SKYWEB INFOTECH LIMITED

ANNUAL REPORT 2017-18

33rd Annual General Meeting

CONTENTS

Corporate Information

BOARD OF DIRECTORS

Rohit Kumar Sharma
Whole Time Director & CFO
Neetesh Gupta
Non-Executive Director
Mohan Mandawara
Independent Director
Khushboo Verma
Independent Director

AUDITORS

SPS Associates
Chartered Accountants
200-201, Abhinash Mansion
82, Joshi Road, Karol bagh,
New Delhi-110005

LISTED AT

Metropolitan Stock Exchange of India (MSEI)

KEY MANAGERIAL PERSONNEL

Amit Mahajan
Company Secretary & Compliance Officer
Rohit Kumar Sharma
Chief Financial Officer

REGISTERED OFFICE

K-20, 2nd Floor, Lajpat Nagar,
Part - II, New Delhi -110024
Website: www.skywebindia.in
E-mail: info@skywebindia.in
CIN: L72200DL1985PLC019763

CORPORATE OFFICE

Plot No. 2A, First Floor, Sector-126,
Noida, Uttar Pradesh - 201301
Ph. No. : 0120-6721900

REGISTRAR & SHARE TRANSFER AGENT

BEETAL Financial & Computer Services (P) LTD.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110 062
Phone: +91-11-2996 1281/83
Fax: +91-11-2996 1284
Email: beetal@beetalfinancial.com

DIRECTORS REPORT

Dear Members,

The Directors of your Company are pleased to present the 33rd Annual Report on the Business and operations of the Company along with the Audited Accounts for the financial year ended 31st March, 2018.

1. **FINANCIAL SYNOPSIS:**

Particulars	Standalone		Consolidated	
	Year ended on 31.03.2018 (In Rs.)	Year ended on 31.03.2017 (In Rs.)	**Year ended on 31.03.2018 (In Rs.)**	Year ended on 31.03.2017 (In Rs.)
Revenue from Operations	-	-		
Total Expenses	**510,541**	416,602	**510,541**	416,602
Profit before Exceptional & Extraordinary Items and Tax	**(484,289)**	(416,602)	**(484,289)**	(416,602)
Exceptional Items	**-**	-	-	-
Profit Before Tax	**(484,289)**	(416,602)	**(484,289)**	(416,602)
Tax Expense:				
(1) Current Tax	**-**	-	-	-
(2) Deferred Tax	**-**	-	-	-
(3) Taxation Adjustment of previous year (net)	**-**	-	-	-
Profit After Tax	**(484,289)**	(416,602)	**(484,289)**	(416,602)
Earnings per equity share	**(0.48)**	(0.42)	**(0.48)**	(0.42)

2. **INFORMATION ON STATE OF AFFAIRS OF THE COMPANY**

During the fiscal year, the Company witnessed a bumpy ride throughout the year but has been constantly endeavoring to sustain itself in the market.

3. **TRANSFER TO RESERVES**

The Company is not mandatorily required to transfer its surplus to the General Reserve as no dividend has been proposed for the year 2017-18.

4. **DIVIDEND**

Your Directors have decided not to recommend any dividend for the period 2017-18.

5. **DEPOSITS**

During the year, your Company has not accepted any deposits within the meaning of the provisions of section 73 of the Companies Act, 2013.

6. **MATERIAL ORGANIZATIONAL CHANGES & SIGNIFICANT ORDERS BY REGULATORY(IES)**

There were no Material Organizational Changes which took place during the financial year.

7. **EXTRACT OF ANNUAL RETURN**

The extract of annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report as ***Annexure-1*****.**

8. **OTHER ORGANISATIONAL CHANGES**

During the period of reporting, the registered office of the Company was shifted from 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110 019 to K - 20, 2nd Floor, Lajpat Nagar – II, New Delhi – 110024.

9. **NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES**

BOARD MEETINGS

There were 7 meetings of the Board held during the year viz. 30th May 2017, 06th July, 2017, 05th September, 2017, 14th September, 2017, 11th December, 2017, 12th February, 2018 and 26th March, 2018

The Maximum gap between the two meetings did not exceed 120 days.

Details of Meeting attended by each of the Director during the financial year 2017-18:

Name of the Director	Number of Meeting held	Number of Meetings which director was entitled to attend	Number of Meetings attended
Mr. Rohit Kumar Sharma	7	7	7
Mr. Ravinder Dixit*	7	2	0
Mrs. Khushboo Verma	7	7	7
Mr. Om Prakash*	7	6	6
Mr. Neetesh Gupta	7	7	7

*Mr. Ravinder Dixit and Mr. Om Prakash resigned from the Company w.e.f. 6th July, 2017 and 26th March, 2018 respectively.

AUDIT COMMITTEE

There were 4 meetings of Audit Committee held during the year viz. 30th May 2017, 14th September, 2017, 11th December, 2017, and 12th February 2018.

Details of Meeting attended by each of the Member during the financial year 2017--18:

Name of the Director	Number of Meeting held	Number of Meetings which director was entitled to attend	Number of Meetings attended
Mr. Om Prakash*	4	4	4
Mr. Ravinder Dixit*	4	1	1
Mrs. Khushboo Verma	4	4	4
Mr. Neetesh Gupta	4	4	3

*Mr. Ravinder Dixit and Mr. Om Prakash resigned from the Company w.e.f. 6th July, 2017 and 26th March, 2018 respectively.
**Mr. Mohan Mandawara, has appointed as Independent Director as on 26th June, 2018 after the reporting period.

ID MEETINGS

During the financial year the meeting of Independent Directors was held on 24th March, 2018.

Details of meeting attended by each of the member is given below:

Name of the Director	Number of Meeting held	Number of Meetings which director was entitled to attend	Number of Meetings attended
Mrs. Khushboo Verma	1	1	1
Mr. Om Prakash	1	1	1

NRC MEETING

During the financial year Nomination & Remuneration Committee duly met on March 30, 2018.

Details of meeting attended by each of the member is given below:

Name of the Director	Number of Meeting held	Number of Meetings which director was entitled to attend	Number of Meetings attended
Mrs. Khushboo Verma	1	1	1
Mr. Neetesh Gupta	1	1	1

10. **DIRECTORS' RESPONSIBILITY STATEMENT**

In pursuance to clause (c) of sub section (3) of section 134 of the Companies Act, 2013, to the best of their knowledge and belief, the Directors of your Company hereby confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) 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;

(iii) 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;

(iv) the directors had 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 systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of loans and investments existing as on 31st March 2018 are given under Note No. 2 & 4 respectively of the notes to financial statements. Further, the Company has not given any corporate guarantee during the financial year.

12. **RELATED PARTY TRANSACTIONS**

There were no materially significant transactions with Related Parties during the financial year 2017-18, which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in Note 11 of the Notes to the financial statements.

13. **RISK MANAGEMENT FRAMEWORK**

The Company has well established Risk Management Policies and procedures to identify and assess risks across its business operations. This process takes into consideration well defined risk management principles which are based on experience, known best practices and principles of Corporate Governance. The Company key risk are regularly discussed and evaluated by the Audit Committee and the Board of Directors.

The details of the Risk Management framework are provided as a part of Management Discussion and Analysis Report.

14. **STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS**

The Company has complied with the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

15. **DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM**

Section 177(9) of Companies Act, 2013 provides for a mandatory requirement for all listed companies to establish a mechanism called, 'Whistle Blower Policy' for employees to report to the management, instances of unethical behavior, actual or suspected, fraud or violation of the company's, code of conduct.

In compliance of the above requirements, your Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy which aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The Vigil (Whistle Blower) Mechanism aims to the Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Further, Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Policy is hosted on the Company's website under web link www.skywebindia.in/policies/html.

16. **DIRECTORS & KEY MANAGERIAL PERSONNEL**

Non-Executive Directors

During the year changes took place in the composition of Non-Executive Directors and Independent Directors. Mr. Ravinder Dixit, Non-Executive Director and Mr. Om Prakash, Independent Director resigned from the Company w.e.f. 6th July, 2017 and 26th March, 2018 respectively. Also, Mr. Mohan Mandawara was appointed as an Independent Director w.e.f. 26th June, 2018.

The Company has received Certificate of Independence from all Independent Directors, inter-alia, pursuant to Section 149 of the Companies Act, 2013, confirming and certifying that they have complied with all the requirements of being an Independent Director of the Company.

There were no pecuniary transactions or relationship of the Non-Executive Directors vis-à-vis the company.

In accordance with section 152(6) of the Companies Act, 2013, Mr. Neetesh Gupta retires from the Board by rotation this year and being eligible, offers himself for re-appointment. The information as required to be disclosed as per the Secretarial Standards in case of re-appointment of the director is provided in the Notice of the ensuing annual general meeting.

Executive Directors

Mr. Rohit Kumar Sharma is the Executive Director of the Company.

Key Managerial Personnel

Pursuant to section 203 of the Companies Act, 2013, following officers' are the Key Managerial Personnel of the Company:
Mr. Rohit Kumar Sharma, Whole Time Director & Chief Financial Officer
Mr. Amit Mahajan, Company Secretary

Selection and Appointment of Directors

The charter of Nomination and Remuneration Committee of the Board empowers it to review the structure, size, composition, and diversity of the Board, evaluation of existing skills, defining gaps and making necessary recommendations to the Board.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its performance, of the Directors individually as well as the evaluation of the working of its Committees. Manner in which such formal annual evaluation was made by the Board is given below:

• Performance evaluation criteria for Board, Committees of the Board and Directors are placed on the Company's website www.skywebindia.in under the web link http://www.skywebindia.in/investordesk/policies as a part of Company's Nomination & Remuneration Committee Policy.

• Based on the criteria a structured questionnaire was prepared after taking into consideration inter alia the inputs received from the Directors (except for the director being evaluated) for the year under review. The structured questionnaire covered various aspects of the Board's functioning such as strategic alignment and direction, engagement alignment, composition and structure, dynamics and culture, ethical leadership and corporate citizenship, support to the Board, Committees evaluation and self-evaluation etc.

• The Ratings for Non-Independent Directors were given by the Independent Directors. The ratings for Independent Directors were given by all the Directors excluding the Independent Director being evaluated. The Ratings for performance of Committee was given by the entire Board.

• A consolidated summary of the ratings given by each of the directors was then prepared separately for Independent & Non-Independent Directors, based on which a report of performance evaluation was prepared in respect of the performance of the Board, its Committees and Directors during the year under review.

• The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their respective meetings.

The performance evaluation of individual Directors including Chairman of the Board was done in accordance with the provisions of the Companies Act, 2013 and also based on the structured questionnaire mentioned above.

17. **PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURES**

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 are provided in the ***Annexure -2*** forming part of the Annual Report. There are no employees drawing remuneration in excess of the limits set out in the said Rules during the financial year.

18. **AUDITORS**

Statutory Auditors

M/s. SPS & Associates, Chartered Accountants, (FRN 012358N) was appointed as the Statutory Auditors of the Company in the Annual General Meeting held on 29th September, 2017 for a period of 5 years.

Further, pursuant to recent amendment to Section 139 of the Companies Act, 2013 effective from 7th May, 2018, ratification by Shareholders every year for the appointment of Statutory Auditors is no longer required and accordingly the Notice of the 33rd Annual General Meeting does not include the proposal for seeking Shareholders approval for ratification of Statutory Auditors appointment. The Company has received certificate of eligibility from M/s SPS & Associates, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The Auditors' Report for financial year 2017-18 does not contain any qualification, reservation or adverse remark or disclaimer. The Auditors' Report is enclosed with the financial statements in this Annual Report. The Auditors did not report any fraud during the year.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made hereunder, the Company appointed M/s S.K Batra & Associates, Company Secretaries in Practice (Membership number: 7714, C.P. No. 8072), to undertake the secretarial audit of the Company. Secretarial Audit Report for the financial year 2017-18 as given by M/s S.K. Batra & Associates in the prescribed form MR-3 is annexed to this Report as ***Annexure -3***

The Secretarial Audit Report for the year under review does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

19. **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Company has in place the Internal Complaints Committee. However, the Company has no women employee in its organization during the year under review.

20. **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Conservation of Energy

Considering the nature of business of the Company, energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost. However, Capital expenditure on energy conservation equipment is not required, keeping in view the normal energy consumption in the business activity of the Company. Various Steps are being taken for conservation of energy and using alternate sources of energy, to name a few:

- Advocating switching off of lights and ACs when not required, turning off of PCs when not in use, setting higher temperatures on air conditioners etc to reduce consumption.
- Installed various energy saving electrical devices for saving energy.
- Puts control on usage of other electrical equipments.

Technology Absorption

Taking into consideration the nature of Business of Company, No technology is being used.

Foreign exchange earnings and Outgo

There was no foreign earnings and Outgo during the year.

21. **SUBSIDIARIES, ASSOCIATES & JOINT VENTURES**

As on 31st March 2018, your Company has no subsidiaries. However, there is one associate Company viz. Travancore Marketing Private Limited

Further, during the year, Ace Mobile Manufacturers Private Limited has ceased to be as an Associate Company w.e.f. 23rd May, 2017, other than which, the Company did not acquire or liquidate any subsidiary/Joint Venture/Associate during the financial year. The financial position and performance of its associates are given in the statement containing salient features of the financial statements of the said Associates in ***Annexure -4*** to this report.

In terms of section 136 of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been hosted on the website www.skywebindia.in. Any shareholder who may be interested in obtaining a physical copy of the aforesaid documents may write to the Company Secretary.

Further, please note that the said documents will be available for examination by the shareholders of the Company at its Registered Office during business hours.

22. **SHARE CAPITAL**

The paid-up equity share capital as on March 31, 2018 was Rs. 10,000,000/- (Rupees One Crore Only).
During the reporting period, there was no public issue, right issue, bonus issue, preferential issue or redemption of shares etc. Also, the company has not issued shares with differential voting rights and sweat equity share nor has granted any stock options.

23. **ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO FINANCIAL STATEMENT**

The Board reviews the adequacy and effectiveness of the internal finance controls from time to time. The Board, in consultation with the internal Auditors and risk management committee monitors and controls the major financial risk exposures.

24. **ACKNOWLEDGEMENT**

Your Directors wish to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Authorities, Stakeholders including Customers and other business associates who have extended their valuable support and encouragement during the year under review.
The directors also acknowledge the hard work, dedication and commitment of the employees of the Company. The enthusiasm and unstinting efforts of the employees have enabled the Company to continue being a leading player in the Retail Sector.

Place: Noida (U.P.)
August 29, 2018

On behalf of the Board of Directors
For Skyweb Infotech Limited

Neetesh Gupta	**Rohit Kumar Sharma**
Director	**Director**
DIN: 00030782	**DIN: 03497631**
Address: C-5/15, Vasant Kunj, New Delhi-110070	**Address: 3170, First Floor, Lal Darwaza Bazar, Sita Ram, New Delhi -110006**

ANNEXURE - 1

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:

i	**CIN**	L72200DL1985PLC019763
ii	**Registration Date**	03/01/1985
iii	**Name of the Company**	Skyweb Infotech Limited
iv	**Category / Sub-category of the Company**	Company limited by Shares
v	**Address of the Registered office & Contact details**	K-20, 2nd Floor Lajpat Nagar, Part-II, New Delhi - 110024 Contact No. 8527002270
Vii	**Whether listed company**	Yes
viii	**Name, Address & contact details of the Registrar & Transfer Agent, if any.**	**Name**- Beetal Financial & Computer Services (P) Ltd **Address**-Beetal House, 3rd Floor,99 Madangir Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110 062 **Contact-** 011-29961281/82/83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company:

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
NIL			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section

1.	**Travancore Marketing Private Limited.** Address: 6, First Floor ,Babar Lane , New Delhi-110001	U74899DL1994PTC062964	Associate	40	2(6)

IV. **SHARE HOLDING PATTERN**

(Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	**No. of Shares held at the beginning of the year[As on 1-April-2017]**				**No. of Shares held at the end of the year[As on 31-March-2018]**				**% Change during the year**
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	460,800	-	460,800	46.08	460,800	-	460,800	46.08	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	**460,800**	**-**	**460,800**	**46.08**	**460,800**	**-**	**460,800**	**46.08**	
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A = (A)(1)+(A)(2)	**460,800**	**-**	**460,800**	**46.08**	**460,800**	**-**	**460,800**	**46.08**	**-**
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-

b) Banks / FI	-	-	-	-	-	-	-		-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-				-				
i) Indian	-	83,000	83,000	8.30	-	83,000	83,000	8.30	-
ii) Overseas	-	-	-	-	-				
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	-	21,900	21,900	2.19	-	21,900	21,900	2.19	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	434,000	434,000	43.40	-	434,000	434,000	43.40	
c) Others (specify) HUF	-	300	300	0.03	-	300	300	0.03	
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Directors	-				-	-	-	-	-
Sub-total	-	**539,200**	**539,200**	**53.92**	-	**539,200**	**539,200**	**53.92**	

(B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	539,200	539,200	53.92	-	539,200	539,200	53.92	
C. Shares held by Custodian for GDRs & ADRs	-	-	**-**	-	-	-	-	-	-
Grand Total (A+B+C)	**460,800**	**539,200**	**1,000,000**	**100**	**460,800**	**539,200**	**1,000,000**	**100**	**-**

B) Shareholding of Promoter-

S.No.	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			**% change in shareholding 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	Ashok Gupta	52,800	5.28	-	52,800	5.28	-	-
2	Neetesh Gupta	300,000	30	-	300,000	30	-	-
3	Renu Gupta	108,000	10.8	-	108,000	10.8	-	-

C) Change in Promoters' Shareholding

SN	**Particulars**	**Shareholding at the beginning of 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**
	At the beginning of the year	460,800	46.08	460,800	46.08
	Changes during the year	NIL			
	At the end of the year	460,800	46.08	460,800	46.08

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	**For Each of the Top 10**	**Shareholding during**	**Cumulative Shareholding**

	Shareholders	the year		during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Hayward Technologies Pvt. Ltd.				
	At the Beginning of the year	83000	8.3	83000	8.3
	Changes during the year	NIL			
	At the end of the year	83000	8.3	83000	8.3
2	Sanjay Gupta				
	At the Beginning of the year	50000	5	50000	5
	Changes during the year	NIL			
	At the end of the year	50000	5	50000	5
3	B K Aggarwal				
	At the Beginning of the year	50000	5	50000	5
	Changes during the year	NIL			
	At the end of the year	50000	5	50000	5
4	Rajeev Garg				
	At the Beginning of the year	50000	5	50000	5
	Changes during the year	NIL			
	At the end of the year	50000	5	50000	5
5	Renuka Aggarwal				
	At the Beginning of the year	48,500	4.85	48,500	4.85
	Changes during the year	NIL			
	At the end of the year	48,500	4.85	48,500	4.85
6	Veena Sharma				
	At the Beginning of the year	50000	5	50000	5
	Changes during the year	NIL			
	At the end of the year	50000	5	50000	5
7	Vinay Gujral				
	At the Beginning of the year	50000	5	50000	5
	Changes during the year	NIL			
	At the end of the year	50000	5	50000	5
8	Ashok Pant				
	At the Beginning of the year	50000	5	50000	5
	Changes during the year	NIL			
	At the end of the year	50000	5	50000	5
9	Pradeep K Aggarwal				
	At the Beginning of the year	47,500	4.75	47,500	4.75
	Changes during the year	NIL			
	At the end of the year	47,500	4.75	47,500	4.75
10	**Vikas Chandra**				
	At the Beginning of the year	38,000	3.8	38,000	3.8
	Changes during the year	NIL			
	At the end of the year	38,000	3.8	38,000	3.8

E) **Shareholding of Directors and Key Managerial Personnel:**

S. No.	Particulars	Shareholding at the beginning of 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.	Neetesh Gupta				
	At the beginning of the year	300,000	30	300,000	30
	Changes during the year	NIL			
	At the end of the year	300,000	30	300,000	30

F) **INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	4,207,725	-	4,207,725
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	4,207,725	**-**	4,207,725
Change in Indebtedness during the financial year				
* Addition	-	-	-	
* Reduction	-	(4,207,725)	-	(4,207,725)
Net Change	**-**	(4,207,725)	**-**	(4,207,725)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	-	**-**	-

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S.No.	Particulars of Remuneration	Whole Time Director	Total Amount
		Rohit Kumar Sharma	
1	Gross salary		

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify…		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act	Nil	

B. Remuneration to other directors:

S.No.	Particulars of Remuneration	Total Amount
1	Independent Directors	
	Fee for attending board committee meetings	NIL
	Commission	
	Others, please specify	
	Total (1)	
2	Other Non-Executive Directors	
	Fee for attending board committee meetings	
	Commission	
	Others, please specify	
	Total (2)	
	Total (B)=(1+2)	
	Total Managerial Remuneration	
	Overall Ceiling as per the Act	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD: N.A.

S.No	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3)			

	Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	others, specify…			
5	Others, please specify			
	Total	NIL	NIL	NIL

XII. 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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure -2

Disclosure on remuneration pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	No Remuneration being paid to Directors
Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Director & Company Secretary in the financial year	Percentage increase in remuneration of following Key Managerial Personnel during 2017-18: Mr. Rohit Kumar Sharma (Whole Time Director): Nil Mr. Amit Mahajan (Company Secretary): Nil (No other KMP)
Percentage increase in Median remuneration of employees in a financial year	No Change
Number of permanent employees on rolls of the Company	The Company had 2 permanent employee on the rolls of the Company as on March 31, 2018
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	N.A.
The Company affirms that the remuneration is as per the Remuneration Policy of the Company.	

Annexure - 3

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

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

To
The Members
Skyweb Infotech Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Skyweb Infotech Limited** (hereinafter called ("**the Company**"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on my verification of **Skyweb Infotech Limited** 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 March 31, 2018 generally 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 **Skyweb Infotech Limited** ("the Company") for the financial year ended on 31st March, 2018, to the extent applicable, and made available to me, according to the provisions of :–

(i) The Companies Act, 2013 ("the Act") and 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) The 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 Financial Year 2017-2018)***
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:-
    (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, 2015;
    (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 Financial Year 2017-2018) ;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; **(Not applicable to the Company during the Financial Year 2017-2018) ;**

(f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Financial Year 2017-2018);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ; **(Not applicable to the Company during the Financial Year 2017-2018); and**

(i) SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015

(vi) Other laws applicable specifically to the Company.

The management represents that there are no laws specifically applicable to the Company which requires reporting.

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 Listing Agreement entered into by the Company with the Stock Exchanges in India including agreement entered in pursuance to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 and in consonance to Companies Act, 2013.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 is 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

- None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

I further report that based on the information provided and the representation made by the Company and also on the review of the Compliance reports of the Company Secretary/ Managing Director taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes in the Company exists commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:-

(i) Public/Right/Preferential issue of shares/sweat equity, etc.

(ii) Buy-back of securities

(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations

***Note:** *Kindly note the Company has not done activity which fall under the preview of 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 during financial year 2017-18 except that a compounding was pending due to contravention of the Regulations 3 of Notification No. FEMA 19 dated May 3, 2000, and Regulations 15(i), 15(ii) and 16(3) of Notification No. FEMA 120/2004-RB and the order for the same was passed by the concerned authority on 24th April, 2018 for imposing the penalty of Rs. 2,92,641/- on the Company.*

For S.K. Batra & Associates
Company Secretaries

Sumit Kumar Batra
[Proprietor]
FCS No. 7714
C.P No. 8072

Date: 20/08/2018
Place: New Delhi

This Report is to be read with the letter of even date which is annexed as annexure A and forms an integral part of this Report.

Annexure-A

This letter is to be read with the Report of even date, MR-3 and forms an integral part of this Report.

To
The Members
Skyweb Infotech Limited

The 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. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness 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 process and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.-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 procedure on test basis.
5. 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.

For S.K. Batra & Associates
Company Secretaries

Sumit Kumar Batra
[Proprietor]
FCS No. 7714
C.P No. 8072

Date: 20/08/2018
Place: New Delhi

This Report is to be read with the letter of even date which is annexed as annexure A and forms an integral part of this Report.

Annexure - 4

Salient features of the financial statements of associates for the year ended 31st March 2018

Sr. No.	Particulars	31st March, 2018
1	**Name of ~~Subsidiary~~/Associate Company(ies)**	**Travancore Marketing Private Limited (figures in lacs except percentage of shareholding)**
2	Reporting period of the subsidiary concerned, if different from the holding Company's reporting period	N.A.
3	Reporting Currency	Rupees
4	Exchange Rate	-
5	Share Capital	1000
6	Reserves& Surplus	127.16
7	Total Assets	3605.78
8	Total Liabilities	2478.62
9	Investment	6.71
10	Turnover	0
11	Profit before Taxation	98.42
12	Provision for Taxation	-
13	Profit after Taxation	74.89
14	Proposed Dividend	-
15	% of Shareholding	40

Place: Noida (U.P.)
August 29, 2018

On behalf of the Board of Directors
For Skyweb Infotech Limited

Neetesh Gupta
Director
DIN: 00030782
Address:C-5/15, Vasant Kunj, New Delhi-11007

Rohit Kumar Sharma
Director
DIN: 03497631
Address:3170, First Floor, Lal Darwaza Bazar, Sita Ram, New Delhi - 110006

Management Discussion & Analysis Report

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

➢ **Indian Economy**

India's Economy grew as its fastest in seven quarters in the January-March period, bolstered by strong performance in construction, manufacturing and public services, pointing to a persistent revival trend and bringing cheer to the government ahead of next year's general election.

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

The Indian economy showed a mixed trend in 2017-18, with the GDP growth rate registering a subdued trend in the first half but regaining momentum in the second half of the fiscal. The GDP growth for the fiscal was pegged at 6.7%, compared to 7.1% in 2016- 17. The upward momentum in the Indian economy is expected to continue in 2018-19, with the IMF projecting a 7.4% growth rate in the coming fiscal.

Globally, economic growth generally stagnated during the year and economic outlook remains the uncertain, India has pioneered a host of bold new initiatives to address economic challenges. . For instance, the country's flagship 'Skill India Initiative' seeks to equip growing young workforce with the skills needed to compete in todays rapidly changing work place.

Your Company's performance for the year 2017 – 18 has to be viewed in the context of aforesaid economic and market environment.

INDUSTRY OVERVIEW

Information Technology (IT) & Telecom industry in India has played a key role in putting India on the global map. IT industry in India has been one of the most significant growth contributors for the Indian economy. The industry has played a significant role in transforming India's image from a slow moving bureaucratic economy to a land of innovative entrepreneurs and a global player in providing world class technology solutions and business services. The industry has helped India transform from a rural and agriculture based economy to a knowledge based economy.

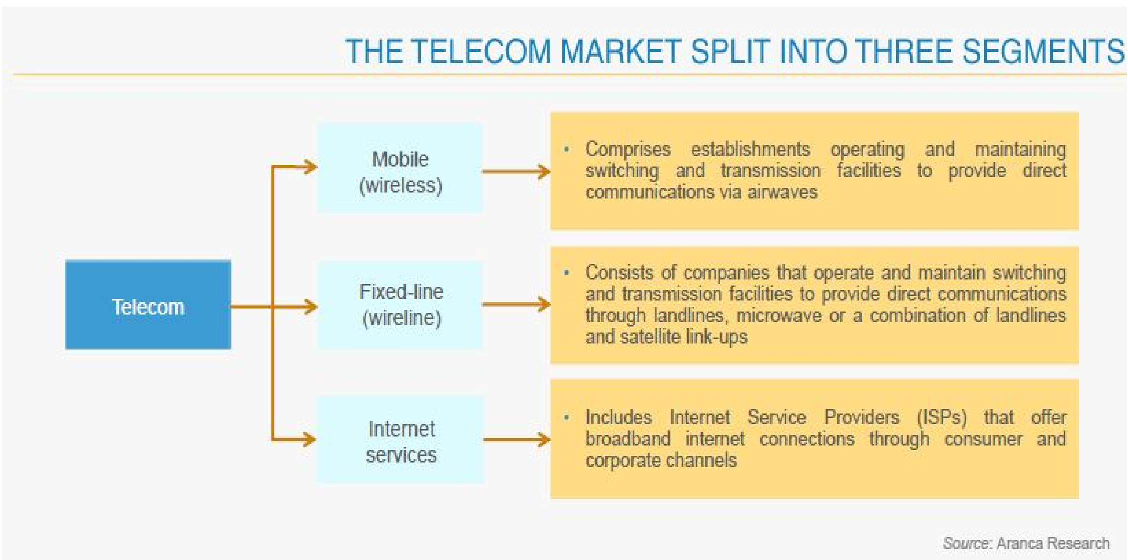
Information Technology has made possible information access at gigabit speeds. It has made tremendous impact on the lives of millions of people who are poor, marginalized and living in rural and far flung topographies. Internet has made revolutionary changes with possibilities of e-government measures like e-health, e-education, e-agriculture, etc. Today, whether its filing Income Tax returns or applying for passports online or railway e-ticketing, it just need few clicks of the mouse. India's IT potential is on a steady march towards global competitiveness, improving defense capabilities and meeting up energy and environmental challenges amongst others.

2. OPPORTUNITIES

COMPANY OVERVIEW

The company is engaged in the business of providing services in relation to telecom industry and provides consultancy services thereto.

With the intent to cater the software requirements of Wireless segment of Telecom, the Company has recently ventured into the Telecom Industry.



Market Size

The mobile industry is expected to create a total economic value of Rs 14 trillion (US$ 217.37 billion) by the year 2020. It would generate around 3 million direct job opportunities and 2 million indirect jobs during this period. According to a report by leading research firm Market Research Store, the Indian telecommunication services market will likely grow by 10.3 per cent year-on-year to reach US$ 103.9 billion by 2020.

According to the Ericsson Mobility Report India, smartphone subscriptions in India is expected to increase four-fold to 810 million users by 2021, while the total smartphone traffic is expected to grow seventeen-fold to 4.2 ExaBytes (EB) per month by 2021.

According to a study by GSMA, smartphones are expected to account for two out of every three mobile connections globally by 2020 making India the fourth largest smartphone market.

3. THREATS

Telecom Products

The telecom sector is one of the leading contributors to India's flourishing economy. The Growth witnessed by the telecom market in India has increased the number of opportunities for the industry and this has been fueled by the growing mobile sector. Given this dynamism, it is no surprise that the mobile industry makes a substantial economic contribution. The telecommunication industry as a whole offers a number of attractive opportunities.

Regulatory and Economic Environment

The telecommunication marketplace is changing rapidly and telecom operators must remain responsive in order to keep up. With that in mind, here's a look at some of the key challenges facing our industry today as well as some strategies for how to deal with them.

Challenges of Indian Telecom Industry

Indian telecom is the fastest growing industry next only to IT industry. It has been demonstrating strong growth due to the Government support in the form of many regulatory and policy changes during the last 15 years. The industry has always surpassed the expectations of government targets particularly in the area of tele-density which has reached 87.85% now. The key regulatory and policy changes which created positive impact on the industry are

- switching over from fixed license fee to Revenue sharing;
- introduction of third and fourth operator;
- introduction of calling party pays regim;
- introduction of universal access license;
- Promotion of domestic manufacturing of telecom equipments;
- issue of license to new operators and
- Abolition of Wireless Operating License for Telecom Service Providers.

Even though there is an increased clarity on the direction of regulation and policy, some of the policies have gone against the interests of the incumbent operators and created a major financial crisis. The industry is currently facing slowdown in revenue growth and huge pressure on profit margin. Some of these key challenges faced by the telecom industry are listed below.

1. **Profit Margin**

   The telecom operators are trying to overcome the profit margin pressures by reducing the operating costs through business process outsourcing, infrastructure sharing, IT outsourcing and revenue assurance.

2. **High level of Tax Incidence**

   Telecom is one of the highest taxed sectors of Indian economy-cumulative tax incidence of 33% of revenues. Globally no other country has such high tax burden on its telecom sector.

3. Rural penetration

The urban market in India is highly saturated. Rural coverage will be the key to operator's growth strategy. Rural tele density is still 59.05% with significant growth potential whereas the urban tele density has already crossed 100%. The government has set a target of 100% for rural tele-density by 2020. But the factors which are restricting rapid roll out in rural areas are the low ARPU customers and high cost of maintaining the network at these places. The challenge for the operators is to search for new cost effective ways to roll out network in rural areas by choosing appropriate technology and leverage on the use of available infrastructure to reduce cost and time of network roll out.

4. Security clearance for procurement of telecom equipment

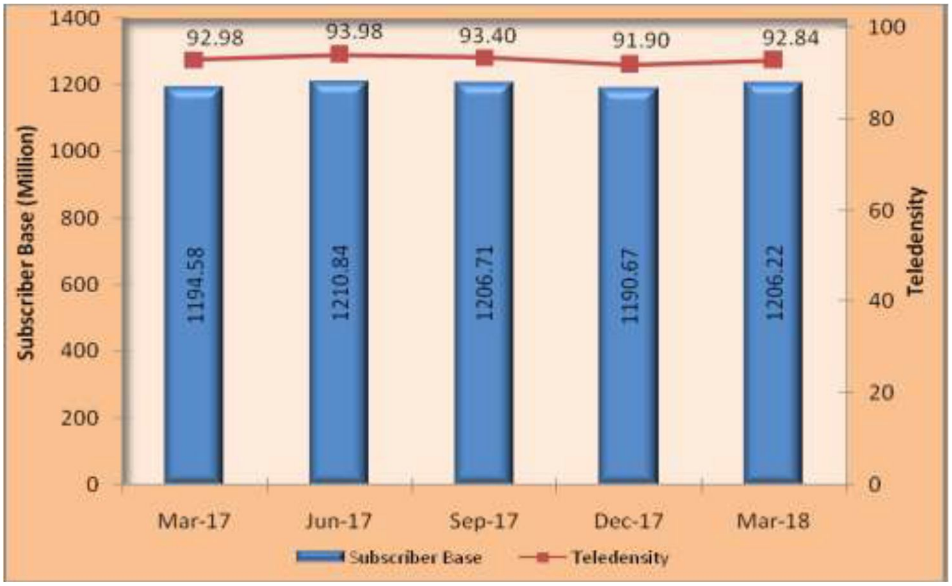
The Government has not given the clearance for procuring equipment's particularly from the Chinese manufacturers due to security reasons. This has impacted the network roll out in the country. As per DoT directive prior approval is required before procurement of any telecom equipment / software. This created a situation where the telecom operators have not been able to import network equipment.

4. SEGMENT WISE PERFORMANCE

Telephone Industry in India

Telecom subscriber base expands substantially

- India is currently the second-largest telecommunication market and has the third highest number of internet users in the world.
- India's telephone subscriber base expanded at a CAGR of 17.44 per cent, reaching 1206.22 million during FY 17 -18.
- In March 2018, total telephone subscription stood at 1206.22 million and tele-density increased to 92.84 percent at the end of March, 2018.



Trends in Telephone subscribers and teledensity in India

Investment

With daily increasing subscriber base, there have been a lot of investments and developments in the sector. The industry has attracted FDI worth US$ 30.08 billion during the period April 2000 to December 2017, according to the data released by Department of Industrial Policy and Promotion (DIPP).

IT Industry in India

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 55 per cent of the US$ 185-190 billion global services sourcing business in 2017-18. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global.

Indian IT's core competencies and strengths have attracted significant investments from major countries.

5. ASSOCIATED RISKS AND CONCERNS

A. INTERNAL RISK FACTORS

1. Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could impact our share price

Our revenues have grown in recent years and may vary significantly in the future, from period to period. Therefore, we believe that period-to-period comparisons of our results of operations may not be necessarily meaningful and may not be relied upon as an indication of our future performance. It is possible that in the future some of our results of operations may be below the expectations of market analysts and our investors, which could cause the share price of our equity shares to decline significantly.

2. Our gross margins are low, which magnifies the impact of variations in revenue and operating costs, on our operating results

As a result of intense price competition in the IT products industry, our gross margins are low and we expect them to continue to be low in the future. Increased competition arising from industry consolidation and low demand for certain IT products may hinder our ability to maintain or improve our gross margins. Low gross margins magnify the impact of variations in revenue, operating costs, bad debts and interest expense on our operating results.

3. Changes in technology may render our current technologies obsolete or require us to make substantial new investments.

Since the IT industry is characterized by rapid technological changes, evolving industry standards, changing client preferences and new product and service introductions. The future success of the Company will depend upon its ability to anticipate and develop new services and enhance existing services in order to keep the clientele satisfied. The failure to do so would adversely affect our market share, business, results of operations and financial condition.

B. <u>EXTERNAL RISK</u>

1. A slowdown in economic growth in India could cause business to suffer.

The performance and growth of the company and the industry are dependent on the health of the Indian economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors.

Any slowdown in the Indian economy may adversely impact business and financial performance and the price of Equity Shares.

2. Political instability or changes in the government could delay the liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact financial results and prospects.

Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant. The leadership of India has changed many times since 1996. Although the current government has announced policies and taken initiatives that support the economic liberalization policies that have been pursued by previous governments, the rate of economic liberalization could change, and specific laws and policies affecting industry, foreign investment and other matters affecting investment in securities could change as well.

3. Factors affecting Indian economy in general

Like any other entity, our financial results are also affected by the macro economic factors determining the growth of the Indian economy in general and continued growth of the securities market. The Growth of our business and ability to maintain the growth is influenced by the growth rate of the securities market indicators. Any slowdown in Indian economy or slowdown in securities market or any changes in government regulation could have an impact on our financial performance.

6. BUSINESS OUTLOOK

The telecom sector continues to be a critical force for growth, innovation, and disruption across multiple technology industries.

Growth in smartphone usage is signaling opportunities for all telecom subsectors, including wireless and wireline/broadband carriers, network equipment/infrastructure companies, and device manufacturers. Carriers have historically invested in connectivity, allowing them to leverage their core strengths, including their networks. However, in 2018, we may see a shift toward areas with higher growth.

Connectivity and mobility have become firmly entrenched in our lives, and their power to shape them seems almost limitless. We expect that the ongoing change and innovation in this space will make 2018 an exciting year for the telecom sector.

7. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's philosophy towards internal controls is based on the principle of healthy growth with a proactive approach to risk management.

The Audit Committee reviews the effectiveness of the internal control system, and also invites functional Directors and senior management personnel to provide updates on operating effectiveness and controls, from time to time. The Company's code of conduct requires compliance with law and Company policy, and also covers matters, such as financial integrity, avoiding conflicts of interest, work place behavior, dealings with external parties and responsibilities to the community.

The Company, on a regular basis, stores and maintains all the relevant data and information as a back up to avoid any possible risk of losing important business data. A qualified and independent audit committee of the Board comprising of all independent directors of the Company reviews the internal audit reports, adequacy of internal controls and risk management framework.

8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

The Financial Statements have been prepared in compliance with the requirements of Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI). Our Management accepts the responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flow for the year.

The Company's financial performance is given as below:

i. Revenue and operating expenses.

On consolidated basis, the Company earned total revenues: Nil. The Total Expenditure stood at Rs. 510,541/- and total loss profit before tax Rs. 484,289/-.

Detailed overview is given in Financial Statement attached to this report.

9. HUMAN RESOURCE/ INDUSTRIAL RELATIONS

At Skyweb, we have built a warm and receptive work environment that evokes deep feelings of pride and belonging and is based on the highest standards of excellence and integrity. We have a tradition of excellence that has been built by passionate, talented people who are driven to succeed. Working together, we thrive in this environment and are proud to make a difference. We need and seek out people who are dedicated and driven to create the future. People with passion and commitment to get it right and a never ending desire to learn, improve and contribute.

We understand the potential and right skills are always the backbone of any successful Industry, We seeks professional with right blend of mind and skills and always welcome them in our family. Skyweb is committed to enhance the skills and competencies as well as personal growth and development of its employees. We provide our people with multiple opportunities to enroll for world-class leadership development programs and also encourage cross-functional movement to gain meaningful experience and exposure. Performance management is a critical area for Skyweb and we invest in planning each employee's career and aligning their goals with larger organizational goals, where every thought and goal to achieve excellence as an employee is appraised and is linked to a bigger organizational goal, accountability and ownership which get driven on the job every single day.

10. CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute forward looking statement within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from such expectations whether expressed or implied. Several factors could make significant difference to the company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

INDEPENDENT AUDITORS' REPORT

To the Members of Skyweb Infotech Limited

Report on the Standalone Ind AS financial statements

We have audited the accompanying standalone Ind AS financial statements of Skyweb Infotech Limited("the Company"), which comprise the standalone Balance Sheet as at 31st March, 2018, the standalone Statement of Profit and Loss, the standalone Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS 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 of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Accounting Standards) amendment rules,2016.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on standalone Ind AS 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 there under.

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 standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 standalone Ind AS 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 standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 company as at 31st March 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 the 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 including other comprehensive incomes, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, these standalone Ind AS 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 written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to adequacy of the internal financial control over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure B".

   (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:

      i. The financial statement discloses the impact of pending litigation as no pending litigation was inform to us.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

      iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For SPS Associates
Chartered Accountants
Firm's Reg. No: 012358N

Mukesh Srivastava
Partner
M. No. 525933

Place: Noida
Date: 30.05.2018

ANNEXURE "A"

To the Independent Auditors report on standalone Ind AS financial statements of Skyweb Infotech Limited.

Referred to in paragraph 1 under the heading, "Report on Other Legal and Regulatory Requirements" of our report of even date:

(i) In respect of its fixed assets:

(a) The Company did not own any fixed assets during the year therefore it is not require to maintain records showing full particulars with respect to fixed assets.

(b) The physically verification of fixed assets is not applicable as company did not own any fixed assets.

(ii) The company did not own any inventory during the year therefore physically verification is not applicable.

(iii) According to the information and explanation given to us, the company has made/ taken loans to the parties covered in the Register maintained under section 189 of the Act. The terms for grant of such loans are not prejudicial to the company's interest.

(iv) In our opinion and according to the information and explanations given to us, the company has not made/ taken loans to the parties covered under section 185 of the Act. However there were certain advances given to such persons on account of purchase of goods/provision of services to be provided by such parties.

(v) In our opinion and according to the information and explanations given to us, the Company did not receive any deposits covered under sections 73 to 76 of the Companies Act and the rules framed there under with regard to deposits accepted from the public during the year.

(vi) We have been informed by the company that the maintenance of cost record under section 148 (1) of the Act has not been prescribed by the Central Government.

(vii) In respect of statutory dues:

(a) According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues whichever was applicable to it and other than these there are no undisputed amounts payable in respect of these dues which have remained outstanding as at March 31, 2018 for a period of more than six months from the date they became payable.

(b) According to the records of the Company and information provided to us, there are no statutory dues related to income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding which has not been deposited on account of any dispute.

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone Ind AS financial statements and according to the information and explanations given to us by the management, the Company has not defaulted in repayment of dues to financial institutions or banks. The Company does not have any debenture holders.

(ix) According to the information and explanations given to us, company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and no term loans was raised during the year.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Ind AS financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanation given by the management, transaction with related parties are in compliance with section 177 and 188 of Companies Act,2013 where applicable and details have been disclosed in the notes to the standalone Ind AS financial statements where applicable, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, during the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of Paragraph 3 of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause (xv) of the Order is not applicable.

(xvi) In our opinion and according to information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For SPS Associates
Chartered Accountants
Firm's Reg. No: 012358N

Mukesh Srivastava
Partner
M. No. 525933

Place: Noida
Date: 30.05.2018

Annexure "B" to the Independent Auditors report of even date on standalone Ind AS financial statements of Skyweb Infotech Limited.

To the Members of Skyweb Infotech Limited

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 Skyweb Infotech Limited("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone Ind AS 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. 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 the 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 were 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 auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 (1) 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 standalone Ind AS 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 the 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 standalone Ind AS 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 31st 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 SPS Associates
Chartered Accountants
Firm's Reg. No: 012358N

Mukesh Srivastava
Partner
M. No. 525933

Place: Noida
Date: 30.05.2018

SKYWEB INFOTECH LIMITED
Balance Sheet as on 31st March 2018

Particulars	Notes	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
ASSETS				
Non-Current Assets				
Property, Plant & Equipments		-	-	-
Other Intangible Assets		-	-	-
Financial Assets				
i) Investment		-	-	-
ii) Loans		-	-	-
iii) Other Fianancial Assets		-	-	-
Deferred tax assets		-	-	-
Other non-current assets		-	-	-
		-	-	-
Current Assets				
Inventories		-	-	-
Fiancial Assets				
i) Investment	2	40,500,000	40,549,500	40,549,500
ii) Trade Receivables				
iii) Cash and Cash Equivalents	3	87,339	37,339	30,086
v) Loans	4	5,600,000	5,600,000	14,350,000
vi) Other financial assets		-	-	-
Other current assets	5	203,295	172,833	175,037
Total Current Assets		**46,390,633**	**46,359,671**	**55,104,623**
Total Assets		**46,390,633**	**46,359,671**	**55,104,623**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	6	10,000,000	10,000,000	10,000,000
Other Equity		27,364,195	27,848,483	28,265,085
Equity attributable to owners		**37,364,195**	**37,848,483**	**38,265,085**
Liabilities				
Non- Current Liabilities				
Financial Liabilities				
i) Borrowings		-	-	-
Provisions		-	-	-
		-	-	-
Current Liabilities				
Financial Liabilities				
i) Borrowings	7	-	4,207,725	-
ii) Trade Payables	8	-	81,500	-
iii) Other financial liabilities		-	-	-
Provisions		-	-	-
Other Current Liabilities	9	9,026,439	4,221,963	16,839,538
Total Current Liabilities		**9,026,439**	**8,511,188**	**16,839,538**
Total Liabilities		**9,026,439**	**8,511,188**	**16,839,538**
Total Equity and liabilities		**46,390,633**	**46,359,671**	**55,104,623**

Summary of Significant accounting policies 2
The accoumpanying notes are an integral part of financial statements

For SKYWEB INFOTECH LIMITED

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

SKYWEB INFOTECH LIMITED
Statement of Profit and Loss for the year ended 31st March 2018

Particulars	Notes	For the Period ended 31st Mar 2018 (in Rs.)	For the year ended 31 March 2017 (in Rs.)
<u>Continuing Operations</u>			
Revenue from Operations		-	-
Other Income		26,252	-
Total Income		**26,252**	**-**
Expenses			
Purchases of stock in trade		-	-
Changes in inventories of work-in-progress, Stock-in-trade and finished goods		-	-
Employee benefits expenses		-	-
Depreciaiton and amortization expenses		-	-
Other expenses	10	510,541	416,602
Total Expenses		**510,541**	**416,602**
Profit before tax from contuining operations		**(484,289)**	**(416,602)**
Income tax expense			
-Current tax		-	-
-Deferred tax		-	-
Total tax expenses		-	-
Profit from contuining operations		**(484,289)**	**(416,602)**
Profit from discontinued operations		-	-
Profit for the period		**(484,289)**	**(416,602)**
<u>Other comprehensive income</u>			
Items that may be reclassified to profit or loss		-	-
Items that will not be reclassified to profit or loss		-	-
Other comprehensive income for the year, net of tax		-	-
Total Comprehensive income for the year		**(484,289)**	**(416,602)**
Profit is attributable to :			
Owners of Skyweb Infotech Limited		(484,289)	(416,602)
Non-Controlling interests		-	-
		(484,289)	(416,602)
Other Comprehensive Income is attributable to :			
Owners of Skyweb Infotech Limited		-	-
Non-Controlling interests		-	-
		-	-
Total Comprehensive Income is attributable to :			
Owners of Skyweb Infotech Limited		(484,289)	(416,602)
Non-Controlling interests		-	-
		(484,289)	(416,602)
Total Comprehensive Income is attributable to Owners of Skyweb Infotech Limited arises from :			
Continuing Operations		(484,289)	(416,602)
Discontinued Operations		-	-
		(484,289)	(416,602)
Earning per equity share for profit from continuing and discontinued operation attributable to owners of Skyweb Infotech Limited :			
Basis Earning per share		(0.48)	(0.42)
Diluted Earning per share		(0.48)	(0.42)

Summary of Significant accounting policies 1
The accoumpanying notes are an integral part of financial statements

For SKYWEB INFOTECH LIMITED

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Shar
Whole time directo
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

SKYWEB INFOTECH LIMITED

Statement of cash flows for the year ended March 31, 2018

	Notes	31-Mar-18 INR	31-Mar-17 INR
Operating activities			
Profit before tax		(484,289)	(416,602)
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment		-	-
Finance income		-	-
Finance costs		-	-
		(484,289)	**(416,602)**
Working capital adjustments:			
(Increase)/decrease in trade and other receivables		(30,462)	8,752,204
(Increase)/decrease in inventories		-	-
Increase/(decrease) in trade and other payables		4,722,976	(12,536,075)
Increase/(decrease) in provisions		-	-
		4,208,225	**(4,200,473)**
Income tax paid		-	-
Net cash flow from operating activities		**4,208,225**	**(4,200,473)**
Investing actvities			
Proceeds from sale of Investments		49,500	-
Net cash flows used in investing activities		**49,500**	**-**
Financing activities			
Proceeds from of long-term borrowings (net)		-	242,143,096
(Repayment) of short-term borrowings (net)		(4,207,725)	(237,935,371)
Net cash flows from/(used in) financing activities		**(4,207,725)**	**4,207,725**
Net increase in cash and cash equivalents		**50,000**	**7,253**
Cash and cash equivalents at the beginning of the year		37,339	30,086
Cash and cash equivalents at year end		**87,339**	**37,339**
Components of cash and cash equivalents			
Balances with banks in current accounts		57,253	7,253
Cash on hand		30,086	30,086
		87,339	**37,339**
Summary of Significant accounting policies	2		

The accoumpanying notes are an integral part of financial statements

"Signed in terms of our Report of Even Date Attached"

For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

SKYWEB INFOTECH LIMITED

Statement of changes in equity for the year ended 31 March 2018

For the year ended 31 March 2018

	Share capital		Other equity - Reserves and surplus		
	No. of shares	**Amount**	**Retained earnings**	**Securities premium**	**Total**
As at 1 April 2017	1,000,000	10,000,000	(701,517)	28,550,000	27,848,483
Profit for the year	-	-	(484,289)		(484,289)
Other comprehensive income	-	-	-	-	-
Total comprehensive income	**-**	**-**	**(484,289)**	**-**	**(484,289)**
As at 31 March 2018	**1,000,000**	**10,000,000**	**(1,185,805)**	**28,550,000**	**27,364,195**

For the year ended 31 March 2017

	Share capital		Other equity - Reserves and surplus		
	No. of shares	**Amount**	**Retained earnings**	**Securities premium**	**Total**
As at 1 April 2016	1,000,000	10,000,000	(284,915)	28,550,000	28,265,085
Profit for the year	-	-	(416,602)	-	(416,602)
Other comprehensive income	-	-	-	-	-
Total comprehensive income	**-**	**-**	**(416,602)**	**-**	**(416,602)**
As at 31 March 2017	**1,000,000**	**10,000,000**	**(701,517)**	**28,550,000**	**27,848,483**

Notes to the Financial Statements

1. Corporate Information

Skyweb Infotech Limited ("the Company") is a public company incorporated on 03/01/1985 and domiciled in India and has its registered office at New Delhi. The company has its primary listing on the Metropolitan Stock Exchange of India Ltd. Company is engaged in trading and distribution of telecommunication and related products and provides various IT enable services.

Significant Accounting Policies

1.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015, read with Section 133 of Companies Act 2013.

For all periods, up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with the Companies (Accounts) Rules 2014, read with Section 133 of Companies Act, 2013 (Previous GAAP). These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. The transition from Previous GAAP to the Ind AS has been done in accordance Ind AS 101, First Time Adoption of Indian Accounting Standards. Refer Note No 1.2 for information on how the Company has adopted Ind AS.

These financial statements have been prepared on a historical cost basis. These financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest rupees, except when otherwise indicated.

These financial statements are authorized for issue in accordance with a resolution of the directors on 30th May, 2018.

1.1 Summary of Significant Accounting Policies

1.1.1 Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

1.1.2 Classification of Assets and Liabilitiesas Current or Non-Current

The Company presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.1.3 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Sales tax/ value added tax (VAT)/goods and service tax(GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

The Company derives revenues primarily from sale of mobile handsets and accessories.

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc.

Interest Income

For all financial assets measured at amortized cost interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Others

Income from export incentives such as duty export incentives are recognized on accrual basis.

1.1.4 Property, Plant and Equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. Except for land, property, plant and equipment is depreciated using the straight-line method over the useful lives of the related assets as presented in Schedule 2 of Companies Act, 2013.

Major improvements, which add to productive capacity or extend the life of an asset, are capitalized, while repairs and maintenance are expensed as incurred. Where a property, plant and equipmentcomprises major components having different useful lives, these components are accounted for as separate items.The depreciation expense is recognized in the statement of profit or loss in the expense category consistent with the function of the property, plant and equipment.

Property, plant and equipment under construction is recorded as capital work- in-progress until it is ready for its intended use; thereafter it is transferred to the related class of property, plant and equipment and depreciated over its estimated useful life. Interest incurred during construction is capitalized if the borrowing cost is directly attributable to the construction.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date and adjusted if expectations differ from previous estimates. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset.

1.1.5 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is recognized in the statement of profit or loss when it is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss in the expense category consistent with the function of the intangible assets.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

1.1.6 Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in those expense categories consistent with the function of the impaired asset.

1.1.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability orc equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Company has the following financial assets in its statement of financial position

- Investments
- Cash
- Bank Balances
- Trade Receivables
- Loans

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance income (positive net changes in fair value) or finance costs (negative net changes in fair value) in the statement of profit or loss. The Company has not designated any financial assets upon initial recognition as at fair value through profit or loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Financial assets at amortised cost

This category is the most relevant to the Company. All Trade and Other Receivables, Loans and Advances fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and eitherthe Company has transferred substantially all the risks and rewards of the asset, or transferred control of the asset.

Impairment of Financial Assets

The objective of the company in recognising the impairment allowance is to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis — considering all reasonable and supportable information, including that which is forward-looking.

Credit Losses are the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (ie all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Expected Credit Losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Company recognises a loss allowance for expected credit losses on a financial asset that is measured at amortized cost at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. When making the assessment, the company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if it is determined to have low credit risk at the reporting date.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.For Trade receivables the company always measure the loss allowance at an amount equal to lifetime expected credit losses.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Company first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The Company measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money; and the reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the gross carrying amount using the effective rate of interest unless the financial instrument is credit-impaired in which case the interest income is recognised on reduced carrying amount. The interest income is recorded as part of finance revenue in the statement of profit or loss.

Loans, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

ii. Financial Liabilities

The Company has the following financial liabilities in its statement of financial position

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-trading are recognised in the statement of profit or loss.Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS109 are satisfied. The Company has not designated any financial liabilities as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Company. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss.

This category generally applies to notes payable, short-term loans and overdrafts.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv. Fair Value of Financial Instruments

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the financial instruments are not materially different at the reporting date.

1.1.8 Cash and Bank Balances

Cash and Bank Balances in the statement of financial position comprise cash at banks and on hand and fixed deposits with banks, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits with original maturity of less than 3 months, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.1.9 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

Finance leases that transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit or loss.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.1.10 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

1.1.11 Provisions

General Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty provisions

Provisions for warranty-related costs are recognized when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

1.1.12 Employee Benefits

Employee benefits are all forms of consideration given by the company in exchange for service rendered by employees. Employee benefits include: short-term employee benefits, post-employment benefits and other long-term employee benefits

Short Term Employee Benefits

When an employee has rendered service to the company during an accounting period, the company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

When an employee has rendered service during the year, the company recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement.

The company operates unfunded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The obligation recognized in the consolidated statements of financial position represents the present value of the defined benefit obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

1.1.13 Foreign Currencies

The Company's financial statements are presented in Indian Rupees (INR), which is also the company's functional currency. Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

1.1.14 Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Tax Expense or Income arises due to temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

1.1.15 Inventories

Inventories are valued at the lower of cost and net realisable value.
Costs incurred in bringing each product to its present location and condition are accounted for as follows:
Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.1.15 Segment Reporting

Identification of segments

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products/services. The Company operates in two geographical segments: Domestic and International markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

1.1.16 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.1.17 Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.2 First-time adoption of Ind AS

These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions

(i) Estimates exception - On an assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS (except for adjustments to reflect any difference in accounting policies), as there is no objective evidence that those estimates were in error. However, estimates, that were required under Ind AS but not required under Previous GAAP, are made by the Company for the relevant reporting dates, reflecting conditions existing as at that date without using any hindsight.

(ii) De-recognition of financial assets and liabilities exception - Financial assets and liabilities de-recognized before transition date are not re-recognized under Ind AS.

Reconciliations and explanations of the significant effect of the transition from Previous GAAP to Ind AS on the Company's equity, statement of profit and loss and statement of cash flow are provided in Note 41.

2.3. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 - Revenue from Contracts with Customers

Ind AS 21 - The Effect of Changes in Foreign Exchange Rates

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 – Revenue. The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligation in contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. Under this transition method, cumulative effect of initially applying Ind AS 115 is recognized as an adjustment to the opening balance of retained earnings of the annual reporting period. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application. The Company does not expect the impact of the adoption of the new standard to be material on its retained earnings and to its net income on an ongoing basis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The company is evaluating the impact of this amendment on its financial statements.

SKYWEB INFOTECH LIMITED

Notes to the financial statements as at March 31, 2018

Note-2 Investment

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Vision Interiors Pvt Ltd (5000 Share of Rs 100/-)	500,000	500,000	500,000
Travancore Marketig Pvt Ltd (40 Lac Equity Share of Rs 10/-)	40,000,000	40,000,000	40,000,000
Ace Mobile Manufecture Pvt Ltd (4950 Shares Of Rs 10/-)	-	49,500	49,500
Total Investment	**40,500,000**	**40,549,500**	**40,549,500**

Note-3 Cash & Cash Equivalents

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Balances with banks			
-In Current Account	57,253	7,253	-
Deposits with maturity of less than three months			
Cash on Hand	30,086	30,086	30,086
Total Cash and cash equivalent	**87,339**	**37,339**	**30,086**

Note-4 Loans

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Unsecured, considered good, unless otherwise stated			
Loans given			
Considered good	5,600,000	5,600,000	14350000
Total other Current Assets	**5,600,000**	**5,600,000**	**14,350,000**

Note-5 Other Current Assets

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Interest Recievable on FD	28,620	2,368	2,368
Advance for Expenses	4,280	70	2,274
Security Deposit	150,025	150,025	150,025
Security With RGUS	20,370	20,370	20,370
	-	-	
	-	-	
Total other non-Current Assets	**203,295**	**172,833**	**175,037**

SKYWEB INFOTECH LIMITED
Notes to the financial statements as at March 31, 2018

6. Equity share capital

	As at 31-Mar-18 INR	As at 31-Mar-17 INR	As at 01-Apr-16 INR
Authorised shares			
12,00,000 (31 March, 2017: 450,00,000, 1 April, 2016: 12,00,000) equity shares of INR 10 each	12,000,000	12,000,000	12,000,000
Issued, subscribed and fully paid-up shares			
10,00,000 (31 March, 2017: 10,00,000, 1 April, 2016: 10,00,000) equity shares of INR 10 each	10,000,000	10,000,000	10,000,000
	10,000,000	10,000,000	10,000,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No.	INR	No.	INR	No.	INR
At the beginning of the period	1,000,000	10,000,000	1,000,000	10,000,000	1,000,000	10,000,000
Issued during the period	-	-	-	-	-	
Outstanding at the end of the period	1,000,000	10,000,000	1,000,000	10,000,000	1,000,000	10,000,000

(b) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No.	% holding	No.	% holding	No.	% holding
Equity shares of Rs. 10 each fully paid						
Ashok Gupta	52,800	5.28%	52,800	5.28%	52,800	5.28%
Ashok Pant	50,000	5.00%	50,000	5.00%	50,000	5.00%
B. K. Aggarwal	50,000	5.00%	50,000	5.00%	50,000	5.00%
Haywards Technologies Pvt Ltd	83,000	8.30%	83,000	8.30%	83,000	8.30%
Neetesh Gupta	300,000	30.00%	300,000	30.00%	300,000	30.00%
Pradeep K Aggarwal	47,500	4.75%	47,500	4.75%	47,500	4.75%
Rajeev Garg	50,000	5.00%	50,000	5.00%	50,000	5.00%
Mrs. Renu Gupta	108,000	10.80%	108,000	10.80%	108,000	10.80%
Renuka Aggarwal	48,500	4.85%	48,500	4.85%	48,500	4.85%
Sanjay Gupta	50,000	5.00%	50,000	5.00%	50,000	5.00%
Veena Verma	50,000	5.00%	50,000	5.00%	50,000	5.00%
Vinay Gujral	50,000	5.00%	50,000	5.00%	50,000	5.00%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownerships of shares.

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SKYWEB INFOTECH LIMITED

Note-7 Current Borrowings

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Unsecured			
a) Loan and Advance from related parties	-	4,200,000	-
b) From other parties		7,725	-
Total Current Borrowings	**-**	**4,207,725**	**-**

Note-8 Trade Payables

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Current			
Due to others	-	81,500	-
Trade Payable to related parties			
Total Trade payables	**-**	**81,500**	**-**

Note-9 Other Current Liabilities

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Axis Bank	8,842,729	4,015,463	16,741,734
Duties and Taxes	30,360	10,000	6,304
Audit Fee Payable	153,350	147,000	42,000
Expense Payable	-	49,500	49,500
Total Other Current Liabilities	**9,026,439**	**4,221,963**	**16,839,538**

Note-10 Other Expenses

Particulars	For the Period ended 31st Mar 2018 (in Rs.)	For the year ended 31 March 2017 (in Rs.)
For Audit Services	125,000	115,000
Advertisement and Publicity	94,010	5,336
Bank Charges	2,092	1,490
Printing & Stationery	-	472
Rate & Taxes	12,700	25,200
Professional Charges	168,100	101,500
Listing fee	72,900	88,605
Rent Expenses	-	54,561
Other Expenses	35,739	23,853
Interest on Tds and Income Tax	-	585
Total Other Expenses	**510,541**	**416,602**

SKYWEB INFOTECH LIMITED
Notes to the financial statements as at March 31, 2018

11. Related Party Disclosures
Names of related parties and related party relationship

Associates Companies	Travancore Marketing Private Limited
Key managerial personnel and their relatives	Mr. Rohit Sharma (Director & CFO) Mr. Neetesh Gupta (Director) Mr. Amit Mahajan (Company Secretary) Mr. Khushboo Verma (Director)
Associates / entities in which KMP/ relatives of KMP can exercise significant influence	GRA Enterprise Limited Optiemus Infracom Limited Easycom Network Private Limited

amount in Lacs

Balances	Nature of Transaction	Amount of transaction		Balance receivable/(payable) as on		
		31-Mar-18 INR	**31-Mar-17 INR**	**31-Mar-18 INR**	**31-Mar-17 INR**	**01-Apr-16 INR**
Travancore Marketing Pvt Ltd	Loan and advance repayment	-	87.50	-	-	-
Ashok Gupta	Trade advance received	233.40	233.40	-	-	-
	Trade advance repaid	233.40				
Renu Gupta	Trade advance received	31.05	31.05	-	-	-
	Trade advance repaid	31.05				
Neetesh Gupta	Sale of Shares	0.50	-	-	(0.50)	-

For SKYWEB INFOTECH LIMITED

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

INDEPENDENT AUDITORS' REPORT

To the Members of Skyweb Infotech Limited

Report on the Consolidated Ind AS financial statements

We have audited the accompanying consolidated Ind AS financial statements of Skyweb Infotech Limited("the Company"), which comprise the consolidated Balance Sheet as at 31st March, 2018, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS 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 of these consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Accounting Standards) amendment rules,2016.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on consolidated Ind AS 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 consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 consolidated Ind AS 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 consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS 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 company as at 31st March 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Other Matters

We did not audit the financial statement of associate company, whose financial statement reflect total assets of Rs. 36,05,77,966 and net assets of Rs. 11,27,16,454 as at 31st March, 2018, total revenues of Rs. 15,93,054 and net cash outflows/(inflows) amounting to Rs. 132,220 for the year ended on that date, as considered in the consolidated financial statements. These financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. 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 the 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 including other comprehensive incomes, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, these consolidated Ind AS 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 written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to adequacy of the internal financial control over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A".

   (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:

      i. The financial statement discloses the impact of pending litigation as no pending litigation was inform to us.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For SPS Associates
Chartered Accountants
Firm's Reg.No: 012358N

Mukesh Srivastava
Partner
M.No. 525933

Place: Noida
Date: 30.05.2018

Annexure "B"to the Independent Auditors report of even date on consolidated Ind AS financial statements of Skyweb Infotech Limited.

To the Members of Skyweb Infotech Limited

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 Skyweb Infotech Limited("the Company") as of 31st March, 2018 in conjunction with our audit of the consolidated Ind AS 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. 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 the 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 were 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 auditors' judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 consolidated Ind AS 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 (1) 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 consolidated Ind AS 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 the 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 consolidated Ind AS 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 31st 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 SPS Associates
Chartered Accountants
Firm's Reg.No: 012358N

Mukesh Srivastava
Partner
M.No. 525933

Place: Noida
Date: 30.05.2018

SKYWEB INFOTECH LIMITED
Consolidated Balance Sheet as on 31st March 2018

Particulars	Notes	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
ASSETS				
Non-Current Assets				
Property, Plant & Equipments		-	-	-
Other Intangible Assets		-	-	-
Financial Assets				
i) Investment		-	-	-
ii) Loans		-	-	-
iii) Other Fianancial Assets		-	-	-
Deferred tax assets		-	-	-
Other non-current assets		-	-	-
		-	-	-
Current Assets				
Inventories		-	-	-
Fiancial Assets				
i) Investment	2	45,793,527	42,797,796	51,119,620
ii) Trade Receivables				
iii) Cash and Cash Equivalents	3	87,339	37,339	30,086
v) Loans	4	5,600,000	5,600,000	14,350,000
vi) Other financial assets		-	-	-
Other current assets	5	203,295	172,833	175,037
Total Current Assets		**51,684,161**	**48,607,967**	**65,674,743**
Total Assets		**51,684,161**	**48,607,967**	**65,674,743**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	6	10,000,000	10,000,000	10,000,000
Other Equity		32,657,722	30,096,779	38,835,205
Equity attributable to owners		**42,657,722**	**40,096,779**	**48,835,205**
Liabilities				
Non- Current Liabilities				
Financial Liabilities				
i) Borrowings		-	-	-
Provisions		-	-	-
		-	-	-
Current Liabilities				
Financial Liabilities				
i) Borrowings	7	-	4,207,725	-
ii) Trade Payables	8	-	81,500	-
iii) Other financial liabilities		-	-	-
Provisions		-	-	-
Other Current Liabilities	9	9,026,439	4,221,963	16,839,538
Total Current Liabilities		**9,026,439**	**8,511,188**	**16,839,538**
Total Liabilities		**9,026,439**	**8,511,188**	**16,839,538**
Total Equity and liabilities		**51,684,161**	**48,607,967**	**65,674,743**

Summary of Significant accounting policies 2
The accoumpanying notes are an integral part of financial statements

For SKYWEB INFOTECH LIMITED

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

SKYWEB INFOTECH LIMITED
Consolidated Statement of Profit and Loss for the year ended 31st March 2018

Particulars	Notes	For the Period ended 31st Mar 2018 (in Rs.)	For the year ended 31 March 2017 (in Rs.)
Continuing Operations			
Revenue from Operations		-	-
Other Income		26,252	-
Total Income		**26,252**	**-**
Expenses			
Purchases of stock in trade		-	-
Changes in inventories of work-in-progress, Stock-in-trade and finished goods		-	-
Employee benefits expenses		-	-
Depreciaiton and amortization expenses		-	-
Other expenses	10	510,541	416,602
Total Expenses		**510,541**	**416,602**
Profit before tax from contuining operations		**(484,289)**	**(416,602)**
Income tax expense			
-Current tax		-	-
-Deferred tax		-	-
Total tax expenses		-	-
Profit from contuining operations		**(484,289)**	**(416,602)**
Profit from discontinued operations		-	-
Profit for the period		**(484,289)**	**(416,602)**
Other comprehensive income			
Items that may be reclassified to profit or loss		-	-
Items that will not be reclassified to profit or loss		-	-
Other comprehensive income for the year, net of tax		-	-
Total Comprehensive income for the year		**(484,289)**	**(416,602)**
Profit is attributable to :			
Owners of Skyweb Infotech Limited		(484,289)	(416,602)
Non-Controlling interests		-	-
		(484,289)	(416,602)
Other Comprehensive Income is attributable to :			
Owners of Skyweb Infotech Limited		-	-
Non-Controlling interests		-	-
		-	-
Total Comprehensive Income is attributable to :			
Owners of Skyweb Infotech Limited		(484,289)	(416,602)
Non-Controlling interests		-	-
		(484,289)	(416,602)
Total Comprehensive Income is attributable to Owners of Skyweb Infotech Limited arises from :			
Continuing Operations		(484,289)	(416,602)
Discontinued Operations		-	-
		(484,289)	(416,602)
Add: Profit / Loss from Associates		3,045,231	(8,321,824)
Profit / (Loss) for the year		2,560,943	(8,738,426)
Earning per equity share for profit from continuing and discontinued operation attributable to owners of Skyweb Infotech Limited :			
Basis Earning per share		(0.48)	(0.42)
Diluted Earning per share		(0.48)	(0.42)
Summary of Significant accounting policies	1		

The accoumpanying notes are an integral part of financial statements

For SKYWEB INFOTECH LIMITED

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

SKYWEB INFOTECH LIMITED
Consolidated Statement of cash flows for the year ended March 31, 2018

	Notes	31-Mar-18 INR	31-Mar-17 INR
Operating activities			
Profit before tax		(484,289)	(416,602)
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment		-	-
Finance income		-	-
Finance costs		-	-
		(484,289)	**(416,602)**
Working capital adjustments:			
(Increase)/decrease in trade and other receivables		(30,462)	8,752,204
(Increase)/decrease in inventories		-	-
Increase/(decrease) in trade and other payables		4,722,976	(12,536,075)
Increase/(decrease) in provisions		-	-
		4,208,225	**(4,200,473)**
Income tax paid		-	-
Net cash flow from operating activities		**4,208,225**	**(4,200,473)**
Investing actvities			
Proceeds from sale of Investments		49,500	-
Net cash flows used in investing activities		**49,500**	**-**
Financing activities			
Proceeds from of long-term borrowings (net)		-	242,143,096
(Repayment) of short-term borrowings (net)		(4,207,725)	(237,935,371)
Net cash flows from/(used in) financing activities		**(4,207,725)**	**4,207,725**
Net increase in cash and cash equivalents		**50,000**	**7,253**
Cash and cash equivalents at the beginning of the year		37,339	30,086
Cash and cash equivalents at year end		**87,339**	**37,339**
Components of cash and cash equivalents			
Balances with banks in current accounts		57,253	7,253
Cash on hand		30,086	30,086
		87,339	**37,339**

Summary of Significant accounting policies 2
The accoumpanying notes are an integral part of financial statements

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

SKYWEB INFOTECH LIMITED
Statement of changes in equity for the year ended 31 March 2018

For the year ended 31 March 2018

	Share capital		Other equity - Reserves and surplus		
	No. of shares	**Amount**	**Retained earnings**	**Securities premium**	**Total**
As at 1 April 2017	1,000,000	10,000,000	1,546,779	28,550,000	30,096,779
Profit for the year	-	-	2,560,943		2,560,943
Other comprehensive income	-	-	-	-	-
Total comprehensive income	**-**	**-**	**2,560,943**	**-**	**2,560,943**
As at 31 March 2018	**1,000,000**	**10,000,000**	**4,107,722**	**28,550,000**	**32,657,722**

For the year ended 31 March 2017

	Share capital		Other equity - Reserves and surplus		
	No. of shares	**Amount**	**Retained earnings**	**Securities premium**	**Total**
As at 1 April 2016	1,000,000	10,000,000	10,285,205	28,550,000	38,835,205
Profit for the year	-	-	(8,738,426)	-	(8,738,426)
Other comprehensive income	-	-	-	-	-
Total comprehensive income	**-**	**-**	**(8,738,426)**	**-**	**(8,738,426)**
As at 31 March 2017	**1,000,000**	**10,000,000**	**1,546,779**	**28,550,000**	**30,096,779**

Notes to the Financial Statements

1. Corporate Information

Skyweb Infotech Limited ("the Company") is a public company incorporated on 03/01/1985 and domiciled in India and has its registered office at New Delhi. The company has its primary listing on the Metropolitan Stock Exchange of India Ltd. Company is engaged in trading and distribution of telecommunication and related products and provides various IT enable services.

Significant Accounting Policies

1.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015, read with Section 133 of Companies Act 2013.

For all periods, up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with the Companies (Accounts) Rules 2014, read with Section 133 of Companies Act, 2013 (Previous GAAP). These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. The transition from Previous GAAP to the Ind AS has been done in accordance Ind AS 101, First Time Adoption of Indian Accounting Standards. Refer Note No 1.2 for information on how the Company has adopted Ind AS.

These financial statements have been prepared on a historical cost basis. These financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest rupees, except when otherwise indicated.

These financial statements are authorized for issue in accordance with a resolution of the directors on 30th May, 2018.

1.1 Summary of Significant Accounting Policies

1.1.1 Use of Estimates

The preparation of financial statements in conformity with Ind AS recognition and measurement principles and, in particular, making the critical accounting judgments require the use of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on an ongoing basis using currently available information. Changes in facts and circumstances or obtaining new information or more experience may result in revised estimates, and actual results could differ from those estimates.

1.1.2 Classification of Assets and Liabilitiesas Current or Non-Current

The Company presents current and non-current assets, and current and non-current liabilities, as separate classifications in its statement of financial position on the basis of realization of assets.

An asset is classified as current when it is:

- expected to be realized or intended to sold or consumed in the normal operating cycle
- held primarily for the purpose of trading
- expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.1.3 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Sales tax/ value added tax (VAT)/goods and service tax(GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

The Company derives revenues primarily from sale of mobile handsets and accessories.

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc.

Interest Income

For all financial assets measured at amortized cost interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Others

Income from export incentives such as duty export incentives are recognized on accrual basis.

1.1.4 Property, Plant and Equipment

Property, plant and equipment is recorded at cost less accumulated depreciation and impairment. Cost includes all related costs directly attributable to the acquisition or construction of the asset.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. Except for land, property, plant and equipment is depreciated using the straight-line method over the useful lives of the related assets as presented in Schedule 2 of Companies Act, 2013.

Major improvements, which add to productive capacity or extend the life of an asset, are capitalized, while repairs and maintenance are expensed as incurred. Where a property, plant and equipmentcomprises major components having different useful lives, these components are accounted for as separate items.The depreciation expense is recognized in the statement of profit or loss in the expense category consistent with the function of the property, plant and equipment.

Property, plant and equipment under construction is recorded as capital work- in-progress until it is ready for its intended use; thereafter it is transferred to the related class of property, plant and equipment and depreciated over its estimated useful life. Interest incurred during construction is capitalized if the borrowing cost is directly attributable to the construction.

Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date and adjusted if expectations differ from previous estimates. Depreciation methods applied to property, plant and equipment are reviewed at each reporting date and changed if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset.

1.1.5 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is recognized in the statement of profit or loss when it is incurred.

The useful lives of intangible assets are assessed as finite. Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the statement of profit or loss in the expense category consistent with the function of the intangible assets.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

1.1.6 Impairment of Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit (CGU)'s fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized in the statement of profit or loss in those expense categories consistent with the function of the impaired asset.

1.1.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability orc equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, fair value through OCI or at amortized cost as appropriate. The Company determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

The Company has the following financial assets in its statement of financial position

- Investments
- Cash
- Bank Balances
- Trade Receivables
- Loans

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at FVTPL or FVTOCI

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance income (positive net changes in fair value) or finance costs (negative net changes in fair value) in the statement of profit or loss. The Company has not designated any financial assets upon initial recognition as at fair value through profit or loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Financial assets at amortised cost

This category is the most relevant to the Company. All Trade and Other Receivables, Loans and Advances fall under this category. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and eitherthe Company has transferred substantially all the risks and rewards of the asset, or transferred control of the asset.

Impairment of Financial Assets

The objective of the company in recognising the impairment allowance is to recognise lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis — considering all reasonable and supportable information, including that which is forward-looking.

Credit Losses are the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (ie all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). Expected Credit Losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Company recognises a loss allowance for expected credit losses on a financial asset that is measured at amortized cost at each reporting date, at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. When making the assessment, the company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if it is determined to have low credit risk at the reporting date.

If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.For Trade receivables the company always measure the loss allowance at an amount equal to lifetime expected credit losses.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost, the Company first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The Company measures expected credit losses of a financial instrument in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money; and the reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the gross carrying amount using the effective rate of interest unless the financial instrument is credit-impaired in which case the interest income is recognised on reduced carrying amount. The interest income is recorded as part of finance revenue in the statement of profit or loss.

Loans, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

ii. Financial Liabilities

The Company has the following financial liabilities in its statement of financial position

- Borrowings
- Trade payables
- Other Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held-for-trading are recognised in the statement of profit or loss.Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS109 are satisfied. The Company has not designated any financial liabilities as at fair value through profit or loss.

Financial liabilities at amortised cost

This is the category most relevant to the Company. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate method (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss.

This category generally applies to notes payable, short-term loans and overdrafts.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the consolidated statement of financial position only if there is a current enforceable legal right to offset the recognised amounts and an intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

iv. Fair Value of Financial Instruments

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the financial instruments are not materially different at the reporting date.

1.1.8 Cash and Bank Balances

Cash and Bank Balances in the statement of financial position comprise cash at banks and on hand and fixed deposits with banks, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits with original maturity of less than 3 months, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.1.9 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

Finance leases that transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and a reduction in the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit or loss.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

1.1.10 Borrowing Cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

1.1.11 Provisions

General Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Warranty provisions

Provisions for warranty-related costs are recognized when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

1.1.12 Employee Benefits

Employee benefits are all forms of consideration given by the company in exchange for service rendered by employees. Employee benefits include: short-term employee benefits, post-employment benefits and other long-term employee benefits

Short Term Employee Benefits

When an employee has rendered service to the company during an accounting period, the company recognises the undiscounted amount of short-term employee benefits expected to be paid in exchange for that service as a liability (accrued expense), after deducting any amount already paid and as an expense. Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

Defined Contribution Plan

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

When an employee has rendered service during the year, the company recognises the contribution payable to a defined contribution plan in exchange for that service as a liability (accrued expense) and as an expense.

Defined Benefit Plan

Defined benefit plans are those plans that provide guaranteed benefits to certain categories of employees, either by way of contractual obligations or through a collective agreement.

The company operates unfunded defined benefit plan. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each fiscal year end. The obligation recognized in the consolidated statements of financial position represents the present value of the defined benefit obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Current service cost, which is the increase of the present value of the defined benefit obligation resulting from the employee service in the current period, is recorded as an expense as part of cost of sales and selling, general and administrative expenses in the statement of profit and loss. The interest cost, which is the change during the period in the defined benefit liability that arises from the passage of time, is recognized as part of financing costs in the statement of profit and loss.

1.1.13 Foreign Currencies

The Company's financial statements are presented in Indian Rupees (INR), which is also the company's functional currency. Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary measured at fair value is treated in line with the recognition of gain or loss on change in fair value in the item.

1.1.14 Income Tax

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Tax Expense or Income arises due to temporary differences are differences between the carrying amount of an asset or liability in the statement of financial position and its tax base. Temporary differences may be either taxable temporary differences, which are temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled or deductible temporary differences, which are temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled. A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax liability is recognised for all taxable temporary differences.

1.1.15 Inventories

Inventories are valued at the lower of cost and net realisable value.
Costs incurred in bringing each product to its present location and condition are accounted for as follows:
Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.1.15 Segment Reporting

Identification of segments

The Company's operating business are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products/services. The Company operates in two geographical segments: Domestic and International markets.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

1.1.16 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.1.17 Contingent Liabilities

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.2 First-time adoption of Ind AS

These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

Exemptions applied
Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions

(i) Estimates exception - On an assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS (except for adjustments to reflect any difference in accounting policies), as there is no objective evidence that those estimates were in error. However, estimates, that were required under Ind AS but not required under Previous GAAP, are made by the Company for the relevant reporting dates, reflecting conditions existing as at that date without using any hindsight.

(ii) De-recognition of financial assets and liabilities exception - Financial assets and liabilities de-recognized before transition date are not re-recognized under Ind AS.

Reconciliations and explanations of the significant effect of the transition from Previous GAAP to Ind AS on the Company's equity, statement of profit and loss and statement of cash flow are provided in Note 41.

2.3. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:
Ind AS 115 - Revenue from Contracts with Customers
Ind AS 21 - The Effect of Changes in Foreign Exchange Rates

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 – Revenue. The core principle of Ind AS 115 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligation in contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.
The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application. Under this transition method, cumulative effect of initially applying Ind AS 115 is recognized as an adjustment to the opening balance of retained earnings of the annual reporting period. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application. The Company does not expect the impact of the adoption of the new standard to be material on its retained earnings and to its net income on an ongoing basis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The company is evaluating the impact of this amendment on its financial statements.

SKYWEB INFOTECH LIMITED

Notes to the financial statements as at March 31, 2018

Note-2 Investment

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Vision Interiors Pvt Ltd (5000 Share of Rs 100/-)	500,000	500,000	500,000
Travancore Marketig Pvt Ltd (40 Lac Equity Share of Rs 10/-)	40,000,000	40,000,000	40,000,000
Add: Share in Profit	5,293,527	2,297,796	1,660,574
Ace Mobile Manufecture Pvt Ltd (4950 Shares Of Rs 10/-)	-	49,500	49,500
Add: Share in Profit	-	(49,500)	8,909,546
Total Investment	**45,793,527**	**42,797,796**	**51,119,620**

Note-3 Cash & Cash Equivalents

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Balances with banks			
-In Current Account	57,253	7,253	-
Deposits with maturity of less than three months			
Cash on Hand	30,086	30,086	30,086
Total Cash and cash equivalent	**87,339**	**37,339**	**30,086**

Note-4 Loans

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Unsecured, considered good, unless otherwise stated			
Loans given			
Considered good	5,600,000	5,600,000	14350000
Total other Current Assets	**5,600,000**	**5,600,000**	**14,350,000**

Note-5 Other Current Assets

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Interest Recievable on FD	28,620	2,368	2,368
Advance for Expenses	4,280	70	2,274
Security Deposit	150,025	150,025	150,025
Security With RGUS	20,370	20,370	20,370
	-	-	
	-	-	
Total other non-Current Assets	**203,295**	**172,833**	**175,037**

6. Equity share capital

	As at 31-Mar-18	As at 31-Mar-17	As at 1-Apr-16
	INR	INR	INR
Authorised shares			
12,00,000 (31 March, 2017: 450,00,000, 1 April, 2016: 12,00,000) equity shares of INR 10 each	12,000,000	12,000,000	12,000,000
Issued, subscribed and fully paid-up shares			
10,00,000 (31 March, 2017: 10,00,000, 1 April, 2016: 10,00,000) equity shares of INR 10 each	10,000,000	10,000,000	10,000,000
	10,000,000	10,000,000	10,000,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No.	INR	No.	INR	No.	INR
At the beginning of the period	1,000,000	10,000,000	1,000,000	10,000,000	1,000,000	10,000,000
Issued during the period	-	-	-	-	-	
Outstanding at the end of the period	1,000,000	10,000,000	1,000,000	10,000,000	1,000,000	10,000,000

(b) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No.	% holding	No.	% holding	No.	% holding
Equity shares of Rs. 10 each fully paid						
Ashok Gupta	52,800	5.28%	52,800	5.28%	52,800	5.28%
Ashok Pant	50,000	5.00%	50,000	5.00%	50,000	5.00%
B. K. Aggarwal	50,000	5.00%	50,000	5.00%	50,000	5.00%
Haywards Technologies Pvt Ltd	83,000	8.30%	83,000	8.30%	83,000	8.30%
Neetesh Gupta	300,000	30.00%	300,000	30.00%	300,000	30.00%
Pradeep K Aggarwal	47,500	4.75%	47,500	4.75%	47,500	4.75%
Rajeev Garg	50,000	5.00%	50,000	5.00%	50,000	5.00%
Mrs. Renu Gupta	108,000	10.80%	108,000	10.80%	108,000	10.80%
Renuka Aggarwal	48,500	4.85%	48,500	4.85%	48,500	4.85%
Sanjay Gupta	50,000	5.00%	50,000	5.00%	50,000	5.00%
Veena Verma	50,000	5.00%	50,000	5.00%	50,000	5.00%
Vinay Gujral	50,000	5.00%	50,000	5.00%	50,000	5.00%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents beneficial ownerships of shares.

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SKYWEB INFOTECH LIMITED

Note-7 Current Borrowings

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Unsecured			
a) Loan and Advance from related parties	-	4,200,000	-
b) From other parties		7,725	-
Total Current Borrowings	**-**	**4,207,725**	**-**

Note-8 Trade Payables

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Current			
Due to others	-	81,500	-
Trade Payable to related parties			
Total Trade payables	**-**	**81,500**	**-**

Note-9 Other Current Liabilities

Particulars	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)	As on 01 April 2016 (in Rs.)
Axis Bank	8,842,729	4,015,463	16,741,734
Duties and Taxes	30,360	10,000	6,304
Audit Fee Payable	153,350	147,000	42,000
Expense Payable	-	49,500	49,500
Total Other Current Liabilities	**9,026,439**	**4,221,963**	**16,839,538**

Note-10 Other Expenses

Particulars	For the Period ended 31st Mar 2018 (in Rs.)	For the year ended 31 March 2017 (in Rs.)
For Audit Services	125,000	115,000
Advertisement and Publicity	94,010	5,336
Bank Charges	2,092	1,490
Printing & Stationery	-	472
Rate & Taxes	12,700	25,200
Professional Charges	168,100	101,500
Listing fee	72,900	88,605
Rent Expenses	-	54,561
Other Expenses	35,739	23,853
Interest on Tds and Income Tax	-	585
Total Other Expenses	**510,541**	**416,602**

SKYWEB INFOTECH LIMITED
Notes to the financial statements as at March 31, 2018

11. Related Party Disclosures
Names of related parties and related party relationship

Associates Companies	Travancore Marketing Private Limited
Key managerial personnel and their relatives	Mr. Rohit Sharma (Director & CFO) Mr. Neetesh Gupta (Director) Mr. Amit Mahajan (Company Secretary) Mr. Khushboo Verma (Director)
Associates / entities in which KMP/ relatives of KMP can exercise significant influence	GRA Enterprise Limited Optiemus Infracom Limited Easycom Network Private Limited

amount in Lacs

Balances	Nature of Transaction	Amount of transaction		Balance receivable/(payable) as on		
		31-Mar-18 INR	31-Mar-17 INR	31-Mar-18 INR	31-Mar-17 INR	1-Apr-16 INR
Travancore Marketing Pvt Ltd	Loan and advance repayment	-	87.50	-	-	-
Ashok Gupta	Trade advance received	233.40	233.40	-	-	-
	Trade advance repaid	233.40				
Renu Gupta	Trade advance received	31.05	31.05	-	-	-
	Trade advance repaid	31.05				
Neetesh Gupta	Sale of Shares	0.50	-	-	(0.50)	-

For SKYWEB INFOTECH LIMITED

"Signed in terms of our Report of Even Date Attached"
For S P S Associates (FRN 012358N)

Neetesh Gupta
Director
DIN: 00030782

Rohit Kumar Sharma
Whole time director & CFO
DIN: 03497631

Mukesh Srivastava
Partner
M.No. 525933

Amit Mahajan
Company Secretary
PAN: APXPM5010Q

Date : 30-05-2018
Place : Noida

NOTICE

NOTICE is hereby given that the **33rd** Annual General Meeting of the Members of **SKYWEB INFOTECH LIMITED** will be held on Friday, the 28th Day of September, 2018 at 04:00 P.M. at K-20, 2nd Floor, Lajpat Nagar, Part - II New Delhi - 110024 to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1	ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018, the reports of the Board of Directors and the Auditors thereon and the Audited consolidated financial statements of the Company for the financial year ended on March 31, 2018.

ITEM NO. 2	APPOINTMENT OF DIRECTOR

To appoint a director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

ITEM NO. 3	APPOINTMENT OF MR. MOHAN MANDAWARA (DIN: 06973665) DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with rules made thereunder, (including any statutory modifications (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohan Mandawara (DIN: 06973665), who was appointed as Additional (Independent) Director of the Company by the Board of Directors with effect from June 26, 2018 and who holds office until the date of this Annual General Meeting in terms of section 161 of the Act, be and hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years upto March 31, 2023"

August 29, 2018
Place: Noida (U.P.)

On behalf of the Board of Directors
For Skyweb Infotech Limited

Amit Mahajan
Company Secretary

NOTES:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business as set out in the Notice under Item No. 3 is annexed hereto.

2. In respect to Item No 2 & 3, a statement giving additional information on the Directors seeking re-appointment is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings.

3. **A member entitled to attend and vote is entitled to appoint proxy(ies) to attend and vote instead of himself and the proxy(ies) need not be a member of the Company. A blank Proxy Form is enclosed for the use of members, if required. The Proxy Form in order to be effective, must be deposited at the Registered Office of the Company addressed to *'Amit Mahajan, Company Secretary, Skyweb Infotech Limited, K-20, Second Floor, Lajpat Nagar Part – 2, New Delhi 110024'* duly completed and signed along with the revenue stamp affixed thereto, atleast 48 hours before the commencement of the meeting. Forms which are not stamped are liable to be considered invalid. Proxy-holder shall prove his identity at the time of attending the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolution or authority, as applicable. It is advisable that the Proxy holder's signature may also be furnished in the Proxy form, for identification purposes. In case, when a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) 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 shareholder.**

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to Attend and vote on their behalf at the Meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time between 9 a.m. and 6 p.m. provided that not less than three days notice in writing is given to the Company.

6. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company being maintained by RTA will be entitled to vote.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the venue of Annual General Meeting during till the conclusion of AGM.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).

9. Investor grievance Redressal: The Company has designated an exclusive e-mail Id i.e. info@skywebindia.in to enable investors to register their complaints/requests, if any.

10. In case any member is desirous to receive communication(s) from the Company in electronic form, they may register their email address by sending the *'E-Communication Registration Form'* (as annexed to the notice) duly filled and signed, to the RTA of the Company M/s Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110062 or at the registered Office of the Company at 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi-110019.

11. **Pursuant to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, all the listed Companies are directed to record the PAN and BANK ACCOUNT details of all shareholders holding shares in physical mode through their Registrar and Share Transfer Agent ("RTA"). Accordingly, the Company has initiated steps and has sent initial letter along with KYC forms through its RTA to its shareholders holding shares in physical mode for registering their PAN and Bank Account details (including joint holders, if any). The shareholders are requested to utilize this opportunity for updating PAN and/or Bank details with the RTA.**

12. SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 vide Gazette notification dated June 8, 2018 and mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. Therefore, members are advised to dematerialize shares held by them in physical form for effecting transfers in dematerialized form only post 5th December, 2018.

13. **Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company providing e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice and all the businesses may be transacted through such voting. That the separate facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are annexed to this notice.**

14. **The E-voting shall commence on Tuesday, September 25, 2018 at 9:00 A.M. IST and shall remain open till Thursday, September 27, 2018 5:00 P.M. IST.**

15. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the Attendance Slip as annexed to this Annual Report, duly filled which is to be handed over at the entrance to the venue. **No Attendance Sheets will be distributed at the meeting.**

16. Members desiring any information relating to the Annual Report of the Company can write to the Company Secretary at the registered office address or by sending an Email to info@skywebindia.in at least seven days before the date of the Annual General Meeting.

17. Documents referred to in the Notice and Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) during Business hours, up to the date of Annual general Meeting.

18. Members may note that the Notice of 33rd Annual General Meeting and the Annual Report for 2017-18 will be available on the Company's website www.skywebindia.in

19. A Route map showing Directions to the venue of the 33rd Annual General Meeting and nearby prominent landmark is given at the end of this notice.

20. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s Beetal Financial and Computer Services Private Limited ('Beetal') at Beetal House, 3rd Floor, 99, Madangir, New Delhi – 110 062 or at the registered Office of the Company at 15th Floor, EROS Corporate Tower, Nehru Place, New Delhi-110019, if the shares are held by them in certificate form.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Beetal.

22. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which will be made available on request) to the Registrar and Share Transfer Agent of the Company.

August 29, 2018
Place: Noida (U.P.)

On behalf of the Board of Directors
For Skyweb Infotech Limited

Amit Mahajan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.3 | APPOINTMENT OF MR. MOHAN MANDAWARA (DIN: 06973665) AS DIRECTOR OF THE COMPANY

The Board at its meeting held on June 26, 2016, appointed Mr. Mohan Mandawara (DIN: 06973665) as an Additional Independent Director of the Company with effect from June 26, 2016, pursuant to section 161 of the Companies Act, 2013.

Pursuant to the provisions of section 161 of the Companies Act, 2013 Mr. Mohan Mandawara will hold office upto the date of this AGM. The Company has received from Mr. Mohan Mandawara, consent in writing to act as Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Company has also received a declaration from Mr. Mandawara that he meets the criteria of Independence as prescribed both under sub section (6) of section 149 of the act and under SEBI Listing Regulations.

In opinion of the Board, Mr. Mandawara fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, rules made thereunder and SEBI Listing Regulations. Mr. Mandawara is independent of the management and possesses appropriate skills, experience and knowledge.

Details regarding profile of Mr. Mandawara is given in Annexure-1 to the notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board or Committees thereof and reimbursement of expenses for participation in the Board.

Copy of the letter for appointment of Mr. Mandawara as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in resolution no. 3 except Mr. Mohan Mandawara himself and his relatives.
The Board recommends the ordinary Resolution set out at Item no. 3 of the Notice for the approval of the Members.

Annexure - 1

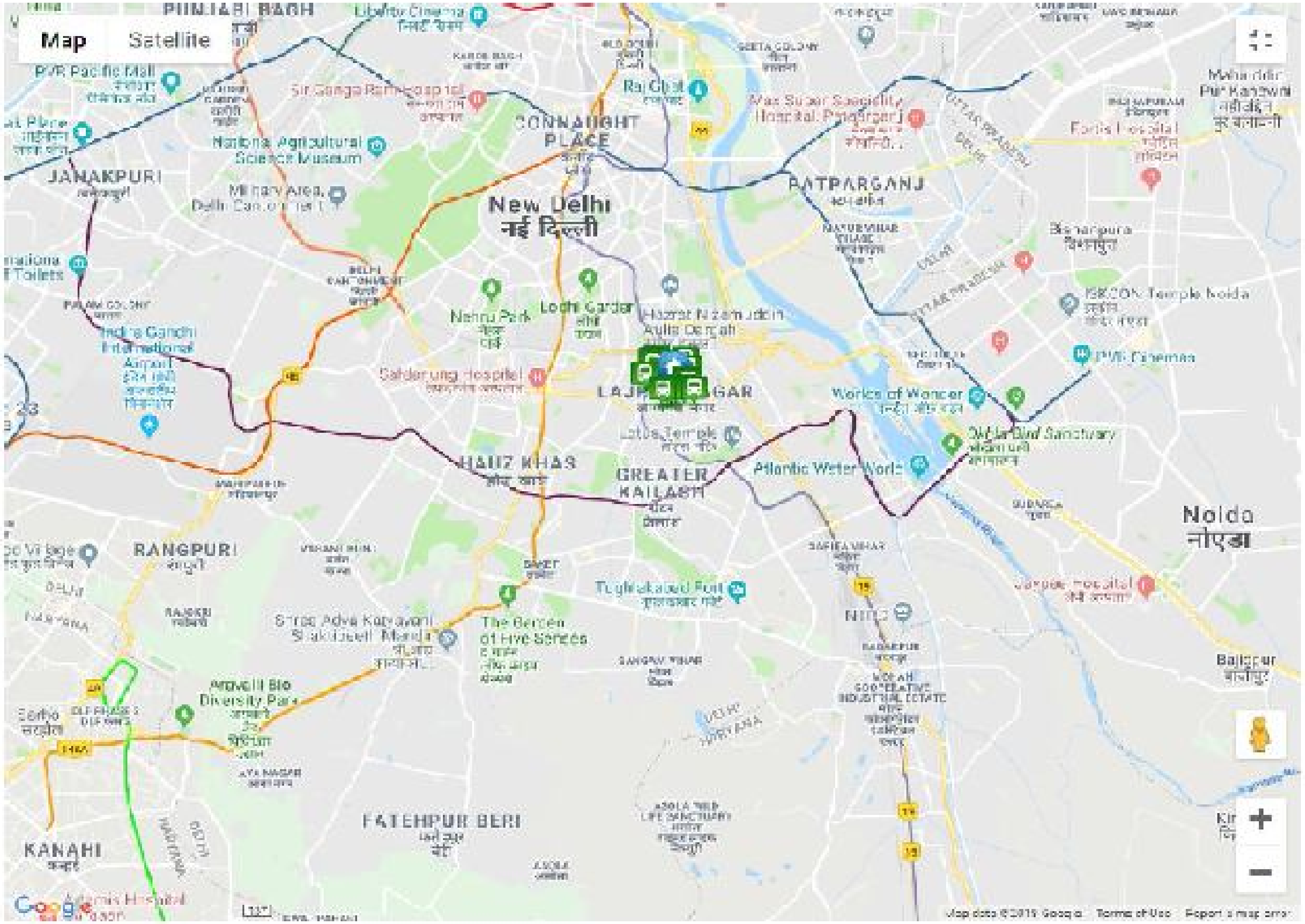
STATEMENT GIVING ADDITIONAL INFORMATION ON THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS

Mr. Neetesh Gupta (DIN: 00030782)		
Age	:	32 Years
Qualification & Experience	:	Mr. Neetesh Gupta ("Acquirer"), holds Master's Degree in Business Management from Nottingham University, England and has rich experience of trading in telecommunication sector, His entrepreneurship abilities landed him into being Promoter of the Company with a vision to take this Company to new Heights.
Date of first appointment on the Board	:	13th April, 2015
Shareholding in the Company as on 31st March, 2018	:	300000 (three lac) equity shares of Rs. 10 each
Directorships and Committee memberships held in other public companies as on 31st March, 2018	:	Directorships in other public Companies: 1. Optiemus Electronics Limited 2. Fidelity Logistics Limited No committee positions held in any other Company
Inter-se relationships between Directors Key Managerial Personnel	:	Nil
No. of Board Meetings attended during the Financial year 2017-18	:	7 of 7
Terms and conditions of re-appointment	:	On existing such terms & conditions
Details of last drawn remuneration and proposed remuneration	:	Last Remuneration Drawn: Nil Proposed Remuneration: Nil

Mr. Mohan Mandawara (DIN: 06973665**)**		
Age	:	63 Years

Qualification & Experience	:	Mr. Mohan Mandawara holds the following degrees:- • CAIIB from the Indian Institute of Banking & Finance, Mumbai • CMA (Inter) from the Institute of Cost Accountants of India, Kolkata • Bachelor in Arts(B.A) from Punjab University, Chandigarh. On professional front, he is an ex-banker with an experience of more than three decades. He worked with ING Vysya Bank as Head-Trade Finance, Northern India; with Dhanlaxmi Bank as Head-Institutional Sales, Delhi Region; and with Syndicate Bank as Assistant Manager (Forex & Corporate Credit). He also provides consultancy services on foreign exchange, trade finance and credit to well-known corporates
Date of first appointment on the Board	:	26th June, 2018
Shareholding in the Company as on 31st March, 2018	:	Nil
Directorships and Committee memberships held in other companies as on 31st March, 2018	:	Nil
Inter-se relationships between Directors Key Managerial Personnel	:	Nil
No. of Board Meetings attended during the Financial year 2017-18	:	N.A.
Terms and conditions of re appointment	:	As per the resolution at Item No.3 of the Notice Convening this meeting read with explanatory statement thereto, Mr. Mohan Mandawara is proposed to be appointed as in Independent Director.
Details of last drawn remuneration and proposed remuneration	:	Last Drawn Remuneration: Nil Proposed Remuneration: Nil

Route Map For AGM



SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Tuesday, 25th September, 2018 at 9:00 AM IST and ends on Thursday, 27th September, 2018 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 21st September, 2018 may cast their vote electronically. EVSN for the Company for E-Voting is 180830073. 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.

(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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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).

(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 180830073 for Skyweb Infotech 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 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.
- 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.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- The list of accounts linked in the login should be mailed to 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.

(xx) 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, under help section or contact Mr. Mr. Rakesh Dalvi, Manager – CDSL, Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 Email id: helpdesk.evoting@cdslindia.com Phone number: 1800225533

(xxi) Mr. Sumit Batra, practicing Company Secretary, 3393, 1st Floor, South Patel Nagar Adjacent Jaypee Siddharth Hotel (Membership No. 7714) has been appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.

(xxii) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

(xxiii) Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

(xxiv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.skywebindia.in and on the website of CDSL within two days of passing of the resolutions and shall be communicated to Metropolitan Stock Exchange of India Limited. All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 33rd Annual General Meeting of the Company.

The E-voting Event Number and period of E-voting are set out below:

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	**COMMENCMENT OF E-VOTING**	**END OF E-VOTING**
180830073	Tuesday, 25th September 2018 at 9.00 A.M. IST	Thursday, 27th September 2018 at 5.00 P.M. IST

Note: Please read the instructions printed above before exercising your vote. Remote e-voting shall not be allowed beyond the prescribed date and time

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Folio No/Client ID/DP ID : ______________________________

No. of Shares Held : ______________________________

Full Name of the member(s) : ______________________________

Name of the Proxy* : ______________________________

*(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company on Friday, September 28, 2018 at 04:00 P.M. at K-20, 2nd Floor, Lajpat Nagar, Part-II, New Delhi - 110024.

____

Member's/Proxy's Signature

- Shareholders/Proxies who come to attend the meeting are requested to bring their copies of the Annual Report and Attendance Slip with them.
- **No Attendance slip will be distributed at the venue.**

PROXY FORM
Form No. MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Amendment Rules, 2015]

CIN	**:**	**L72200DL1985PLC019763**
Name of the Company	**:**	**SKYWEB INFOTECH LIMITED**
Registered Office	**:**	**K-20, 2nd Floor, Lajpat Nagar, Part-II, New Delhi - 110024**

Name of the member (s): ____
Registered Address : ____
E-mail-Id : ____
Folio No/Client ID/DP ID: ____
I/We, being the member(s) of __________ shares of the above named company, hereby appoint:

(1) Name: ______________________________ Address:______________________________
E-mail Id: ______________________________ Signature: ______________________________
or failing him

(2) Name: ______________________________ Address: ______________________________
E-mail Id: ______________________________ Signature: ______________________________
or failing him

(3) Name: ______________________________ Address: ______________________________
E-mailId: ______________________________ Signature: ______________________________
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **THIRTY THIRD** Annual General Meeting of the company, to be held on Friday, 28th Day of September, 2018 at 04.00 p.m. at K-20, 2nd Floor, Lajpat Nagar, Part-II, New Delhi - 110024 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Ordinary Business:

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements for the year ended on 31st March, 2018 including audited Balance Sheet as at 31st March 2018, and the Report of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Neetesh Gupta (DIN: 00030782), who retires by rotation and being eligible offers himself for reappointment.

Special Business:

3. Appointment of Mr. Mohan Mandawara (DIN: 06973665) Director

Signed this ____ day of_______2018

Affix revenue stamp of Rs. 1	______________________________ Signature of Shareholder	______________________________ Signature of 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.**