

Textual information (1)

Disclosure in board of directors report explanatory [Text Block]

DIRECTORS REPORT

To

The Members,

Affle (India) Private Limited

Regd. Office: 402, 4th Floor, Akruti Orion,

Shraddhanand Road, Ville Parle (East),

Mumbai - 400057

Maharashtra

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL SUMMARY Amount (INR)

Particulars	As at the end of current reporting period	As at the end of previous reporting period
Total Revenue	671,114,921	726,927,628
Total Expenses	664,653,139	678,791,523
Profit or Loss before Exceptional and Extraordinary items and Tax	6,461,782	48,136,105
Less: Exceptional Items - Less: Extraordinary Items - Profit or Loss before Tax	6,461,782	48,136,105
Less: Current Tax	NIL	897,333
Deferred Tax	1,758,917	(1,950,742)
Profit or Loss After Tax	4,702,865	49,189,514

2 DIVIDEND The directors wish to plough back the profits into the company for further growth and expansion.

3 TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

4 STATE OF AFFAIRS AND REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS Your Directors are optimistic about companys business and hopeful of better performance with increased revenue in next year. There was no change in the nature of business of company.

5 MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE

REPORT No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

6 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO i. Conservation of energy: The provisions of Section 134(m) of the Companies Act, 2013 do not apply to the company. ii. Technology absorption: The provisions of Section 134(m) of the Companies Act, 2013 do not apply to the company. iii. Foreign exchange earnings and outgo: There was a foreign exchange inflow of Rs. 121,608,734 and a foreign exchange outflow of Rs. 230,294,274 during the year under review.

7 STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY The Company does not have any Risk Management Policy as the elements of risk threatening the Companys existence are very minimal.

8 DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

9 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013 There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

10 PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES The Company entered into contract or arrangements with related parties during the Financial year for which the appropriate resolutions were passed as per the provisions of Section 188 of the Companies Act, 2013.

11 EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

12 COMPANYS POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

13 ANNUAL RETURN The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

14 NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW The Company has conducted 8 Board meetings during the financial year under review. S.No. Dates of Board Meeting 1. April 08, 2016 2. June 21, 2016 3. July 11, 2016 4. August 22, 2016 5. September 05, 2016 6. September 12, 2016 7. December 26, 2016 8. February 13, 2017

15 DIRECTORS RESPONSIBILITY STATEMENT In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement: (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures; (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period; (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; (d) the directors had prepared the annual accounts on a going concern basis; (e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.

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

18 DIRECTORS There was no Director who was appointed/ceased/re-elected/reappointed during the year under review.

19 DECLARATION OF INDEPENDENT DIRECTORS The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

20 ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

21 STATUTORY AUDITORS Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s S.R. Batliboi & Associates, LLP Chartered Accountants (FRN: 101049W/E300004) were re-appointed as Statutory Auditors of the company for the Financial Year 2016-17 and being eligible have offered themselves for re-appointment. The company has received a consent cum eligibility letter from the said auditors to the effect that the re-appointment, if made, shall be in accordance with the provisions of Section 141 of the Companies Act, 2013. The directors do hereby recommend re-appointment of M/s S.R. Batliboi & Associates, LLP as statutory auditors of the company for a period of 5 years from the conclusion of the forthcoming annual general meeting until the conclusion of the subsequent 5th Annual General Meeting to be held in year 2022 subject to ratification at every annual general meeting.

22 DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

23 SHARES Pursuant to the scheme of amalgamation entered into between AD2C Holdings Private Limited, Appstudios Technologies Private Limited and AD2C (India) Private Limited (collectively known as transferor companies) and Affle (India) Private Limited (transferee company) approved by the Honble High Court of Delhi vide its order dated 16.01.2017, the transferee company had issued 84,64,330 (Eighty Four Lakhs Sixty Four Thousand Three Hundred Thirty) equity shares of Rs. 10/- (Rupees Ten) aggregating to Rs. 8,46,43,300 (Eight Crore Forty Six Lakhs Forty Three Thousand Three Hundred only) to the shareholders of the transferor companies as per the details mentioned hereunder: S.No. Name and Address of allottee No. of shares 1. Affle Holdings Pte. Ltd. Address: 100 Pasir Panjang Road #6-07, Singapore - 118518 84,64,182 2. Affle Global Pte. Ltd. (formerly known as Affle Appstudios Pte. Ltd.) Address: 100 Pasir Panjang Road #6-07, Singapore - 118518 117 3. Mr. Anuj Khanna Sohumi Address: B-138, Sector C, Mahanagar, Lucknow - 226006 31 The directors do hereby confirm that the company had complied with the requirements mandated under the Companies Act, 2013 and the rules made thereunder in this regard.

24 PREVENTION OF SEXUAL HARASSMENT AGAINST WOMEN AT WORKPLACE The company is committed towards providing a safe and conducive work environment to the employees of the company and also have in place, an internal complaints committee prepared in accordance with the relevant provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

24 DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

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

Date: September 22, 2017 Place: Gurgaon FOR AND ON BEHALF OF THE BOARD OF DIRECTORS AFFLE (INDIA) PRIVATE LIMITED

Anuj Kumar Anuj Khanna Sohumi

Managing Director DIN: 01400273 8B, GH-3, Orchid Gardens Suncity, Sector-54 Gurgaon, Haryana - 122002 Director DIN: 01363666 B-138, Sector C, Mahanagar, Lucknow, Uttar Pradesh- 226006