

DIRECTORS' REPORT**Dear Shareholders**

Your Directors have pleasure in presenting the 36th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS

The Standalone financial performance of the Company for Financial year ended 31st March, 2019 are as follows :

Particulars	Financial Year 2018-19	Financial Year 2017-18
	(Amount in Rs.)	(Amount in Rs.)
Revenue from Operations	-	5,838,021.00
Other Income	389,151.00	-
Total Revenue	389,151.00	5,838,021.00
Total Expenditure	3,400,924.00	7,678,796.00
Profit/(Loss) before taxes	(3,011,773.00)	(1,840,775.00)
Tax Expense/(Benefits)	-	-
Profit/(Loss) after Tax	(3,011,773.00)	(1,840,775.00)
Earnings per Equity Share in Rs.	(0.02)	(0.01)

DIVIDEND & RESERVE

The Board of Directors has decided not to recommend any dividend for the financial year ended 31st March, 2019.

During the year under review, no amount was transferred to General Reserve.

PERFORMANCE REVIEW

The Company has incurred a loss of Rs. (3,011,773) during the financial year ended 31st March, 2019. Your Directors are making all efforts to improve the performance of the Company in future.

CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2019

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY

The Company does not have any Subsidiary/Joint Venture/Associate.

SHARE CAPITAL

The paid up equity capital as on 31st March, 2019 was Rs. 1296.80 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted stock options or sweat equity.

LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on three Indian Stock Exchanges viz. National Stock Exchange (NSE), Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE). The reason for suspension of shares of the Company from trading in NSE and CSE has not been communicated and your directors are taking necessary steps for the same.

Listing fees for the financial year 2019-2020 have been paid to Stock Exchanges. The Company has also paid the annual custodian fees to NSDL & CDSL for the Securities of the Company held in dematerialized mode with them for the year 2019-2020.

DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

BUSINESS RESPONSIBILITY REPORT (BRR)

Securities Exchange Board of India (SEBI) vide circular CIR/ CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31st March 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186(11) of the Companies Act, 2013, your Company being the non-banking financial Company are exempted from disclosure in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Companies Act, 2013 regarding Corporate Social Responsibilities are not applicable to the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the Articles of Association and provisions of the Companies Act, 2013, Smt. Krishna Banerjee (DIN: 06997186) retire by rotation and being eligible offer herself for re-appointment. The Board recommends her re-appointment for the approval of the members.

Shri Taposh Kumar Mullick (DIN: 01108748) was facing time constraint due to his other commitments and therefore he has tendered his sudden resignation from the post of directorship w.e.f 23rd April, 2019.

Shri Dina Bandhu Ganguly (DIN: 02007893) was facing time constraint due to his other commitments and therefore he has tendered his sudden resignation from the post of directorship w.e.f 12th February, 2019.

Shri Rajendra Kumar Parewa, who was on the recommendation of the Nomination and Remuneration Committee, appointed as an additional director and independent director of the Company by the Board of Directors on 23rd April, 2019, as per relevant provision of Companies Act, 2013 and SEBI (LODR) Regulations 2015, in the above mentioned board meeting subject to the approval of the shareholders in ensuing 36th AGM of the company.

Brief resume of Director seeking appointment/re-appointment in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in notice of 36th Annual General Meeting of the Company.

The Board recommends their appointment/re-appointment for the approval of the members.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI (LODR) Regulations, 2015, the Board has carried out an evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committee.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Director and Non Independent Director was carried out by the Independent Directors at their meeting without the attendance of Non-Independent Directors and members of the management. The Directors were satisfied with the evaluation results.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2018-2019 forms a part of "Report on Corporate Governance".

INTERNAL FINANCIAL CONTROL

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In opinion of the board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

NOMINATION & REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees of the Company. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board, its Committee and individual Directors. The policy is stated forms a part of "Report on Corporate Governance".

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a mechanism called "Whistle Blower Policy" for Directors and employees to report genuine concerns or grievances. The policy is available on the website of the Company (www.siliconvalleyinfo.net).

RISK MANAGEMENT POLICY

The Company has a Risk Management Policy in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015, which provides a mechanism for risk assessment and mitigation.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Women at workplace in accordance with the Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013. During the Financial Year ended 31st March, 2019 the company has not received any complaints pertaining to Sexual Harassment.

RELATED PARTIES TRANSACTION

All related party transactions that were entered into during the financial year were in the ordinary course of the business and were on arm's length basis. Thus disclosure in Form AOC-2 is not required. Further there were no materially significant related party transactions entered by the company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with interest of

the company. The policy on Related Party transaction as approved by Board of Directors has been uploaded on the website of the Company. The web link of the same is www.siliconvalleyinfo.net

Details of the transactions with Related Parties are provided in the accompanying financial statements.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS

During the year, there are no significant and material order passed by the Regulators/Courts which would impact the going concern of the Company and its future operation.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that :

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) the directors have 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.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

STATUTORY AUDITOR AND AUDITORS' REPORT

M/S Deoki Bijay & Co., Chartered accountants (Firm Registration No. 313105E), will be appointed as the statutory auditor of the company for a second term of five consecutive years as per section 139(2) of companies act 2013, who shall hold office from the conclusion of ensuing annual general meeting (AGM) till the conclusion of the Forty One AGM of the company to be held in the year 2024 and to fix their remuneration.

Statutory Auditors' remarks contained in their report with the related notes to accounts referred to by them are self explanatory.

SECRETARIAL AUDITOR

Secretarial Audit Report in Form MR-3 following provisions of Section 204 of the Act of M/s Ankita Goenka and Associate, Practicing Company Secretaries forming part hereof as **Annexure 'I'**. Following Regulation 24A of SEBI LODR, 2015 they have also carried out Secretarial Compliance Audit for FY 2018-19. Both of said Report and Certificate are free of qualifications, reservations or adverse remarks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate system of Internal Control commensurate with its size and nature of the business. A report on the suggestions and recommendations of the Internal Auditor and their implementation is placed before the Audit Committee of the Board and the Management.

M/s. Das & Associates, Chartered Accountants, performs the duties of internal auditors of the company for the year ended 31st March, 2019. In order to monitor the performance on a continuous basis.

Management has a system to review Internal Audit Reports with a view to monitoring the adequacy of internal control in place.

EXTRACT OF ANNUAL RETURN

An extract of the annual return of the Company as required by section 92(3) of Companies Act, 2013 in Form No. MGT - 9 for the Financial Year ended 31st March, 2019 is attached to this Report as **Annexure 'II'**.

MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March, 2019, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review there was no inflow/outflow of foreign exchange.

STATUTORY INFORMATION

Since the Company does not own any manufacturing facility, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company had no employee who were in receipt of more than Rs. 1.02 crores per annum during the year ended 31st March, 2019 or of more than Rs. 8.5 Lakhs per month during any part thereof.

Disclosures pertaining to remuneration and other details as required 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 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year are provided in below :

The ratio of remuneration of each Director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year -

No remuneration is paid to directors for the financial year 2018-2019.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year -

There has been no increase in the remuneration of the Managing Director or Chief Executive Officer, Chief Financial Officer & Company Secretary during the year.

(iii) The percentage increase in the median remuneration of employees in the financial year -

There is no percentage increase in the median remuneration of employees in the financial year.

(iv) The number of permanent employees on the rolls of Company -

The number of permanent employees on the rolls of Company is 9.

(v) 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 -

No average percentage increase taken place in the salaries of total employees.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company -

Yes.

EMPLOYER EMPLOYEE RELATIONSHIP

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per the Listing Regulations, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to Report on Corporate Governance **Annexure - "III"**. The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is appended as **Annexure - "IV"** and forms an integral part of this report. The Board members and senior management personnel have confirmed compliance with the Code of conduct.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct for its Board Members and Senior Management personnel. The code of conduct has also been posted on the official website of the Company www.siliconvalleyinfo.net

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013, the Company is not required to transfer any amount to Investor Protection and Education Fund as the Company has not declared any Dividend since its incorporation and as such there is no amount of dividend which was due and payable and remained unclaimed and unpaid for a period of seven years.

SECRETARIAL STANDARDS

The Board of Directors of the Company hereby confirms that your Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

ACKNOWLEDGEMENTS

Your Directors acknowledge the support and owe a debt of gratitude to the Members, Investors, Consultants & Bankers. Your Directors' also place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

Registered Office :

10, Princep Street
2nd Floor
Kolkata - 700 072

Dated : 20th August, 2019

On behalf of the Board of Directors
For **Silicon Valley Infotech Limited**

Santosh Kumar Jain
Managing Director
DIN No. 00174235

Ramen Chatterjee
Director
DIN No. 00402873