

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. Financial summary or highlights/Performance of the Company (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the company. The financial Performance of the Company for the year is as under: (Rs In Lakhs)

| Particulars | 2016-17 | 2015-16 |
|--|----------------|----------------|
| Profit/Loss before Bad debts and Depreciation Written off and extra ordinary items | (0.76) | (1.49) |
| Depreciation written off | (0.29) | (0.42) |
| Bad debts written off | 0.00 | 0.00 |
| Profit or loss before adjustments | (1.05) | (1.90) |
| Prior period adjustments (Cr/Dr) | 0.00 | 0.00 |
| Exceptional items (Cr/Dr) | 0.00 | 0.00 |
| Extra ordinary items (Cr/Dr) | 0.00 | 0.00 |
| Profit after adjustments | (1.05) | (1.90) |
| Provision for income tax/MAT Cr. | 0.00 | 0.00 |
| Profit after tax | (1.05) | (1.90) |
| Earnings Per Share | (0.02) | (0.04) |

The relevant Notes on Accounts of the Company referred to in the Auditors' Report are Self-explanatory. The New Management is in the Process of identifying new business ventures in which it can involve. Keeping in view accumulated losses and recent takeover, the Directors are unable to recommend payment of any dividend for the year under review.

2. Dividend

The company has not declared any Dividend during the Financial Year.

3. Reserves

Since, the company has not declared the dividend during the financial year transfer of amount from profits to reserves does not arise.

4. Directors and Key Managerial Personnel

To appoint a director in place of Shri K Ram Babu who retires by rotation and being eligible offers himself for re-appointment.

5. Extract Of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2016 an extract of annual return in **MGT 9** as a part of this Annual Report as **Annexure I**.

6. Particulars of contracts or arrangements with related parties

The Company has not entered into any contract or arrangements entered into with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions.

7. Particulars of Employees

During the period under review, no employee of the Company is employed throughout the financial year and in receipt of remuneration of Rs.60 lakh or more, or employed for part of the year and in receipt of Rs. 5 lakh or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. Details of Subsidiary/Joint Ventures/Associate Companies

The Company has no Subsidiary Companies.

9. Declaration by an Independent Director(s) and re- appointment, if any

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

10. Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Four Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

11. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

12. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

13. Auditors

The Auditors, M/s. LNP & Co, Chartered Accountants, Hyderabad retire at the ensuing Annual General Meeting and being eligible; offer themselves for reappointment for a period of 3 Years from the

conclusion of this Annual General Meeting [AGM] until the conclusion of second Annual General Meeting to be held after this meeting.

Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

14. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. VCSR & Associates, Company Secretaries have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The report is self-explanatory and do not call for any further comments.

15. Deposits :

The Company has not accepted any Fixed Deposits covered under Chapter V of the Act.

16. Internal Audit & Controls :

During the year, the Company continued to implement his suggestions and recommendations to improve the control environment. His scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

17. Vigil Mechanism :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.indo-asian.com under investors/policy documents/Vigil Mechanism Policy link.

18. Listing

The Securities of your Company are listed with the Bombay Stock Exchange Limited, and pursuant to the Listing Agreement, the Annual Listing fees for the year 2016-17 is yet to be paid. The Company is also required to pay the annual custodian fees to NSDL & CDSL for the Securities of the Company held in dematerialized mode with them for the year 2016-17.

19. Risk management policy

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

20. Particulars of loans, guarantees or investments under section 186

Details of Loans: NIL

Details of Investments: NIL

Details of Guarantee / Security Provided: NIL

21. Corporate Governance Certificate

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in the Listing agreement shall be annexed with the report.

22. Management Discussion And Analysis Report

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2017.

23. Obligation of company under the Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

24. Conservation of energy, technology absorption and foreign exchange earnings and outgo --NA

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- a) Conservation of energy: Not Applicable
- (b) Technology absorption: Not Applicable
- (c) Foreign exchange earnings and Outgo: Not Applicable

25. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the 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; and
- (e) the directors, in the case of a **listed company**, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 14.08.2017

Sd/-
K. Rambabu
Managing Director
(DIN: 01165601)

Sd/-
K. Lohit
Director
(DIN: 05156603)