

BITS LIMITED

30TH ANNUAL REPORT

2021 - 2022



CORPORATE INFORMATION

Board of Directors:

Mr. Ankit Rathi

Mr. Omprakash Ramashankar Pathak

Mr. Harish Kumar Chauhan

Mrs. Preeti Sharma

Chairman and Director

Managing Director

Independent Director

Independent Director

Mr. Sachin Sharma

Mr. Surendra Singh Tangar

Chief Financial Officer

Company Secretary

Registered Office:

711, 7thFloor, New Delhi House,

27, Barakhamba Road, New Delhi - 110001

Mumbai Office:

23, Great Western Building, 1stFloor, 130/132,

Shahid Bhagat Singh Road, Fort, Mumbai-400023

Company Auditors:

M/s. R. C. Chadda & Co. LLP,

A-27, Vivek Vihar, Phase-II, Maharaja Surajmal Road,

Opposite Sukhdev College, Delhi- 110095

Listed with Stock Exchange:

BSE LIMITED

Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Fort,

Mumbai, Maharashtra- 400001

Registrar & Transfer Agents:

M/s MAS Services Ltd.

T-34, 2nd Floor, Okhla Industrial Area, Phase-II,

New Delhi-110020

Bankers:

Development Credit Bank

Mittal Court -C Wing, Nariman Point,

Mumbai-400 021

Dena Bank

Netaji Shubhash Marg, Darya Ganj,

New Delhi- 110002

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NOTICE

Notice is hereby given that the **30th Annual General Meeting** of the members of **Bits Limited** will be held on **Sunday, 25th September, 2022 at 05:00 P.M. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt: -
 - a) The Audited Standalone Financial Statements of the company for the Financial Year ended 31st March, 2022 along with the Reports of the Directors and Auditors' thereon;
 - b) The Audited Consolidated Financial Statements of the company for the Financial Year ended 31st March, 2022 along with the Reports of the Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Omprakash Ramashankar Pathak (DIN: - 01428320) Director, who retires by rotation and being eligible, offers himself for re-appointment.

**By Order of the Board of Directors
For Bits Limited**

Sd/-

Omprakash Ramashankar Pathak

(Managing Director)

DIN: - 01428320

Address: 503, 5TH Floor,

Trimurti Appt, Kores Road,

J K Gram, Thane, Maharashtra- 400606

Date: 22.08.2022

Place: New Delhi

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021 and May 13,2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mrs. Pritika Nagi, Practicing Company Secretary (Membership No. 29544) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to cspritikanagi@gmail.com with a copy marked to evoting@nsdl.co.in

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at bitsltd@gmail.com The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Registers of Members and Share Transfer Books of the Company will remain closed from **Monday, September 19, 2022 to Sunday, September 25, 2022** (both days inclusive) for the purpose of annual closure of books.

11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01,2019

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

12. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process , any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www.masserv.com.

13. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2021-22 are available on the website of the Company at www.bits.net.in and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
15. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in

electronic form and with the Company/RTA in case the shares are held by them in physical form.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
17. For receiving all future correspondence (including Annual Report) from the Company Electronically -

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2021-2022 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Bits Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2021-22 will also be available on the

Company's website www.bits.net.in , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

19. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. **Sunday, September, 18, 2022**, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com
20. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
21. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
24. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 30th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Sunday, September, 18, 2022** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on Thursday, September, 22, 2022 at 9:00 A.M. and ends on Saturday, September, 24, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Sunday 18, September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Sunday 18, September 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to

	<p>see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be</p>

	provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspritikanagi@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com or bitsltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@masserv.com or bitsltd@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at bitsltd@gmail.com . The same will be replied by the company suitably.

GENERAL INSTRUCTIONS

1. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

2. Mrs. Pritika Nagi, Practicing Company Secretary (Membership No. 29544), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bits.net.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.)

Name and Age of Director	Mr. Omprakash Ramashankar Pathak, 47 years
Date of Birth	04/01/1975
DIN	01428320
Qualification	Under Graduate
Expertise in specific functional areas	He has wide experience in finance & marketing.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N. A.
Last Drawn Remuneration/ Sitting Fees	Rs. 8,00,200/- per annum as at 31.03.2022
Date of first appointment on the Board	13 th August, 2013
Directorship held in other Listed companies and Unlisted companies	<p>1. Pan India Corporation Limited</p> <p>1. Tactfull Investments Limited 2. Ujjwal Limited 3. Vizwise Commerce Pvt. Ltd. 4. SPG Finvest Pvt. Ltd. 5. Ujjwal Infrastructure Pvt. Ltd. 6. Mitika Traders Pvt. Ltd. 7. Mili Investment & Trades Pvt. Ltd.</p>
No. of Board Meetings attended during the year 2021 - 2022	7
Membership/Chairmanship of the Committees across the Companies (as on 31.03.2022) *	Member - 2; Chairman - 1
No. of equity shares held	Nil
Relationship with other Directors	He is not related /associated with any director of the Company
Brief Resume	Mr. Omprakash Ramashankar Pathak aged 47 years is associated with the company from last 10 years. He has wide experience in finance & marketing.

*Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Listed Public Companies have been considered.

**By Order of the Board of Directors
For Bits Limited**

Sd/-

**Omprakash Ramashankar Pathak
(Managing Director)**

DIN: - 01428320

**Address: 503, 5TH Floor, Trimurti Appt, Kores Road,
J K Gram, Thane, Maharashtra- 400606**

Date: 22.08.2022

Place: New Delhi

DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 2021-22

Dear Members,

Your directors are pleased to present the 30th Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended 31st March, 2022.

CORPORATE OVERVIEW:

Bits Limited (Your Company) is engaged in the business to impart education in field of Art, Commerce, Science, Computer Software, Computer Hardware, Business Management, Hotel Management, Engineering & Technical Education and in all innovative fields that may be useful to segments of society by setting up centers, institutes, colleges, universities including Distance Learning Programmes etc. in India & abroad.

FINANCIAL PERFORMANCE

SUMMARISED FINANCIAL HIGHLIGHTS	(Amount in Rs.)	
	Current Year Year Ended	Previous Year Year Ended
	31 st March, 2022	31 st March, 2021
Income from Operations	74,20,460	54,75,921
Other Income	23,35,429	27,005
Total Income	97,55,889	55,01,926
Total Expenditure	74,77,270	60,14,576
Profit/ (Loss) before tax	22,78,619	(5,12,650)
Less: Provision for Deferred Tax	-	-
Less: Prior period Adjustment of Tax	-	(1,44,022)
Net Profit/(Loss) after Tax	22,78,619	(6,56,672)

STATE OF COMPANY AFFAIRS

During the year under review, the Company has generated the total revenue of Rs. 97,55,889/-. The Post Tax profit of your Company is Rs. 22,78,619/- as compared to the last year's Post Tax losses Rs. 6,56,672/-. Still your directors are doing their best to bring the company in more profitable position. We hope that the efforts of the directors will be fruitful for the company and its shareholders in next coming years.

Your directors expect that there will be further improvement in overall performance in the coming years.

MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2021-22

There is no material changes and commitment affecting the financial position of company after the close of financial year 2021-22 till the date of report.

DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

M/s. Ujjwal Infrastructure Private Limited is the Associate of the company.

Further, there is no other subsidiary, associate and joint venture of the company and there are no companies, which have become or ceased to be the subsidiary, associate and joint venture of the company during the year.

DIVIDEND AND RESERVES

During the year under review, your Company does not recommend any dividend. And also, your company has not made any transfer to Reserves during the financial year 2021-22.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments, if any, which are covered under the provisions of Section 186 of Companies Act, 2013 are given in the notes to the Financial Statements as on 31.03.2022 and forms a part of annual report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures.

The internal audit is entrusted to M/s R. Mahajan & Associates, a firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business practices.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the company.

During the year, no reportable weakness in the operations and accounting were observed and your company has adequate internal financial control with reference to its financial statements.

RELATED PARTY TRANSACTIONS

All the contracts/ arrangements/ transactions entered by the company with related party for the year under review were in the ordinary course of business and on Arm's Length basis. Detail of related party transactions have been disclosed in notes to the financial statements.

Further, your company has not entered into any **material contracts or arrangements** with related parties at arm's length basis. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 read with rules made there under, in Form AOC-2 is not applicable.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company (http://www.bits.net.in/Bits%20Limited_RPT%20Policy.pdf).

RISK MANAGEMENT

The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of all risks.

In this regard, the board has formulated a Risk Management policy, which defines the risk assessment and minimization procedures. As per view of board, there is no other risk in operation of company, which may impact the existence of company.

AUDITOR AND AUDITOR'S REPORT

STATUTORY AUDITORS

In terms of the provisions of Section 139(1) of the Companies Act, 2013, the Board of Directors on the recommendation of the Audit Committee of the Board subject to its confirmation by the members/shareholders in the Annual General Meeting approved the appointment of **M/s R. C. Chadda & Co. LLP, Chartered Accountants**, as a Statutory Auditors

of the Company for a period of Five years at the 26th Annual General Meeting held on 28th September, 2018 and ratification by the members/shareholders at every Annual General Meeting of the Company. However, Companies Amendment Act, 2017 read with notification dated 07th May, 2018 deleted provision of Annual ratification of appointment of Auditors. As such, no resolution for approving the ratification of appointment of Statutory Auditors has been proposed in the Notice.

The Auditor's Report and notes on accounts referred to in the Auditor's Report is self-explanatory and there are no adverse remarks or qualification in the Report except as stated below and general remarks are in the nature of facts.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of Companies Act, 2013 and rules made there under, the board has appointed M/s Pritika Nagi & Associates, Company Secretary in Practice to conduct the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report for the financial year ended 31st March, 2022 is attached herewith as part of the Annual Report as **Annexure A** which forms an integral part of this report.

The Secretarial Audit report does not contain any qualification, adverse remarks or reservation for the year under review.

FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no such frauds reported by auditors, which are committed against the company by officers or employees of the company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

• Retirement by Rotation

In accordance with the provisions of Section 152 of Companies Act, 2013 Mr. Omprakash Ramashankar Pathak (DIN: - 01428320), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

• Appointment/Re-appointment and Cessation of Directors & Key Managerial Personnel

During the year under review, shareholders have approved the re-appointment of Mr. Ankit Rathi, who was liable to retire by rotation at the last Annual General Meeting.

Further, there is no change in the composition of the Board of Directors of the Company and no directors and Key Managerial Personnel have been appointed/re-appointed or resign from the company.

All Independent Directors have given declarations to the company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9, as required under Section 92 of Companies Act, 2013, is included in this report as **Annexure B** and forms an integral part of this report and same will also be available on Company's Website <http://www.bits.net.in>

NUMBER OF MEETINGS OF THE BOARD

The Board duly met at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice along with Agenda and notes on agenda of each Board Meeting was given in writing to each Director.

In the **Financial Year 2021-22**, the Board met Seven (7) times. The meetings were held on **05-04-2021, 20-04-2021, 28-06-2021, 12-08-2021, 25-08-2021, 10-11-2021 and 14-02-2022**. The interval between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For further details, please refer report on Corporate Governance, which is an integral part of this Annual Report.

AUDIT COMMITTEE

The present Audit Committee of the board comprises of three members with independent directors forming a majority, namely, Mr. Harish Kumar Chauhan, Non-Executive Independent Director is the Chairman of the Committee, Mrs. Preeti Sharma, Non-Executive Independent Director and Mr. Omprakash Ramashankar Pathak, Executive Director are members of the Committee.

All the recommendations made by the Audit Committee were accepted by the Board.

Further, the roles & responsibility and other related matters of Audit Committee forms an integral part of Corporate Governance Report a part of Annual Report.

POLICIES AND DISCLOSURES

VIGIL MECHANISM

The Vigil Mechanism/Whistle Blower Policy of the company provides that protected disclosures can be made by a whistle blower through an email to the Chairman of Audit Committee. There has been no change to the Whistle blower Policy adopted by the Company during fiscal year 2021-22. The Whistle Blower Policy can be accessed on the Company's website i.e. http://www.bits.net.in/Bits%20Limited_whistle%20blower%20policy.pdf.

REMUNERATION AND NOMINATION POLICY

The nomination and remuneration committee has recommended to the Board:

- a) A policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The details of this policy are attached herewith as **Annexure C** in this report.
- b) Further, Policy for selection criteria of Directors and Senior management and criteria for determining qualifications, positive attributes and director independence is also attached as **Annexure D** to this report.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of Companies Act, 2013 and rules made there under, every company having net worth of Rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board.

However, it is not applicable in case of your Company. Hence there is no need to form Corporate Social Responsibility Committee and Corporate Social Responsibility Policy for the company as per the requirement of the Companies Act, 2013.

BOARD EVALUATION

SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole and that of its committee was conducted based on the criteria and framework adopted by the Board. Board has engaged Nomination and Remuneration Committee for carrying out the evaluation and their finding were shared with the board that had discussed and analyze its performance during the year. The Board approved the evaluation results as collated by the nomination and remuneration committee.

The exclusive meeting of Independent Directors was held to evaluate the performance of the Board, non-Independent Directors & the Chairman.

The performance evaluation of committee's and board as a whole was done on the basis of questionnaire which was circulated among the board members and committee members and on receiving the inputs from them, their performance was assessed.

Lastly, performance evaluation of individual directors was done on the basis of self-evaluation forms which were circulated among the directors and on receiving the duly filled forms, their performance was assessed.

FAMILIARIZATION PROGRAMME AND TRAINING OF INDEPENDENT DIRECTORS

The details of programmes for familiarization of Independent Directors with the Company, their roles and responsibilities in the company, business model of the Company and other related matters are put on the website of the Company at the following link: [i.e. http://www.bits.net.in/familirisation_policy.pdf](http://www.bits.net.in/familirisation_policy.pdf). To familiarize the new inductees as independent director with the strategy, operations and functions of our company, the executive directors make presentations to the inductees about the Company's organization structure, finance, human resources, facilities and risk management.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director. The format of the letter of appointment is available on our website <http://www.bits.net.in/docs.html>.

CORPORATE GOVERNANCE

Your Company has implemented all the stipulations of the Corporate Governance Practices set out by the Securities and Exchange Board of India and as provided in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on Report of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms an integral part of the Annual Report.

The requisite certificate from the Auditor's regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure E** to the Director's Report.

MANAGEMENTS' DISCUSSION AND ANALYSIS REPORT

Managements' Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming **Annexure F** of the Director's Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no employee in the company, which draws the remuneration in excess of the limits set out in the said rules.

Further, the details of top ten employees in terms of Remuneration Drawn as per provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Disclosures pertaining to remuneration and other details of directors & KMP as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure G**.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

Conservation of Energy-

- i) Steps taken or impact on conservation of energy: Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of electricity.
- ii) Steps taken by the company for utilizing alternate sources of energy: **Nil**, As your company does not carry any manufacturing activities
- iii) The Capital investment on energy conservation equipments: **Nil**

Technology Absorption, Adaption & Innovation and Research & Development

No research & development or technical absorption or adaption & innovation taken place in the company during the Financial Year 2021-22, the details as per rule 8(3) of the companies (Accounts) Rules 2014 are as follows:

- i) Efforts made towards technology absorption: - **Nil**
- ii) Benefits derived like product improvement, cost reduction, product development or import substitution: **Nil**
- iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)-
 - a) Details of technology imported: **Nil**
 - b) Year of Import: **Nil**

- c) Whether the technology been fully absorbed: Nil
- d) Areas where absorption has not taken place and the reasons there of: Nil

iv) Expenditure incurred on Research and Development: Nil

Foreign Exchange Earnings and Outgo

As your Company does not deal in Foreign Exchange, therefore the particulars relating to Foreign Exchange Earnings and Outgo are not applicable to your Company.

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: Nil

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by them, your Directors confirmed the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

- 1) That in preparation of Annual Accounts for the year ended March 31st, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
- 2) 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 & fair view of the state of affairs of the Company as at March 31st, 2022 and of the profit and loss of the Company for the year ended on that date;
- 3) That the Directors have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The directors have prepared the annual accounts on a going concern basis;
- 5) That 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;
- 6) That 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.

LISTING OF SECURITIES

The Company's Equity Shares are listed on **BSE Limited**.

Trading of shares of the company over stock exchange has been suspended since 02nd April, 2018 due to surveillance measure. Your Company has filed requisite information/documents on timely basis as and when required by the stock exchange. We are in process of resumption of trading of shares and hope that the trading of share shall be resumed as soon as possible and freely available for trading.

GENERAL

Your director states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review: -

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of the equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to directors or employees of the Company.
- d) Issue of Employee Stock Option Scheme to employees of the company.
- e) Vizwise Commerce Private Limited is the Holding Company and Managing Director of the Company does not receive any remuneration or Commission from such holding Company. Further there is no subsidiary Company of your Company.
- f) No significant or material orders were passed by the regulators or courts or tribunals, which impact the going concern status and Company's operations in future.
- g) Purchase of or subscription for shares in the company by the employees of the company.
- h) There is no subsidiary of company, so no policy on material subsidiary is required to be adopted.

Your directors further state that: -

- a) The Company has zero tolerance for sexual harassment and during the year under review, there were no complaint received and no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- b) And there is no change in the nature of business of company during the year.
- c) During the year under review, there were no applications made or any proceeding pending in the name of the company under the Insolvency and Bankruptcy Code, 2016

d) During the year under review there has been no one time settlement of loans taken from the Banks or Financial Institutions.

INDUSTRIAL AND HUMAN RELATIONS

Since the Company is not into any kind of manufacturing activity, there is no matter to discuss about industrial relations and the Company is maintaining cordial relations with its staff members.

ACKNOWLEDGEMENT

Your directors take this opportunity to place on record their appreciation for the shareholders, bankers and other business associates for their forbearance, understanding and support to the Company. They also wish to place on record their great appreciation of the commitment, sense of involvement and dedication exhibited by each staff member in the overall development, growth and prosperity of the company.

**By Order of the Board of Directors
For Bits Limited**

Date: 22.08.2022

Place: New Delhi

**Sd/-
Omprakash Ramashankar Pathak
(Managing Director)
DIN - 01428320**

**Sd/-
Ankit Rathi
(Director)
DIN - 01379134**

Annexure to Director's Report

Form AOC-I

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of the Associates	Ujjwal Infrastructure Private Limited
1. Latest audited Balance Sheet Date	31.03.2022
2. Date on which the Associate or Joint Venture was Associated or Acquired	13-11-2018
3. Shares of Associate/Joint Ventures held by the company on the year end	
No.	4500 shares
Amount of Investment in Associates/ Joint Venture	45,000
Extent of Holding %	30%
4. Description of how there is significant influence	Bits Limited holds 30% shares of Ujjwal Infrastructure Private Limited
5. Reason why the associate/ joint venture is not consolidated	N.A.
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	Nil
7. Profit / Loss for the year	
i. Considered in Consolidation	Nil
ii. Not Considered in Consolidation	Nil

- Names of Associates/Joint Ventures which are yet to commence operations: N.A.
- Names of Associates/Joint Ventures which have been liquidated or sold during the year: N.A.

By Order of the Board of Directors
For Bits Limited

Date: 22.08.2022
Place: New Delhi

Sd/-
Omprakash Ramashankar Pathak
Managing Director
DIN: - 01428320

Sd/-
Ankit Rathi
Director
DIN: - 01379134

Annexure A to Director's Report

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED AS ON MARCH, 31ST 2022**

{Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
BITS LIMITED
711, 7th Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001

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

Based on our verification of the **Bits Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March, 31st 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Bits Limited ("the Company")** for the Financial Year ended on 31st March, 2022 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (**Not Applicable**)

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company: -

- 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, 2018; - **(Not Applicable)**
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **(Not Applicable)**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **(Not Applicable)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **(Not Applicable)** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not applicable)**
- i. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015.

We 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 Agreements entered into by the Company with the Stock Exchange i.e. **BSE Limited**.

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

We 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. There is no change in the composition of the Board of Directors that took place during the period under review.

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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the Meeting duly recorded and duly signed by chairman of the meeting, the decisions of the Board were taken unanimously and no dissenting views have been recorded. It is also advisable to maintain all the records of the company in the electronic form also.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there has not been any such activity which have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that company is carrying out the activity of running of coaching Centre and selling of study material and does not fall under any industry for which any specific law is applicable.

We further report that the company was issued a Direction from BSE Ltd regarding Non-Compliance with exchange requirements in respect of Submission of requisite documents/clarifications from time to time and in this regard the Company was required to complete the formalities as communicated to the Company from time to time on urgent basis. Further, the Company has submitted the required documents with the Stock Exchange within due time.

For Pritika Nagi & Associates

Sd/-

Pritika Nagi

Practicing Company Secretary

M. No. : 29544, CP No. : 11279

UDIN: A029544D000827616

Date: 22.08.2022

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as "Annexure - I" and forms an integral part of this report.

Annexure - I

To,
The Members
BITS LIMITED
711, 7th Floor, New Delhi House,
27, Barakhamba Road,
New Delhi-110001

Our report of even date is to be read with the following clarification and explanation:

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

For Pritika Nagi & Associates

Sd/-

Pritika Nagi

Practicing Company Secretary

M. No.: 29544, CP No.: 11279

UDIN: A029544D000827616

Date: 22.08.2022

Place: New Delhi

Annexure B to Director's Report
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2022

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L72200DL1992PLC241971
2	Registration Date	27/11/1992
3	Name of the Company	Bits Limited
4	Category/Sub-category of the Company	Public Company limited by shares, Indian Non-Government Company
5	Address of the Registered office & contact details	711, 7th Floor, New Delhi House 27, Barakhamba Road, New Delhi-110001
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Mas Services Limited T-34, II nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Rental Business	6,810	76.06
2	Sale of Shares	6499	23.94

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	VIZWISE COMMERCE PRIVATE LIMITED	U32109DL1995PTC066325	Holding	65.07	2(46)
2	UJJWAL INFRASTRUCTURE PRIVATE LIMITED	U70101DL2012PTC233822	Associate	30	2(6)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2021]				No. of Shares held at the end of the year [As on 31-March-2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	72,799,186	-	72,799,186	65.07%	72,799,186	-	72,799,186	65.07%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	72,799,186	-	72,799,186	65.07%	72,799,186	-	72,799,186	65.07%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL SHAREHOLDING OF	72,799,186	-	72,799,186	65.07%	72,799,186	-	72,799,186	65.07%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	30,500	30,500	0.03%	-	30,500	30,500	0.03%	0.00%
b) Banks / FI	-	47,000	47,000	0.04%	-	47,000	47,000	0.04%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	77,500	77,500	0.07%	-	77,500	77,500	0.07%	0.00%
2. Non-Institutions									
a) Bodies Corp.	595,948	215,600	811,548	0.79%	595,685	215,600	811,285	0.73%	0.07%
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 2	25,235,666	8,364,750	33,600,416	29.93%	22,992,132	8,299,750	31,291,882	27.97%	1.96%
ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh.	3,417,141	-	3,417,141	3.05%	5,669,987	65,500	5,735,487	5.13%	-2.07%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians Repat	182,415	877,500	1,059,915	0.95%	177,415	877,500	1,054,915	0.94%	0.00%
Non Resident Indians Non Repat	73,750	-	73,750	0.06%	68,801	-	68,801	0.06%	0.00%
Non Residents Indian/OCB	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	24,544	-	24,544	0.06%	24,544	-	24,544	0.02%	0.03%
NBFC Registered with RBI	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	11,000	-	11,000	0.01%	11,400	-	11,400	0.01%	0.00%
Sub-total (B)(2):-	29,524,464	9,473,850	38,998,314	34.85%	29,539,964	9,392,850	38,998,314	34.86%	-0.01%
Total Public Shareholding (B) = (B)(1) + (B)(2)	29,524,464	9,551,350	39,075,814	34.93%	29,539,964	9,535,350	39,075,814	34.93%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	102,323,650	9,551,350	111,875,000	100.00%	102,339,150	9,535,350	111,875,000	100.00%	0.00%

(ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 01-April-2021]			Shareholding at the end of the year [As on 31-March-2022]			% 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	Vizwise Commerce Private Limited	72,799,186	65.07%	0	72,799,186	65.07%	0	0.00%
	Total	72,799,186	65.07%	0	72,799,186	65.07%	0	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date wise Increase/ Decrease in Promoters Share holding during the year	Reasons for increase/decrease	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			NIL			
	Changes during the year						
	At the end of the year						

(iv) Shareholding Pattern of top ten Shareholders

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

SN	For each of the Top 10 shareholders	Date wise Increase/ Decrease in Promoters Share holding during the year	Reasons for increase/decrease	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares of the
1	Name: Mahavir G Chopra						
	At the beginning of the year	1-Apr-2021		844,200	0.75%	844,200	0.75%
	Changes during the year						
	At the end of the year	31-Mar-2022		844,200	0.75%	844,200	0.75%
2	Name: Laxmpat Dudheria						
	At the beginning of the year	1-Apr-2021		330,383	0.30%	330,383	0.30%
	Changes during the year						
	At the end of the year	31-Mar-2022		330,383	0.30%	330,383	0.30%
3	Name: Sameer Vasant Godbole						
	At the beginning of the year	1-Apr-2021		239,395	0.21%	239,395	0.00%
	Changes during the year						
	At the end of the year	31-Mar-2022		239,395	0.21%	239,395	0.00%
4	Name : Urmila Devi Seksaria						
	At the beginning of the year	1-Apr-2021		197,379	0.18%	197,379	0.00%
	Changes during the year						
	At the end of the year	31-Mar-2022		197,379	0.18%	197,379	0.00%
5	Name: Jitender Kumar Jain						
	At the beginning of the year	1-Apr-2021		184,459	0.16%	184,459	0.00%
	Changes during the year						
	At the end of the year	31-Mar-2022		184,459	0.16%	184,459	0.00%
6	Name: Anita Anil Bansal						
	At the beginning of the year	1-Apr-2021		173,107	0.15%	173,107	0.15%
	Changes during the year						
	At the end of the year	31-Mar-2022		173,107	0.15%	173,107	0.15%
7	Name: Rabindra Nath Dolai						
	At the beginning of the year	1-Apr-2021		157,700	0.14%	157,700	0.14%
	Changes during the year						
	At the end of the year	31-Mar-2022		157,700	0.14%	157,700	0.14%
8	Name: Shyam Behari Kothi						
	At the beginning of the year	1-Apr-2021		130,000	0.12%	130,000	0.12%
	Changes during the year						
	At the end of the year	31-Mar-2022		130,000	0.12%	130,000	0.12%
9	Name: Sandeep Musaddy						
	At the beginning of the year	1-Apr-2021		130,000	0.12%	130,000	0.12%
	Changes during the year						
	At the end of the year	31-Mar-2022		130,000	0.12%	130,000	0.12%
10	Name : Vimal Vadilal Shah						
	At the beginning of the year	1-Apr-2021		128,500	0.11%	128,500	0.11%
	Changes during the year						
	At the end of the year	31-Mar-2022		128,500	0.11%	128,500	0.11%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date wise Increase/ Decrease in Promoters Share holding during the year	Reasons for increase/decrease	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	Name						
	At the beginning of the year						
	Changes during the year						
	At the end of the year						
2	Name						
	At the beginning of the year						
	Changes during the year						
	At the end of the year						

V. INDEBTEDNESS					
Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Amt. Rs./Lacs)					
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year					
i) Principal Amount				-	
ii) Interest due but not paid				-	
iii) Interest accrued but not due				-	
Total (i+ii+iii)				-	
Change in Indebtedness during the financial year					
* Addition				-	
* Reduction				-	
Net Change				-	
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)				-	
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:					
SN.	Particulars of Remuneration	Name Designation	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
			Mr. Omprakash Ramashankar Pathak Managing Director	Mr. Ankit Rathi Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		736,200.00	-	736,200.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		64,000.00	-	64,000.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
	Commission		-	-	-
4	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-
	Total (A)		800,200.00	-	800,200.00
	Ceiling as per the Act		84 lakhs as per Section II of Part II of Schedule V of the Companies Act, 2013		
B. Remuneration to other Directors					
SN.	Particulars of Remuneration	Name of Directors		Total Amount (Rs/Lac)	
1	Independent Directors	Mr. Harish Kumar Chauhan	Ms. Preeti Sharma		
	Fee for attending board committee meetings	412,500.00	319,000.00	731,500.00	
	Commission				
	Others, please specify				
	Total (1)	412,500.00	319,000.00	731,500.00	
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)	-	-	-	
	Total (B)=(1+2)	-	-	-	
	Total Directors Remuneration	412,500.00	319,000.00	731,500.00	
	Overall Ceiling as per the Act	84 lakhs as per Section II of Part II of Schedule V of the Companies Act, 2013			
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)	
	Name	Sachin Sharma	Surendra Singh Tangar		
	Designation	CFO	CS		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180,000.00	405,000.00	585,000.00	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5,000.00	35,000.00	40,000.00	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-	
2	Stock Option			-	
3	Sweat Equity			-	
	Commission			-	
4	- as % of profit			-	
	- others, specify			-	
5	Others, please specify			-	
	Total	185,000.00	440,000.00	625,000.00	
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					
By Order of the Board of Directors					
Sd/-					For Bits Limited
OMPRAKASH RAMASHANKAR PATHAK					Sd/-
Managing Director					ANKIT RATHI
DIN-01428320					Director
Date: 22.08.2022					DIN - 01379134
Place: New Delhi					

BITS LIMITED

REGISTERED OFFICE -711, 7TH FLOOR, NEW DELHI HOUSE, 27, BARAKHAMBA ROAD

NEW DELHI-110001

CIN: L72200DL1992PLC241971

INTRODUCTION

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior Management of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

SCOPE

The policy contains a description of the core principles of the company's remuneration policy with respect to executive and non-executive Board members, KMP and other senior management. It follows the principles of maximum transparency and disclosure regarding remuneration, which the company has been applying to its public reporting documents.

The terms of this policy shall not be binding on employment agreement entered prior to this date. This Policy is based upon following principals as drawn by nomination and remuneration committee of company:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- The remuneration of directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

APPLICABLE

This Policy is applicable on Directors, Key Managerial Personnel (KMP) and Senior Management and of the Company.

FUNDAMENTAL PRINCIPLES OF THE POLICY

The fundamental Principles of this policy are mentioned below, which are the core factors while determining the remuneration of Director, KMP and senior management:

- Industry Practice and Bench marks;
- Long-term value creation.
- Reward achievement of results on the basis of prudent practice, responsibility and risk-taking abilities.
- Attract and retain the best professionals.
- Reward the experience and professional track record.
- Ensure equity within the Group and competitiveness outside it.
- Optimum mix of fixed and variable salary;
- Reward in the form of stock options
- Ensure transparency in its remuneration policy

TERMS OF THE POLICY

A. TERMS FOR EXECUTIVE DIRECTORS, KMP AND SENIOR MANAGEMENT OF COMPANY

i. FIXED SALARY

Managerial Person, KMP and Senior Management are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

ii. MINIMUM REMUNERATION

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

iii. PROVISIONS FOR EXCESS REMUNERATION

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

B. TERMS FOR NON-EXECUTIVE/ INDEPENDENT DIRECTORS OF COMPANY

i. REMUNERATION / COMMISSION

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

ii. SITTING FEES

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Further, the Sitting fees payable to independent directors shall not be less than the sitting fee payable to other directors.

iii. LIMIT OF REMUNERATION/COMMISSION

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

iv. STOCK OPTION

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

DISCLOSURES

Disclosure in respect to the remuneration of the Company's Board of Directors will be disclosed annually in the Corporate Governance Report, part of the Annual Report.

The Policy shall be disclosed in the Board Report of the company.

POLICY REVIEW

This policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and requirements of Clause 49 of the Listing Agreement.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulation which makes any of the provisions in this policy inconsistent with the Act or regulations, the provisions of the Act or regulation would prevail over the policy, and provisions in the policy would be modified in due course to make it consistent with the law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when changes need to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the Committee. Any change or modification in the policy as recommended by the Committee would be given for approval to the Board.

ANNEXURE D TO DIRECTORS REPORT

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTOR'S INDEPENDENCE FOR BITS LIMITED

This Policy will be applicable to the Company with the approval of Nomination and Remuneration Committee and Board of Directors. This Policy is in line with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

SCOPE

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

POSITIVE ATTRIBUTES

The Nominating and Remuneration Committee of the company works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience.

Characteristics expected of all director candidates include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board to discharge the duties of Board membership and exercise his responsibilities in a bona-fide manner in the interest of the company.

The director candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

QUALIFICATION & CRITERIA

The Nomination and Remuneration Committee has not established specific minimum age, education, years of business experience or specific types of skills for evaluating the suitability of individual Board member, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

The proposed appointee shall also fulfill the following requirements:

- 1) Shall possess a Director Identification Number;

- 2) Shall not be disqualified under the Companies Act, 2013;
- 3) Shall give his written consent to act as a Director;
- 4) Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- 5) Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- 6) Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;

Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

CRITERIA OF INDEPENDENCE

The criteria of independence shall be as laid down in Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

APPOINTMENT

The appointment of an Independent Director shall be approved by the Company in general meeting as provided in sub-section (2) of section 152 of the Act and the explanatory statement annexed to the notice of the general meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as Independent Director.

INDEPENDENCE STANDARDS

The candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director's independence.

INDEPENDENCE REVIEW PROCEDURES

1. ANNUAL REVIEW

The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the Companies Act, 2013 read with rules thereon and the listing agreement.

2. NOTICE OF CHANGE OF INDEPENDENT STATUS

Each director has an affirmative obligation to inform the Board of any change in circumstances that put his or her independence at issue.

AMENDMENT

Any amendment to the above criteria for appointment of directors shall be subject to the prior approval of the Board of Directors.

DISCLOSURE

The Company will disclose the details about this policy in its Board's Report.

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
BITS LIMITED

We have examined all relevant records of **BITS LIMITED** for the purpose of certifying compliance of conditions of Corporate Governance as per para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 read with Regulation 34(3) of the said Listing Regulations (hereinafter, collectively referred to as the Listing Regulations) of the Company with stock exchanges in India for the Financial year ended on 31st March, 2022. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

On the basis of our review and according to the information and explanation given to us, the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable has been compiled by the Company in all material respect.

For & on behalf of M/s Pritika Nagi & Associates

Date: 22.08.2022
Place: New Delhi

Sd/-
Pritika Nagi
Practicing Company Secretary
M. No.: 29544, CP No.: 11279
UDIN : A029544D000827682

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ('the Act') ('to the extent notified') and the guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and relevant amendment rules issued thereafter. The company has adopted all the Ind AS Standards w.e.f., April 01, 2017, the same being the transition date and adoption was carried out in accordance with Ind AS 101. Accordingly, Financial Statement for the year ended March 31, 2022 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Previous periods figures (i.e. prepared in accordance with GAAP) have been restated as per Ind AS to make them comparable. The management of **BITS LIMITED** accepts responsibility for the integrity and objectivity of these financial statements.

INDUSTRIAL STRUCTURE & DEVELOPMENTS

Changing economic and business conditions, rapid technology innovation and adoption and globalization is creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their business objectives such as revenue growth, profitability and asset efficiency.

OPPORTUNITIES AND THREAT, OUTLOOK & AREA OF CONCERN

Growth in the Indian economy and demand creates unprecedented opportunities for company to invest significantly in each of its core businesses.

Outlook for the overall industries is positive. In keeping with the philosophy of continuous consumer centric approach which is the hall mark of any organization, several developmental activities have been planned for the next fiscal year.

RISK MANAGEMENT & CONCERNS

Risk in cost of raw materials, environmental liabilities, tax laws, labour relations, litigation and significant changes in the Global political and economical environment exert tremendous influence on the performance of the company.

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company believes that the employees are the backbone of the Company. Congenial and safe work atmosphere, appropriate recognition and rewards, constant communication, focus on meeting customer needs and change management through training are the hallmarks for development of human resources of the company. There are 6 employees in the Company as on 31st March, 2022 and every employee is aware of the challenges posed by the current economic environment. Employee morale has remained high even during difficult times. The employees have co-opted fully with the management in implementing changes as required by the market. And it is providing an opportunity to all the employees to utilize their full potential and grow in the Organization. There was no strike or labour unrest during the last financial year.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business. These systems are designed to ensure that all the assets of the company are safeguarded and protected against any loss and that all the transactions are properly authorized recorded and reported.

The internal audit is entrusted to M/s R. Mahajan & Associates, a firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business practices.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same. The Board of Directors has framed a policy which ensures the orderly and efficient conduct of its business, safeguarding of its assets, to provide greater assurance regarding prevention and detection of frauds and accuracy and completeness of the accounting records of the company.

Further your company has adequate internal financial control with reference to its financial statements.

FINANCIAL REVIEW AND ANALYSIS

The financial performance of the Company for the financial year ended March 31, 2022 is given as under: -

PERFORMANCE	Year ended 31-03-2022 (Amount in Rs.)
Revenue	97,55,889
Expenditure	74,77,270
Profit/ (Loss) before tax	22,78,619
Prior Period Adjustment of tax	-
Profit/(Loss) for the year	22,78,619

CAUTIONARY STATEMENT:

Certain Statements in the "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be "*forward looking statements*" within the meaning of applicable laws or regulations. These Statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied due to various risk & uncertainties. Important factors that could make a difference to the Company's operations include changes in Govt. regulations, tax regimes, economic developments and other factors such as litigation. The company does not undertake to update these statements.

By Order of the Board of Directors
For Bits Limited

Date: 22.08.2022
Place: New Delhi

Sd/-	Sd/-
Omprakash Ramashankar Pathak	Ankit Rathi
(Managing Director)	(Director)
DIN - 01428320	DIN - 01379134

Annexure G to Director's Report

DETAILS OF TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN AS PER PROVISIONS OF SECTION 197 (12) OF THE ACT READ WITH RULES 5 (2) AND 5 (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S. No.	Name and Age of the Employee	Designation of the Employee	Remuneration Received (Amount in Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee within the meaning of clause (iii) of sub-rule (2) of rule 2 of Companies (Appointment and Remuneration) Rules, 2014	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1.	Mr. Omprakash Ramashankar Pathak; 47 years	Managing Director	Rs. 8,00,200	Contractual	Under Graduate; He has a wide experience in Finance, & Marketing	13 th August, 2013	Ujjwal Green Energy Private Limited - Director	Nil	No
2.	Mr. Sachin Sharma; 34 years	Chief Financial Officer	Rs. 1,85,000	Contractual	Graduate; Nil	30 th November, 2016	N.A.	Nil	No
3.	Mr. Vijay Pal Shukla, 54 years	HR Manager	Rs. 7,28,500	Otherwise	Under Graduate	01 st July, 2017	N.A.	Nil	No
4.	Mr. Ram Kumar Sharma	Accountant	Rs. 1,06,000	Contractual	Graduate		N.A.	Nil	No
5.	Mr. Vijender Kumar, 47 years	Peon	Rs. 1,66,000	Contractual	N. A.	01 st January, 2018	N.A.	Nil	No
6.	Mr. Surendra Singh Tangar 30	Company Secretary	Rs. 4,40,000	Contractual	Company Secretary	13 th August, 2018	N.A.	Nil	No

DETAILS PERTAINING TO REMUNERATION 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

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22:

Table I

Name of Director/KMP and designation	Remuneration of Director/KMP for financial year 2021-22	Ratio of remuneration of each Director/ KMP to median remuneration of employees	% increase in Remuneration of each director CFO, CEO, C.S or Manager
Omprakash Ramashankar Pathak (Managing Director)	Rs. 8,00,200	1.93:1	29.17
Sachin Sharma (Chief Financial Officer)	Rs. 1,85,000	0.44:1	2.77
Surendra Singh Tangar (Company Secretary)	Rs. 4,40,000	1.06:1	26.43

Table II

SI. No	Name of Director	Sitting Fee	Employee Median Remuneration	Ratio
1.	Mr. Harish Kumar Chauhan	Rs. 4,12,500	Rs. 1,85,000	1:1
2.	Ms. Preeti Sharma	Rs. 3,19,000	Rs. 1,85,000	0.77:1

1. Median remuneration of employees of the Company is Rs. 4,12,500/-.
2. There is no Percentage increase in the median remuneration of employees of Bits Limited;
3. There were 6 permanent employees on the rolls of Company as on March 31, 2022;
4. There was no average increase made in the salaries of employees in this financial year. The Remuneration payable to Managerial Personnel is directly linked to individual performance as well as that of the business. The remuneration payable to managerial personal was based on the recommendation of the nomination and remuneration committee to revise the remuneration as per industry benchmarks.
5. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy of the company.

**By Order of the Board of Directors
For Bits Limited**

Sd/-

**Omprakash Ramashankar Pathak
(Managing Director)
DIN - 01428320**

Sd/-

**Ankit Rathi
(Director)
DIN - 01379134**

**Date: 22.08.2022
Place: New Delhi**

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2022.

1. COMPANY'S PHILOSOPHY

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The basis of Corporate Governance envisages optimal utilization of resources for enhancing the values of the enterprise by effectively monitoring executive performance and supporting the entrepreneurship spirit and to ensure ethical behavior of the enterprise in honoring and protecting the rights of all stakeholders, including discharge of social responsibility, through highest level of transparency and accountability in all facets of its operations. The core values of the Company are:

- Caring for people.
- Integrity including intellectual honesty, openness, fairness & trust.
- Commitment to excellence and customer satisfaction.

The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment in interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre. The Company strives to set and achieve high standards of Corporate Governance. The very essential characteristics of the Company are transparent functioning, social responsiveness and accountability towards shareholders.

2. GOVERNANCE STRUCTURE

The Corporate Governance structure of the Company is as follows:

- Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company.
- Committees of the Board:** The Board has constituted the following Committees i.e. Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee. Each of the Committee has been mandated to operate within a given framework.

This year's annual report has made substantial disclosures on the Board of Directors, financial performance, which are as follows:

3. BOARD OF DIRECTORS:

Size & Composition of the Board

The Board of the Company consists of 4 directors out of which 2 are Non-Executive Independent Directors, 1 is Executive Director and 1 is Non- Executive Non-Independent Director and the Chairman of the Board is Non-Executive Non-Independent Director.

The details of each member of the Board along with the number of Directorship/Chairmanship/Committee Membership as on 31st March, 2022, are as follows:

Name	Category	Designation	No. of Board Meetings Held during the year 2021 - 2022	No. of Board Meetings Attended during the year 2021 - 2022	Number of Directorship in other Companies	Attendance of each Director At last AGM	No. of other Board Committee(s) of which he is a member (% , @)	No. of other Board Committee(s) of which he is a Chairman (% , @)
Mr. Ankit Rathi	Chairman Promoter/ Non-Executive Director	Director	7	7	6	Yes	4	2
Mr. Omprakash Ramashankar Pathak	Promoter/ Executive Director	Managing Director	7	7	8	Yes	2	1
Mr. Harish Kumar Chauhan	Independent/ Non-Executive Director	Director	7	7	4	Yes	5	3
Mrs. Preeti Sharma	Independent/ Non-Executive Director	Director	7	7	3	Yes	5	0

% Excluding membership and chairmanship of committees of all private limited companies, foreign Companies and Companies under section 8 of the Companies Act, 2013.

@ Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Public Companies (whether listed or not) have been considered.

Membership/Chairmanship of the Directors in various Committees is within the permissible limits.

None of independent directors serving more than 7 listed companies

There is no relationship between directors of the company. Further, non - executive directors does not have any shareholding in the company.

Independent Directors

The Non-Executive Independent Directors of our Company fulfill the conditions of Independence as specified in Section 149(6) of Companies Act, 2013 and rules made there under and meet the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Harish Kumar Chauhan and Mrs. Preeti Sharma has been appointed as Independent Directors of the Company in the 27th Annual General Meeting of the Company held on 30th September, 2019 for a fixed term of five consecutive years to hold the office from the conclusion of 27th Annual General Meeting up to 32nd Annual General Meeting.

A formal letter of appointment was issued to the Independent Directors of the Company in the manner as provided under Companies Act, 2013 and disclosed on the website of the Company (<http://www.bits.net.in/docs.html>).

Further, the details regarding programmes for familiarization of Independent Directors with the company, their roles and responsibilities in the company, business model of the company and other related matters are put on the website of the Company at the link i.e. http://www.bits.net.in/familiarisation_policy.pdf which is also explained in the Director's Report.

Details of Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company.

The notice of each Board Meeting is given in writing to each Director. The Agenda along with the relevant notes and other material information are sent in advance separately to each director.

During the **Financial Year 2021-2022** (7) Seven Board Meetings were held i.e., **05-04-2021, 20-04-2021, 28-06-2021, 12-08-2021, 25-08-2021, 10-11-2021 and 14-02-2022**. The intervening period between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015.

COMMITTEES OF THE BOARD

The Board of Directors has constituted the board Committees to deal with specific areas and activities which concern the Company and need a closer view.

The Board has currently the following Committees:

4. AUDIT COMMITTEE

The Audit Committee of the Board comprises of three members out of which two are Non-executive Independent Directors and one is Executive Director, namely Mr. Harish Kumar Chauhan, Non-Executive/Independent Director, is the Chairman of the committee. The other members of Audit Committee include Mrs. Preeti Sharma, Non-Executive/Independent Director and Mr. Omprakash Ramashankar Pathak, Executive Director. All the members of the committee are well versed in finance matters, accounts and general business practice.

The composition, quorum, powers, role and scope are in accordance with Section 177 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meetings:

The Audit Committee met 4 times during the year on 28/06/2021, 12/08/2021, 10/11/2021 and 14/02/2022. The attendance of Members at the Meetings was as follows:

S. No.	Name of Member	Status	No. of meetings during the year	No. of Meetings Attended
1	Harish Kumar Chauhan	Chairman	4	4
2	Preeti Sharma	Member	4	4
3	Omprakash Ramashankar Pathak	Member	4	4

Terms of Reference:

POWER OF AUDIT COMMITTEE

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.

3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

ROLE OF AUDIT COMMITTEE

The role of Audit Committee includes the review of the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same.
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (d) Significant adjustments made in the financial statements arising out of audit findings.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transactions.
 - (g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

RELATED PARTY TRANSACTION

There is no transaction of materially significant nature with related party that may have potential conflict with the interest of the Company at large. The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company (http://www.bits.net.in/Bits%20Limited_RPT%20Policy.pdf). The same has been referred in Directors Report also.

5. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Board comprises of three members namely Mr. Harish Kumar Chauhan, Non-Executive Independent Director, is the Chairman of the committee. The other member of Nomination & Remuneration Committee includes Mrs. Preeti Sharma, Non-Executive Independent Director and Mr. Ankit Rathi, Non-Executive Non-Independent Director.

The composition, quorum, powers, role and scope are in accordance with Section 178 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MEETINGS OF NOMINATION AND REMUNERATION COMMITTEE:

During the **Financial Year 2021- 2022** the Committee met Once (1) time i.e., on 01/12/2021. The attendance of Members at the Meeting was as follows:

S. No.	Name of the Member	Status	No. of meetings during the year	No. of Meetings Attended
1	Harish Kumar Chauhan	Chairman	1	1
2	Ankit Rathi	Member	1	1
3	Preeti Sharma	Member	1	1

TERMS OF REFERENCE

The role of Nomination and Remuneration Committee includes the following

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;

3) Devising a policy on Board diversity;

4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

5) Extension or continuation of the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

6. REMUNERATION POLICY

The Remuneration Policy of the Company for Directors, Key Managerial Personnel and Senior Management is annexed as **Annexure C** to the Director's Report. The Company's remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in accordance with the existing industry practice.

Further, the evaluation of all the directors and the Board as a whole and that of its committee was conducted based on the criteria and framework adopted by the Board, which was explained in the Director's Report.

Remuneration paid to the Directors during the financial year 2021-2022:

Name of the Director	Salary	Perquisites and allowances	Retiral benefit	Bonuses	Performance Linked Incentive	Total	Stock Options granted
Mr. Omprakash Ramashankar Pathak	Rs. 7,36,200 per annum	Nil	Nil	64,000	Nil	Rs. 8,00,200	Nil

The remuneration of Executive director is fixed with no performance linked incentives.

Further, Company does not make any payment to Non-Executive Directors except Sitting Fees.

The term of Mr. Omprakash Ramashankar Pathak, Managing Director of the Company was ceased on 06th May, 2020 thus board of directors vide their meeting held 05th May, 2020 has re-appoint the same, Further shareholders of the company also approved the appointment of Mr. Omprakash Ramashankar Pathak in the Annual General Meeting of the Company held on 20th September, 2020, for a term of further 5 (Five) Years w.e.f. 07th May, 2020 to 06th May, 2025.

Further, there was no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the company and Non-Executive Directors does not hold any shareholding in the Company.

7. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board comprises of three members. Mr. Ankit Rathi, Non-Executive Non-Independent Director, is the Chairman of the committee. The other members of Stakeholders Relationship Committee include Mr. Harish Kumar Chauhan, Non-Executive Independent Director and Mr. Omprakash Ramashankar Pathak, Managing Director. Further, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, every listed company was required to have at least three directors, with at least one being an independent director as the members in the Stake Holders Relationship Committee. Therefore, to meet the requirement of Regulation 20 of SEBI (Listing Obligations and Disclosures Requirements Regulations, 2015, Mr. Omprakash Ramashankar Pathak, Managing Director was appointed as the member of Stakeholders Relationship Committee of the Board.

The composition, quorum, powers, role and scope are in accordance with Section 178 of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Committee met 4 times during the year on 26/06/2021, 11/08/2021, 09/11/2021 and 14/02/2022. The attendance of Members at the Meeting was as follows:

S. No.	Name of the Member	Status	No. of meetings during the year	No. of Meetings Attended
1	Ankit Rathi	Chairman	4	4
2	Harish Kumar Chauhan	Member	4	4
3	Omprakash Ramashankar Pathak	Member	4	4

The stakeholder relationship committee is entrusted with responsibility to resolve the grievances of the Security holders of the Company. The Committee monitors and reviews the performance and service standards of the Registrar and Transfer Agents of the Company i.e. **Mas Services Limited** and provides continuous guidance to improve the service levels for investors. The Committee received and redresses the complaints of the shareholders in respect

of matters pertaining to transfer of shares, non-receipt of declared dividend, non-receipt of Annual Report, dematerialization of shares, etc.

Investor Grievance Redressal

The numbers of complaints received and resolved to the satisfaction of investors during the year under review are as follows:

	Received	Resolved	Balance
Complaints during the year	0	0	Nil

As on March 31st, 2022 no complaints were outstanding.

Compliance officer

The Board has designated Mr. Surendra Singh Tangar, Company Secretary as Compliance Officer of the Company w.e.f. 13/08/2018. The Compliance Officer of the Company is responsible for complying with requirements of Securities Laws and Listing Agreements/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges.

• INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 11th September, 2021 inter alia, to discuss:

- i) Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole.
- ii) Evaluation of performance of the Chairman of the Company, taking into account the views of Executive & Non-Executive Directors.
- iii) Evaluation of quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

8. General Body Meetings

Details about Annual General Meetings held in last three years are as follows:

For the Year	Venue	Day, Date & Time	Special Resolution *
2018-19	Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094	Monday, 30 th September 2019 at 11:00 A.M.	1. To approve increase in remuneration of Mr. Omprakash Ramashankar Pathak, Managing Director of the Company***
2019-20 [#]	-	Sunday, 20 th September, 2020 at 12:30 A.M.	N. A.
2020-21 [#]	-	Sunday, 26 th September, 2021 at 05:00 P.M.	N. A.

[#] Annual General Meeting for the year 2020-21 was conducted through Video Conferencing, due to Covid-19, in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 05th May, 2020, 08th April, 2020 and 13th April, 2020 respectively and SEBI Circular dated 12/05/2020

*** Special Resolution was passed through E-Voting & physical voting i.e. by ballot form at Annual General Meeting.

POSTAL BALLOT

During the previous financial year 2020-2021, Company has not approached the shareholders through postal ballot.

Procedure for Postal Ballot

In compliance with Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related Rules, the Company provides electronic - voting (E-voting) facility to all its members. The company has engaged services of NSDL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appears on the register of members as on cut-off date. The postal ballot notice is sent to members through permissible mode. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other

requirements as mandated under the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the name of the members as on cut-off date. Members desirous to exercise their vote by physical postal ballot forms are requested to return the forms, duly completed and signed, to the scrutinizer on or before the close of the voting period. Members desirous to exercise their vote by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of the scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman/Whole Time Director. The Results are communicated to the stock exchanges.

Further no resolution was passed through Postal Ballot during the financial year 2021-22.

Details of special resolution proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot.

9. DISCLOSURES

1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the period under review, the company had not entered into any material transactions which were in conflict with the company's interest. All the related party transactions are on arm's length basis and are intended to further the company's interest.

2. Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In the year 2020 company was issued a Direction from BSE Ltd regarding Non-Compliance with exchange requirements in respect of Submission of requisite documents/clarifications from time to time and in this regard the Company was required to complete the formalities as communicated to the Company from time to time on urgent basis.

Further, the Company has submitted the required documents with the Stock Exchange within due time.

3. Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.

Company has a Whistle Blower Policy for Directors & employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and directors who use such mechanism and makes provision for direct access to the Chairperson of Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

5. Web link where policy for determining 'material' subsidiaries is disclosed;

There is no subsidiary of company, so no policy for determining material subsidiary is required to be disclosed on the website of the company.

6. Disclosure of commodity price risks and commodity hedging activities

Not Applicable

7. Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Company try to adopt the discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. General

A certificate duly signed by the Chief Financial Officer and Managing Director relating to Financial Statements and internal controls and internal control systems for financial reporting as per the format provided in Part B of Schedule II of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 was placed before the Board, who took the same on record

1. Profile and other information regarding the Directors being appointed/re-appointed as required under Regulations 36(3) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 have been given in the Notice of the Annual General Meeting annexed to

this Annual Report.

2. The Company follows a formal management policy and system of legal compliance and reporting to facilitate periodical review by the Board of compliance status of laws applicable to the company and steps taken to rectify non-compliance, if any.
3. The Company's senior management has confirmed to the Board of Directors that they do not have any personal interest related to its material, financial and commercial transactions that may have a potential conflict with the interests of the Company at large.
4. Declarations by the Managing Director regarding compliance by board members and senior management personnel with the company's code of conduct
5. Mr. Omprakash Ramashankar Pathak, Managing Director has furnished the requisite declaration affirming compliance with the Code of Conduct by the board members and senior management personnel, for the financial year ended March 31st, 2022, which is attached with the report.
6. The company has complied with all the Accounting Standards applicable to the company.
7. The company has not come out with any Public Issue / Preferential Issue in the Financial Year 2021 - 22.
8. Certificate from the Secretarial Auditor regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is attached as **Annexure E** of the Director's Report.
9. Certificate from the Secretarial Auditor regarding Non-Disqualification of Directors pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure-I** to the Corporate Governance Report.

10. MEANS OF COMMUNICATION

Quarterly Results:

Financial Express (English Daily) and Jansatta (Hindi Daily)	For Quarter ended 30.06.2021
Financial Express (English Daily) and Jansatta (Hindi Daily)	For Quarter ended 30.09.2021
Financial Express (English Daily) and Jansatta (Hindi Daily)	For Quarter ended 31.12.2021

Financial Results also displayed on the website of the company i.e., www.bits.net.in.

As a matter of policy, the company will display the official news release at its website, whenever applicable. There were no instances during the year, which requires the company to make any presentation before institutional investor or to the analyst.

11. SHAREHOLDERS' GENERAL INFORMATION

1. Annual General Meeting

Day, Date and Time: Sunday, 25th September, 2022 at 05:00 P.M.

Through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars')

2. Financial Calendar (Tentative) for the Financial Year 2022 - 2023

Tentative calendar of events for the financial year 2022 - 2023 (April to March) is as under:

Adoption of Quarterly Financial Results for:

First Quarter on or before 14th August, 2022

Second Quarter on or before 14th November, 2022

Third Quarter on or before 14th February, 2023

Fourth Quarter on or before 30th May, 2023

3. Book Closure

The Register of Members and Share Transfer Register will remain closed from 19.09.2022 to 25.09.2022 (Both days inclusive) on account of Annual General Meeting.

4. Dividend Payment Date

No dividend has been recommended for the year ended 31st March, 2022.

5. Listing at Stock Exchanges

Sr. No.	Name of Stock Exchange	Stock Code
1.	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	526709

Listing Fee for the year 2021 - 22 has been paid to BSE Limited.

6. Stock Code -- ISIN - INE839A01021

Market Price Data: High Low for the period April 2021 to March 2022

Not Available since trading of shares of the company over stock exchange has been suspended since 02nd April, 2018 due to surveillance measure. Your Company has filed requisite information/documents on timely basis as and when required by the stock exchange. We are in process of resumption of trading of shares and hope that the trading of share shall be resumed as soon as possible and freely available for trading.

7. Securities are suspended from trading -

Trading of shares of the company over stock exchange has been suspended since 02nd April, 2018 due to surveillance measure. Your Company has filed requisite information/documents on timely basis as and when required by the stock exchange. We are in process of resumption of trading of shares and hope that the trading of share shall be resumed as soon as possible and freely available for trading.

Reason for restriction on trading has also been specified in the Directors' Report.

8. Registrar & Share Transfer Agents:

Pursuant to the SEBI directive, the Company has appointed M/s Mas Services Limited as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form.

Shareholders can communicate with them for lodgment of transfer deeds and their queries at the following address:

M/s Mas Services Ltd.

T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110020
Phone No.: 011-26387281/82/83,
Fax No.: 011-26387384
Email ID: info@masserv.com

Contact Person: Sharwan Mangla

9. Share transfer system:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. In the case of Shares held in Electronic Form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants. All requests related to share transfers, transmission, name deletion, name change, issue of duplicate shares certificate etc. are approved by Committee of Directors which meets periodically, minutes of which are noted at subsequent Board Meeting. Bits Limited Further pursuant to SEBI Circular No. SEBI /HO/ MIRSD / MIRSD_RTAMB / P /CIR/ 2022 / 8 dated January 25, 2022, for transmission/ name deletion/ name change/ issue of duplicate share certificates cases, a 'Letter of Confirmation' issued by the Company or M/s MAS Services Ltd, Registrar and Share Transfer Agent ('RTA') of the Company, on behalf of the Company in lieu of physical securities certificate(s) to the securities holder/claimant and same is valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities and a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation is being send to security

holder/ claimant, informing the securities holder/claimant to submit the demat request as above, in case no such request has been received by the RTA / Company and in case the securities holder/claimant fails to submit the demat request within the aforesaid period, RTA / Company authorized to credit the securities to the Suspense Escrow Demat Account of the Company in terms of above said SEBI Circular.

(1) Shareholding Pattern as on 31st March, 2022

<i>Category</i>	<i>No. of Shares held</i>	<i>% of Shareholding</i>
A. PROMOTERS		
Promoter and Promoter Group	72799186	65.07
B. PUBLIC		
Individuals holding nominal share capital up to 2 lac	33610228	30.04
Individuals holding nominal share capital in excess of 2 lac	3417141	3.05
Financial Institutions/Banks	47000	0.04
Mutual Funds/UTI	30500	0.03
NBFCs registered with RBI	0000	0.00
OTHERS	1970945	1.77
Total	111875000	100

10. Distribution of Shareholding as on 31st March, 2022

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1-5000	13211	78.890	9935104	8.880
5001-10000	2284	13.639	8189181	7.319
10001-20000	725	4.323	5888804	5.263
20001-30000	237	1.415	2989538	2.672
30001-40000	95	0.567	1766100	1.578
40001-50000	53	0.316	1253698	1.120

50001-100000	87	0.519	3076352	2.749
100001 & above	54	0.322	78776223	70.414
Total	16751	100	111875000	100

11. Dematerialization of shares:

Pursuant to SEBI directive, to enable the shareholders to hold their shares in electronic form, the Company has already enlisted its shares with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Limited (NSDL). Company has been allotted ISIN INE839A01021. As at 31st March, 2022, 1,18,66,975 Equity Shares were held in demat form in CDSL and 9,04,72,175 shares were held in demat form in NSDL.

12. Outstanding GDR'S/ADR'S/ Warrants or any Convertible Instruments, conversion date and likely impact of equity.

There are no Outstanding GDR'S/ADR'S/ Warrants or any Convertible Instruments.

13. Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

14. Plant Location:

The Company does not carry any manufacturing activity.

15. Address for correspondence:

BITS LIMITED (REGD. OFFICE)

711, 7th Floor, New Delhi House,
27, Barakhamba Road,
New Delhi-110001

CORPORATE OFFICE

23, Great Western Building, 1st Floor,
130/132, Apollo Street, SBS Road,
Fort, Mumbai - 400023

To
The Members of Bits Limited

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

In Compliance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Omprakash Ramashankar Pathak, Managing Director of the Company, hereby declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct formulated by the Company for the financial year ended March 31st, 2021 and there is no non-compliance thereof during the period under review.

Date: 22.08.2022
Place: New Delhi

By
Order of the Board of Directors
For Bits Limited
Sd/-
Omprakash Ramashankar Pathak
(Managing Director)
DIN: - 01428320
Address: 503, 5th Floor,
Trimurti Appt, Kores Road,
J K Gram, Thane,
Maharashtra- 400606

CHIEF FINANCIAL OFFICER AND MANAGING DIRECTOR CERTIFICATION

To,
The Board of Directors,
Bits Limited

We, Omprakash Ramashankar Pathak, Managing Director and Sachin Sharma, Chief Financial Officer of Bits Limited, to the best of our knowledge and belief hereby certify that:

- a) We have reviewed financial statements and the cash flow statement of the company for the year ended 31st March, 2022 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee;
- i. Significant changes in internal control over financial reporting during the year; if any
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; if any and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an Employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board of Directors
For Bits Limited

Sd/-
Sachin Sharma
(CFO)

Sd/-
Omprakash Ramashankar Pathak
(Managing Director)
DIN: - 01428320

Date: 22.08.2022
Place: New Delhi

ANNEXURE-I TO THE CORPORATE GOVERNANCE REPORT
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Bits Limited

711, 7th Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BITS LIMITED having CIN L72200DL1992PLC241971 and having registered office at 711, 7th Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001, (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment of Company
1.	Omprakash Ramashankar Pathak	01428320	13/08/2013
2.	Ankit Rathi	01379134	01/08/2011
3.	Harish Kumar Chauhan	06857506	10/05/2014
4.	Preeti Sharma	06942133	12/08/2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For & on behalf of M/s Pritika Nagi & Associates

Sd/-
Pritika Nagi

Date: 22.08.2022
Place: New Delhi

Practicing Company Secretary
M. No.: 29544, CP No.: 11279
UDIN : A029544D000827748

INDEPENDENT AUDITOR'S REPORT

To the Members of BITS LIMITED.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of BITS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the statement of Profit and Loss, statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information as required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and those Charged with Governance for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. Also Refer "Annexure A" to this audit report.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("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 B", 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 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
- 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 Company does not have any pending litigation which has impact on its financial position in its financial statements.
 - (ii) The Company did not have any long-term contract including derivative contract for which there were any material foreseeable losses.
 - (iii) There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

**For R. C. CHADDA & CO. LLP.
CHARTERED ACCOUNTANTS
(Firm's Registration No. 003151N)**

Sd/-

(BHISHM MADAN)

(PARTNER)

M. No. 524462

Place: New Delhi

Date: 26th May, 2022

UDIN - 22524462AJQHBI1779

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Auditor's responsibilities for the Audit of the Standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control system relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieve fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For R. C. CHADDA & CO. LLP.
CHARTERED ACCOUNTANTS
(Firm's Registration No. 003151N)**

Sd/-

(BHISHM MADAN)

(PARTNER)

M. No. 524462

Place: New Delhi

Date: 26th May, 2022

UDIN - 22524462AJQHBI1779

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the Annexure B referred to in the Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March 2022, we report the following:

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any intangible assets.

(C) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

(D) Title deeds of all the immovable properties disclosed in the financial statement are held in the company.

(E) The Company has not revalued its Property, Plant and Equipment during the year.

(F) No proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The Company does not have any inventory. Hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to

companies, firms, limited liability partnership or any other parties during the year. Hence reporting under clause 3(iii) of the Order is not applicable.

- (iv) The company has not granted loans or made investments, guarantees, and security where provisions of section 185 and 186 of the Companies Act, 2013 need to be complied with.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits from public. Hence reporting under clause 3(v) of the Order is not applicable.
- (vi) The company is not required to maintain cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a). The company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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 applicable to it with appropriate authorities.

There are no undisputed amount payable in respect of Goods and Services Tax, 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 outstanding as on 31st March 2022 for a period more than six months from the date they become payable.

b). According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above which have not been deposited on account of any dispute.

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The company has not taken any loans or borrowing from any lenders. Hence reporting under clause 3(ix)(a) is not applicable

- (b) The company has not been declared wilful defaulter by any bank or financial institutions or Government or any Government Authorities.
- (c) the company has not taken any term loan during the year and there no outstanding term loan at the beginning of the year. Hence reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) The company has not used funds raised on short term basis for any long term purpose.
- (e) The company does not have any subsidiaries or joint ventures. The company has not taken any funds from any entity or person on account of or to meet the obligation of its associates.
- (f) The company does not have any subsidiaries or joint ventures. The company has not raised loans during the year on the pledge of securities held in its joint ventures.
- (x) (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally). Hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the companies Act has been filed in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) There are no whistle blower complaint received by the company during the year.

- (xii) The company is not a Nidhi Company. Hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details of related party transactions have been disclosed in the standalone financial statement as required by applicable accounting standards.
- (xiv) (a) The company has an adequate internal audit systems commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him, provisions of section 192 of Companies Act, 2013 are not applicable to the company.
- (xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b),(c) of the order is not applicable.
- (b) There is no Core Investment Company within the Group. Hence reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) The company has not incurred cash losses in the current financial year, however the company has incurred cash losses of Rs. 94580/- in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit

report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We,

however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The company is not covered under section 135 of the Companies Act, 2013. Hence reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

**For R. C. CHADDA & CO. LLP.
CHARTERED ACCOUNTANTS
(Firm's Registration No. 003151N)**

Sd/-

(BHISHM MADAN)

(PARTNER)

M. No. 524462

Place: New Delhi

Date: 26th May, 2022

UDIN - 22524462AJQHBI1779

"ANNEXURE C" TO THE INDEPENDENT AUDITORS' REPORT"

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act,2013(" the Act ")

We have audited the internal financial controls over financial reporting of the Company" as of 31st March 2022 in conjunction with our audit of the Standalone Financial Statements 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 ICAI .These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over the 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 the 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of the 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 the 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 2022, 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 ICAI.

**For R. C. CHADDA & CO. LLP.
CHARTERED ACCOUNTANTS
(Firm's Registration No. 003151N)**

Sd/-

(BHISHM MADAN)

(PARTNER)

M. No. 524462

Place: New Delhi

Date: 26th May, 2022

UDIN - 22524462AJQHBI1779

BITS LIMITED
CIN - L72200DL1992PLC241971
BALANCE SHEET AS AT 31ST, MARCH 2022

Figures in Rupees

Particulars	Note No.	Figures as at March 31, 2022	Figures as at March 31, 2021
ASSETS			
Non-current assets			
(a) Property, Plant and equipments	2	18,890,013	18,814,091
(b) Other Intangible assets			
(c) Intangible assets under development			
(d) Financial assets			
(i) Investments	3	19,695,617	20,082,820
(ii) Trade Receivables	4	32,576,361	32,751,128
(iii) Loans & Advances	5	107,409,300	108,069,959
(iv) Other Financial Assets			
(i) Deferred tax assets(Net)			
(j) Other non-current assets			
Current assets			
(a) Financial Assets			
(i) Investments			
(ii) Trade Receivables	6	243,890	-
(iii) Cash and cash equivalents	7	392,180	16,424
(iv) Bank balances other than (iii) above			
(v) Loans			
(vi) Others			
(c) Current Tax Assets (Net)	8	601,708	879,920
(d) Other current assets	9	1,225,160	658,965
Total Assets		181,034,229	181,273,307
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	223,750,000	223,750,000
(b) Other Equity	11	(47,947,567)	(50,226,186)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(a) Total Outstanding Dues Of Micro Enterprise And Small Enterprises			
(b) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises			
(iii) Other financial liabilities			
(b) Provisions			
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(a) Total Outstanding Dues Of Micro Enterprise And Small Enterprises			
(b) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises			
(iii) Other financial liabilities			
(b) Other current liabilities	12	5,231,796	7,749,493
(c) Provisions			
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		181,034,229	181,273,307

SIGNIFICANT ACCOUNTING POLICIES

1

ADDITIONAL INFORMATION

17

THE NOTE NOS 1 TO 17 ARE INTEGRATED PART OF FINANCIAL STATEMENTS

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
(DIRECTOR)
DIN - 01379134

PLACE : NEW DELHI
Date: 26.05.2022
UDIN - 22524462AJQHBI1779

Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

BITS LIMITED

CIN - L72200DL1992PLC241971

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED YEAR ENDED MARCH 31, 2022

Figures in Rupees

INCOME			
Revenue from operations	13	74,20,460	54,74,921
Other income	14	23,35,429	27,005
Total income		97,55,889	55,01,926
EXPENSES			
Employee benefit expenses	15	24,63,585	22,04,840
Finance Cost			
Depreciation and amortisation expenses	2	6,01,798	5,62,092
Impairment Loss			
Other expenses	16	44,11,887	32,47,644
Total expenses		74,77,270	60,14,576
Profit before exceptional items and tax			
Exceptional items			
Profit before tax		22,78,619	(5,12,650)
Tax expense			
Current tax		-	-
Prior Period Tax		-	1,44,022
Deferred tax			
Total tax expense			
Profit for the year		22,78,619	(6,56,672)
Other comprehensive income			
(a) Items that will not be reclassified to profit and loss			
(i) Fair value of equity instruments through Other Comprehensive Income(FVOCI)			
(ii) Remeasurement gain/(loss) on defined benefit plans			
(iii) Income tax related to item no (ii) above			
(b) Items that will be reclassified to profit and loss			
(i) Effective portion of gain/(loss) on cash flow hedges			
(ii) Income tax related to item no(i) above			
Other Comprehensive Income, Net of tax			
Total Comprehensive Income for the year		22,78,619	(6,56,672)
Earnings per equity share of Rs. 2/- Each			
Basic		0.02037	(0.00587)
Diluted		0.02037	(0.00587)

SIGNIFICANT ACCOUNTING POLICIES

1

ADDITIONAL INFORMATION

17

NOTE NO 1 TO 17 ARE INTEGRATED PART OF FINANCIAL STATEMENTS

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
(DIRECTOR)
DIN - 01379134

PLACE : NEW DELHI
DATE : 26.05.2022
UDIN - 22524462AJQHBI1779

Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

BITS LIMITED
CTIN - L72200DL1992PLC241971
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022

Figures in Rupees

Particulars	Note	2021-22	2020-21
A: CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		22,78,619	-5,12,650
Adjustments for:			
Add:			
Depreciation & amortisation expenses		6,01,798	5,62,092
Finance costs			
Loss on disposal of property, plant & equipment			
Profit on sale of Investments			
Unrealised exchange rate difference			
		28,80,416	49,442
Less:			
Dividend received			
Interest income from financial assets measured at amortised costs			
Gain on disposal of equity instruments measured at cost		-22,78,165	
Gain on disposal of property, plant & equipment		-3,844	
		5,98,407	49,442
Operating profit before change in operating assets & liabilities		5,98,407	49,442
Adjustments for:			
(Increase)/decrease in inventories			
(Increase)/decrease in trade receivables		-69,123	
(Increase)/decrease in other financial assets			
(Increase)/decrease in other assets		-2,87,983	33,432
(Increase)/decrease in loans & advances			
Increase/(decrease) in non-current loans		660659	3,37,130
Increase/(decrease) in Current Liabilities			
Cash Generated from Operations			
Tax Paid			
Increase/(decrease) in trade payables			
Increase/(decrease) in other financial liabilities			
Increase/(decrease) in other current liabilities		-25,17,697	-2,91,367
Increase/(decrease) in current provisions			
Increase/(decrease) in non-current provisions			
		-22,14,144	79,195
Cash generated from operations			
Less:			
Income tax paid (net of refund)		0	1,44,022
Net cash flow from operating activities	A	-16,15,737	-15,385
B: CASH FLOW FROM INVESTING ACTIVITIES			
Payment to acquire property, plant & equipments		-6,91,876	
Proceeds from disposal of equity instruments measured at FVOCI		26,65,369	0
(Increase)/decrease in Investment			
Proceeds from redemption of Preference shares measured at FVPL			
Sale of Fixed Assets		18,000	
Repayments/(Disbursement) of loans given			
Proceeds/(Payment) from fixed deposits			
Proceeds from disposal of property, plant & equipments			
Interest received on financial assets measured at amortised cost			
Dividend received			
		19,91,493	0
CASH FLOW FROM INVESTING ACTIVITIES		19,91,493	0
C: CASH FLOW FROM FINANCING ACTIVITIES			
Repayments of term loans/non-current borrowings			
Disbursement/ (Repayments) of working capital loans/current borrowings			
Total disbursement/(repayments) of working capital loans/current borrowings			
Payment of unclaimed dividend			
Interest paid		0	
Dividend on Equity shares (including dividend distribution tax)			
Purchase of equity instruments measured at cost			
Proceeds from disposal of equity instruments measured at cost			
		0	0
CASH FLOW FROM FINANCING ACTIVITIES		0	0
Net increase/(decrease) in cash & cash equivalents		3,75,756	-15,385
Cash & cash equivalents at the beginning of the financial year		16,424	31,809
Cash & cash equivalents at the end of the financial year		3,92,180	16,424

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
(DIRECTOR)
DIN - 01379134

PLACE : NEW DELHI
DATE : 26-05-2022
UDIN - 22524462AJQHBI1779

Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

NOTE-3

FINANCIAL ASSETS

INVESTMENT

INVESTMENT IN EQUITY INSTRUMENTS

QUOTED :

EQUITY SHARES OF STANPACKS (INDIA) LTD 55964 Equity shares of Rs 10/- each (Pr. Year 55964 Equity shares of Rs 10/- each)	324,507	324,507
---	---------	---------

EQUITY SHARES OF VBC FERRO ALLOY LTD 9985 Equity shares of Rs 10/- each (Pr. Year 9985 Equity shares of Rs 10/- each)	370,444	370,444
---	---------	---------

EQUITY SHARES OF WELCURE DRUGS PHARMACEUTICALS LTD 220864 Equity shares of Rs 10/- each (Pr. Year 495475 Equity shares of Rs 10/- each)	311,417	698,620
---	---------	---------

UNQUOTED :

EQUITY SHARES OF STG LIFECARE LTD 1000000 Equity shares of Rs 10/- each (Pr. Year 1000000 Equity shares of Rs 10/- each)	1,050,000	1,050,000
--	-----------	-----------

EQUITY SHARES OF LANCO INFRATECH LTD 99000 Equity shares of Rs 1/- each (Pr. Year 99000 Equity shares of Rs 1/- each)	107,910	107,910
---	---------	---------

EQUITY SHARES OF SHRI LAKSHMI COTSYN LTD 319735 Equity shares of Rs 10/- each (Pr. Year 319735 Equity shares of Rs 10/- each)	578,720	578,720
---	---------	---------

EQUITY SHARES OF MILI INVESTMENT & TRADERS PVT. LTD. 500 Equity shares of Rs 10/- each (Pr. Year 500 Equity shares of Rs 10/- each)	5,000	5,000
---	-------	-------

EQUITY SHARES OF UJJWAL INFRASTRUCTURE PVT LTD. 4500 Equity shares of Rs 10/- each (Pr. Year 4500 Equity shares of Rs 10/- each)	45,114	45,114
--	--------	--------

EQUITY SHARES OF SFS GLOBAL LTD. 3000 Equity shares of Rs 10/- each (Pr. Year 3000 Equity shares of Rs 10/- each)	1,500,000	1,500,000
---	-----------	-----------

EQUITY SHARES OF ALPS ENERGY PVT. LTD. 370000 Equity shares of Rs 10/- each (Pr. Year 370000 Equity shares of Rs 10/- each)	352,380	352,380
---	---------	---------

INVESTMENT IN PREFERENCE SHARES 150000 Preference Shares of Rs 100/- each of Ujjwal Ltd. (PY: 150000 Preference Shares Partly Paid Up) (ASSOCIATE COMPANY)	15,000,000	15,000,000
---	------------	------------

INVESTMENTS IN LLP PRUIENT SOLUTIONS LLP Details of Partners : Bits Ltd. : 50% Vizwise Commerce Pvt Ltd : 50%	50,125	50,125
---	--------	--------

19,695,617

20,082,820

(Aggregate value of Quoted Shares Rs. 2742998/-PY: Rs. 3130201/-)
(Market value of Quoted Investment Rs. 2947959/- PY: Rs. 1192581/-).
(Aggregate amount of Unquoted Investments Rs. 18689249/- PY: Rs. 18689249/-)

NOTE-4

NON CURRENT TRADE RECEIVABLES

Trade Receivables

(a) Considered Good - Secured

(b) Considered Good - Unsecured

(c) Trade Receivables Which Have Significant Increase In Credit Risk

(d) Trade Receivables Credit Impaired

32,576,361

32,751,128

32,576,361

32,751,128

TRADE RECEIVABLES

AS AT 31 MARCH 2022

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6	6 Month 1	1 - 2 Yrs	2-3 Yrs	More than 3 Years	Total
(I) Undisputed Trade Receivables Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

AS AT 31 MARCH 2021

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6	6 Month 1	1 - 2 Yrs	2-	More than 3 Years	Total
(I) Undisputed Trade Receivables Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

NOTE-5

LONG TERM LOANS & ADVANCES

LOANS & ADVANCES TO RELATED PARTIES

- CONSIDERED GOOD - Secured

- CONSIDERED GOOD - Unsecured

- Loans Receivables Which Have Significant Increase In Credit Risk And

- Loans Receivables Credit Impaired

77,251,059

77,764,416

OTHER LONG TERM LOANS & ADVANCES

- UNSECURED CONSIDERED GOOD

30,158,241

30,305,543

107,409,300

108,069,959

LOANS & ADVANCES STATED ABOVE INCLUDES AMOUNTS DUE BY:

-PRIVATE COMPANIES IN WHICH DIRECTOR IS A DIRECTOR

77,251,059

77,764,416

NOTE-6

CURRENT TRADE RECEIVABLE

	Rs.	Rs.
CONSIDERED GOOD - SECURED	-	-
CONSIDERED GOOD - UNSECURED	243,890	-
TRADE RECEIVABLES WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
TRADE RECEIVABLES - CREDIT IMPAIRED	-	-
TOTAL	<u>243,890.00</u>	-

TRADE RECEIVABLES

AS AT 31 MARCH 2022

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6	6 Month 1	1 - 2 Yrs	2-3 Yrs	More than 3 Years	Total
(I) Undisputed Trade Receivables Considered Good	243,890.00	-	-	-	-	243,890.00
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

Particulars	Outstanding For Following Periods From Due Date Of Payment					Total
	Less Than 6	6 Month 1	1 - 2 Yrs	2-	More than 3 Years	
(I) Undisputed Trade Receivables Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

NOTE-7**CASH & CASH EQUIVALENTS**

CASH IN HAND	10,112	11,763
BALANCE WITH BANKS: IN CURRENT ACCOUNT	382,068	4,661
	<u>392,180</u>	<u>16,424</u>

NOTE-8**CURRENT TAX ASSETS (NET)**

INCOME TAX REFUND	601,708	879,920
	<u>601,708</u>	<u>879,920</u>

NOTE-9**OTHER CURRENT ASSETS**

DEPOSITS	325,160	416,918
AMOUNT RECEIVABLE	-	242,047
FIXED DEPOSIT WITH BANK	900,000	-
	<u>1,225,160</u>	<u>658,965</u>

BITS LIMITED
CIN - L72200DL1992PLC241971
NOTES TO THE ACCOUNTS

Figures as at
March 31, 2022

Figures as at
March 31, 2021

NOTE - 10

EQUITY SHARE CAPITAL

AUTHORIZED SHARE CAPITAL

201250000 EQUITY SHARES OF RS. 2/-EACH
(PR. YEAR 201250000 EQUITY SHARES OF RS. 2/-EACH)

402,500,000

402,500,000

ISSUED, SUBSCRIBED & PAID UP

111875000 EQUITY SHARES OF RS. 2/-EACH
(PR. YEAR 111875000 EQUITY SHARES OF RS. 2/-EACH)

223,750,000

223,750,000

223,750,000

223,750,000

DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF PAID UP EQUITY SHARE CAPITAL

SHAREHOLDER	31.03.2022	31.03.2021	AS AT 31.03.2022	AS AT 31.03.2021
	NO. OF SHARES	NO. OF SHARES	PERCENTAGE	PERCENTAGE
VIZWISE COMMERCE PRIVATE LIMITED	72799186	72799186	65.07	65.07

SHARES HELD BY PROMOTERS AT THE END OF THE YEAR

% CHANGE DURING THE
YEAR

S. No.	PROMOTER NAME	NO. OF SHARES	% OF TOTAL SHARES	% CHANGE DURING THE YEAR
1.	VIZWISE COMMERCE PRIVATE LIMITED	72799186	65.07	NIL

SHARE RECONCILIATION STATEMENT

AS AT 31.03.2022

AS AT 31.03.2021

PARTICULARS	EQUITY	EQUITY
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	111,875,000	111,875,000
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	111,875,000	111,875,000

PARTICULAR

2021-22

2020-21

2019-20-19

2017-18

Equity Shares :

Fully Paid Up pursuant to Contract Without Payment
being Received in Cash
Fully Paid Up By way of Bonus
Shares bought Back

-

-

-

-

-

-

-

-

-

-

-

-

NOTE - 11

RESERVES AND SURPLUS

SHARE PREMIUM

248,750,000

248,750,000

GENERAL RESERVE

1,000,000

1,000,000

PROFIT & LOSS ACCOUNT

OPENING BALANCE

(299,976,186)

(299,319,516)

ADD: PROFIT/(LOSS) OF CURRENT YEAR

2,278,619

(656,670)

CLOSING BALANCE

(297,697,567)

(299,976,186)

(47,947,567)

(50,226,186)

NOTE -12

OTHER CURRENT LIABILITIES

OTHER LIABILITIES

5,209,796

7,727,493

AUDIT FEES PAYABLE

22,000

22,000

5,231,796

7,749,493

	AS AT 31ST MARCH, 2022	AS AT 31ST MARCH, 2021
<u>NOTE-13</u>		
<u>REVENUE FROM OPERATIONS</u>		
RENT	7,420,460	5,474,921
	<u>7,420,460</u>	<u>5,474,921</u>
<u>NOTE-14</u>		
<u>OTHER INCOME</u>		
INTEREST ON INCOME TAX REFUND	53,420	27,005
PROFIT & LOSS ON SALE OF INVESTMENT	2,278,165	-
PROFIT ON SALE OF FIXED ASSETS	3,844	-
	<u>2,335,429</u>	<u>27,005</u>
<u>NOTE-15</u>		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
SALARY & ALLOWANCES	1,472,400	1,307,650
DIRECTOR SALARY	800,200	819,240
STAFF WELFARE	6,485	-
BONUS	184,500	77,950
	<u>2,463,585</u>	<u>2,204,840</u>
<u>NOTE-16</u>		
<u>OTHER EXPENSES</u>		
CONVEYANCE	160,721	81,381
ELECTRICITY EXPENSES	13,971	11,840
POSTAGE & COURIER	18,001	921
BANK CHARGES	736	2,775
MEETING EXPENSES	11,395	2,205
COMMISSION	-	150,000
CDSL	75,000	75,000
WEBSITE EXPENSES	6,494	3,136
RENT PAID	954,000	570,000
RTA EXPENSES	414	-
TOUR & TRAVELLING EXP.	181,325	13,636
LISTING FEES	300,000	300,000
OFFICE EXPENSES	16,396	18,383
AUDITORS REMUNERATION	22,000	22,000
LEGAL & PROFESSIONAL CHARGES	629,500	428,410
TDS LATE FILING FEE	2,338	620.00
GST LIABILITY	5,502	-
PRINTING & STATIONERY	22,199	15,388
PUBLISHING FEES	48,040	47,040
REPAIR & MAINTAINENCE	433,483	303,800
STT	2,668	-
MISC. EXPENSES	3,507	-
PROPERTY TAX	631,319	545,260
INSURANCE CHARGES	1,106	3,725
ROC FILING FEES	4,250	4,800
TELEPHONE EXP.	15,284	11,605
EDP EXP.	17,203	-
DIRECTORS SITTING FEES	731,500	582,800
DIWALI EXPENSES	34,550	6,551
DP CHARGES	6,152	-
E VOTING CHARGES	42,500	46,368
SEWERAGE & WATER TAX	20,333	-
	<u>4,411,887</u>	<u>3,247,644</u>

BITS LIMITED

CIN - L72200DL1992PLC241971

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

A: Equity share capital

Figures in Rupees

Particulars	Note	Amount
As at April 1, 2020		111,875,000
Changes in Equity share capital during the year		-
As at March 31, 2021		111,875,000
Changes in Equity share capital during the year		-
As at March 31, 2022		111,875,000

B: Other equity

Particulars	RESERVE & SURPLUS				Total other equity
	General Reserve	Security Premium	Profit & Loss Account	Others reserves	
As at April 1, 2020	1,000,000.00	248,750,000.00	(299,319,516.00)	-	(49,569,516.00)
Profit for the year	-	-	(656,673.00)	-	(656,673.00)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-
Hedging gain/(loss) reclassified to statement of profit & loss	-	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-	-
Dividend paid(including dividend distribution tax)	-	-	-	-	-
As at March 31, 2021	1,000,000.00	248,750,000.00	(299,976,189.00)	-	(50,226,189.00)
Profit for the year	-	-	2,278,619.00	-	2,278,619.00
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-
Hedging gain/(loss) reclassified to statement of profit & loss	-	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-	-
Dividend paid(including dividend distribution tax)	-	-	-	-	-
As at March 31, 2022	1,000,000.00	248,750,000.00	(297,697,570.00)	-	(47,947,570.00)

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
(DIRECTOR)
DIN - 01379134

PLACE : NEW DELHI
DATE: - 26-05-2022
UDIN - 22524462AJQHBI1779

Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

BITS LTD
Statement of Changes in Equity for the year ended 31st March 2022

Amount in Rs.

A. Equity Share Capital

(1) Current Reporting period				
Balance at the beginning of the current reporting period	Changes in the share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
248,750,000	0	0	0	248,750,000

(2) Previous Reporting period				
Balance at the beginning of the previous reporting period	Changes in the share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
248,750,000	0	0	0	248,750,000

B. Other Equity

(1) Current Reporting period														
	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus				Debt Instruments through other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money Received against Share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves	Retained Earnings								
Balance at the beginning of the current reporting period	-	-	1,000,000	248,750,000	-	-299,976,189	-	-	-	-	-	-	-	-50,226,189
Changes in the accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the current year	-	-	-	-	-	2,279,047.00	-	-	-	-	-	-	-	2,279,047
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any Other Changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	1,000,000	248,750,000	-	-297,697,142	-	-	-	-	-	-	-	-47,947,142

(2) Previous Reporting period														
	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus				Debt Instruments through other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money Received against Share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves	Retained Earnings								
Balance at the beginning of the previous reporting period	-	-	1,000,000	248,750,000	-	-299,319,516	-	-	-	-	-	-	-	-49,569,516
Changes in the accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the previous year	-	-	-	-	-	(656,673.00)	-	-	-	-	-	-	-	-656,673
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any Other Changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	1,000,000	248,750,000	-	-299,976,189	-	-	-	-	-	-	-	-50,226,189

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR, R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
Firm Reg. No. 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
DIRECTOR
DIN - 01379134

PLACE : NEW DELHI
DATE : 26.05.2022
UDIN - 22524462AJQHBL1779

Sd/-
SACHIN SHARMA
CFO

Sd/-
SURENDRA SINGH TANGAR
COMPANY SECRETARY

Note no. 2

PROPERTY, PLANT & EQUIPMENTS

Particulars	Air Condition	Computer & Accessories	Electrical Installation	Furniture & Fixtures	Bikes	Refrigerator	Motor Vehicle	Premises	Total
Gross carrying value									
Balance as at April 1, 2020	2,340,132	397,347	1,830,537	34,025,698	58,200	12,250	225,000	27,090,470	65,979,634
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	2,340,132	397,347	1,830,537	34,025,698	58,200	12,250	225,000	27,090,470	65,979,634
Additions	-	35,170	-	-	86,206	-	-	570,500	691,876
Disposals	-	-	-	-	58,200	-	225,000	-	283,200
Balance as at March 31, 2022	2,340,132	432,517	1,830,537	34,025,698	86,206	12,250	-	27,660,970	66,388,310
Depreciation/Ammortisation									
Balance as at April 1,2020	2,223,126	281,498	1,739,010	33,429,723	54,290	12,250	213,754	8,649,392	46,603,043
Charge	-	45,500	-	-	1,000	-	-	516,000	562,500
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31,2021	2,223,126	326,998	1,739,010	33,429,723	55,290	12,250	213,754	9,165,392	47,165,543
Charge	-	72,778	-	-	13,020	-	-	516,000	601,798
Disposals/Adjustments	-	-	-	-	55,290	-	213,754	-	269,044
Balance as at March 31,2022	2,223,126	399,776	1,739,010	33,429,723	13,020	12,250	-	9,681,392	47,498,297
Net carrying value as at April 1, 2020	117,006	115,849	91,527	595,975	3,910	-	11,246	18,441,078	19,376,591
Net carrying value as at March 31, 2021	117,006	70,349	91,527	595,975	2,910	-	11,246	17,925,078	18,814,091
Net carrying value as at March 31, 2022	117,006	32,741	91,527	595,975	73,186	-	-	17,979,578	18,890,013

Note:

- Property, plant & equipments classified & presented above do not carry any kind of contractual obligation.
- During the Financial Year 2015-16 Management has decided that premises which was part of fixed assets till 31.03.2015 was considered as investment in property and accordingly shifted out from the tangible fixed assets schedule. During Financial Year 2017-18 the object clause of the company has been changed and as per new object where renting of premises is being shifted to the main business. In view of this premises which was considered as investment in property has been again shifted to the schedule property, plant and equipment & the original value and Depreciation charged upto 31st March 2015 has been considered as addition during the Financial Year 2017-18.

BITS LIMITED
CIN-L72200DL1992PLC241971

NOTE-1

SIGNIFICANT ACCOUNTING POLICIES AS AT MARCH 31, 2022

1. Basis of preparation :

i) Compliance with IND AS :

The Financial Statements comply in all material respects with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 (the Act), [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) Historical cost convention :

The Financial Statements have been prepared on a historical cost basis.

IND AS 01: Presentation of Financial Statements

IND AS 01 has been applied in preparing and presenting, General purpose Financial Statements. Appending notes contain information in addition to that, presented in Balance Sheet, Statement of Profit & Loss, Statement of Change in Equity and Statement of Cash Flows. Notes provide narrative description or disaggregation of items presented in these Financial Statements and information about the items that do not qualify for recognition in Financial Statements.

Other Comprehensive Income comprises items of income and expenses that are not recognised in profit and loss, as required or permitted by other IND AS. Financial Statements have been prepared on going concern assumption.

IND AS 02: Inventories

The Company does not deal in inventory hence IND AS 2 is not applicable.

IND AS 07: Statement of Cash Flows

Statement of Cash Flows has been prepared in accordance with requirements of IND AS 07 & is presented as an integral part of Financial Statements for each period for which reporting is required.

This statement reports cash flows during the period classified by Operating, Investing & Financial activities. Cash flows from operating activities is reported using the Indirect method.

IND AS 12: Income Taxes

The income tax expenses or credit for the period is the tax payable on taxable income of current period based on applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and unused tax losses.

The current income tax charges are calculated on the basis of tax laws enacted or substantively enacted at the end of reported period. The management periodically evaluates position taken in tax returns with respect to situation in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate, on the basis of amount expected to be paid to tax authorities.

Deferred tax asset is recognised for all deductible temporary differences and unused tax losses only if it is probable that future tax amount will be available to utilize those temporary differences and losses. Current and deferred tax is recognised in profit and losses, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity.

IND AS 16: Property, Plant and Equipments

Free hold land is carried at historical cost.

All other items of Property, Plant and Equipments are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of items.

Subsequent expenses are included in the carrying amount of assets or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repair and maintenance are charged to the statement of profit and loss during the period in which they are incurred. Gains or losses arising on retirement, or disposal of assets are recognised in statement of profit and loss.

Depreciation methods, estimated useful lives and residual value:

Depreciation is provided on the written down value method to allocate the cost of assets, net of the residual values, over their estimated useful lives. Depreciation is calculated on pro-rata basis, both, from the date of acquisition in the year of acquisition and till the date of disposal/retirement, in the year of disposal/retirement.

Assets	Useful Life
Air Conditioner	5 Years
Computer & Accessories	3 Years
Electrical Installation	5 Years
Furniture & Fixtures	10 Years

Bikes	8 Years
Refrigerator	5 Years
Motor Vehicle	8 Years
Premises	60 Years

IND AS 24: Related Party Disclosures

Disclosures of related party relationships, transactions and outstanding balances including commitments in the financial statements have been given, where ever required. Items of similar nature have been disclosed in aggregate except when separate disclosure is required for understanding the effects of the same on financial statements of entity.

IND AS 33: Earning Per Share

Basic and diluted earnings per share for profit or loss from continuing operations attributable to the ordinary equity holders of the entity for each class of ordinary shares that has a different right to share in profit, have been disclosed as per the requirements of IND AS 33.

IND AS 37: Provision, Contingent Liabilities and Contingent Assets

IND AS 37 has been applied in Accounting for provisions, contingent liabilities & contingent assets.

A Provision shall be recognized only when:

- i. An entity has a present obligation due to past events ;
- ii. It is probable that an outflow of resources embodying economic benefits will be an outflow of resources embodying economic benefits will be required to settle the obligation, and
- iii. A reliable estimate can be made of the amount of obligation. If these conditions are not met, no provision shall be recognized.

A contingent liability is disclosed, as required by paragraph 86, unless the possibility of an outflow of resources embounding economic benefit is remote.

IND AS 108: Operating Segments

Since the Company has only one segment of business. Therefore the segment reporting is not applicable.

IND AS 109: Financial Instruments

The company classifies its financial assets in the following measurement categories:

- i. Those to be measured subsequently at fair value (either through other Comprehensive Income, or through profit or loss)
- ii. Those measured at amortised cost

The classification depends on the business model of the entity for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other Comprehensive income for investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

Subsequent Measurement:

After initial recognition, financial assets are measured at:

- i. Fair value (either through other Comprehensive Income (FVOCI) or through profit or loss (FVPL) or,
- ii. Amortised cost

The company subsequently measures all investment in equity instruments at fair value. The management of the company has elected to present fair value gains or losses on such equity investment in Profit and loss. Dividends from such investments are recognized, as and when right to receive is established. Impairment losses (and reversal of impairment losses) on equity instruments measured at FVTPL (Fair Value Through Profit and Loss) are not reported separately from other changes in fair value.

IND AS 113: Fair Value Measurement

The objective of a fair value measurement is to estimate the price at which an orderly transaction to sell or to transfer the liability would take place between market participants at the measurement date under current market conditions. A fair value measurement requires an entity to determine all the following:

- a) The particular asset or liability that is the subject of the measurement (consistently with its unit of account)
- b) For a non-financial asset, the valuation premise that is appropriate for the measurement (consistently with its highest and best use).
- c) The principal (or most advantageous) market for the asset or liability.

- d) The valuation technique (s) appropriate for the measurement, considering the availability of data to develop input that represent the assumptions that market participants would use when pricing the asset or liability and the level of the fair value hierarchy within which the inputs are categorised.

This IND AS defines fair value as 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.

IND AS 115: Revenue from contract with customers

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity when those inflows result in increases in equity, other than increases relating to contribution from equity participants.

Revenue is recognised only when it is probable the economic benefits associated with the transaction will flow to the entity.

Exclusion from the definition of revenue are:

- Amount collected on behalf of third parties, viz, sales tax, goods and services tax : These are not economic benefits that will flow to the entity and do not result in equity.
- In agency relationship, amounts collected on behalf of principal.

Entity recognizes revenue on accrual basis, except for dividend which is recognized as and when right to receive payment is established.

BITS LIMITED

CIN-L72200DL1992PLC241971

NOTE-17

(Figures in Rupees)

OTHER ADDITIONAL INFORMATION as at MARCH 31, 2022:

1. CONTINGENT LIABILITIES :

- i) Claims against the company not acknowledged as debts Nil, Previous Year Nil.
- ii) Guarantees to Bank and Financial Institutions against credit facilities extended to third parties Nil, Previous Year Nil.
- iii) Other money for which the company is contingently liable Nil, Previous Year Nil.

2. COMMITMENTS ON CAPITAL ACCOUNTS :

- i) Uncalled liability on partly paid-up shares - Nil, Previous Year Nil.
- ii) Estimated amount of contracts remaining to be executed on capital accounts - Nil, Previous year Nil.
- iii) Other Commitments Nil, Previous year Nil.

- 3. In the opinion of the Board and to the best of its knowledge, the value on realization of Current Assets, Loans and Advances, in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet except stated otherwise elsewhere.**

4. REMUNERATION TO AUDITOR :

Particulars	Current Year	Previous Year
	2021-22	2020-21
Statutory Audit Fee	Rs. 22,000.00/-	Rs. 22,000.00/-
Certification	Nil	Rs. 3,960/-
Total	Rs. 22,000.00/-	Rs. 25,960.00/-

5. DIRECTORS' REMUNERATION :

Particulars	Current Year	Previous Year
	2021-22	2020-21
Directors Remuneration	Rs. 7,36,200/-	Rs. 8,19,240/-
Bonus	Rs. 64,000/-	Rs. 26,700/-
Total	Rs. 8,00,200/-	Rs. 8,45,940/-

6.

Particulars	Current Year	Previous Year
No. of employees who are in receipt of remuneration of Rs. 1,02,00,000/- or more if employed full year or Rs. 8,50,000/- or more per month if employed for part of the year.	NIL	NIL
Earning in Foreign Currency	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL

7. According to the information available with the company, there is no amount due to Micro, Small & Medium Enterprises as at 31st March, 2022.

8. RELATED PARTY RELATIONSHIPS

A. Holding Company

Vizwise Commerce Private Limited

B. Associates:

Ujjwal Infrastructure Private Limited

C. Other Related Companies:

Pan India Corporation Limited

Ujjwal Limited

Prurient IT Solutions LLP

SPG Finvest Private Limited

Tactfull Investment Limited

D. Key Management Personnel:

Omprakash Ramashankar Pathak (Managing Director)

Ankit Rathi (Chairman & Director)

Surendra Singh Tangar (Company Secretary & Compliance Officer)
Sachin Sharma (Chief Financial Officer)

E. Related Party Transactions

Particulars	Opening Balance	Received	Paid	Closing Balance	Maximum Outstanding
Vizwsie Commerce Private Limited (Current Year)	Rs. 7,77,64,416	Rs. 5,13,358	-	Rs. 7,72,51,058	Rs. 7,77,64,416
Vizwsie Commerce Private Limited (Previous Year)	Rs. 7,77,64,416	-	-	Rs. 7,77,64,416	Rs. 7,77,64,416
Ujjwal Limited (Current Year)	Rs. 62,55,000	-	-	Rs. 62,55,000	Rs. 62,55,000
Ujjwal Limited (Previous Year)	Rs. 62,55,000	-	-	Rs. 62,55,000	Rs. 62,55,000
SPG Finvest Private Limited (Current Year)	Rs. 17,76,000	-	Rs. 1135000/-	Rs. 6,41,000/-	Rs. 17,76,000
SPG Finvest Private Limited (Previous Year)	Rs. 17,76,000	-	-	Rs. 17,76,000	Rs. 17,76,000

Salary to Omprakash Ramashankar Pathak (Managing Director): -

Current Year: - Rs. 8,00,200/-

Previous Year: - Rs. 8,45,940/-

9. SEGMENT REPORTING IND AS 108

In accordance with IND AS 108 on Segment Reporting, the Company has only one reportable business segment. Hence, segment reporting is not applicable to the company.

10. ACCOUNTING FOR TAXES ON INCOME :

In accordance with IND AS 12 there is no deferred taxes liability/assets during the year, however there are brought forward business loss and unabsorbed depreciation on which deferred tax assets emerge which has not been recognised as there is no reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

11. Analytical Ratios

Particulars	Current Year	Previous Year
Current Ratio [Current Ratio = Current Assets / Current Liabilities]	24,62,938/52,32,796 = 0.47	15,55,309/ 77,49,493 = 0.02
Debt Equity Ratio	Not Applicable	Not Applicable
Debt Service Coverage Ratio	Not Applicable	Not Applicable
Return of Equity (ROE) [ROE = Net Profits after Taxes - Preference Dividend/Average Shareholder's Equity]	22,79,047- 0/17,46,63,337 = .013	-6,56,672- 0/17,38,51,907 = - 0.004
Inventory Turnover Ratio	Not Applicable	Not Applicable
Trade Receivables Turnover Ratio	74,20,460/3,28,20,251 = 0.226	54,74,921/3,27,51,128 = 0.167
Trade Payable	Not Applicable	Not Applicable
Net Capital Turnover Ratio	74,20,460/-27,68,858 = - 02.68	54,74,921/-61,94,184 = - 0.88
Net Profit Ratio [Net Profit Ratio = Net Profit/Sales (Operating Revenue)]	22,79,047/74,20,460 = 0.307	-6,56,672/54,74,921 = - 0.12
Return of capital employed (ROCE) [ROCE = Earnings before interest and taxes / Capital Employed]	22,79,047/ 17,58,02,861 = 0.013	-6,56,672 / 17,35,23,814 = 0 .004

12. Other than in the normal and ordinary course of business there are no funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

There have been no funds that have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

13. The figures of the previous year have been regrouped /recast wherever necessary to correspond with current year figures.

14. Note 1 to 14 forms an integral part of the accounts for the year ended March 31, 2022.

As per our audit report of even date attached

For R C CHADDA & CO LLP
Chartered Accountants
FRN: 003151N

For & On behalf of Board of Directors

Sd/-
BHISHM MADAN
(Partner)
Membership No. 524462

Sd/-
Omprakash Ramashankar Pathak
(Managing Director)
DIN-01428320

Sd/-
Ankit Rathi
(Director)
DIN-01379134

Place: New Delhi
Date: 26.05.2022

Sd/-
Sachin Sharma
(CFO)

Sd/-
Surendra Singh Tangar
(Company Secretary)

UDIN - 22524462AJQHBI1779

INDEPENDENT AUDITOR'S REPORT

To the Members of BITS LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of BITS LIMITED (hereinafter referred to as the 'Holding Company') and its associate companies, which are companies incorporated in India, which comprise the Consolidated Balance Sheet as at 31st March 2022, and the Consolidated Statement of Profit and Loss, the Consolidated Statement of changes in Equity and the Consolidated Cash Flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 their consolidated state of affairs of the Company as at 31st March 2022, of consolidated Profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI"), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Managements' Responsibilities for the Consolidated 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 preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable

assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. Also Refer Annexure A" to this audit report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the associate companies incorporated in India, Separate report "Annexure B" a statement on the matters specified in paragraph 3(xxi) of the Order is part of our Audit report .
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) The other auditors whose report we have relied upon, 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 of the aforesaid Consolidated Financial Statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - c) Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors

who are appointed under Section of the Act, of its associate companies ,none of the directors of the its associates incorporated in India, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure C" which is based on the auditor's reports of the Company and its associate companies, incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
- 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which has impact on its financial position in its financial statements.
 - ii. The company and its associate companies, incorporated in India did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For R C CHADDA & CO. LLP
CHARTERED ACCOUNTANTS
FRN 003151N**

**Sd/-
BHISHM MADAN
(PARTNER)
M. No. 524462
Place: New Delhi
Date: 26th May, 2022
UDIN - 22524462AJQHUT7809**

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Auditor's responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls system relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its associate companies, which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For R C CHADDA & CO. LLP
CHARTERED ACCOUNTANTS
FRN 003151N**

**Sd/-
BHISHM MADAN
(PARTNER)
M. No. 524462
Place: New Delhi
Date: 26th May, 2022
UDIN - 22524462AJQHUT7809**

"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under Report on Other Legal and Regulatory Requirements section of our report of even date

(xxi) According to the information and explanation given to us, in respect of following associate company incorporated in India and included in the consolidated financial statements Companies(Auditor' s Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is not applicable to the company

Name of the Company	CIN	Relation
UJJWAL INFRASTRUCTURE PRIVATE LIMITED	U70101DL2012PTC233822	Associates

**For R C CHADDA & CO. LLP
CHARTERED ACCOUNTANTS
FRN 003151N**

**Sd/-
BHISHM MADAN
(PARTNER)
M. No. 524462
Place: New Delhi
Date: 26th May, 2022
UDIN - 22524462AJQHUT7809**

"ANNEXURE C" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2022, we have audited the internal financial controls over financial reporting of the Holding Company and its associate companies, which are companies incorporated in India, as of that date.

Management`s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 internal financial controls over financial reporting of the Company and its associate companies, which are companies incorporated in India, 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") issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting

was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its associate companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of the 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 the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its associate companies, which are companies incorporated in India, have, 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 2022, based on the internal control over financial reporting criteria established by the respective companies 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 R C CHADDA & CO. LLP
CHARTERED ACCOUNTANTS
FRN 003151N**

**Sd/-
BHISHM MADAN
(PARTNER)
M. No. 524462
Place: New Delhi
Date: 26th May, 2022
UDIN - 22524462AJQHUT7809**

BITS LIMITED
CIN - L72200DL1992PLC241971
CONSOLIDATED BALANCE SHEET AS AT 31ST, MARCH 2022

Figures in Rupees

Particulars	Note No.	Figures as at March 31, 2022	Figures as at March 31, 2021
ASSETS			
Non-current assets			
(a) Property, Plant and equipments	2	18,890,013	18,814,091
(b) Other Intangible assets			
(c) Intangible assets under development			
(d) Financial assets			
(i) Investments	3	20,386,169	20,772,196
(ii) Trade Receivables	4	32,576,361	32,751,128
(iii) Loans & Advances	5	107,409,300	108,069,959
(iv) Other Financial Assets			
(i) Deferred tax assets(Net)			
(j) Other non-current assets			
Current assets			
(a) Financial Assets			
(i) Investments			
(ii) Trade Receivables	6	243,890	-
(iii) Cash and cash equivalents	7	392,180	16,424
(iv) Bank balances other than (iii) above			
(v) Loans			
(vi) Others			
(c) Current Tax Assets (Net)	8	601,708	879,920
(d) Other current assets	9	1,225,160	658,965
Total Assets		181,724,781	181,962,683
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	223,750,000	223,750,000
(b) Other Equity	11	(47,257,015)	(49,536,811)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(a) Total Outstanding Dues Of Micro Enterprise And Small Enterprises			
(b) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises			
(iii) Other financial liabilities			
(b) Provisions			
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(a) Total Outstanding Dues Of Micro Enterprise And Small Enterprises			
(b) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises			
(iii) Other financial liabilities			
(b) Other current liabilities	12	5,231,796	7,749,493
(c) Provisions			
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		181,724,781	181,962,683

SIGNIFICANT ACCOUNTING POLICIES

1

ADDITIONAL INFORMATION

17

THE NOTE NOS 1 TO 17 ARE INTEGRATED PART OF FINANCIAL STATEMENTS

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
(DIRECTOR)
DIN - 01379134

PLACE : NEW DELHI
DATE : 26.05.2022
UDIN - 22524462AJQHUT7809

Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

NOTES TO THE ACCOUNTS

NOTE-3

FINANCIAL ASSETS

INVESTMENT

INVESTMENT IN EQUITY INSTRUMENTS

QUOTED :

EQUITY SHARES OF STANPACKS (INDIA) LTD 55964 Equity shares of Rs 10/- each (Pr. Year 55964 Equity shares of Rs 10/- each)	324,507	324,507
EQUITY SHARES OF VBC FERRO ALLOY LTD 9985 Equity shares of Rs 10/- each (Pr. Year 9985 Equity shares of Rs 10/- each)	370,444	370,444
EQUITY SHARES OF WELCURE DRUGS PHARMACEUTICALS LTD 220864 Equity shares of Rs 10/- each (Pr. Year 495475 Equity shares of Rs 10/- each)	311,417	698,620

UNQUOTED :

EQUITY SHARES OF STG LIFECARE LTD 1000000 Equity shares of Rs 10/- each (Pr. Year 1000000 Equity shares of Rs 10/- each)	1,050,000	1,050,000
EQUITY SHARES OF LANCO INFRA TECH LTD 99000 Equity shares of Rs 1/- each (Pr. Year 99000 Equity shares of Rs 1/- each)	107,910	107,910
EQUITY SHARES OF SHRI LAKSHMI COTSYN LTD 319735 Equity shares of Rs 10/- each (Pr. Year 319735 Equity shares of Rs 10/- each)	578,720	578,720
EQUITY SHARES OF MILI INVESTMENT & TRADERS PVT. LTD. 500 Equity shares of Rs 10/- each (Pr. Year 500 Equity shares of Rs 10/- each)	5,000	5,000
EQUITY SHARES OF UJJWAL INFRASTRUCTURE PVT LTD. 4500 Equity shares of Rs 10/- each (Pr. Year 4500 Equity shares of Rs 10/- each)	735,666	734,490
EQUITY SHARES OF SFS GLOBAL LTD. 3000 Equity shares of Rs 10/- each (Pr. Year 3000 Equity shares of Rs 10/- each)	1,500,000	1,500,000
EQUITY SHARES OF ALPS ENERGY PVT. LTD. 370000 Equity shares of Rs 10/- each (Pr. Year 370000 Equity shares of Rs 10/- each)	352,380	352,380
INVESTMENT IN PREFERENCE SHARES 150000 Preference Shares of Rs 100/- each of Ujjwal Ltd. (PY: 150000 Preference Shares Partly Paid Up) (ASSOCIATE COMPANY)	15,000,000	15,000,000
INVESTMENTS IN LLP PRUIENT SOLUTIONS LLP Details of Partners : Bits Ltd. : 50% Vizwise Commerce Pvt Ltd : 50%	50,125	50,125
	20,386,169	20,772,196

(Aggregate value of Quoted Shares Rs. 2742998/-PY: Rs. 3130201/-)
(Market value of Quoted Investment Rs. 2947959/- PY: Rs. 1192581/-).
(Aggregate amount of Unquoted Investments Rs. 18689249/- PY: Rs. 18689249/-)

BITS LIMITED
CIN - L72200DL1992PLC241971
NOTES TO THE ACCOUNTS

Figures as at
March 31, 2022

Figures as at
March 31, 2021

NOTE-4

NON CURRENT TRADE RECEIVABLES

Trade Receivables

(a) Considered Good - Secured

(b) Considered Good - Unsecured

(c) Trade Receivables Which Have Significant Increase In Credit Risk

(d) Trade Receivables Credit Impaired

32,576,361

32,751,128

32,576,361

32,751,128

**TRADE RECEIVABLES
AS AT 31 MARCH 2022**

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6	6 Month 1	1 - 2 Yrs	2-3 Yrs	More than 3 Years	Total
(I) Undisputed Trade Receivables Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

AS AT 31 MARCH 2021

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6	6 Month 1	1 - 2 Yrs	2-3	More than 3 Years	Total
(I) Undisputed Trade Receivables Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

NOTE-5

LONG TERM LOANS & ADVANCES

LOANS & ADVANCES TO RELATED PARTIES

- CONSIDERED GOOD - Secured

- CONSIDERED GOOD - Unsecured

- Loans Receivables Which Have Significant Increase In Credit Risk And

- Loans Receivables Credit Impaired

77,251,059

77,764,416

OTHER LONG TERM LOANS & ADVANCES

- UNSECURED CONSIDERED GOOD

30,158,241

30,305,543

107,409,300

108,069,959

LOANS & ADVANCES STATED ABOVE INCLUDES AMOUNTS DUE BY:

-PRIVATE COMPANIES IN WHICH DIRECTOR IS A DIRECTOR

77,251,059

77,764,416

NOTE-6

CURRENT TRADE RECEIVABLE

	Rs.	Rs.
CONSIDERED GOOD - SECURED	-	-
CONSIDERED GOOD - UNSECURED	243,890	-
TRADE RECEIVABLES WHICH HAVE SIGNIFICANT INCREASE IN CREDIT RISK	-	-
TRADE RECEIVABLES - CREDIT IMPAIRED	-	-
TOTAL	<u>243,890.00</u>	-

**TRADE RECEIVABLES
AS AT 31 MARCH 2022**

Particulars	Outstanding For Following Periods From Due Date Of Payment					
	Less Than 6	6 Month 1	1 - 2 Yrs	2-3 Yrs	More than 3 Years	Total
(I) Undisputed Trade Receivables Considered Good	243,890.00	-	-	-	-	243,890.00
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

AS AT 31 MARCH 2021

Particulars	Outstanding For Following Periods From Due Date Of Payment					Total
	Less Than 6	6 Month 1	1 - 2 Yrs	2-3	More than 3 Years	
(I) Undisputed Trade Receivables Considered Good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables Which Have Significant Increase In Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable Credit Impaired	-	-	-	-	-	-

NOTE-7

CASH & CASH EQUIVALENTS

CASH IN HAND	10,112	11,763
BALANCE WITH BANKS: IN CURRENT ACCOUNT	382,068	4,661
	392,180	16,424

NOTE-8

CURRENT TAX ASSETS (NET)

INCOME TAX REFUND	601,708	879,920
	601,708	879,920

NOTE-9

OTHER CURRENT ASSETS

DEPOSITS	325,160	416,918
AMOUNT RECEIVABLE	-	242,047
FIXED DEPOSIT WITH BANK	900,000	-
	1,225,160	658,965

BITS LIMITED
CIN - L72200DL1992PLC241971
NOTES TO THE ACCOUNTS

Figures as at
March 31, 2022

Figures as at
March 31, 2021

NOTE - 10

EQUITY SHARE CAPITAL

AUTHORIZED SHARE CAPITAL

201250000 EQUITY SHARES OF RS. 2/-EACH
(PR. YEAR 201250000 EQUITY SHARES OF RS. 2/-EACH)

402,500,000

402,500,000

ISSUED, SUBSCRIBED & PAID UP

111875000 EQUITY SHARES OF RS. 2/-EACH
(PR. YEAR 111875000 EQUITY SHARES OF RS. 2/-EACH)

223,750,000

223,750,000

223,750,000

223,750,000

DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% OF PAID UP EQUITY SHARE CAPITAL

SHAREHOLDER	31.03.2022	31.03.2021	AS AT 31.03.2022	AS AT 31.03.2021
	NO. OF SHARES	NO. OF SHARES	PERCENTAGE	PERCENTAGE
VIZWISE COMMERCE PRIVATE LIMITED	72799186	72799186	65.07	65.07

SHARES HELD BY PROMOTERS AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
S. No.	PROMOTER NAME	NO. OF SHARES	% OF TOTAL SHARES	
1.	VIZWISE COMMERCE PRIVATE LIMITED	72799186	65.07	NIL

SHARE RECONCILIATION STATEMENT

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
	EQUITY	EQUITY
SHARES OUTSTANDING AT THE BEGINNING OF THE YEAR	111,875,000	111,875,000
SHARES ISSUED DURING THE YEAR	-	-
SHARES BOUGHT BACK DURING THE YEAR	-	-
SHARES OUTSTANDING AT THE END OF THE YEAR	111,875,000	111,875,000

PARTICULAR	2021-22	2020-21	2019-20 19	2017-18
Equity Shares :				
Fully Paid Up pursuant to Contract Without Payment being Received in Cash	-	-	-	-
Fully Paid Up By way of Bonus	-	-	-	-
Shares bought Back	-	-	-	-

NOTE - 11

RESERVES AND SURPLUS

SHARE PREMIUM	248,750,000	248,750,000
GENERAL RESERVE	1,000,000	1,000,000
<u>PROFIT & LOSS ACCOUNT</u>		
OPENING BALANCE	(299,286,810)	(298,640,629)
ADD: PROFIT/(LOSS) OF CURRENT YEAR	2,279,795	(646,182)
CLOSING BALANCE	(297,007,015)	(299,286,811)
	<u>(47,257,015)</u>	<u>(49,536,811)</u>

NOTE -12

OTHER CURRENT LIABILITIES

OTHER LIABILITIES	5,209,796	7,727,493
AUDIT FEES PAYABLE	22,000	22,000
	<u>5,231,796</u>	<u>7,749,493</u>

BITS LIMITED
CIN - L72200DL1992PLC241971
NOTES TO THE ACCOUNTS

Figures as at
March 31, 2022

Figures as at
March 31, 2021

	AS AT 31ST MARCH, 2022	AS AT 31ST MARCH, 2021
<u>NOTE-13</u>		
<u>REVENUE FROM OPERATIONS</u>		
RENT	7,420,460	5,474,921
	<u>7,420,460</u>	<u>5,474,921</u>
<u>NOTE-14</u>		
<u>OTHER INCOME</u>		
INTEREST ON INCOME TAX REFUND	53,420	27,005
PROFIT & LOSS ON SALE OF INVESTMENT	2,278,165	-
PROFIT ON SALE OF FIXED ASSETS	3,844	-
	<u>2,335,429</u>	<u>27,005</u>
<u>NOTE-15</u>		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
SALARY & ALLOWANCES	1,472,400	1,307,650
DIRECTOR SALARY	800,200	819,240
STAFF WELFARE	6,485	-
BONUS	184,500	77,950
	<u>2,463,585</u>	<u>2,204,840</u>
<u>NOTE-16</u>		
<u>OTHER EXPENSES</u>		
CONVEYANCE	160,721	81,381
ELECTRICITY EXPENSES	13,971	11,840
POSTAGE & COURIER	18,001	921
BANK CHARGES	736	2,775
MEETING EXPENSES	11,395	2,205
COMMISSION	-	150,000
CDSL	75,000	75,000
WEBSITE EXPENSES	6,494	3,136
RENT PAID	954,000	570,000
RTA EXPENSES	414	-
TOUR & TRAVELLING EXP.	181,325	13,636
LISTING FEES	300,000	300,000
OFFICE EXPENSES	16,396	18,383
AUDITORS REMUNERATION	22,000	22,000
LEGAL & PROFESSIONAL CHARGES	629,500	428,410
TDS LATE FILING FEE	2,338	620.00
GST LIABILITY	5,502	-
PRINTING & STATIONERY	22,199	15,388
PUBLISHING FEES	48,040	47,040
REPAIR & MAINTAINENCE	433,483	303,800
STT	2,668	-
MISC. EXPENSES	3,507	-
PROPERTY TAX	631,319	545,260
INSURANCE CHARGES	1,106	3,725
ROC FILING FEES	4,250	4,800
TELEPHONE EXP.	15,284	11,605
EDP EXP.	17,203	-
DIRECTORS SITTING FEES	731,500	582,800
DIWALI EXPENSES	34,550	6,551
DP CHARGES	6,152	-
E VOTING CHARGES	42,500	46,368
SEWERAGE & WATER TAX	20,333	-
	<u>4,411,887</u>	<u>3,247,644</u>

BITS LIMITED

CIN - L72200DL1992PLC241971

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED YEAR ENDED MARCH 31, 2022

Figures in Rupees

INCOME			
Revenue from operations	13	7,420,460	5,474,921
Other income	14	2,335,429	27,005
Total income		9,755,889	5,501,926
EXPENSES			
Employee benefit expenses	15	2,463,585	2,204,840
Finance Cost			
Depreciation and amortisation expenses	2	601,798	562,092
Impairment Loss			
Other expenses	16	4,411,887	3,247,644
Total expenses		7,477,270	6,014,576
Profit before exceptional items and tax		2,278,619	(512,650)
Share of Profit /(loss) of Associates		1,176	10,490
Exceptional items			
Profit before tax		2,279,795	(502,160)
Tax expense			
Current tax		-	-
Prior Period Tax		-	144,022
Deferred tax			
Total tax expense			
Profit for the year		2,279,795	(646,182)
Other comprehensive income			
(a) Items that will not be reclassified to profit and loss			
(i) Fair value of equity instruments through			
Other Comprehensive Income(FVOCI)			
(ii) Remeasurement gain/(loss) on defined benefit plans			
(iii) Income tax related to item no (ii) above			
(b) Items that will be reclassified to profit and loss			
(i) Effective portion of gain/(loss) on cash flow hedges			
(ii) Income tax related to item no(i) above			
Other Comprehensive Income, Net of tax			
Total Comprehensive Income for the year		2,279,795	(646,182)
Earnings per equity share of Rs. 2/- Each			
Basic		0.02038	(0.00578)
Diluted		0.02038	(0.00578)

SIGNIFICANT ACCOUNTING POLICIES

1

ADDITIONAL INFORMATION

17

NOTE NO 1 TO 17 ARE INTEGRATED PART OF FINANCIAL STATEMENTS

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
(DIRECTOR)
DIN - 01379134

PLACE : NEW DELHI
DATE : 26.05.2022
UDIN - 22524462AJQHUT7809

Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

BITS LIMITED

CIN - L72200DL1992PLC241971

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

A: Equity share capital

Figures in Rupees

Particulars	Note	Amount
As at April 1, 2020		111,875,000
Changes in Equity share capital during the year		-
As at March 31, 2021		111,875,000
Changes in Equity share capital during the year		-
As at March 31, 2022		111,875,000

B: Other equity

Particulars	RESERVE & SURPLUS				Total other equity
	General Reserve	Security Premium	Profit & Loss Account	Others reserves	
As at April 1, 2020	1,000,000.00	248,750,000.00	(298,640,628.51)	-	(48,890,628.51)
Profit for the year	-	-	(646,182.00)	-	(646,182.00)
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	-	-
Hedging gain/(loss) recognised	-	-	-	-	-
Transactions with owners	-	-	-	-	-
Dividend paid(including tax)	-	-	-	-	-
As at March 31, 2021	1,000,000.00	248,750,000.00	(299,286,810.51)	-	(49,536,810.51)
Profit for the year	-	-	2,279,794.70	-	2,279,794.70
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	-	-
Hedging gain/(loss) recognised	-	-	-	-	-
Transactions with owners	-	-	-	-	-
Dividend paid(including tax)	-	-	-	-	-
As at March 31, 2022	1,000,000.00	248,750,000.00	(297,007,015.81)	-	(47,257,015.81)

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

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(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

BITS LTD
Consolidated Statement of Changes in Equity for the year ended 31st March 2022

Amount in Rs.

A. Equity Share Capital

(1) Current Reporting period

Balance at the beginning of the current reporting period	Changes in the share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
248,750,000	0	0	0	248,750,000

(2) Previous Reporting period

Balance at the beginning of the previous reporting period	Changes in the share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
248,750,000	0	0	0	248,750,000

B. Other Equity

(1) Current Reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus				Debt Instruments through other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money Received against Share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves	Retained Earnings								
Balance at the beginning of the current reporting period	-	-	1,000,000	248,750,000	-	-299,976,189	-	-	-	-	-	-	-	-50,226,189
Changes in the accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the current year	-	-	-	-	-	2,279,047.00	-	-	-	-	-	-	-	2,279,047
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any Other Changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	1,000,000	248,750,000	-	-297,697,142	-	-	-	-	-	-	-	-47,947,142

(2) Previous Reporting period

	Share application money pending allotment	Equity component of compound financial instruments	Reserves & Surplus				Debt Instruments through other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income	Money Received against Share warrants	Total
			Capital Reserve	Securities Premium	Other Reserves	Retained Earnings								
Balance at the beginning of the previous reporting period	-	-	1,000,000	248,750,000	-	-299,319,516	-	-	-	-	-	-	-	-49,569,516
Changes in the accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the previous year	-	-	-	-	-	(656,673.00)	-	-	-	-	-	-	-	-656,673
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any Other Changes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	1,000,000	248,750,000	-	-299,976,189	-	-	-	-	-	-	-	-50,226,189

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR, R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
Firm Reg. No. 003151N

FOR & ON BEHALF OF BOARD

Sd/-
BHISHM MADAN
(PARTNER)
M. NO. 524462

Sd/-
OMPRAKASH R. PATHAK
(MANAGING DIRECTOR)
DIN - 01428320

Sd/-
ANKIT RATHI
DIRECTOR
DIN - 01379134

PLACE : NEW DELHI
DATE : 26.05.2022
UDIN - 22524462AJQHUT7809

Sd/-
SACHIN SHARMA
CFO

Sd/-
SURENDRA SINGH TANGAR
COMPANY SECRETARY

BITS LIMITED
CIN - L72200DL1992PLC241971
COSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022

Figures in Rupees

Particulars	Note	2021-22	2020-21
A: CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		2,279,795	-502,160
Adjustments for:			
Add:			
Depreciation & ammortisation expenses		601,798	562,092
Finance costs			
Loss on disposal of property, plant & equipment			
Share in Profit /(loss) from Associates		-1,176	-10,490
Profit on sale of Investments			
Unrealised exchange rate difference			
		2,880,416	49,442
Less:			
Dividend received			
Interest income from financial assets measured at ammortised costs			
Gain on disposal of equity instruments measured at cost		-2,278,165	
Gain on disposal of property, plant & equipment		-3,844	
		598,407	49,442
Operating profit before change in operating assets & liabilities			
Adjustments for:			
(Increase)/decrease in inventories			
(Increase)/decrease in trade receivables		-69,123	
(Increase)/decrease in other financial assets			
(Increase)/decrease in other assets		-287,983	33,432
(Increase)/decrease in loans & advances			
Increase/(decrease) in non-current loans		660,659	337,130
Increase/(decrease) in Current Liabilities			
Cash Generated from Operations			
Tax Paid			
Increase/(decrease) in trade payables			
Increase/(decrease) in other financial liabilities			
Increase/(decrease) in other current liabilities		-2,517,697	-291,367
Increase/(decrease) in current provisions			
Increase/(decrease) in non-current provisions			
		-2,214,144	79,195
Cash generated from operations			
Less:			
Income tax paid(net of refund)		0	144,022
Net cash flow from operating activities	A	-1,615,737	-15,385
B: CASH FLOW FROM INVESTING ACTIVITIES			
Payment to acquire property, plant & equipments		-691,876	
Proceeds from disposal of equity instruments measured at FVOCI		2,665,369	0
(Increase)/decrease in Investment			
Proceeds from redemption of Preference shares measured at FVPL			
Sale of Fixed Assets		18,000	
Repayments/(Disbursement) of loans given			
Proceeds/(Payment) from fixed deposits			
Proceeds from disposal of property, plant & equipments			
Interest received on financial assets measured at ammortised cost			
Dividend received			
		1,991,493	0
CASH FLOW FROM INVESTING ACTIVITIES			
C: CASH FLOW FROM FINANCING ACTIVITIES			
Repayments of term loans/non-current borrowings			
Disbursement/ (Repayments) of working capital loans/current borrowings			
Total disbursement/(repayments) of working capital loans/current borrowings			
Payment of unclaimed dividend			
Interest paid		0	
Dividend on Equity shares(including dividend distribution tax)			
Purchase of equity instruments measured at cost			
Proceeds from disposal of equity instruments measured at cost			
		0	0
CASH FLOW FROM FINANCING ACTIVITIES			
Net increase/(decrease) in cash & cash equivalents	A+B+C	375,756	-15,385
Cash & cash equivalents at the beginning of the financial year		16,424	31,809
Cash & cash equivalents at the end of the financial year		392,180	16,424

IN TERMS OF OUR AUDIT REPORT
OF EVEN DATE ATTACHED

FOR R C CHADDA & CO LLP
CHARTERED ACCOUNTANTS
FRN 003151N

FOR & ON BEHALF OF BOARD

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(PARTNER)
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Sd/-
SACHIN SHARMA
(CFO)

Sd/-
SURENDRA SINGH TANGAR
(COMPANY SECRETARY)

Note no. 2

PROPERTY, PLANT & EQUIPMENTS

Particulars	Air Condition	Computer & Accessories	Electrical Installation	Furniture & Fixtures	Bikes	Refrigerator	Motor Vehicle	Premises	Total
Gross carrying value									
Balance as at April 1, 2020	2,340,132	397,347	1,830,537	34,025,698	58,200	12,250	225,000	27,090,470	65,979,634
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	2,340,132	397,347	1,830,537	34,025,698	58,200	12,250	225,000	27,090,470	65,979,634
Additions	-	35,170	-	-	86,206	-	-	570,500	691,876
Disposals	-	-	-	-	58,200	-	225,000	-	283,200
Balance as at March 31, 2022	2,340,132	432,517	1,830,537	34,025,698	86,206	12,250	-	27,660,970	66,388,310
Depreciation/Ammortisation									
Balance as at April 1,2020	2,223,126	281,498	1,739,010	33,429,723	54,290	12,250	213,754	8,649,392	46,603,043
Charge	-	45,500	-	-	1,000	-	-	516,000	562,500
Disposals/Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31,2021	2,223,126	326,998	1,739,010	33,429,723	55,290	12,250	213,754	9,165,392	47,165,543
Charge	-	72,778	-	-	13,020	-	-	516,000	601,798
Disposals/Adjustments	-	-	-	-	55,290	-	213,754	-	269,044
Balance as at March 31,2022	2,223,126	399,776	1,739,010	33,429,723	13,020	12,250	-	9,681,392	47,498,297
Net carrying value as at April 1, 2020	117,006	115,849	91,527	595,975	3,910	-	11,246	18,441,078	19,376,591
Net carrying value as at March 31, 2021	117,006	70,349	91,527	595,975	2,910	-	11,246	17,925,078	18,814,091
Net carrying value as at March 31, 2022	117,006	32,741	91,527	595,975	73,186	-	-	17,979,578	18,890,013

Note:

- Property, plant & equipments classified & presented above do not carry any kind of contractual obligation.
- During the Financial Year 2015-16 Management has decided that premises which was part of fixed assets till 31.03.2015 was considered as investment in property and accordingly shifted out from the tangible fixed assets schedule. During Financial Year 2017-18 the object clause of the company has been changed and as per new object where renting of premises is being shifted to the main business. In view of this premises which was considered as investment in property has been again shifted to the schedule property, plant and equipment & the original value and Depreciation charged upto 31st March 2015 has been considered as addition during the Financial Year 2017-18.

BITS LIMITED

CIN-L72200DL1992PLC241971

NOTE-1

SIGNIFICANT ACCOUNTING POLICIES AS AT MARCH 31, 2022

1. Basis of preparation :

i) Compliance with IND AS :

The Financial Statements comply in all material respects with Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 (the Act), [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) Historical cost convention :

The Financial Statements have been prepared on a historical cost basis.

IND AS 01: Presentation of Financial Statements

IND AS 01 has been applied in preparing and presenting, General purpose Financial Statements. Appending notes contain information in addition to that, presented in Balance Sheet, Statement of Profit & Loss, Statement of Change in Equity and Statement of Cash Flows. Notes provide narrative description or disaggregation of items presented in these Financial Statements and information about the items that do not qualify for recognition in Financial Statements.

Other Comprehensive Income comprises items of income and expenses that are not recognised in profit and loss, as required or permitted by other IND AS. Financial Statements have been prepared on going concern assumption.

IND AS 02: Inventories

The Company does not deal in inventory hence IND AS 2 is not applicable.

IND AS 07: Statement of Cash Flows

Statement of Cash Flows has been prepared in accordance with requirements of IND AS 07 & is presented as an integral part of Financial Statements for each period for which reporting is required.

This statement reports cash flows during the period classified by Operating, Investing & Financial activities. Cash flows from operating activities is reported using the Indirect method.

IND AS 12: Income Taxes

The income tax expenses or credit for the period is the tax payable on taxable income of current period based on applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and unused tax losses.

The current income tax charges are calculated on the basis of tax laws enacted or substantively enacted at the end of reported period. The management periodically evaluates position taken in tax returns with respect to situation in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate, on the basis of amount expected to be paid to tax authorities.

Deferred tax asset is recognised for all deductible temporary differences and unused tax losses only if it is probable that future tax amount will be available to utilize those temporary differences and losses. Current and deferred tax is recognised in profit and losses, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity.

IND AS 16: Property, Plant and Equipments

Free hold land is carried at historical cost.

All other items of Property, Plant and Equipments are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of items.

Subsequent expenses are included in the carrying amount of assets or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repair and maintenance are charged to the statement of profit and loss during the period in which they are incurred. Gains or losses arising on retirement, or disposal of assets are recognised in statement of profit and loss.

IND AS 24: Related Party Disclosures

Disclosures of related party relationships, transactions and outstanding balances including commitments in the financial statements have been given, where ever required. Items of similar nature have been disclosed in aggregate except when separate disclosure is required for understanding the effects of the same on financial statements of entity.

IND AS 33: Earning Per Share

Basic and diluted earnings per share for profit or loss from continuing operations attributable to the ordinary equity holders of the entity for each class of ordinary shares that has a different right to share in profit, have been disclosed as per the requirements of IND AS 33.

Depreciation methods, estimated useful lives and residual value:

Depreciation is provided on the written down value method to allocate the cost of assets, net of the residual values, over their estimated useful lives. Depreciation is calculated on pro-rata basis, both, from the date of acquisition in the year of acquisition and till the date of disposal/retirement, in the year of disposal/retirement.

Assets	Useful Life
Air Conditioner	5 Years
Computer & Accessories	3 Years
Electrical Installation	5 Years
Furniture & Fixtures	10 Years
Bikes	8 Years
Refrigerator	5 Years
Motor Vehicle	8 Years
Premises	60 Years

IND AS 37: Provision, Contingent Liabilities and Contingent Assets

IND AS 37 has been applied in Accounting for provisions, contingent liabilities & contingent assets.

A Provision shall be recognized only when:

- i. An entity has a present obligation due to past events ;
- ii. It is probable that an outflow of resources embodying economic benefits will be an outflow of resources embodying economic benefits will be required to settle the obligation, and
- iii. A reliable estimate can be made of the amount of obligation. If these conditions are not met, no provision shall be recognized.

A contingent liability is disclosed, as required by paragraph 86, unless the possibility of an outflow of resources embounding economic benefit is remote.

IND AS 108: Operating Segments

Since the Company has only one segment of business. Therefore the segment reporting is not applicable.

IND AS 109: Financial Instruments

The company classifies its financial assets in the following measurement categories:

- i. Those to be measured subsequently at fair value (either through other Comprehensive Income, or through profit or loss)
- ii. Those measured at amortised cost

The classification depends on the business model of the entity for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other Comprehensive income for investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

Subsequent Measurement:

After initial recognition, financial assets are measured at:

- i. Fair value (either through other Comprehensive Income (FVOCI) or through profit or loss (FVPL) or,
- ii. Amortised cost

The company subsequently measures all investment in equity instruments at fair value. The management of the company has elected to present fair value gains or losses on such equity investment in Profit and loss. Dividends from such investments are recognized, as and when right to receive is established. Impairment losses (and reversal of impairment losses) on equity instruments measured at FVTPL (Fair Value Through Profit and Loss) are not reported separately from other changes in fair value.

IND AS 115: Revenue from contract with customers

Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity when those inflows result in increases in equity, other than increases relating to contribution from equity participants.

Revenue is recognised only when it is probable the economic benefits associated with the transaction will flow to the entity.

Exclusion from the definition of revenue are:

- Amount collected on behalf of third parties, viz, sales tax, goods and services tax : These are not economic benefits that will flow to the entity and do not result in equity.
- In agency relationship, amounts collected on behalf of principal.

Entity recognizes revenue on accrual basis, except for dividend which is recognized as and when right to receive payment is established.

IND AS 113: Fair Value Measurement

The objective of a fair value measurement is to estimate the price at which an orderly transaction to sell or to transfer the liability would take place between market participants at the measurement date under current market conditions. A fair value measurement requires an entity to determine all the following:

- a) The particular asset or liability that is the subject of the measurement (consistently with its unit of account)
- b) For a non-financial asset, the valuation premise that is appropriate for the measurement (consistently with its highest and best use).
- c) The principal (or most advantageous) market for the asset or liability.
- d) The valuation technique (s) appropriate for the measurement, considering the availability of data to develop input that represent the assumptions that market participants would use when pricing the asset or liability and the level of the fair value hierarchy within which the inputs are categorised.

This IND AS defines fair value as 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.

OTHER ADDITIONAL INFORMATION as at MARCH 31, 2022:**1. CONTINGENT LIABILITIES :**

- i) Claims against the company not acknowledged as debts Nil, Previous Year Nil.
- ii) Guarantees to Bank and Financial Institutions against credit facilities extended to third parties Nil, Previous Year Nil.
- iii) Other money for which the company is contingently liable Nil, Previous Year Nil.

2. COMMITMENTS ON CAPITAL ACCOUNTS :

- i) Uncalled liability on partly paid-up shares - Nil, Previous Year Nil.
- ii) Estimated amount of contracts remaining to be executed on capital accounts - Nil, Previous year Nil.
- iii) Other Commitments Nil, Previous year Nil.

3. In the opinion of the Board and to the best of its knowledge, the value on realization of Current Assets, Loans and Advances, in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet except stated otherwise elsewhere.

4. REMUNERATION TO AUDITOR :

Particulars	Current Year	Previous Year
	2021-22	2020-21
Statutory Audit Fee	Rs. 22,000.00/-	Rs. 22,000.00/-
Certification	Nil	Rs. 3,960/-
Total	Rs. 22,000.00/-	Rs. 25,960.00/-

5. DIRECTORS' REMUNERATION :

Particulars	Current Year	Previous Year
	2021-22	2020-21
Directors Remuneration	Rs. 7,36,200/-	Rs. 8,19,240/-
Bonus	Rs. 64,000/-	Rs. 26,700/-
Total	Rs. 8,00,200/-	Rs. 8,45,940/-

6.

Particulars	Current Year	Previous Year
No. of employees who are in receipt of remuneration of Rs. 1,02,00,000/- or more if employed full year or Rs. 8,50,000/- or more per month if employed for part of the year.	NIL	NIL
Earning in Foreign Currency	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL

7. According to the information available with the company, there is no amount due to Micro, Small & Medium Enterprises as at 31st March, 2022.

8. RELATED PARTY RELATIONSHIPS

A. Holding Company

Vizwise Commerce Private Limited

B. Associates:

Ujjwal Infrastructure Private Limited

C. Other Related Companies:

Pan India Corporation Limited

Ujjwal Limited

Prurient IT Solutions LLP

SPG Finvest Private Limited

Tactfull Investment Limited

D. Key Management Personnel:

Omprakash Ramashankar Pathak (Managing Director)

Ankit Rathi (Chairman & Director)

Surendra Singh Tangar (Company Secretary & Compliance Officer)

Sachin Sharma (Chief Financial Officer)

E. Related Party Transactions

Particulars	Opening Balance	Received	Paid	Closing Balance	Maximum Outstanding
Vizwsie Commerce Private Limited (Current Year)	Rs. 7,77,64,416	Rs. 5,13,358	-	Rs. 7,72,51,058	Rs. 7,77,64,416
Vizwsie Commerce Private Limited (Previous Year)	Rs. 7,77,64,416	-	-	Rs. 7,77,64,416	Rs. 7,77,64,416
Ujjwal Limited (Current Year)	Rs. 62,55,000	-	-	Rs. 62,55,000	Rs. 62,55,000
Ujjwal Limited (Previous Year)	Rs. 62,55,000	-	-	Rs. 62,55,000	Rs. 62,55,000
SPG Finvest Private Limited (Current Year)	Rs. 17,76,000	-	Rs. 1135000/-	Rs. 6,41,000/-	Rs. 17,76,000
SPG Finvest Private Limited (Previous Year)	Rs. 17,76,000	-	-	Rs. 17,76,000	Rs. 17,76,000

Salary to Omprakash Ramashankar Pathak (Managing Director): -

Current Year: - Rs. 8,00,200/-

Previous Year: - Rs. 8,45,940/-

9. SEGMENT REPORTING IND AS 108

In accordance with IND AS 108 on Segment Reporting, the Company has only one reportable business segment. Hence, segment reporting is not applicable to the company.

10. ACCOUNTING FOR TAXES ON INCOME :

In accordance with IND AS 12 there is no deferred taxes liability/assets during the year, however there are brought forward business loss and unabsorbed depreciation on which deferred tax assets emerge which has not been recognised as there is no reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

11. Note 1 to 17 forms an integral part of the accounts for the year ended March 31, 2022.

12. All the figures are in Rupees.

Sr. No .	Name of Associates	Latest Audited Balance Sheet Date	No. of Shares	Amount of investment in Associates	Extend of Holding (%)	Net Worth attributable to shareholding as per latest Audited Balance Sheet	Considered in Consolidation	Not Considered in Consolidation
1.	Ujjwal Infrastructure Private Limited	31-03-2022	4500	45114	30%	Nil	Nil	Nil

13. Analytical Ratios

Particulars	Current Year	Previous Year
Current Ratio [Current Ratio = Current Assets / Current Liabilities]	24,62,938/52,32,796 = 0.47	15,55,309/ 77,49,493 = 0.02
Debt Equity Ratio	Not Applicable	Not Applicable
Debt Service Coverage Ratio	Not Applicable	Not Applicable
Return of Equity (ROE) [ROE = Net Profits after Taxes - Preference Dividend/Average Shareholder's Equity]	22,79,047- 0/17,46,63,337 = .013	-6,56,672- 0/17,38,51,907 = - 0.004
Inventory Turnover Ratio	Not Applicable	Not Applicable
Trade Receivables Turnover Ratio	74,20,460/3,28,20,251 = 0.226	54,74,921/3,27,51,128 = 0.167
Trade Payable	Not Applicable	Not Applicable
Net Capital Turnover Ratio	74,20,460/-27,68,858 = - 02.68	54,74,921/-61,94,184 = - 0.88
Net Profit Ratio [Net Profit Ratio = Net Profit/Sales (Operating Revenue)]	22,79,047/74,20,460 = 0.307	-6,56,672/54,74,921 = - 0.12

Return of capital employed (ROCE)	22,79,047/	
[ROCE = Earnings before interest and taxes / Capital Employed]	17,58,02,861 =	-6,56,672 /
	0.013	17,35,23,814
		= 0 .004

14. Other than in the normal and ordinary course of business there are no funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

There have been no funds that have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

15. The figures of the previous year have been regrouped /recast wherever necessary to correspond with current year figures.

As per our audit report of even date attached

For **R C CHADDA & CO LLP**
Chartered Accountants
FRN: 003151N

For & On behalf of Board of Directors

SD/-
BHISHM MADAN
(Partner)
Membership No. 524462

Sd/-
Omprakash Ramashankar Pathak
(Managing Director)
DIN-01428320

Sd/-
Ankit Rathi
(Director)
DIN-01379134

Place: New Delhi
Date: 26.05.2022

Sd/-
Sachin Sharma
(CFO)

Sd/-
Surendra Singh Tangar
(Company Secretary)

UDIN - 22524462AJQHUT7809