on 14<sup>th</sup> July, 2017.
3. Conversion of Company from Private to Public Limited vide certificate of incorporation consequent upon conversion to public limited Company issued by Ministry of Corporate Affairs on 27<sup>th</sup> July, 2017;
4. Further issue and allotment of 3,00,000 equity shares on Right basis having face value of Rs.10/- each at premium of Rs. 37/- to its members on 5<sup>th</sup> August, 2017.
5. Bonus issue by allotting 11,00,000 equity shares at face value of Rs.10/- in proportion to its holding of its members on 9<sup>th</sup> August, 2017.
6. Initial public offer of 14,67,000 Equity Share of Rs.10/- each at a price of Rs.205/- per Equity Share (including a premium of Rs. 195/- each). The Entire Equity Share capital of the Company viz. 48,88,425 Equity Shares were listed on the SME (Emerge) platform of NSE w.e.f. 13<sup>th</sup> November, 2017.

**Date: 24.08.2018**  
**Place: Mumbai**

**For Niyati Mehta & Associates**  
**Practising Company Secretaries**

**Niyati Mehta**  
**Membership no: A30507**  
**CP No. 16159**

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

To,  
The Members,  
SecUR Credentials Limited,  
Plot No.G-4, MIDC Cross Road A, Andheri (East),  
Mumbai  
Maharashtra, India,

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

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

**Date: 24.08.2018**  
**Place: Mumbai**

**For Niyati Mehta & Associates**  
**Practising Company Secretaries**

**Niyati Mehta**  
**Membership no: A30507**  
**CP No. 16159**



## Annexure V

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31/03/2018

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

#### I. Registration & Other Details:

1	CIN	L74110MH2001PLC133050
2	Registration Date	14/ 08 /2001
3	Name of the Company	SECUR CREDENTIALS LIMITED
4	Category/Sub-category of the Company	Public Limited Company Company Limited by Shares Indian Non-Government Company
5	Address of the Registered office & contact details	Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai -400093.
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd; 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai – 400072 Tel: 022 28511022

#### II. Principal business activities of the Company

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Background screening and Employment verification	80300	100%

#### III. Particulars of Holding, Subsidiary and Associate Companies -

S. No.	Name and address of the company	CIN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
Not Applicable					

#### IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	10000	10000	100%	3010851	-	3010851	61.59%	+ 61.39
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub – total (A) (1)</b>	-	<b>10000</b>	<b>10000</b>	<b>100.00</b>	<b>3010851</b>	-	<b>3010851</b>	<b>61.59</b>	<b>+ 61.39</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-



# SecUR Credentials Limited

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any	-	-	-	-	-	-	-	-	-
Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A) (2)</b>	-	10000	10000	100.00	3010851	-	3010851	61.59	+ 61.39
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-
<b>1. Institutions</b>									
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	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
a) Bodies Corp.	-	-	-	-	200259	-	200259	4.10	+4.10
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	-	-	-	-	804241	-	804241	16.45	+16.45
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	769374	-	769374	15.74	+15.74
c) NBFCs registered with RBI	-	-	-	-	3600	-	3600	0.07	+0.07
d) Non Resident Indian	-	-	-	-	19800	-	19800	0.41	+0.41
e) Resident Indian HUF	-	-	-	-	62900	-	62900	1.29	+1.29
f) Clearing Members	-	-	-	-	17400	-	17400	0.36	+0.36
g) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	<b>1877574</b>	-	<b>1877574</b>	<b>38.41</b>	<b>+38.41</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	-	-	-	-	<b>1877574</b>	-	<b>1877574</b>	<b>38.41</b>	<b>+38.41</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	10000	10000	100.00	<b>4888425</b>	-	<b>4888425</b>	<b>100.00</b>	<b>+99.80</b>



B. Shareholding of Promoter-

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Pankaj Vyas	8500	85.00	-	2532380	51.80	-	+51.63
2	Mrs. Vaishali Vyas	1500	15.00	-	446884	9.14	-	+9.11
3	Mr. Kalpesh Vyas	0	0	-	10529	0.22	-	+0.22
4	Mr. Urvesh Vyas	0	0	-	10529	0.22	-	+0.22
5	Mrs. Vijayaben Vyas	0	0	-	10529	0.22	-	+0.22

C. Change in Promoters' Shareholding

Sr. No.	Particulars		Shareholding at the beginning of the year/ Changes during 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	Mr. Pankaj Vyas					
	At the beginning of the year		8500	85.00	8500	85.00
	(+) Allotment	25.04.2017	841500	84.15	850000	85.00
	(+) Allotment	14.07.2017	868211	42.95	1718211	85.00
	(+) Allotment	09.08.2017	814169	23.80	2532380	74.01
	At the end of the year		2532380	51.80		
2	Mrs. Vaishali Vyas					
	At the beginning of the year		1500	15.00	1500	15.00
	(+) Allotment	25.04.2017	148500	14.85	150000	15.00
	(+) Allotment	14.07.2017	153214	7.58	303214	15.00
	(-) Transfer	17.07.2017	5	Negligible	303209	15.00
	(+) Allotment	09.08.2017	143675	4.20	446884	13.06
	At the end of the year		446884	9.14		
3	Mr. Kalpesh Vyas					
	At the beginning of the year		0	0.00	0	0.00
	(+) Transfer	17.07.2017	1	Negligible	1	Negligible
	(+) Allotment	05.08.2017	7143	0.31	7144	0.31
	(+) Allotment	09.08.2017	3385	0.10	10529	0.31
	At the end of the year		10529	0.22		
4	Mr. Urvesh Vyas					
	At the beginning of the year		0	0.00	0	0.00
	(+) Transfer	17.07.2017	1	Negligible	1	Negligible
	(+) Allotment	05.08.2017	7143	0.31	7144	0.31
	(+) Allotment	09.08.2017	3385	0.10	10529	0.31
	At the end of the year		10529	0.22		
5	Mrs. Vijayaben Vyas					
	At the beginning of the year		0	0.00	0	0.00
	(+) Transfer	17.07.2017	1	Negligible	1	Negligible
	(+) Allotment	05.08.2017	7143	0.31	7144	0.31
	(+) Allotment	09.08.2017	3385	0.10	10529	0.31
	At the end of the year		10529	0.22		

## SecUR Credentials Limited

### D. Shareholding Pattern of top ten Shareholders:

Sr. No.	Particulars		Shareholding at the beginning of the year/ Changes during 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	Pravin Kumar Agrawal					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	02.02.2018	49800	1.02	49800	1.02
	Purchase	16.02.2018	22200	0.45	72000	1.47
	At the end of the year		72000	1.47		
2	Kalyani Saraf					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	30.11.2017	96000	1.96	96000	1.96
	Sale	16.03.2018	-33000	0.68	63000	1.29
	Sale	23.03.2018	-1800	0.04	61200	1.25
	At the end of the year		61200	1.25		
3	Kushal Jayesh Khandwala					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	17.11.2017	28800	0.59	28800	0.59
	Purchase	24.11.2017	1200	0.02	30000	0.61
	Purchase	01.12.2017	6000	0.12	36000	0.74
	Purchase	29.12.2017	15000	0.31	51000	1.04
	Purchase	05.01.2018	3000	0.06	54000	1.10
	Purchase	09.02.2018	4200	0.09	58200	1.19
	Purchase	16.02.2018	600	0.01	58800	1.20
	Purchase	16.03.2018	1200	0.02	60000	1.23
	At the end of the year		60000	1.23		
4	Mohit Saraf					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	16.03.2018	24000	0.49	24000	0.49
	Purchase	23.03.2018	10800	0.22	34800	0.71
	At the end of the year		34800	0.71		
5	Sapan Anil Shah					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	19.01.2018	34200	0.70	34200	0.70
	At the end of the year		34200	0.70		
6	Shriram Insight Share Brokers Ltd.					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	17.11.2017	89400	1.83	89400	1.83
	Sale	24.11.2017	-28200	0.58	61200	1.25
	Sale	30.11.2017	-23400	0.48	37800	0.77
	Sale	08.12.2017	-3000	0.06	34800	0.71
	Purchase	15.12.2017	600	0.01	35400	0.72
	Sale	22.12.2017	-600	0.01	34800	0.71
	Sale	29.12.2017	-600	0.01	34200	0.70



Sr. No.	Particulars		Shareholding at the beginning of the year/ Changes during 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
	Purchase	19.01.2018	28800	0.59	63000	1.29
	Purchase	25.01.2018	9600	0.20	72600	1.49
	Sale	02.02.2018	-42000	0.86	30600	0.63
	Sale	16.02.2018	-600	0.01	30000	0.61
	Purchase	23.03.2018	600	0.01	30600	0.63
	Sale	30.03.2018	-600	0.01	30000	0.61
	At the end of the year		30000	0.61		
7	Arihant Capital Mkt. Ltd.					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	17.11.2017	1200	0.02	1200	0.02
	Purchase	24.11.2017	19800	0.41	21000	0.43
	Purchase	01.12.2017	3000	0.06	24000	0.49
	Purchase	08.12.2017	1200	0.02	25200	0.52
	Purchase	29.12.2017	1200	0.02	26400	0.54
	Purchase	05.01.2017	3000	0.06	29400	0.60
	Sale	26.01.2018	-600	0.01	28800	0.59
	At the end of the year		28800	0.59		
8	RoshanAshokkumar Raj					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	17.11.2017	14130	0.29	14130	0.29
	Purchase	24.11.2017	13064	0.27	27194	0.56
	Sale	30.11.2017	-194	Negligible	27000	0.55
	At the end of the year		27000	0.55		
9	Amit Arora					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	17.11.2017	26400	0.54	26400	0.54
	At the end of the year		26400	0.54		
10	Marwadi Shares and Finance Ltd.					
	At the beginning of the year		0	0.00	0	0.00
	Purchase	17.11.2017	5400	0.11	5400	0.11
	Purchase	24.11.2017	15000	0.31	20400	0.42
	Purchase	01.12.2017	1200	0.02	21600	0.44
	Purchase	08.12.2017	600	0.01	22200	0.45
	Sale	15.12.2017	-3600	0.07	18600	0.38
	Purchase	22.12.2017	2400	0.05	21000	0.43
	Sale	05.01.2018	-2400	0.05	18600	0.38
	Sale	19.01.2018	-1200	0.02	17400	0.36
	Purchase	26.01.2018	3600	0.07	21000	0.43
	Purchase	02.02.2018	2400	0.05	23400	0.48
	Sale	09.02.2018	-600	0.01	22800	0.47

## SecUR Credentials Limited

Sr. No.	Particulars		Shareholding at the beginning of the year/ Changes during 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
	Purchase	16.02.2018	1200	0.02	24000	0.49
	Sale	23.02.2018	-600	0.01	23400	0.48
	Sale	16.03.2018	-1200	0.02	22200	0.45
	Sale	23.03.2018	-600	0.01	21600	0.44
	Purchase	30.03.2018	3600	0.07	25200	0.52
	At the end of the year		25200	0.52		

### E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars		Shareholding at the beginning of the year/ Changes during 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	Mr. Pankaj Vyas					
	At the beginning of the year		8500	85.00	8500	85.00
	(+) Allotment	25.04.2017	841500	84.15	850000	85.00
	(+) Allotment	14.07.2017	868211	42.95	1718211	85.00
	(+) Allotment	09.08.2017	814169	23.80	2532380	74.01
	At the end of the year		2532380	51.80		
2	Mr. Rahul Belwalkar					
	At the beginning of the year		0	0.00	0	0.00
	(+) Transfer	17.07.2017	1	Negligible	1	Negligible
	(+) Allotment	05.08.2017	139286	6.00	139287	6.00
	(+) Allotment	09.08.2017	66001	1.93	205288	6.00
	At the end of the year		205288	4.20		
3	Mrs. Shibani Belwalkar					
	At the beginning of the year		0	0.00	0	0.00
	(+) Transfer	17.07.2017	1	Negligible	1	Negligible
	(+) Allotment	05.08.2017	139285	6.00	139286	6.00
	(+) Allotment	09.08.2017	66000	1.93	205286	6.00
	At the end of the year		205286	4.20		
4	Mr. Amit Bharti					
	At the beginning of the year		0	0.00	0	0.00
	Changes during the Year		0	0.00	0	0.00
	At the end of the year		0	0.00	0	0.00
5	Mr. Ritesh Parekh					
	At the beginning of the year		0	0.00	0	0.00
	Changes during the Year		0	0.00	0	0.00
	At the end of the year		0	0.00	0	0.00



Sr. No.	Particulars	Shareholding at the beginning of the year/ Changes during 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
6	Mr. Mayur Chheda				
	At the beginning of the year	0	0.00	0	0.00
	Changes during the Year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
7	Mr. Vipul Bhoy				
	At the beginning of the year	0	0.00	0	0.00
	Changes during the Year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
*Addition	4,65,02,891	1,13,39,000	0	5,78,41,891
*Reduction	(67,89,229)	(1,13,39,000)	0	(1,81,28,229)
<b>Net Change</b>	<b>3,97,13,662</b>	<b>0</b>	<b>0</b>	<b>3,97,13,662</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3,97,13,662	0	0	3,97,13,662
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>3,97,13,662</b>	<b>0</b>	<b>0</b>	<b>3,97,13,662</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

SN.	Particulars of Remuneration	Name of MD	Total Amount
		Mr. Rahul Belwalkar	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48,91,608	48,91,608
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	48,91,608	48,91,608
	Ceiling as per the Act	84,00,000 (As per Schedule V of the Companies Act, 2013)	



## SecUR Credentials Limited

### B. Remuneration to other directors -

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Pankaj Vyas	Mrs. Shibani Belwalkar	Mr. Amit Bharti	Mr. Ritesh Parekh	
1	Independent Directors					
	Fee for attending board committee meetings	0	0	39000	20000	59000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	39000	20000	59000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	49000	0	0	0	49000
	Commission	0	0	0	0	0
	Others, please specify (Directors Remuneration)	0	0	0	0	0
	Total (2)	49000	0	0	0	49000
	Total (B)=(1+2)	49000	0	39000	20000	108000
	Total Managerial Remuneration	49000	0	39000	20000	108000
	Overall Ceiling as per Act	Rs. 1 Lakh per meeting				

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

SN	Particulars of Remuneration	Key Managerial Personnel				Total
		Mrs. Shibani Belwalkar (CFO up to 19.01.2018)	Mr. Mayur Chheda (CFO w.e.f. 20.01.2018)	Mr. Nitin Shetty (CS – up to 21.12.2017)	Mr. Vipul Bhoy (CS – w.e.f. 22.12.2017)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	4,24,816	1,93,685	1,52,220	7,70,721
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission					
	- as % of profit	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>4,24,816</b>	<b>1,93,685</b>	<b>1,52,220</b>	<b>7,70,721</b>



**VII. Penalties / Punishment/ Compounding of offences:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	No Penalties, Punishments or Compounding during the Financial year				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	No Penalties, Punishments or Compounding during the Financial year				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	No Penalties, Punishments or Compounding during the Financial year				
Punishment					
Compounding					

For and on behalf of the Board of Directors  
SecUR Credentials Limited

**Pankaj R. Vyas**  
Chairman  
DIN: 02496291

Date: 27<sup>th</sup> August, 2018  
Place: Mumbai

## INDEPENDENT AUDITORS' REPORT

To the Members of

### SECUR CREDENTIALS LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **SECUR CREDENTIALS LIMITED** ('the Company'), which comprise the balance sheet as at **31<sup>st</sup> March 2018**, the statement of profit and loss for the year then ended, and a summary of 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 financial statements that give a true and fair view of the financial position, financial performance 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 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 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 thereunder.

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 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 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<sup>st</sup> March 2018** and its profit for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, We give in the "**Annexure A**", statement on the matters specified in paragraphs 3 and 4 of the Order.
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 dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid 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<sup>st</sup> March 2018** taken on record by the Board of Directors, none of the directors is disqualified as on **31<sup>st</sup> 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**"; and
- (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:
  - a. The Company does not have any pending litigations which would impact its financial position.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **M/s B. M. Parekh & Co.**  
Chartered Accountants  
Firm Reg. No. 107448W

**CA. B.M.Parekh**  
**[Partner]**  
**Membership No.012651**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**

## “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:

- 1) 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) There are no immovable properties is held in the name of the company.
- 2) a) Since company is in service sector, this clause is not applicable.
- 3) 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.
- 4) 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.
- 5) 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.
- 6) 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.
- 7) 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 irregular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Goods & Service Tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts of payable in respect of the above were in arrears as at 31st March, 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 as per the following table which is disputed with concern department.

Sr No.	Particulars	Year	Demand Amount	Remark /Forum
1.	Income Tax	2007-2008	Rs. 97106/-	U/s.220 (2)
2.	TDS	2010-2011	Rs.46670/-	Rectification
3.	TDS	2011-2012	Rs.78110/-	Rectification
4.	TDS	2012-2013	Rs.118500/-	Rectification
5.	TDS	2013-2014	Rs.91600/-	Rectification
6.	TDS	2015-2016	Rs.79170/-	Rectification
7.	TDS	2016-2017	Rs.417450/-	Rectification
8.	ESIC	2013-2014	Rs.269759/-	Appeal
9.	ESIC	2015-2016	Rs.2099988/-	Appeal

- 8) 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.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has raised moneys by way of initial public offer were applied for the purposes for which those are raised.



- 10) 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.
- 11) 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;
- 12) 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.
- 13) 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.
- 14) 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.
- 15) 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.
- 16) 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.

For **M/s B. M. Parekh & Co.**  
Chartered Accountants  
Firm Reg. No. 107448W

**CA. B.M.Parekh**  
**[Partner]**  
**Membership No.012651**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**



## Annexure - B to the Auditors' 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 **SECUR CREDENTIALS LIMITED** as of **31<sup>st</sup> March 2018** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 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 Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31<sup>st</sup> 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.

For **M/s B. M. Parekh & Co.**  
Chartered Accountants  
Firm Reg. No. 107448W

**CA. B.M.Parekh**  
**[Partner]**  
**Membership No.012651**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**

# SecUR Credentials Limited

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018

S. No.	PARTICULARS	Note	As at March 31, 2018 Amount Rs.	As at March 31, 2017 Amount Rs.
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>SHAREHOLDERS FUNDS</b>			
	(a) Share Capital	<b>3</b>	<b>48,884,250</b>	100,000
	(b) Reserves and surplus	<b>4</b>	<b>336,584,429</b>	20,195,313
	<b>Total :-</b>		<b>385,468,679</b>	20,295,313
<b>2</b>	<b>NON-CURRENT LIABILITIES</b>			
	(a) Long term borrowings	<b>5</b>	<b>3,336,167</b>	-
	(b) Deferred tax liabilities (Net)	<b>6</b>	<b>4,025,840</b>	138,620
	(c) Other long term liabilities	<b>7</b>	<b>850,147</b>	-
	(d) Long term provisions		-	-
	<b>Total :-</b>		<b>8,212,154</b>	138,620
<b>3</b>	<b>CURRENT LIABILITIES</b>			
	(a) Short term borrowings	<b>8</b>	<b>36,377,495</b>	-
	(b) Trade Payables	<b>9</b>	<b>7,249,142</b>	2,881,446
	(c) Other Current liabilities	<b>10</b>	<b>29,245,083</b>	51,901,499
	(d) Short term provisions	<b>11</b>	<b>16,350,000</b>	8,879,000
	<b>Total :-</b>		<b>89,221,720</b>	63,661,945
	<b>TOTAL</b>		<b>482,902,553</b>	84,095,879
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>NON-CURRENT ASSETS</b>			
	(a) Fixed assets	<b>12</b>		
	(i) Tangible assets		<b>59,389,188</b>	3,075,180
	(ii) Intangible assets		<b>68,015,868</b>	-
	(iii) Capital work in process		<b>52,727,371</b>	45,393,881
	(b) Non current investments	<b>13</b>	<b>37,000</b>	37,000
	(c) Deferred tax assets (Net)		-	-
	(d) Long term loans and advances	<b>14</b>	<b>6,693,000</b>	-
	(e) Other non current assets	<b>15</b>	<b>9,289,618</b>	-
	<b>Total :-</b>		<b>196,152,045</b>	48,506,061
<b>2</b>	<b>CURRENT ASSETS</b>			
	(a) Current investment		-	-
	(b) Inventories	<b>16</b>	<b>14,589,718</b>	3,645,000
	(c) Trade receivables	<b>17</b>	<b>153,091,834</b>	20,343,012
	(d) Cash and Bank balances	<b>18</b>	<b>59,602,947</b>	3,605,982
	(e) Short term loans and advances	<b>19</b>	<b>59,466,009</b>	7,995,824
	(f) Other current assets		-	-
	<b>Total :-</b>		<b>286,750,508</b>	35,589,819
	<b>TOTAL</b>		<b>482,902,553</b>	84,095,879
<b>III</b>	<b>Summary of Significant Accounting Policies</b>	<b>1 &amp; 2</b>		
	The Notes referred to above form an integral part of the Balance Sheet.			

As per our report attached

For B. M. Parekh & Co.  
Chartered Accountants  
Firm Registration No. 107448W

B M Parekh  
Partner  
M.No. 012651

Place :- Mumbai  
Dated :- 30<sup>th</sup> May, 2018

For and on behalf of the Board of Directors  
SecUR Credentials Limited

Rahul Belwalkar  
Managing Director  
DIN: 02497535

Mayur Chheda  
CFO

Shibani Belwalkar  
Director  
DIN: 07733285

Vipul Bhoy  
Company Secretary  
Membership No. 44964



## PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

S. No.	PARTICULARS	Note	As at March 31, 2018	As at March 31, 2017
			Amount Rs.	Amount Rs.
I	Revenue from operations	20	365,549,872	97,955,899
II	Other income	21	1,640,645	18,297
III	<b>Total Revenue (I + II)</b>		<b>367,190,517</b>	<b>97,974,196</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	22	(10,944,718)	(3,645,000)
	Employee benefits expense	23	74,313,746	40,757,651
	Other expenses	24	222,480,956	32,609,868
	Finance costs	25	3,372,413	1,267,583
	Depreciation and amortisation expense	12	6,097,281	428,477
	Prior period expense		-	946,228
	<b>Total expenses</b>		<b>295,319,678</b>	<b>72,364,807</b>
V	<b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>71,870,839</b>	<b>25,609,389</b>
VI	Exceptional items		-	-
VII	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>71,870,839</b>	<b>25,609,389</b>
VIII	Extraordinary items		-	-
IX	<b>Profit before tax (VII- VIII)</b>		<b>71,870,839</b>	<b>25,609,389</b>
X	Tax expense:			
	(1) Current tax		16,350,000	8,349,000
	(2) Deferred tax		3,887,220	138,620
XI	<b>Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>51,633,619</b>	<b>17,121,769</b>
XII	<b>Profit/(loss) from discontinuing operations</b>		-	-
XIII	<b>Tax expense of discontinuing operations</b>		-	-
XIV	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
XV	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>51,633,619</b>	<b>17,121,769</b>
XVI	<b>Earnings per equity share:</b>			
	(1) Basic		13.27	5.49
	(2) Diluted		13.27	5.49
XVII	<b>Summary of Significant Accounting Policies</b>	1 & 2		
	The Notes referred to above form an intergral part of the Balance Sheet.			

As per our report attached

For B. M. Parekh & Co.  
Chartered Accountants  
Firm Registration No. 107448W

B M Parekh  
Partner  
M.No. 012651

Place :- Mumbai  
Dated :- 30<sup>th</sup> May, 2018

For and on behalf of the Board of Directors  
SecUR Credentials Limited

Rahul Belwalkar  
Managing Director  
DIN: 02497535

Mayur Chheda  
CFO

Shibani Belwalkar  
Director  
DIN: 07733285

Vipul Bhoy  
Company Secretary  
Membership No. 44964

# SecUR Credentials Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2018

	Particulars	Amount in Rs. 31-Mar-18	Amount in Rs. 31-Mar-17
<b>A</b>	<b>Cash Flow from Operating Activities</b>		
	<b>Net Profit/(loss) before tax</b>	<b>71,870,839</b>	25,609,389
	<b>Adjustments for</b>		
	Depreciation and Amortisation Expense	<b>6,097,281</b>	428,477
	Interest Expense	<b>4,131,290</b>	1,267,582
	Provision for gratuity	<b>850,147</b>	-
	Unrealized Foreign Exchange Difference Loss / ( Gain )	<b>(49,885)</b>	-
	<b>Operating Income before working capital changes</b>	<b>82,899,672</b>	27,305,448
	<b>Adjustments for:</b>		
	Decrease/(Increase) in Trade Receivables	<b>(132,698,937)</b>	(20,343,014)
	Decrease/(Increase) in Inventories	<b>(10,944,718)</b>	(3,645,000)
	Decrease/(Increase) in other Receivables	<b>(44,728,716)</b>	3,917,029
	Increase/(decrease) in Trade Payables	<b>4,367,696</b>	2,881,446
	Increase/(decrease) in Other Payables	<b>(22,656,416)</b>	49,456,589
	<b>Cash Generated from Operations</b>	<b>(123,761,419)</b>	59,572,498
	Direct Taxes (Net)	<b>(16,915,723)</b>	(4,327,127)
	<b>Net Cash out flow from Operating Activities</b>	<b>(140,677,142)</b>	55,245,371
<b>B</b>	<b>Cash Flow from Investing Activities</b>		
	Purchase of Fixed Assets	<b>(137,760,647)</b>	(48,897,538)
	Fixed deposit	<b>(14,417,335)</b>	-
	<b>Net Cash used for Investing Activities</b>	<b>(152,177,982)</b>	(48,897,538)
<b>C</b>	<b>Cash Flow from Financing Activities</b>		
	- Share Capital	<b>17,670,000</b>	-
	- Share Premium	<b>297,165,000</b>	-
	Change in the Borrowings		
	- Long Term	<b>3,336,167</b>	(1,628,500)
	- Short Term	<b>2,000,004</b>	-
	Deposit with vendor / Authorities	<b>(6,693,000)</b>	-
	Miscellaneous expenditure Not written off (incurred this year)	<b>(9,289,618)</b>	-
	Interest Paid	<b>(4,131,290)</b>	(1,267,582)
	<b>Net Cash Flow from Financing Activities</b>	<b>300,057,263</b>	(2,896,082)
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>7,202,139</b>	3,451,751
	<b>Cash &amp; Cash Equivalents at Beginning of the Year</b>	<b>3,605,982</b>	154,231
	<b>Cash &amp; Cash Equivalents at End of the Year</b>	<b>10,808,121</b>	3,605,982

As per our report attached

For B. M. Parekh & Co.  
Chartered Accountants  
Firm Registration No. 107448W

For and on behalf of the Board of Directors  
SecUR Credentials Limited

B M Parekh  
Partner  
M.No. 012651

Rahul Belwalkar  
Managing Director  
DIN: 02497535

Shibani Belwalkar  
Director  
DIN: 07733285

Place :- Mumbai  
Dated :- 30<sup>th</sup> May, 2018

Mayur Chheda  
CFO

Vipul Bhoj  
Company Secretary  
Membership No. 44964



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

### 1 Accounting Policies

#### Nature of Operations

We are among India's leading employee background screening and Human Resource solutions providers. We specialise in offering customized solutions to our corporate clients, based on their key risk frameworks. With a pan-India presence, offices across all major cities, and a proprietary network of field officers, we are one of the few entities in the country which is able to operationalize solutions for clients.

#### Basis of preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### Use of Estimate

The preparation of financial statements requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income taxes, accounting for contract costs expected to be incurred, the useful lives of depreciable fixed assets and provisions for impairment.

#### Fixed asset

##### (i) Tangible Fixed Assets

Fixed assets are stated at cost of acquisition plus all related direct costs of installation less accumulated depreciation and impairment losses, if any. Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

##### (ii) Intangible assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at cost of acquisition plus all related direct costs of installation less accumulated depreciation.

##### (iii) Depreciation and amortisation

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets in accordance with the life as per Schedule II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

Leasehold improvements are amortised on straight line method over the term of related lease including extensions which are reasonably expected to occur and useful lives of such improvements is taken as sixty months .

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use.

##### (iv) Inventories

Work in process valued at cost in respect of such contract (cases/checks) should be recognized as work in progress and carried forward to be expensed in the year which the corresponding revenue is recognized.



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

### (v) Revenue recognition

Service charges income is booked on the completion of the job or as per terms of the engagement and there is no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the services.

### (vi) Foreign currency transactions

#### Initial Recognition:-

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### Conversion:-

Fluctuation rate in foreign transaction recorded at the time of realization. Foreign Currency monetary items are retranslated using the exchange rate prevailing at the reporting date.

#### Exchange Differences:-

All other exchange differences are recognized as income or as expenses in the period in which they arise

### (vii) Retirement and other benefits

- a) Retirement benefits in the form of Provident fund (where contributed to the Regional PF Commissioner) are a defined contribution scheme. The contribution to the Provident fund is charged to the statement of Profit and Loss for the year when the contribution to the fund is due. The Company has no obligation, other than the contribution to the Provident Fund.
- b) The Company operates benefit for its employees, viz Gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year end.

### (viii) Provision for taxation

Provision for taxation comprises of current tax and deferred tax.

Current tax represents tax on profits for the current year as determined based on the provisions of the Income Tax Act, 1961.

The deferred tax for timing differences between the book and tax profits for the year are accounted based on tax rates in force and tax laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences, are recognised to the extent there is reasonable / virtual certainty that these would be realized in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

### (ix) Impairment of fixed assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

### (x) Accounting for provisions and contingent liabilities

Provisions involving substantial degree of estimates in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

### (xi) Earning per share

The basic earnings per share ("EPS") is computed by dividing the net profit/ (loss) after tax for the year available for the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year available for equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### (xii) Cash and cash Equivalents:-

Cash and cash equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of less than three months and short term highly liquid investments with an original maturity of three months or less.

### (xiii) IPO expenses amortisation:-

IPO Expenses are being and shall continue to be written off over a period of 5 years from the year in which it were incurred.

### (xiv) Government grants/subsidies:-

Government grants are not recognized until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received. Government grants are recognized in profit or loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate is netted off from the related expenses.

### (xv) Lease:

Leases where the lessor effectively retains substantially all the risk and benefits of ownership of the leased term, are classified as operating lease. Operating lease payments are recognised as expense in the Statement of profit and loss on a straight line basis over the lease term.

## 2) Notes to Accounts

### (i) Foreign Currency Transaction

Sr. No.	Particulars	Current Year 2017-18	Previous Year 2016-17
(a)	Earnings in foreign currency	6,76,17,694	4,29,85,936
(b)	Expenditure in foreign currency	6,99,896	20,644

### (ii) Earnings per share:

Earnings per share are calculated by dividing the profit/ (loss) attributable to the Equity Shareholders by the total number of Equity Shares outstanding during the period. The numbers used in calculating the basic and diluted earnings per Equity Share are as follows:

Sr. No.	Particulars	Current Year 2017-18	Previous Year 2016-17
(a)	Net profit / (loss) after tax (Rs.)	51,633,619	17,121,769
(b)	Weighted average number of equity shares outstanding at the year-end (Nos.)	3,891,784	31,21,425 (Restated)
(c)	Basic and diluted earnings per share (Rs.) [(c) = (a) / (b)]	13.27	5.49
(d)	Nominal value of share (Rs.)	10	10

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

### (iii) Related party disclosures:

#### i) Related Party Relationships:

The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS)-18 'Related Party Disclosures' and the same have been relied upon by the auditors.

The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year, except where control exists.

S.No.	Name	Relationship
1	Vaishali Vyas	Promoter
2	Janak Vyas	Brother of Promoter
3	Rahul Belwalkar	Managing Director
4	Shibani Belwalkar	Director
5	Nipa Modi	Key Managerial Person
6	Richard Desouza	Key Managerial Person
7	Pankaj Vyas	Promoter, Chairman, Non-Executive Director
8	Mayur Chheda	Chief financial officer (CFO)
9	Vipul Bhoy	Company Secretary
10	Spiro Life Care Pvt. Limited	Chairman is Shareholder

#### ii) Related Party Transactions (Excluding Reimbursements):-

Particulars	Amount in Rs.
<b>Unsecured loan received and repaid</b>	
Pankaj Vyas	113,04,000
<b>Director's Remuneration</b>	
Rahul Belwalkar	48,91,608
<b>Directors Sitting fees</b>	
Pankaj Vyas	49,000
<b>Salary</b>	
Richard Desouza	32,25,264
Nipa Modi	53,22,936
Mayur Chheda	4,24,816

#### iii) Closing Balance with related Parties as on 31/03/2018

Particulars	Amount in Rs.
<b>Salary payable</b>	
Richard Desouza	2,00,438
Nipa Modi	1,47,800
Mayur Chheda	1,45,500
<b>Directors remuneration payable</b>	
Rahul Belwalkar	3,94,081

#### (iv) The details of deferred tax assets and liabilities as at year end are as under:

Particulars	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.
<b>Opening Balance</b>	<b>1,38,620</b>	<b>-</b>
Deferred tax liability on account of:		
Depreciation	39,36,254	1,38,620
<b>Total (A)</b>	<b>40,25,840</b>	<b>1,38,620</b>



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Particulars	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.
<b>Deferred tax assets on account of:</b>		
Depreciation	-	-
Statutory payments under Section 43B of the Income Tax Act, 1961	-	-
Total (B)	-	-
<b>Deferred tax Assets [Net]: [Total OP + A-B]</b>	<b>40,25,840</b>	<b>1,38,620</b>

### (v) Employee benefits:

#### I. Defined contribution Plans :-

Retirement benefits in the form of Provident fund (where contributed to the Regional PF Commissioner) are a defined contribution scheme. The contribution to the Provident fund is charged to the statement of Profit and Loss for the year when the contribution to the fund is due. The Company has no obligation, other than the contribution to the Provident Fund.

Contributions to defined contribution plans recognized as expense for the year are as under :-

Particulars	Current Year 2017-18 Rs.	Previous Year 2016-17 Rs.
Contribution to provident fund and other funds	15,28,518	9,80,420

#### II. Defined Benefit plan:

Gratuity payable to employees in accordance with the provisions of The Payment of The Gratuity Act, 1972 is a defined benefit plan as per Accounting Standard (AS) – 15 "Employee Benefits" as per Actuarial valuation certificates.

During FY 2017-18 Provision for Gratuity is made for Rs, 8,50,147 for the gratuity liability accrued up to 31.03.2018.

The details of Actuarial valuation of Gratuity as at year end are as under :-

#### Actuarial Calculations as per revised As 15

##### Method: Projected Unit Credit

<b>Period Covered</b>	<b>2017-18</b>
<b>Assumptions</b>	<b>GTU</b>
Discount Rate	7.37% p.a.
Expected Return on Plan Assets	N/A
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate
Future Salary Increases	5% p.a.
Disability	Nil
Attrition	18% p.a
Retirement	58 yrs.

##### Dis. Rate Calculation

Avg. Age = 30 yrs.

Retirement = 58 yrs.

Avg. Future Service = 28 yrs.

Attrition = 18% p.a.

Future decrement adjusted Weighted Service = 5 yrs.

YTM Gsecs maturing 2023 = 7.37%

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

### Changes in the Present Value of the Obligation and in the Fair Value of the Assets

	Mar-18
Present Value of Obligation beginning of The Period	3,57,415
Interest Cost	26,341
Current Service Cost	2,49,119
Past Service Cost	-
Benefits Paid	-
Actuarial (gain) loss on Obligation	2,17,272
Present Value of Obligation end of The Period	8,50,147
Fair Value of Plan Assets beginning of The Period	-
Expected Return on Plan Assets	-
Contributions	-
Benefits Paid	-
Actuarial Gain (Loss) Plan Assets	-
Fair Value of Plan Assets end of The Period	-
<b>Total Actuarial gain (loss) to be recognized</b>	<b>(2,17,272 )</b>
<b>Balance Sheet Recognition</b>	
Present Value of Obligation	8,50,147
Fair Value of Plan Assets	-
Liability (Assets)	8,50,147
Unrecognized Past Service Cost	-
<b>Liability (Asset) recognised in the Balance Sheet</b>	<b>8,50,147</b>
<b>Profit &amp; Loss – Expenses</b>	
Current Service Cost	2,49,119
Interest Cost	26,341
Expected Return on Plan Assets	0
Net Actuarial (gain) loss recognised in the year	2,17,272
Past Service Cost	3,57,415
<b>Expenses Recognised in the Statement of Profit &amp; Loss</b>	<b>8,50,147</b>
<b>Actuarial (Gain)/Loss Recognized</b>	
Actuarial (Gain)/Loss for the period (Obligation)	2,17,272
Actuarial Gain/(Loss) for the period (Plan Assets)	-
Total Actuarial (Gain)/Loss for the period	2,17,272
Actuarial (Gain)/Loss recognized for the period	2,17,272
Unrecognized Actuarial (Gain)/Loss at end of period	-
<b>Movement in the Net Liability recognised in the Balance Sheet</b>	
Opening Net Liability	-
Expenses	8,50,147
Contribution	-
Closing Net Liability	8,50,147
<b>Actuarial (gain) loss on Obligation</b>	<b>Mar-18</b>
Experience Adjustment	2,51,327
Assumption Change	(34,056 )
<b>Total</b>	<b>2,17,272</b>
<b>Obligation</b>	<b>31-Mar-18</b>
Current	-
Non-current	8,50,147
<b>Total</b>	<b>8,50,147</b>



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

	Assets / Liabilities	31-Mar-18 Rs.
1	Value of Obligation	8,50,147
2	Fair Value of Plan Assets	-
3	Balance Sheet Liability/(Asset)	8,50,147
4	P&L –(Income)/Expenses	8,50,147
5	Experience Adjustment on Plan Liabilities (Gain) / Loss	2,51,327

**(vi) The details of IPO Expenses are as under:**

Rs. In Lakhs				
Sr. No.	Object	Amount Proposed as Per Prospectus	Amount utilized upto March 31, 2018	Amount Unutilized as on March 31, 2018
1	Meeting Additional Working Capital Requirements	900.00	900.00	-
2	Expansion of Business Activities	495.30	480.87	14.43*
3	Purchase of "SYMPHONY 3.0" Software along with Database	728.03	728.03	-
4	Marketing and Brand Building *	501.50	435.80	65.70*
5	General Corporate Purposes	257.52	257.52	-
6	IPO Expenses	125.00	125.00	-
	<b>Total</b>	<b>3,007.35</b>	<b>2,927.22</b>	<b>80.13 *</b>

\*Rs.14.43 Lakhs and Rs. 65.70 Lakhs from the amount proposed to be utilized for Expansion of Business activities and Marketing and Brand Building respectively are unutilized and the said amount is lying in Current Account with HDFC bank.

**(vii) Leases:-**

- The company has taken various office premises under operating lease that are renewable on a periodic basis at the option of both the lessor and lessee.
- The future minimum lease payments as per the operating lease under non-cancellable lease terms are as follows:-

Particulars	As at 31 March 2018 Rs.
Not later than 1 year	1,20,00,000
Later than 1 year and not later than 5 years	1,76,00,000
Later than 5 years	-

The amount of minimum lease payments with respect to operating lease recognized in the statement of profit and loss for the year is Rs. 1,28,02,846 (Previous year Rs. 37,48,363)

- (viii)** Company has received grant of Rs. 12,840 under The Pradhan Mantri Rojgar Protsahan Yojana (PMRPY) Plan scheme related to provident fund contribution which is netted off from the related expenses.

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

### (ix) Contingent liabilities not provided in respect of:

1. Disputed ESIC demand of Rs.23,69,747/-, against which company will preferred an appeal with in allowable time, management is of opinion that the demand is likely to be either deleted or substantially reduced accordingly no provision has been made.
2. Disputed TDS demand of Rs.8,31,500/-, against which company will preferred an appeal / Rectification within allowable time, management is of opinion that the demand is likely to be either deleted or substantially reduced accordingly no provision has been made.

(x) During the year company has changed its accounting estimate of depreciation from Written down Value (WDV) method to Straight Line Method (SLM) for proper disclosure. If company would have followed WDV method, depreciation charge to profit and loss would be higher by Rs.49,09,244, and correspondingly profit would be lower by same amount.

(xi) Foreign currency exposures that are not hedged by derivative instruments as at 31st March 2018 is as follows:

Particulars	Equivalent rupee value of foreign currency	Amount (USD)
Trade receivables	47,38,018	73,506

(xii) The Company has not received any information from its suppliers regarding their registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence the information required to be given in accordance with Section 22 of the said Act, is not ascertainable and not disclosed.

(xiii) The balances in accounts of sundry debtor and creditors and Loans & Advances are subject to confirmation, and consequent reconciliations. Adjustments in this respect in the opinion of the management are not likely to be material and would be carried out as and when ascertained.

(xiv) In the opinion of the management, current assets, loans, advances and deposits are approximately of the value stated, if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

(xv) Additional information pursuant to Schedule III of the Companies Act, 2013 has not been furnished as the same is either Nil or not applicable.

(xvi) There is no impairment loss on fixed assets on the basis of review carried out by the Management in accordance with Accounting Standard (AS)-28 "Impairment of Assets"

(xvii) Previous year's figures have been reclassified/regrouped, wherever necessary to make the same comparable with the current year's figures.





## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Note No	PARTICULARS	As at March 31, 2018 Amount in Rs.	As at March 31, 2017 Amount in Rs.
<b>3</b>	<b>SHARE CAPITAL</b>		
	<b>Authorised</b>		
	10,000 Equity shares of Rs. 10 each		100,000
	60,00,000 Equity shares of Rs. 10 each	<b>60,000,000</b>	
		<b>60,000,000</b>	100,000
	<b>Issued, Subscribed and Fully paid-up</b>		
	10,000 Equity shares of Rs. 10 each fully paid	-	100,000
	48,88,425 Equity shares of Rs. 10 each fully paid	<b>48,884,250</b>	-
		<b>48,884,250</b>	100,000
a)	<b>Reconciliation of number of shares</b>	<b>March, 2017</b>	March, 2017
	<b>Equity shares</b>	<b>Nos of shares</b>	Amount
	Opening	<b>10,000</b>	100,000
	Add : issued during the year	-	-
	Closing	<b>10,000</b>	100,000
		<b>March, 2018</b>	March, 2018
	<b>Equity shares</b>	<b>Nos of shares</b>	Amount
	Opening	<b>10,000</b>	100,000
	Add : issued during the year	<b>4,878,425</b>	48,784,250
	Closing	<b>4,888,425</b>	48,884,250
c)	<b>Terms / Rights attached to Equity Shares</b>		
	The Company has only one class of equity shares having a par value of Rs. 10 per share. They entitle the holder to participate in the dividends, and to share in the proceeds of the winding up the company in proportion to the number of and amounts paid on the shares held. Each holder of equity shares is entitled to one vote per share.		
b)	<b>Details of Shares held by shareholders holding more than 5 % of the aggregate shares in the company</b>		
	<b>Equity shares</b>	<b>As at March 31, 2018</b>	As at March 31, 2017
	Pankaj Vyas	<b>25,32,380 (51.80%)</b>	8,500 (85%)
	Vaishali Vyas	<b>4,46,884 (9.14%)</b>	1,500 (15%)
c)	<b>Bonus Shares issued</b>		
	During the year company has issued 31,11,425 Bonus shares		

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Note No	PARTICULARS	As at March 31, 2018 Amount in Rs.	As at March 31, 2017 Amount in Rs.
<b>4</b>	<b>RESERVES AND SURPLUS</b>		
	<b>Profit and loss accounts</b>		
	Balance as per last account	20,195,313	3,073,546
	Add : Profit / (Loss) for the year	51,633,619	17,121,767
	Less: utilised for Bonus issued during the year	(20,114,250)	-
	Less: Earlier year tax	(1,295,253)	-
		50,419,429	20,195,313
	<b>Security Premium Account</b>		
	Balance as per last account	-	-
	Add : received during the year	297,165,000	-
	Less : used for issue of Bonus shares	(11,000,000)	-
		286,165,000	-
	<b>Total Reserves and Surplus</b>	336,584,429	20,195,313
<b>5</b>	<b>LONG TERM BORROWINGS</b>		
	<b>Secured</b>		
i	Term loan from bank (against hypothecation of computers and softwares, payable in sixty EMI, balance thirty two EMI)	3,336,167	-
	<b>Total Long Term Borrowings</b>	3,336,167	-
<b>6</b>	<b>DEFFERED TAX LIABILITIES (NET)</b>		
i	Deffered Tax Liabilities (Net)	4,025,840	138,620
	<b>Total Deffered Tax Liabilities (net)</b>	4,025,840	138,620
<b>7</b>	<b>OTHER LONG TERM LIABILITIES</b>		
i	Provision for gratuity	850,147	-
	<b>Total Other Long Term Liabilities</b>	850,147	-
<b>8</b>	<b>SHORT TERM BORROWINGS</b>		
	<b>Secured</b>		
i	Working capital loan from Dena Bank (CC against hypothecation of present and future bookdebts, other movable assets, collateral of third party)	34,377,491	-
ii	Current maturities of long term debt (against hypothecation of computers and softwares)	2,000,004	-
	<b>Total Short Term Borrowings</b>	36,377,495	-
<b>9</b>	<b>TRADE PAYABLES</b>		
i	Trade Payables	7,249,142	2,881,446
	<b>Total Trade Payables</b>	7,249,142	2,881,446



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Note No	PARTICULARS	As at March 31, 2018 Amount in Rs.	As at March 31, 2017 Amount in Rs.
<b>10</b>	<b>OTHER CURRENT LIABILITIES</b>		
i	Sundry creditors - Expenses	<b>18,261,304</b>	51,871,055
ii	Duties, taxes and other statutory dues	<b>10,444,425</b>	-
iii	Advance from customer	<b>539,354</b>	30,444
	<b>Total Other Current Liabilities</b>	<b>29,245,083</b>	51,901,499
<b>11</b>	<b>SHORT TERM PROVISIONS</b>		
i	Provision for tax	<b>16,350,000</b>	8,879,000
	<b>Total Short Term Provision</b>	<b>16,350,000</b>	8,879,000

**Note : 12**

### Fixed assets Schedule

Particulars	Gross Block				Depreciation				Net Block	
	01.04.2017	Additions	Sale/Adj.	31.03.18	01.04.17	For the Year	Sale/Adj.	31.03.18	31.03.18	31.03.17
<b><u>TANGIBLE ASSET</u></b>										
<b>COMPUTERS</b>										
COMPUTER	2,725,150	12,856,673	-	15,581,823	363,293	1,398,201	-	1,761,494	13,820,329	2,361,857
<b>OFFICE EQUIPMENT</b>										
OFFICE EQUIPMENT	604,638	4,191,324	-	4,795,962	58,444	398,158	-	456,602	4,339,360	546,194
AIR CONDITION	67,980	2,755,000	-	2,822,980	723	120,110	-	120,833	2,702,147	67,257
<b>FURNITURE &amp; FIXTURES</b>										
FURNITURE & FIXTURES	105,889	40,304,824	-	40,410,713	6,017	1,877,344	-	1,883,361	38,527,352	99,872
<b>TOTAL TANGIBLE ASSET</b>	<b>3,503,657</b>	<b>60,107,821</b>	<b>-</b>	<b>63,611,478</b>	<b>428,477</b>	<b>3,793,813</b>	<b>-</b>	<b>4,222,290</b>	<b>59,389,188</b>	<b>3,075,180</b>
<b><u>INTANGIBLE ASSET</u></b>										
Secur Database	-	45,393,881	-	45,393,881	-	1,513,129	-	1,513,129	43,880,752	-
Symphony Software	-	24,925,455	-	24,925,455	-	790,339	-	790,339	24,135,116	-
<b>TOTAL INTANGIBLE ASSET</b>	<b>-</b>	<b>70,319,336</b>	<b>-</b>	<b>70,319,336</b>	<b>-</b>	<b>2,303,468</b>	<b>-</b>	<b>2,303,468</b>	<b>68,015,868</b>	<b>-</b>
<b>INTANGIBLE ASSET (CWIP)</b>										
Secur Database	45,393,881		(45,393,881)	-					-	45,393,881
Secur Name(WIP)	-	52,727,371	-	52,727,371	-			-	52,727,371	-
<b>TOTAL INTANGIBLE ASSET (CWIP)</b>	<b>45,393,881</b>	<b>52,727,371</b>	<b>(45,393,881)</b>	<b>52,727,371</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>52,727,371</b>	<b>45,393,881</b>
<b>Total - Current Year</b>	<b>48,897,538</b>	<b>183,154,528</b>	<b>(45,393,881)</b>	<b>186,658,185</b>	<b>428,477</b>	<b>6,097,281</b>	<b>-</b>	<b>6,525,758</b>	<b>180,132,427</b>	<b>48,469,061</b>
<b>Previous Year</b>	<b>-</b>	<b>48,897,538</b>	<b>-</b>	<b>48,897,538</b>	<b>-</b>	<b>428,477</b>	<b>-</b>	<b>428,477</b>	<b>48,469,061</b>	<b>-</b>

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Note No	PARTICULARS	As at March 31, 2018 Amount in Rs.	As at March 31, 2017 Amount in Rs.
<b>12</b>	<b>FIXED ASSETS</b>		
i	Tangible Asset	59,389,188	3,075,180
ii	Intangible Asset	68,015,868	-
iii	Intangible Asset - CWIP	52,727,371	45,393,881
	<b>Total Fixed Asset</b>	<b>180,132,427</b>	<b>48,469,061</b>
<b>13</b>	<b>NON CURRENT INVESTMENT</b>		
i	Unquoted shares of Bank	37,000	37,000
	<b>Total Non Current Investment</b>	<b>37,000</b>	<b>37,000</b>
<b>14</b>	<b>LONG TERM LOANS &amp; ADVANCES</b>		
i	Deposit	6,693,000	-
	<b>Total Long Term Loans and Advances</b>	<b>6,693,000</b>	<b>-</b>
<b>15</b>	<b>NON CURRENT ASSET</b>		
i	Misc Expenditure not W/off	9,289,618	-
	<b>Total Non Current Asset</b>	<b>9,289,618</b>	<b>-</b>
<b>16</b>	<b>INVENTORIES</b>		
i	Work in process valued at cost, valued and certified by directors	14,589,718	3,645,000
	<b>Total Inventories</b>	<b>14,589,718</b>	<b>3,645,000</b>
<b>17</b>	<b>TRADE RECEIVABLES (unsecured and considered good)</b>		
i	- Debts outstanding for a period exceeding six months from the date they are due for payment considered Good	699,032	-
	- Less then six month	152,392,802	20,343,012
	<b>Total Trade Receivables</b>	<b>153,091,834</b>	<b>20,343,012</b>
<b>18</b>	<b>CASH AND BANK BALANCES</b>		
i	Cash and cash equivalents	2,496,935	641,155
ii	Balance with banks in current account	42,688,677	2,964,827
iii	Fixed Deposit with Bank (Earmarked against working capital and Term loan from Banks)	14,417,335	-
	<b>Total Cash and Bank Balances</b>	<b>59,602,947</b>	<b>3,605,982</b>



## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Note No	PARTICULARS	As at March 31,2018 Amount in Rs.	As at March 31,2017 Amount in Rs.
<b>19</b>	<b>SHORT TERM LOANS AND ADVANCES</b>		
i	Advance with Authority	8,718,567	55,626
ii	Income tax deducted at source (TDS)	11,839,700	5,098,231
iii	Advance to Supplier	784,511	56,421
iv	Staff Advance	336,233	1,548,333
v	Other Advances	-	1,237,214
vi	Deposit	3,007,350	-
vii	Prepaid Expenses	34,779,648	-
	<b>Total Short Term Loans and Advances</b>	<b>59,466,009</b>	<b>7,995,824</b>
<b>20</b>	<b>REVENUE FROM OPERATIONS</b>		
i	Sale of Services - Domestic	298,516,326	48,946,461
ii	Sale of Services - Export	67,033,546	49,009,438
	<b>Total Revenue from operations</b>	<b>365,549,872</b>	<b>97,955,899</b>
<b>21</b>	<b>OTHER INCOME</b>		
i	Misc Income	204,347	18,297
ii	Discount Received	9,935	-
iii	Interest on Fixed Deposit	685,928	-
iv	Foreign Fluctuation Gain	740,435	-
	<b>Total Other Income</b>	<b>1,640,645</b>	<b>18,297</b>
<b>22</b>	<b>(INCREASE) / DECREASE IN INVENTORIES</b>		
	Op. Balance	3,645,000	-
	Closing Balance	14,589,718	3,645,000
	<b>Total (Increase)/Decrease in inventories</b>	<b>(10,944,718)</b>	<b>(3,645,000)</b>
<b>23</b>	<b>EMPLOYEE BENEFIT EXPENSE</b>		
i	Salaries	68,370,790	38,628,094
ii	PF	1,528,518	980,420
iii	ESIC	1,936,914	596,190
iv	Staff Welfare	1,627,377	552,947
v	Gratuity	850,147	-
	<b>Total Employee Benefit Expense</b>	<b>74,313,746</b>	<b>40,757,651</b>

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018 AND THE PROFIT AND LOSS STATEMENT FOR THE YEAR THEN ENDED

Note No	PARTICULARS	As at March 31,2018 Amount in Rs.	As at March 31,2017 Amount in Rs.
<b>24</b>	<b>OPERATION AND OTHER EXPENSES</b>		
i	Advertisement Expense	6,592,009	92,830
ii	Audit Fees	175,000	25,000
iii	Brokerage & Commission	1,752,527	-
iv	Business Promotion	2,426,124	628,790
v	Computer Maintenance	147,216	100,396
vi	Courier Charges	916,291	263,519
vii	Data Hosting Charges	864,894	228,721
viii	Discount	65,505	-
ix	Electricity Charges	4,131,290	1,812,470
x	General Expense	120,764	16,227
xi	Insurance Charges	189,882	66,125
xii	Membership & License	250,784	-
xiii	Misc Expenditure W.off	2,322,400	-
xiv	Office Expense	1,493,259	71,441
xv	Printing & Stationery	849,876	331,528
xvi	Product Vendor Charges	168,409,963	21,565,904
xvii	Professional Fees	9,352,951	548,500
xvii	Recruitment Charges	287,500	215,941
xix	Rent	12,452,046	3,748,363
xx	Repairs & Maintenance	2,398,662	520,249
xxi	ROC & Legal Charges	815,884	-
xxii	Swachh Bharat Cess	107,287	283,253
xxiii	Telephone, Mobile & Internet Charges	2,066,635	1,133,932
xxiv	Travelling Expense	4,292,207	956,679
	<b>Total Operation and Other Expenses</b>	<b>222,480,956</b>	<b>32,609,868</b>
<b>25</b>	<b>FINANCE COST</b>		
i	Bank Charges	304,480	67,303
ii	Bank Interest	3,067,933	-
iii	Other borrowing cost	-	380,000
iv	Foreign Exchange Gain (Loss)	-	820,280
	<b>Total Finance Cost</b>	<b>3,372,413</b>	<b>1,267,583</b>

As per our report attached

For B. M. Parekh & Co.  
Chartered Accountants  
Firm Registration No. 107448W

B M Parekh  
Partner  
M.No. 012651

Place :- Mumbai  
Dated :- 30<sup>th</sup> May, 2018

For and on behalf of the Board of Directors  
SecUR Credentials Limited

Rahul Belwalkar  
Managing Director  
DIN: 02497535

Mayur Chheda  
CFO

Shibani Belwalkar  
Director  
DIN: 07733285

Vipul Bhoy  
Company Secretary  
Membership No. 44964



SecUR Credentials

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## SECUR CREDENTIALS LIMITED

CIN: L74110MH2001PLC133050

Registered Office: Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai – 400093

Tel: 022-62647700 Email: investor\_relation@secur.co.in Web: www.secur.co.in

### Form 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]

Name of the Member(s)	
Registered Address	
Email id	
Folio no. / Client Id	
DP Id	

I/We, being the Member(s) of SecUR Credentials Limited and holding \_\_\_\_\_ shares, hereby appoint:

- (1) Name.....Address.....  
Email..... Signature.....or failing him/her
- (2) Name.....Address.....  
Email..... Signature.....or failing him/her
- (3) Name.....Address.....  
Email..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting of the company to be held on Thursday, 27<sup>th</sup> September, 2018 at 11 a.m. at 'Tunga International, 6<sup>th</sup> Floor, MIDC, Opp. Marol Bus Depot, Andheri (East), Mumbai – 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Ordinary Business:

- Adoption of Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 along with the Reports of the Board of Directors and Auditors thereon.
- Re-appointment of Mrs. Shibani Belwarkar (DIN: 07733285) who retires by rotation and being eligible, offers herself for re-appointment.
- Appointment of M/s. B. M. Parekh & Co., (Firm Registration No.107448W) Chartered Accountants as Statutory Auditors of the Company for a period of 5 years.

Signed this..... day of ..... 2018.

Signature of the Shareholder .....

Signature of the 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. Proxy need not be a member of the Company.**



SecUR Credentials

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## SECUR CREDENTIALS LIMITED

CIN: L74110MH2001PLC133050

Registered Office: Plot no. G-4, MIDC Cross Road A, Andheri (East), Mumbai – 400093

Tel: 022-62647700 Email: investor\_relation@secur.co.in Web: www.secur.co.in

### ATTENDANCE SLIP

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

Shareholder / Proxy Holder	DP Id	Client Id	Folio No.	No. of Shares held

I hereby record my presence at the 17<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 27<sup>th</sup> September, 2018 at 11.00 a.m. at 'Tunga International, 6<sup>th</sup> Floor, MIDC, Opp. Marol Bus Depot, Andheri (East), Mumbai – 400 093.

Signature of the Shareholder/Proxy/Representative

#### Notes:

- Shareholders/Proxy Holders are requested to bring the Attendance slip with them when they come to the meeting and hand it over at the gate after affixing their signature on it.
- For e-voting, please refer point no.12 in the notes of the notice.





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# SecUR Credentials

————— Now it's safe —————

## **SecUR Credentials Limited**

### **Registered Office**

Plot no. G-4, MIDC Cross Road A,  
Andheri (East), Mumbai – 400093.

Tel : 022 62647700

Web : [www.secur.co.in](http://www.secur.co.in)