



Dated: 1st October, 2020

To,
Listing Department
National Stock Exchange of India
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai -400051

Symbol- TOUCHWOOD	ISIN- INE486Y01013	Series- EQ
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Sub: Notice of 23rd Annual General Meeting for the financial year 2019-2020

Dear Sir/Ma'am,

With reference to the captioned subject, we are submitting herewith the Annual Report of the Company along with Notice of Annual General Meeting (AGM) for the financial year 2019-20, which is being sent to the shareholders by Electronic Mode.

The 23rd Annual General Meeting of the Company will be held on Monday, 26th October, 2020 at 12:15 P.M. through Video Conferencing/ Other Audio Visual means (VC/OA VM).

A schedule of events relating the AGM is set out below:

Event	Day and Date	Time
Relevant Date/Cut-off date to vote on AGM Resolution	Monday, 19 th October, 2020	N.A.
Book Closure Date for AGM	Tuesday, 20 th October, 2020 to Monday, 26 th October, 2020 (both days inclusive)	N.A.
Commencing of e-voting	Friday, 23 rd October, 2020	09:00A.M.
End of e-voting	Sunday, 25 th October, 2020	05:00 P.M.
AGM	Monday, 26 th October, 2020	12:15 P.M.

The Annual Report and AGM Notice is also uploaded on the Company's website viz. <http://www.touchwood.in/investor.php>.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Touchwood Entertainment Limited



Ashima Arora
Company Secretary & Compliance Officer

Encl: As above

TOUCHWOOD ENTERTAINMENT LIMITED

CIN: L92199DL1997PLC088865 | ISO 9001 :2015 | UAM No. DL10F0009354
Reg. Office : Plot No. - 645, Near E.P.T. Block, Sarojini Nagar, New Delhi - 110023
Contact: +91-9810108253 ; Website: www.touchwood.in E-mail: delhi@touchwood.in



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting (the 'AGM') of the Members of Touchwood Entertainment Limited ('the Company') will be held on Monday, the 26th October, 2020 at 12:15 PM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 including audited Balance Sheet as at 31st March, 2020, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of Rs. 0.20 per equity share of the Company and consider the same as final dividend for the financial year ended on March 31, 2020.
3. To appoint a Director in place of Mr. Vijay Arora (DIN: 00996193), who retires by rotation, and being eligible, offers himself for re-appointment.
4. Any other matter, if any by permission of chairman.

By Order of the Board of Directors
For **Touchwood Entertainment Limited**

Delhi, September 9, 2020

Registered Office:

Plot No. 645 Near E.P.T Block,
Sarojini Nagar, New Delhi - 110023

Corporate Office:

Thapar Farm-1, opp. Shanti Kunj Main, Sector D-3 Church Mall Road
Vasant Kunj, New Delhi- 110070

CIN: L92199DL1997PLC088865

Ph. No.: 9810108253

E-mail: cs@touchwood.in

Website: www.touchwood.in

Sd/-
Ashima Arora
Company Secretary
M. No: 58754

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Contact: +91-9810108253 ; **Website:** www.touchwood.in **E-mail:** delhi@touchwood.in

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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. Since, this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members intending to authorise their representatives to participate the AGM through VC/OAVM on its behalf and to vote through remote e-voting/during the AGM, pursuant to Section 113 of the Act are requested to send a certified copy of the relevant board resolution to the Scrutiniser by email through its registered mail addresses to csadvitiyavyas@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and Secretarial Standard on General Meetings (SS-2), with respect to Director seeking re-appointment at the AGM, is annexed to this Notice.
5. The Board of Directors of the Company at its Meeting held on November 2, 2019 declared an Interim Dividend of Rs. 0.20 per equity share for the financial year 2019-20.
The Interim Dividend declared by the Board of Directors was paid on or before December 01, 2019 to those Members whose names appeared:
 - a) As Beneficial Owners as at the end of business hours on November 15, 2019 as per the list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), in respect of the shares held in electronic form.
 - b) As Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar and Transfer Agent (RTA) on or before November 15, 2019.The Board considered and approved the Interim Dividend paid to the members as full and final dividend for the financial year 2019-20.
6. M/s VSD & Associates, Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of five (5) consecutive years at the 21st AGM held on August 4, 2018. Their appointment was subject to ratification by the Members at every subsequent AGM, if so, required under the Act. In accordance with the amendment to the Act effective May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the AGM.

7. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 20th October, 2020 to Monday the 26th October, 2020 (both days inclusive).
8. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, the notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the members are requested to write an email to cs@touchwood.in
9. Members may note that the Notice and Annual Report 2019-2020 will also be available on the Company's website www.touchwood.in, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at <https://www.evoting.nsdl.com>.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. 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. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, the 19th October, 2020, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to Registrar. However, if he/she is already registered with Registrar for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
13. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. The remote e-voting period will commence at 09:00 A.M., on Friday, the 23rd October, 2020 and will end at 05:00 P.M. on Sunday, the 25th October, 2020.

16. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Members who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
18. The Members who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
19. The Company has appointed M/s Advitiya Vyas & Company, Practicing Company Secretary, New Delhi (Membership No. 44150 CP No. 16257 to act as the Scrutinizer, to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. Since the AGM will be held through VC / OAVM, the route map is not annexed to this notice.
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e- mail to cs@touchwood.in.
22. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated the registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Registrar by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
23. Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM through e-mail on cs@touchwood.in. The same shall be replied by the Company suitably.
24. As per Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National/Regional/Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS/RTGS/NEFT/NACH and bank details are available. In the absence of electronic facility Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of Dividends or other cash benefits to the investors. In addition to this, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

25. Therefore, Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.
26. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc. from the Company electronically.
27. Members desirous of making a nomination in respect of their shareholding, under Section 72 of the Companies Act, 2013, are requested to send their request to cs@touchwood.in in the prescribed form.
28. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
29. Members may note that the Income Tax Act, 1961 ("Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after the 01st April, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to verify the correctness of the records (including residential status and PAN) and update the same with your depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode). Also submit the following documents/declarations in accordance with the provisions of the Act.

For Resident Members, taxes shall be deducted at source under Section 194 of the Act, as follows:

Shareholders having Valid PAN	7.5% or as notified by the Government of India
Shareholder not having PAN or invalid PAN	20%

However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received by them during FY 2020-21 from the Company does not exceed Rs. 5,000, and also in cases where Members providing Form No. 15G or Form 15H (applicable to an individuals age of 60 years or more) subject to conditions specified in the Act and other applicable sections of the Act by email to cs@touchwood.in.

Resident Members may also submit valid document as prescribed under the Act to claim a lower/Nil withholding tax. PAN is mandatory for Members while providing Form No.15G/15H or any other document as mentioned above. Resident Non-individual Members (who are exempt from TDS under Section 194 of the Act or covered under Section 196 of the Act) are required to submit self-attested copy of the valid documentary evidence and declaration to avail such exemption under the Act.

For Non-resident Members, taxes are required to be withheld in accordance with Section 195 and other applicable sections of the surcharge and cess) as per Section 196D of the Act. For other Act. For FPI/FII, TDS shall be at the rate of 20% (plus applicable surcharge and cess) or as per Section 90 of the

Act. An option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, other non-resident Members will have to provide the following:

- i. Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
 - ii. Self-attested copy of Tax Residency Certificate (TRC) for FY 2020-2021 obtained from the revenue authorities of the country of tax residence of Members.
 - iii. Self-declaration Form 10F.
 - iv. Self-declaration by the Member of having no taxable presence or a fixed base/Permanent Establishment in India.
 - v. Self-declaration of Beneficial ownership by the Member, and eligibility to claim treaty benefit, which is not impaired in any manner.
 - vi. Any other documents as prescribed under the Act for lower withholding of taxes, if applicable duly attested by the shareholder.
30. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting shall make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.touchwood.in and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed. i.e. National Stock Exchange of India Limited.
32. Instructions for e-voting and joining the Annual General Meeting are as follows:

I. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, the 23rd October, 2020 at 09:00 A.M., and ends on Sunday, the 25th October, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. 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***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.
2. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 cs@touchwood.in.
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 cs@touchwood.in.

II. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@touchwood.in.
7. 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 cs@touchwood.in. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By Order of the Board of Directors
For **Touchwood Entertainment Limited**

Delhi, September 9, 2020

Registered Office:

Plot No. 645 Near E.P.T Block,
Sarojini Nagar, New Delhi – 110023

Corporate Office:

Thapar Farm-1, opp. Shanti Kunj Main, Sector D-3 Church Mall Road
Vasant Kunj, New Delhi- 110070

CIN: L92199DL1997PLC088865

Ph. No.: 9810108253

E-mail: cs@touchwood.in

Website: www.touchwood.in

Sd/-
Ashima Arora
Company Secretary
M. No: 58754

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

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings
("SS-2") issued by Institute of Company Secretaries of India)

Name of Directors	Vijay Arora
Director Identification Number (DIN)	00996193
Age	45 years
Date of appointment	He is a promoter and Director of the Company and has been appointed as Whole Time Director of the company w.e.f. 10.08.2017
Expertise in Specific Functional areas/ Job Profile	He heads the business verticals that engage in BTL Activations, Corporate Events, Artist Management, Large scale weddings, Public sector events. Carrying over 22 Years of wealth of experience in managing large format, people & process oriented deliveries, he has effectively led his company to the next level.
Qualification/Awards/ Recognitions	B.Com.
No. of Equity Share held in the Company as on 31st March, 2020	3163470 Equity Shares of `10/- each
Disclosure of relationships between directors inter-se	Mr. Vijay Arora is husband of Mrs. Priyanka Arora, Director of the Company.
Terms & Condition of Re-Appointment	Liable to retire by rotation
Remuneration Last Drawn by such person, if any	Rs. 48,00,000 /- p.a.
No. of Meeting of the Board attended during the year	9
List of outside Directorship held in Public Company	None
Chairman/Member of the Committee of the Board of Directors of other Companies	None

TOUCHWOOD ENTERTAINMENT LIMITED



ANNUAL REPORT 2019-2020

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Notes to Financial Statements	Pg. <u>108</u>

ABOUT TOUCHWOOD

The leading event management Company in India, Touchwood Entertainment Limited (Touchwood) was incorporated in August 1997 as a PR firm. Well-known for its value-driven differentiated and customer-centric services and solutions. What started as a homegrown Company, Touchwood has, in over 23 years, built its position as a multi-faceted event management player offering diverse range of services across globe.

With its interests revolving around customer needs and building real connection with them, the company aspires to emerge as a global leader in the event management marketplace. Steering Touchwood towards success is its innovation-led customized service portfolio and a team of dedicated professionals working relentlessly to deliver the best.



MESSAGE TO SHAREHOLDERS



DEAR SHAREHOLDERS,

As we prepare this year's annual letter to shareholders, the world is confronting one of the greatest health threats of a generation, one that profoundly impacts the global economy and all of its citizens. Our thoughts remain with the communities and individuals, including healthcare workers and first responders, most deeply hit by the COVID-19 crisis.

Overview

I am pleased to share with you an update on your Company's performance for FY 2019-20. Well before the onset of the COVID-19 pandemic, India's GDP growth had slowed down and consequently the country's event industry had started feeling the slowdown in demand with the need for practising social distancing. Also, numerous events had either been cancelled or postponed since the beginning of the year.

Navigating Turbulence

The COVID-19 pandemic is a huge black swan event. Not since World War II has there been an event that has stopped the entire world in its tracks. Not since the Spanish Flu has the world seen such a deadly virus that even today continues to spread unabated. Today, the World Health Organisation statistics indicate that more than 8 million people in 215 countries have been infected by COVID-19. None of us has witnessed such a devastating event in our lifetime.

As I write this, in India we are coming out of the unprecedented lockdown that has lasted close to three months. While net new cases and deaths continue to rise, healthcare systems are beginning to respond with formidable efforts. I hope that by the time you receive the Annual Report for 2019-20, the infection rate would have fallen, as it has in some geographies. I am equally hopeful that immunity enhancers, drugs for faster cure and a vaccine for prevention would be discovered before the end of the current financial year.

New Opportunities

I am confident that the Company will be able to navigate through the current crisis, because of its strong fundamentals, committed teams and a large portfolio of solutions. With technology functioning as the event industry's lifeline during the pandemic, it will likely continue to be a mainstay in the event management paradigm in the post-pandemic world as well. We have turned to technology to adapt to the unprecedented situation by overcoming two main challenges. The first involves mitigating the losses wrought by the pandemic and, secondly, meeting the event management needs of business stakeholders while complying with social distancing protocols. We have integrated cutting-edge tech to facilitate virtual solutions in which this transformation is taking place;

- ✚ Events are becoming 100% virtual
- ✚ The emergence of the hybrid event model

The Year Ahead

I am hopeful that humankind will come to terms with living with the COVID-19 pandemic over the next few months, but the impact on the economy and businesses will continue for a long time. While there is no consensus on what the 'New Normal' is likely to be, it is certain that surviving and thriving will call for responding quickly to growth markets and improvising our service offerings, strengthening the Balance Sheet, rationalising and making our cost structure predominantly variable, creatively leveraging digital technologies and ensuring the safety and well-being of all our stakeholders. I am happy to report that your Company has prioritised efforts in this direction.

In the post COVID-19 era, as the world changes rapidly around us, we shall combine our long-term vision with agile responses to volatile circumstances. While it will be difficult to make up for the business that was lost during the summer season, quite a few strategic actions have been implemented in order to ensure that the Company returns to a growth path in the second half of this financial year. It is not going to be an easy year, but I want to assure you that Touchwood is well prepared to face the challenges. We have the track record, technology, global presence and determination to make that happen.

We have to adapt lessons learnt in selling to recreate markets for our services. We have to approach our clients with renewed vigour and with newer service offerings as well, have to deepen our relationships with them, to have a regular feedback and to eliminate all unnecessary costs. We need to do so as a versatile Touchwood team, striving in unison to get more business, irrespective of the spectre of COVID-19.

Built on Trust; Built to Last

I would like to express my deep gratitude and appreciation for the employees of Touchwood. Most importantly, I would like to thank you, for your overwhelming trust, support and confidence in Touchwood Entertainment Limited. Together, we will get through this unprecedented situation, undoubtedly stronger for it.

In the meanwhile, I wish you and your family good health. Stay safe, stay happy.



Yours sincerely,
Manjit Singh
Chairman & Managing Director

BOARD OF DIRECTORS & KMP

Manjit Singh

Chairman & Managing Director

Vijay Arora

Wholetime Director

Michael Anthony Cruz

Independent Director

Vijay Kumar Pugalia

Independent Director

Manjeet Singh Saini

Independent Director

Paruldeep Kaur

Independent Director

Jaswinder Kaur

Director

Priyanka Arora

Director

Ashima Arora

Company Secretary & Compliance officer

Dinesh Singla

Chief Financial officer



PROFILE OF BOARD OF DIRECTORS

1. **Manjit Singh** is the Chairman & Managing Director of our Company. He is the founding Director, and is the Promoter of our Company. He holds a Master's degree in Business Administration. He is a political strategist, social agent, ace photographer, campaigner and a brand maker. A man gifted with intellect, vision to succeed, creativity and the power of lateral thinking he is known to have driven campaigns from their stage of nascence to the acme. He is the thinker with a holistically new vision, driving the socio-political campaigns at local and regional levels through the experiential marketing techniques, and use of advanced digital methodologies. Think Tank and Campaign Strategist Manjit Singh is an experienced strategist on political campaign, and brands with 22 years of expertise in captive and experiential marketing and advertising. His personality holds the poise between flamboyant attitude, digital technology and marketing. His ideology had always been to innovate, and this is where he rightfully differentiates himself from the captive marketers, motivators and political campaign strategists.
2. **Vijay Arora** is the Whole-time Director of our Company. He was appointed as a Director on October 14, 2000. He holds a bachelors' degree in Commerce. His journey in event management forayed its seeds with the family owned business of facility providers. His exposure to set designing and execution for numerous events led him to learn things from scratch. He heads the business verticals that engage in BTL Activations, Corporate Events, Artist Management, Large scale weddings, Public sector events. He has over 21 Years of wealth of experience in managing large format, people & process oriented deliveries. He is the Vice-President, EEMA (Event & Entertainment Management Association of India), North Zone with about 200 top event companies registered on board. He also contributes to the ICWF (International Convention of Wedding Fraternity) that has all top wedding planners as its members.
3. **Jaswinder Kaur** is an Executive Director of our Company. She was first appointed as a Director in 2017. She has done Masters from Computer Application and is designated as the creative head of the Company as she knows how to use design software, such as Adobe Illustrator, In-Design, and Photoshop. She has 7 years of experience in Internet specific marketing techniques, programming languages, and search engine optimization techniques.
4. **Priyanka Arora** is an Executive Director of our Company. She was first appointed as a Director in 2017. She holds a bachelors' degree in Commerce and is designated as the creative head of the Company to build a creative environment for the creative team to work in and overseeing ideas and projects taking responsibility for the creative philosophy and the standard of creative output across the department developing ideas and hiring and managing the creative teams with over 8 years of experience.
5. **Manjeet Singh Saini** is an Independent Director of our Company. He was first appointed as an Independent Director of our Company on September 6, 2017. He holds a Master's degree in International Business. He is the Promoter and Director of Nexgtech Net Solutions Pvt. Ltd having 20 years of experience in Residential & Commercial Real Estate, Consumer Durable and Electrical Engineering.

6. **Michael Anthony Cruz** is an Independent Director of our Company. He was first appointed as an Independent Director of our Company on September 6, 2017. He is the General Manager of BPTL Limited and Taneja Developers & Infrastructures Ltd. He is the Corporate head of Chadha Group and Aerens Goldsouk International Ltd.
7. **Paruldeep Kaur** is an Independent Director of our Company. She was first appointed as an Independent Director of our Company on September 6, 2017. She completed her Graduation from BSC Govt. College, Hoshiarpur and holds a Master's degree in Finance from Rayat Bahra Institute, Hoshiarpur. She is well-trained to help individuals or organizations make wise financial decisions utilizing latest information on market trends and stock values. She has over 6 years of experience in working as a consultant in finance.
8. **Vijay Kumar Pugalia** is an Independent Director of our Company. He was first appointed as an Independent Director of our Company on September 6, 2017. He holds a bachelors' degree in Electrical Engineering and holds a Master's degree as well. Having over 17 years of experience, he is the Director and Promoter of Digione Technologies Private Limited.



OUR STORY

Growth Milestones

1997 - 2000

1997: Founded by Mr. Manjit Singh as a PR firm.

1999: Mr. Vijay Arora joined him and started venturing into events mainly College fests and started exploring entertainment, social & corporate events.

2000: Entered into talent management

2002 - 2006

2002: Signed 10 Bollywood singers and managed them for more than a decade.

2005: Became India's No.1 talent management company

2006: Ventured into large scale government and public events.

2008 - 2012

2008: Ventured into complete wedding management and turn key wedding projects

2011: Ventured into décor and production. Designed some of the largest décor projects in India and Abroad

2012: Entered political activations and government fests and events.

2014 - 2016

2014: Started international destination weddings

2015: Started venues in the name of VEDA in

2016: first Company to handle international presidential election campaign in Gabon

2017 - 2020

2017: First Event Management Company listed on NSE emerge SME platform; Talent Square becomes largest talent Management Company in India

2018: Started IPs – Make Me Up and Gourmet Entertainment Show.

2019: Scaled VEDA – Jaipur and beyond; Becomes No.1 agency for wedding political activities, roadshows and below the line activities, launched 1st edition of Make Me Up.

2020: Migrated on main board (NSE); Launched Touchwood Wedding School, HNI Shadi, Matchmakers Conclave.

Diverse Services That We Offer

We offer an array of services pertaining to your category of event. Based on your taste, vision and requirements we come up with a personalized proposal that suits your choice, needs and preferences. Our span of proficiency includes events of every classification/genre.

Wedding Management



Design & Decor



Destination Wedding



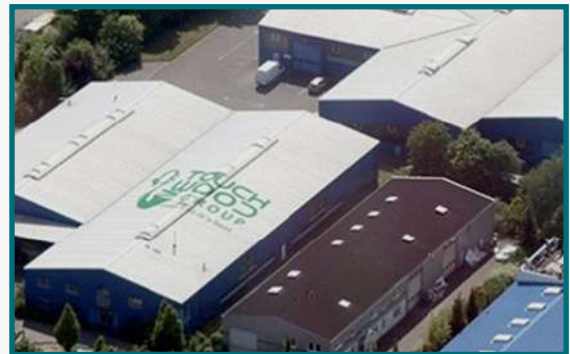
Entertainment



Corporate Events



Exhibitions



WEDDING MANAGEMENT

Making your special moment an unforgettable celebration, we plan your wedding providing you personalized and innovative wedding services to turn your dream into a reality.

With experience of over 100 turn key weddings, pre nuptials, birthdays, youngsters, we know what it takes to be a destination planner for your celebrations. With innumerable options available to suit your requirements, leave all your worries aside as we assist you in finalizing venues from exotic beaches to palatial views.



INTERNATIONAL DESTINATIONS



Istanbul



Dubai



Bodrum



Muscat



Antalya



Galle



Abu Dhabi



Mauritius



ENTERTAINMENT

Wedding cannot be complete without music and dance. There are all sorts of enriching events for your wedding. We provide you a wide choice of options. We put together theme sequences.

Be it a social party, corporate events, a grand extravaganza, we provide the most experiential entertainment services in India & Abroad.



LIVE EVENTS

The real test of an event management company is how they organise large scale live events. And this is where Touchwood shines. We have organised some really large scale live events; from Cricket leagues to Youth Festivals, we have done it all.



POLITICAL EVENTS

Making use of the latest technology, we have worked with political parties across the spectrum and delivered effective and impactful on ground activation. Our core competence of excellent execution will help you bring alive your message to your constituency.



EXHIBITIONS

Touchwood Exhibits designs and executes exhibition booths right from concept to execution.



DESIGN & DECOR

This division of Touchwood events concentrates on celebration décor and ambiance. Your special day made simply elegant. We integrate creativity and technology to give your events, classy and elegant décor and concepts. We pay attention to detailing.

Every event is a combined effort of a dedicated team which conceptualizes, designs, plans, produces and executes. Time and thought is given to each element used in all events done by us. We aim at conceptualizing necessary inspiration to bring an occasion to life. With the belief of client first, we pay close attention to their needs and create memories that last a lifetime. A perfect blend of fantasy (creativity) and function (production), we create events that are distinctively unique.

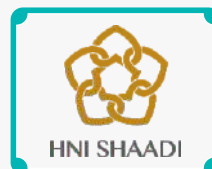
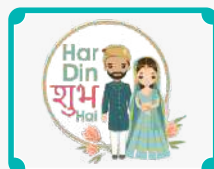
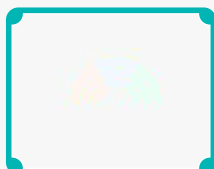
At Touchwood, we envision your décor and put our heart and soul in delivering it.



CURATED IPs

We focus on creating unique IPs to drive future growth. We're concentrating on IPs that are directly or indirectly related to events and allied services.

With time and resources in hand, we've invested ourselves in research and creative thinking. We're gearing up to curate and launch effective and innovative projects. As of the existing IPs, we aim at bringing something new on the table every time.



HIGHLIGHTS OF EVENTS/SHOWS/FESTIVALS HELD DURING THE YEAR

- ✚ **The 2nd edition of The Gourmet Entertainment-Show**
India's **ONLY** experiential showcase of all things F&B at Weddings and Events,



- ✦ The first edition of "Make Me Up" Festival - a super mega event with the who's who of the industry, top brands, service providers, manufacturing companies and all the young aspiring talent.



OUR GROWTH STRATEGY

ORGANIC GROWTH

of Business through client acquisition and geographic expansion.



EXPANDING EVENT INFRASTRUCTURE CHAIN

across geographies offering partnership with associate firms without incurring capex.

CREATING INTELLECTUAL PROPERTIES,

which will provide competitive advantages and higher brand recognition

**MAKE
me UP**

EVERYONE BEAUTIFUL



INTEGRATION OF DIGITAL INITIATIVES

into all events portfolios resulting in higher consumer engagement and building social media.

OUR ESTEEMED CLIENTS

Mr. Alok Sanghi - Sanghi Cements , Ahmedabad
Mr. Mukesh Ambani - Ambani Industries , Mumbai
Mr. Ashwini Arora - LT Food PVT. Ltd (Daawat Rice), Gurgaon
Mr . Akshay Taneja - TDI Group , Delhi
Mr. S.S. Bhatia - Bhatia coal Company, Indore
Mr. Manjit Bhatia - Bhatia Coal Company, Indore
Mr Suresh Agarwal - Rupa & Co., Kolkata
Mr.Pradeep Jain - CMD Country Inn (Hotel), Sahibabad.
Mr.N.K. Gupta - R.L. Industries
Mr.Raj Kumar Arora - Dilbagh Group, New Delhi
Mr. Ashok Kankariya - Sumeet Group, Raipur
Mr. Jitender Kejriwal - Sonar Industries Ltd. New Delhi
Mr. Shakti Nath - Logix Group
Mr. Sanjay Ghodawat - SGI, Kohlapur
Ms. Sweta Chaturvedi - Chaturvedi & Co. , New Delhi
Mr. Vinay Singhal - Eastman Impex
Mr. Narottam Somani - Mitex Group, South Africa
Mr. V.C.Burman - Dabur Group
Mr. V.K. Arora - Daawat Bamati Rice, Gurgaon
Mr. Narendra Bansal - Intex Group, New Delhi
Mr. Pramod Chowdhary - Pratibha Fabrics, Surat
Mr. Surinder Arora - Virgo Group, New Delhi
Mr Pradeep Garg - Kundan Group, New Delhi
Mr.Sanjeev Aeren - Oreanda Corp. New Delhi
Mr. Rajesh Aggarwal - TRB Group, Ludhiana
Mr.Sushil Baderwal - Baderwal Group, Gurgaon
Mr. Mukesh Garg - New Delhin
Mr.Ashok Munjal - Sunbeam Auto India
Mr. Manoj Sethi - AMB Developers, New Delhi
Mr. Ajay-Alka Kapoor - Modern Public School, New Delhi
Mr. Anil Babbar – Supertech

Mr. Rajan Trehan - Hymatic Agro , New Delhi
 Mr. Hari Prakash Mangla - Gateway Group Of Institutions, Sonipat
 Mr. Pradeep Kothari – Dubai
 Mr. Pankaj Bansal - M3M Group, Gurgaon
 Mr. Girish Matlanil – Indore
 Mr. Mohinder Goyal - Janpath Estates
 Mr. Anil Kotawala - Kotawala Jewels, New Delhi
 Mr. Gaurav Gupta - Aerens Group, New Delhi
 Mr. Deepak Chirimar - DPH Software service pvt.ltd, New Delhi
 Mr.Pawan Garg - Radhey Mohan Drive, New Delhi
 Mr. Bhushan Mittal - Standard Tubes Pvt. Ltd, New Delhi
 Sh. Satpal Ji Maharaj - M.P. Rajya Sabha
 Mr. Ashok Arora - NIIT, New Delhi
 Mr. Dilip Lalwani - Vimal Group, New Delhi
 Mr. Pradeep Agarwal - Shikhar Group, New Delhi
 Mr.Ashok Sharma - Lotus Group, New Delhi
 Mr. Ajay Mishra – Gwalior
 Mr. Gurcharan Singh - Calcutta in Style, Lucknow
 Mr. Vinod Jindal - Elegant overseas group, New Delhi
 Mr. Rahul Agarwal - Roopam Steels, Jalna



AWARDS & RECOGNITION



CORPORATE INFORMATION

Board of Directors

Mr. Manjit Singh
Chairman & Managing
Director

Mr. Vijay Arora
Whole-Time Director

Mrs. Jaswinder Kaur
Executive Director

Mrs. Priyanka Arora
Executive Director

Mrs. Paruldeep Kaur
Independent Director

Mr. Michael Anthony Cruz
Independent Director

Mr. Vijay Kumar Pugalia
Independent Director

Mr. Manjeet Singh Saini
Independent Director

Audit Committee

Mrs. Paruldeep Kaur
Chairperson

Mr. Manjit Singh
Member

Mr. Michael Anthony Cruz
Member

Mr. Manjeet Singh Saini
Member

Mr. Vijay Kumar Pugalia
Member

Nomination & Remuneration Committee

Mr. Michael Anthony Cruz
Chairperson

Mr. Manjeet Singh Saini
Member

Mrs. Paruldeep Kaur
Member

Stakeholder Relationship Committee

Mrs. Paruldeep Kaur
Chairperson

Mr. Manjit Singh
Member

Mr. Vijay Arora
Member

Compliance Officer

Ms. Ashima Arora
Plot No. 645, Near E.P.T.
Block, Sarojini Nagar, New
Delhi - 110023
Tel No: 9810108253
Email: cs@touchwood.in

Corporate Identity Number (CIN)

L92199DL1997PLC088865

Bankers

HDFC Bank Limited
Indian Overseas Bank

Registered Office

Plot No. 645 Near E.P.T
Block, Sarojini Nagar,
New Delhi - 110023
Email: cs@touchwood.in

Corporate Office

Thapar Farm-1, opp.
Shanti Kunj Main, Sector
D-3 Church Mall Road
Vasant Kunj, New Delhi-
110070
Email: cs@touchwood.in

Registrar & Share Transfer Agent

M/s Skyline Financial
Services Private Limited
D-153, A, 1st Floor, Okhla
Industrial Area, Phase-1,
New Delhi- 110020
Email-info@skylinerta.com
Website-www.skylinerta.com

DIRECTORS' REPORT

Dear Shareholders,

The Directors of your Company take pleasure in presenting the 23rd Annual Report of your company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2020. Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective.

OPERATIONS- FINANCIALS

The Company's performance during the financial year ended March 31, 2020 as compared to the previous financial year is summarized as below:

	(Amount)	
	Current Year ended 31/03/2020	Previous Year Ended 31/03/2019
Revenue from Operations	20,80,88,890.55	32,27,76,272.86
Other Income	42,59,720.98	47,62,529.21
Less: Employee Benefit Expenses	4,03,80,322.00	2,90,43,731.00
Less: Finance Cost	6,39,980.68	7,32,038.51
Less: Depreciation & Amortization	61,20,134.00	62,90,265.00
Less: Other Expenses	13,94,15,194.14	24,88,38,739.54
Profit Before Tax & Exceptional Items	2,57,92,980.71	4,26,34,028.02
Exceptional Items	-	-
Profit Before Tax	2,57,92,980.71	4,26,34,028.02
Current Tax	73,15,570.00	1,32,93,903.00
Past Period	15,02,089.70	4,23,941.00
Deferred Tax	(6,68,209.39)	(6,38,717.31)
Profit After Tax	1,76,43,530.40	2,95,54,901.33
Other Comprehensive Income	(13,40,752.32)	10,76,341.74
Total Comprehensive Income	1,63,02,778.08	3,06,31,243.07
Add: Balance brought forward from previous years	4,85,15,759.67	1,78,84,516.59
Amount available for appropriation	6,48,18,537.75	4,85,15,759.66
Appropriations:		
Less: Dividend paid on Equity Shares including DDT	1,22,77,388.00	-
Less: Bonus Equity Shares issued during the year	3,15,55,240.00	-
Balance carried to Balance Sheet	2,09,85,909.75	4,85,15,759.66

STATE OF COMPANY'S AFFAIRS

During the year under review, Company's performance and growth are as follows:

Revenue (Net) down by 36% to Rs. 2080 Lakhs in FY20 against Rs. 3227 Lakhs in FY19.
 EBITDA including other income fell by 38% to Rs.312 Lakhs FY20 Vs Rs.507 Lakhs in FY19.
 EBIDTA margin decreased by 72 basis points to 15.00% in FY20 Vs 15.72% in FY19.
 PBT fell by 49% to Rs.224 Lakhs in FY20 Vs Rs.437 Lakhs in FY19.
 PAT fell by 47% to Rs.163 Lakhs in FY20 Vs Rs.306 Lakhs in FY19.
 Pat Margin Decrease by 100 Basis point to 8% in FY20 V 9% in FY19
 EPS fell by 47% to Rs. 1.60 in FY20 against Rs.3.01 in FY19.
 ROCE declined by 16% to 19% in FY20 Vs 34% in FY19.
 ROE declined by 13% to 13% in FY20 Vs 26% in FY19.

The Company is engaged in Event Management activities in India and abroad. The management of the company is making its sincere efforts to increase the volume of business in their best efficient manner.

DIVIDEND

The Board in its meeting held on 2nd November, 2019, declared an interim dividend of Rs. 0.20 per equity share of the Company as per particulars below:

S. No.	Date of Declaration	Rate of Dividend	Amount (Excluding Dividend distribution tax)
1.	2 nd November, 2019	2%	20,36,249.00

CHANGE IN THE NATURE OF BUSINESS, if any

There is no material change in the nature of business during the year.

RESERVES

The Company has a closing balance of Rs. 2,09,85,909.75 /- (Rupees Two Crores Nine Lakhs Eighty Five Thousand Nine Hundred and Nine Decimal Seventy Five) as Reserves and Surplus as on 31.03.2019.

The closing balance of Reserve and Surplus is bifurcated as follows:

S. No.	Particulars	Amount
1.	Balance at the beginning of Year	7,80,47,990.07
2.	Current year's profit	1,76,43,530.40
3.	Other Comprehensive Income	(13,40,752.32)
4.	Amount utilized during the year for bonus issue	(6,10,87,470.40)
5.	Dividend including DDT	(1,22,77,388.00)
	Total	2,09,85,909.75

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT.

There have been no other material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since March 31, 2020 and to the date of this report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

DEPOSITS

The Company has neither accepted nor renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.

SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 20,00,00,000 divided into 2,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each. The Paid up Capital of the Company is Rs. 10,18,12,450 divided into 1,01,81,245 Equity Shares of Rs. 10/- each.

The Board in its meeting held on 11th July, 2019 recommended the issue of Bonus Shares in the proportion of 1.5:1 i.e. (one and half) Bonus Share of Rs. 10/- each held as on Record Date i.e. August 24, 2019, for every 1(one) fully paid Equity shares held as on Record Date, by the Shareholder. The resolution was passed by the members through postal ballot on 10th August, 2019 and Bonus Equity Shares were allotted in the Board Meeting held on 27th August, 2019 as per particulars below:

S. No.	Particulars	No. of Shares	Face Value	Total
1.	Paid-up Share Capital prior Bonus Issue	40,72,498	Rs. 10/- per share	Rs. 4,07,24,980
2.	Bonus Issue	61,08,747	Rs. 10/- per share	Rs. 6,10,87,470
3.	Paid-up Share Capital post Bonus Issue	1,01,81,245	Rs. 10/- per share	Rs. 10,18,12,450

DETAILS OF SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANIES

As on 31st March, 2020, the Company does not have any subsidiary or joint venture or associate company.

LISTING OF SHARES:

The Company's shares got Listed on NSE emerge SME platform with ISIN INE486Y01013 & Symbol TOUCHWOOD on 21st December, 2017. After completing 2 years on SME platform, the Company successfully migrated from SME to Main board on 21st January, 2020.

RELATED PARTY TRANSACTION

Following the provisions of Section 188(1) of the Companies Act, 2013, all Related Party contracts / arrangements / transactions entered by the Company during the financial year had been in the ordinary course of business and on arm's length basis, with Audit Committee having a domain role: the Board of Directors brought into picture, wherever necessary and/or obligatory. Therefore the provision of Section 188 of the Companies Act, 2013 were not attracted. There are no materially significant Related Party

Transaction during the year under review made by the Company with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required. Pertinent, in this context, is to say that, during the year, the Company has not entered into any contract / arrangement / transaction with related parties, which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

During the year, the Company has amended the Policy on materiality of related party transactions and dealing with related party transactions in line with the requirements of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. The key changes include, inter-alia, threshold limits for determining materiality. The amended policy is available on our website at www.touchwood.in. Related party transactions were disclosed to the Board on regular basis. Details of related party transactions may be referred to in Note 29 of the Financial Statements.

INITIATIVES DURING THE YEAR

Gourmet Entertainment Show

The Company had announced the 2nd edition of The Gourmet Entertainment Show- India's ONLY experiential showcase of all things F&B, Design & Entertainment at Weddings and Events, held on August, 1st and 2nd, 2019 at A-Dot, Gurgaon. The Gourmet Entertainment Show is a joint initiative by EVENTFAQS and Touchwood Group, in association with EEMA, and Host Venue: A-Dot, Gurgaon.

Food in India has always been the highest form of entertainment. It is considered as the most important element of Weddings, Social, and Special Events. The Gourmet Entertainment Show is a platform created to take forward the culinary journey of celebrations in India on to a world stage.

The two-day event was designed to enable planners of the most extraordinary events to push the envelope by engaging with and learning from the best in the business of Gourmet Entertainment. Featured showcases from over 50+ of India's Top Catering Companies, Decor Specialists, Restaurants and Food Designers, discussions with the leading authorities from the business of F&B, experiential engagements, workshops and masterclasses.

Make Me Up

The Company had announced the first edition of "Make Me Up" Festival - India's biggest platform for Indian Beauty Professionals celebrating 'Everyone Beautiful', held on 21st & 22nd December 2019 at A-Dot, Gurgaon. Organised by Touchwood Entertainment Ltd. and Vibgyor Brand Services, the event saw luminaries from the skin, makeup and hair space took masterclasses, expert programmes, demonstrations and interactive sessions.

Some of the speakers included Dr. Blossom Kochar (Director, Aroma Magic), Samir Modi (Managing Director, Colorbar), Guneet Virdi (Celebrity make-up artiste), Shaan Mutthail (Bollywood make-up artiste, associated with Jaqueline Fernandes), Chandni Singh (celebrity make-up artiste), Gomit Chopra and many more.

The festival also included bespoke studio's where more than 30 leading makeup artistes showcased their craft. Students of JD Institute of Technology also held a fashion show which was focused on innovative technique in hair and make-up. Designers Rina Dhaka, Charu Parashar, Samant Chauhan also held ramp shows.

CORPORATE GOVERNANCE

Corporate governance is an ethically driven business process that is committed to values and aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with firm commitment to values, while meeting stakeholders' expectations. Further Corporate Governance is based on the principles of conducting the business with all integrity, fairness and being transparent with all the transactions, making the necessary disclosures and decisions, complying with the laws of the land, accountability and responsibility towards the stakeholders and commitment of conducting the business in an ethical manner. At Touchwood, it is ensured that Company's affairs are managed in a fair and transparent manner. This is vital to continue to gain and retain the trust of its stakeholders. A separate section on Corporate Governance standards followed by your Company and the relevant disclosures, as stipulated under the Listing Regulations, Companies Act, 2013 and Rules made thereunder, forms part of this Annual Report.

A Certificate from M/s Advitiya Vyas & Company, Practising Company Secretary, confirming the compliance by the Company to the conditions of Corporate Governance as stipulated under the Listing Regulations, is annexed to the Report on Corporate Governance, which forms part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors on the Board. The composition of the Board is as follows:

Managing Director	Mr. Manjit Singh
Executive Director	Mr. Vijay Arora
	Mrs. Jaswinder Kaur
	Mrs. Priyanka Arora
Non-Executive Independent Directors	Mrs. Paruldeep Kaur
	Mr. Michael Anthony Cruz
	Mr. Manjeet Singh
	Mr. Vijay Kumar Pugalia
Key Managerial Personnel	Mr. Dinesh Singla, Chief Financial Officer
	Ms. Ashima Arora, Company Secretary & Compliance Officer appointed on 9 th January, 2020

All the Non - Executive Independent Directors are not disqualified to be appointed as such under the relevant provisions of the Companies Act, 2013 and the rules made thereunder and shall not be subject for determination by retirement of Directors by rotation.

Resignation of Ms. Sonia Madnani

During the year under review, Ms. Sonia Madnani , Membership No. 44110 resigned from the position of Company Secretary of the Company with effect from closing hours of 28th September, 2019 due to personal reasons.

Appointment & Resignation of Ms. Aditi

During the year under review, Ms. Aditi, Membership No. 44470 was appointed as Company Secretary of the Company with effect from opening hours of 29th September, 2019. But, she resigned from the position of Company Secretary of the Company with effect from closing hours of 2nd November, 2019 due to personal reasons.

DIRECTOR RETIRING BY ROTATION

Pursuant to Section 152 of the Companies Act, 2013 and in accordance with the Article of Association of the Company, Mr. Vijay Arora, Whole-time Director of the Company, shall retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. Information as required under Regulation 36(3) of the Listing Regulations is provided in the Notice of 23rd AGM.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet the criteria of independence as prescribed under Section 149 of the Companies Act 2013 and Regulation 25 of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

Therefore Board is duly composed as per the Companies Act 2013 provisions and SEBI (Listing Obligation and Disclosure Requirements), 2015. There is no change held in the composition of Board of Directors during the Financial Year 2019-20

MEETINGS OF THE BOARD

Regular meetings of the Board are held to discuss and decide on various business policies, strategies, financial matters and other businesses. The schedule of the Board/Committee meetings to be held in the forthcoming quarter is circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings.

During the year under review, nine Board Meetings were convened and the gap between the meetings was as per the period prescribed under the Companies Act, 2013.

S. No.	Date of Board Meeting	Board Strength	No. of Directors Present
1.	25 th May, 2019	8	8
2.	1 st July, 2019	8	8
3.	11 th July, 2019	8	8
4.	27 th August, 2019	8	8
5.	28 th September, 2019	8	8
6.	2 nd November, 2019	8	7
7.	9 th January, 2020	8	8
8.	2 nd March, 2020	8	8
9.	23 rd March, 2020	8	8

Additionally, several Committee meetings were held during the year including Audit Committee. The detailed information on the meetings of the Committees is included in the Report on Corporate Governance, which forms part of this Annual Report.

SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

In terms of requirement of schedule IV of the Companies Act, 2013, the independent directors of the company met separately on the 17th March, 2020 to inter alia review the performance of non-independent directors (including the chairman), the entire board the quality, quantity and timelines of the flow of information between the management and board.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As on the 31st March, 2020, the Board consists of eight members, one of whom is Whole-Time Director, one Managing Director, two are Executive Directors and four are Independent Directors including one woman Director. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided under Section 178 (3) of the Companies Act, 2013 is adopted by the Board. The remuneration paid to the Directors is as per the provisions of Companies Act, 2013 and the rules made thereunder. Policy for Selection of Directors, determining Director's Independence and Appointment and Remuneration Policies are annexed as Annexure – I

DIRECTORS' REMUNERATION POLICY AND CRITERIA FOR MATTERS UNDER SECTION 178

As stipulated under Section 178 of the Act and based on the recommendation of the Nomination and Remuneration Committee, the Board has approved a Nomination and Remuneration Policy of the Company. The Policy documents the mechanism for appointment, cessation, evaluation and remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company. Information on the Policy and details of the criteria for determining qualifications, positive attributes and other matters in terms of Section 178 of the Act are provided in the Corporate Governance Report.

INFORMATION ON BOARD MEETING PROCEDURE AND ATTENDANCE DURING THE FINANCIAL YEAR 2019-20

The Board meetings of the Company are conducted as per the provisions of the Act, Listing Regulations and applicable Secretarial Standards. Information as mentioned in the Act and Schedule II to the Listing Regulations and all other material information, as may be decided by the management, is placed for consideration of the Board. Details on the matters to be discussed along with relevant supporting documents, data and other information is also furnished in the form of detailed agenda to the Board and the Committees concerned, to enable directors take critical decisions and accordingly advise the management.

Details regarding information furnished to the Board members, number of Committee and Board meetings held during the year along with attendance record of each director has been disclosed in the Corporate Governance Report of the Company.

PERFORMANCE EVALUATION OF THE BOARD

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. On the basis of the laid out Policy, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors including Chairman.

The Company is committed to benchmark itself with best practices and standards in all areas including Corporate Governance. To this end, the Board has the analytical and functional support of Committee of Directors, Audit Committee & Nomination & Remuneration Committee. The system brings insight & effectiveness in to the designated areas of Corporate Governance.

COMMITTEES OF THE BOARD

Currently, the Board has Three Committees which have been established in compliance with the requirements of the business and relevant provisions of the applicable laws and statutes. These are:

1. Audit Committee,
2. Nomination and Remuneration Committee and
3. Stakeholders Relationship Committee,

The details with respect to the composition, terms of reference, number of meetings held etc. of these Committees are given in the Report on Corporate Governance which forms part of this Annual Report.

INSIDER TRADING POLICY FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a "Insider Trading Policy". The Insider Trading Policy is drawn up on the principle that the Company's directors and employees owe a fiduciary duty, amongst others, to the shareholders of the Company to place the interest of shareholders above their own and conduct their personal securities transactions in a manner that does not give rise to any conflict of interest. These codes lay down the mechanism for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI") to the investor community by the Company to enable them take informed investment decisions with regard to its securities.

The Insider Trading Policy prescribes the procedure for trading in securities of the Company and the disclosures to be made by persons covered under the Insider Trading Policy with respect to their shareholding in the Company, both direct and indirect.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosures required to be made under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption are not applicable to the Company as the Company is engaged in the service sector of Entertainment Business and is not involved in any manufacturing activity. Foreign exchange earnings of the Company are Rs. 11,03,643/- and outgo are Rs. 1,31,102/-

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of Companies Act, 2013, your Directors state that:

1. In the preparation of annual accounts for the year ended the 31st March, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on the 31st March, 2020 and of the Profit of the Company for the year ended on that date;
3. The Directors have taken proper and 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, and

4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors have laid down Internal Financial Controls to be followed by the Company have been laid down and that such internal financial controls are adequate and operating effectively; and
6. The Directors have devised proper systems to ensure compliance with the provisions of all the applicable laws and that such Systems are adequate and operating effectively.

POLICIES OF THE COMPANY

The Company is committed to high ethical standards in its business transactions guided by its value systems. The Listing Regulations mandate formulation of certain policies for listed companies. Accordingly, the Board of Directors has from time to time framed and approved policies as required by the Listing Regulations as well as under the Act. These policies are reviewed by the Board at periodic intervals.

Some of the key policies that have been adopted till date are as follows:

S. No.	Name of Policy
1.	Code of Conduct Policy
2.	Policy for determining Materiality of Events
3.	Policy on dealing with Related Party Transaction
4.	Remuneration Policy
5.	Vigil Mechanism & Whistle Blower Policy
6.	Familiarization Policy for Independent Directors
7.	Stakeholders Relationship Committee Policy
8.	Terms and Conditions of Appointment of Independent Directors
9.	Policy of Audit Committee
10.	Policy for Preservation of Documents
11.	Criteria for payment to Non-Executive Directors
12.	Code of Conduct and Fair Disclosure for Prohibition of Insider Trading

The Policies are available on the Company's website on the link www.touchwood.in/investor.php

BUSINESS RISK MANAGEMENT

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 the Company may constitute a Business Risk Management Committee which shall be entrusted with the responsibility to assist the Board in:

Formulating and implementing Risk Management Policy;

Overseeing and approving the Company's enterprise wide risk management framework; and

Overseeing that all the risks that the Company faces such as strategic, financial, credit, market, liquidity, property, IT, legal, regulatory, reputational, employee and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

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

FAMILIARISATION PROGRAMMES

With a view to familiarising the Independent Directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company in its Board Meeting held on 9th January, 2020 adopted Familiarisation Policy for Independent Directors. The details of such familiarisation programmes are placed on website touchwood.in/pdf/2020/01/FAMILIARIASATION-POLICY-FOR-INDEPENDENT-DIRECTORS.pdf

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower Policy is in place. There has been no case to report for the FY 2019-2020, no individual was denied access to the Audit Committee for reporting concerns, if any.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

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

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

AUDITORS

M/s VSD & Associates, Chartered Accountants (FRN No.:008726N), hold office up to the conclusion of the 25th AGM.

M/s VSD & Associates were appointed as Statutory Auditors of the Company from the conclusion of 21st AGM i.e. from 4th August, 2018. In terms of the proviso to Section 139(1) of the Act, the said appointment was subject to ratification by Members at every AGM held during the tenure of their appointment. The proviso to Section 139(1) of the Act has been omitted by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018; accordingly, the requirement of ratifying appointment of statutory auditors at every annual general meeting, during their tenure of appointment, has been dispensed with.

The Auditors' Reports, including the one on Internal Financial Controls, does not carry any observation or infirmity in the Company's affairs.

SECRETARIAL AUDITORS

As required u/s 204 of the Companies Act 2013 and rules hereunder, M/s Advitiya Vyas & Company Practicing Company Secretary shall be reappointed as the Secretarial Auditors of the company to conduct Secretarial Audits for the year ended 31st March 2021.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the financial year ended 31st March 2020 is set out in Annexure-II to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

INTERNAL AUDITORS

The board on the recommendation of audit committee approved the appointment of M/s AAVN & Associates, Chartered Accountants, (FRN No. 013224C), Internal Auditors, for conducting the internal audit of the company for the financial year 2020-2021.

INTERNAL CONTROL SYSTEMS AND ADEQUACY THEREOF

The Company's internal control systems as laid down to commensurate with the nature of its business, the size and the complexity of its operations. These are tested and certified by Statutory as well as Internal Auditors and cover all factories and key areas of business. Significant audit observations and follow up action thereon are reported to the Audit Committee. The Audit Committee, as aforesaid, reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

EXTRACT OF ANNUAL RETURN

In terms of Sections 92(3) and 134(3) (a) of the Act and Rules made there under, extract of the Annual Return in Form No. MGT-9 is annexed as Annexure- III to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

A Statement containing Particulars of Employees as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed in Annexure- IV.

Further pursuant to the provision to Section 136(1) of the Companies Act 2013 read with the Rule 5(2) of the companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, will be sent to the members of the Company on request.

CORPORATE SOCIAL RESPONSIBILITY:

Provisions of Corporate Social Responsibility pursuant to the provisions of the Section 135 of the Companies Act, 2013 is not applicable on our Company.

INVESTOR EDUCATION & PROTECTION FUND

During the year under review there is no amount which is required to be transferred to the investors education & protection fund as per the provisions of section 125 (2) of the Companies Act, 2013.

BUSINESS RESPONSIBILITY REPORT

The business responsibility report as stipulated under regulation 34(2)(f) of SEBI (LODR) regulation is presented in a separate section forming part of the annual report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material order passed by the regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Directors state that applicable Secretarial Standards have been followed during the financial year 2019-20.

FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under sub-section (12) of Section 143 of the Companies Act, 2013.

CAUTIONARY STATEMENT

Statements in the Annual Report, including those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to express their deep and sincere gratitude to the Clients, Customers and Shareholders of the Company for their trust and patronage, as well as to the Bankers, Securities and Exchange Board of India, National Stock Exchange, Government of India and other Regulatory Authorities for their continued co-operation, support and guidance.

For and on behalf of the Board of Directors
Touchwood Entertainment Limited

Sd/-
Vijay Arora
Whole-Time Director
DIN: 00996193

Sd/-
Manjit Singh
Chairman & Managing Director
DIN: 00996149

Place: New Delhi

Date: 9th September, 2020

Annexure-I to Director Report, 2020

POLICY FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AND REMOVAL AS DIRECTOR AND SENIOR MANAGERIAL PERSONNEL (CRITERIA FOR DETERMINING QUALIFICATIONS)

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the committee shall recommend his/her appointment to the Board accordingly.
5. The Committee must always ensure that the appointment of the Directors and the Senior Management Personnel is as per all the applicable laws, rules and regulations.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of Companies Act, 2013 and the rules made there under or for any other reasons as may be justified by the Committee.

TERM OF APPOINTMENT

The term of appointment of Managing Director/Whole Time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made there under, subject to amendments as may be notified from time to time.

INDEPENDENCE OF A DIRECTOR

With respect to the Independent Directors of the Company the committee shall additionally ensure their Independence as per the applicable provisions of Companies Act, 2013 and the Rules made there under and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. SEBI (LODR) Regulations, 2015 and as per the amendments as may be notified from time to time.

RETIREMENT

The Directors of the Company shall be subject to retirement as per the applicable provisions of Companies Act, 2013 and the Rules made there-under as amended from time to time.

The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age as per the applicable provisions for the benefit of the Company subject to fulfillment of the requirements as mentioned in Companies Act, 2013, the rules made there-under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES, INDEPENDENT DIRECTORS AND INDIVIDUAL DIRECTORS – (Positive Attributes)

1. Evaluation of performance of Board and Individual Directors shall be based on:
 - a. Achievement of financial/business targets as fixed by the Board;
 - b. Proper development, management and execution of business plans;
 - c. Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
 - d. Establishment of an effective organization structure;
 - e. Participation in the Board/Committee Meetings;
 - f. Integrity and maintenance of confidentiality;
 - g. Any other criteria that may be considered necessary for the evaluation of the performance of the Board may be considered by the Committee.
2. Evaluation of performance of Committee shall be based on:
 - a. Discharge of its functions and duties as per its terms of reference;
 - b. Effectiveness of the suggestions and recommendations received;
 - c. Conduct of its meeting and procedures followed in this regard.
3. Evaluation of Independent directors shall be based on:
 - a. Performance of the directors and
 - b. Fulfillment of the independence criteria as specified under Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and their independence from the management.

Provided that in the above evaluations, the directors who are subject to evaluation shall not participate.

4. Review of the Implementation of this policy:
The Committee shall review the implementation and compliance of this policy at least once a year.

POLICY FOR REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSONNEL SENIOR MANAGEMENT AND OTHER EMPLOYEES:-

1. The remuneration of the Directors, Key Managerial Personnel, Senior Management and Other employees must be in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per other applicable provisions as amended from time to time.
2. The committee must ensure that:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and key managerial personnel of the quality required to run the company successfully.
 - b. The committee must also ensure that the remuneration of all directors, key managerial personnel, senior management and other employees is at par with their performance, qualifications, experience and capabilities. The remuneration must be fair enough to motivate and retain the competent employees of the Company.
 - c. Remuneration to 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.

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.
2. Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.
3. Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
4. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
5. Overall remuneration practices should be consistent with recognized best practices.
6. The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
7. The NRC will recommend to the Board, the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factor including attendance and time spent in

the Board and committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.

8. In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.



Annexure-II to Director Report, 2020**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED on 31st MARCH, 2020**

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

To,
The Members,
Touchwood Entertainment Limited

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

Based on my verification of the **Touchwood Entertainment 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.

I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31st, 2020, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - 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, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India,
- ii. The Listing Agreements entered into by the Company with National Stock Exchange (NSE), if applicable;

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period the Company has

- i. Migrated on 21-01-2020 from NSE-Emerged to the Main Board.

For ADVITIYA VYAS & COMPANY
Practicing Company Secretaries

Sd/-

CS ADVITIYA VYAS

ACS: 44150

CP No. 16257

Date: 09/09/2020

Place: Delhi



Annexure-III to Director Report, 2020

Form-MGT-9

Extracts of Annual Return as on financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L92199DL1997PLC088865
2.	Registration Date	01.08.1997
3.	Name of the Company	TOUCHWOOD ENTERTAINMENT LIMITED
4.	Category/Sub-Category of the Company	Company limited by shares
5.	Address of the Registered office and contact details	Plot No. 645 Near E.P.T Block, Sarojini Nagar, New Delhi, South West Delhi -110023 Phone No.: +91 9810108253
6.	Whether Listed Company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110 020 +91-011-40450193-97 E-mail: admin@skylinerta.com

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:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	EVENT MANAGEMENT	R1	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

S. No.	Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoter									
1.	Indian									
a)	Individual/ HUF	2844063	0	2844063	69.84	7110157	0	7110157	69.84	0
b)	Central Govt	0	0	0	0	0	0	0	0	0
c)	State Govt(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corp	0	0	0	0	0	0	0	0	0
e)	Banks / FI	0	0	0	0	0	0	0	0	0
f)	Any Other	0	0	0	0	0	0	0	0	0
	Subtotal(A)(1):-	2844063	0	2844063	69.84	7110157	0	7110157	69.84	0
2.	Foreign									
a)	NRIs-Individuals	0	0	0	0	0	0	0	0	0
b)	Other-Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
d)	Banks / FI	0	0	0	0	0	0	0	0	0
e)	Any Other	0	0	0	0	0	0	0	0	0
	Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoters (A)	2844063	0	2844063	69.84	7110157	0	7110157	69.84	0
B	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0
b)	Banks / FI	0	0	0	0	0	0	0	0	0
c)	Central Govt	0	0	0	0	0	0	0	0	0
d)	State Govt(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)	Insurance Companies	0	0	0	0	0	0	0	0	0
g)	FIIIs	0	0	0	0	0	0	0	0	0
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i)	Any Other Foreign									
j)	Any Other	0	0	0	0	0	0	0	0	0
	Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2.	Non Institutions									
a)	Bodies Corp.									
i.	Indian	171000	0	171000	4.20	589332	0	589332	5.79	1.59
ii.	Overseas	0	0	0	0	0	0	0	0	0
b)	Individuals									
i.	Individual shareholders holding nominal share capital upto Rs. 1 lakh	275850	0	275850	6.77	280186	0	280186	2.75	-4.02
ii.	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	717685	30900	748585	18.38	1979580	0	1979580	19.44	1.06
c)	Others									
i.	HUF	21000	0	21000	0.52	49724	0	49724	0.49	-0.03
ii.	Non Resident of India	12000	0	12000	0.29	165450	0	165450	1.63	1.34
iii.	Foreign National	0	0	0	0	0	0	0	0	0
iv.	Clearing Members	0	0	0	0	6816	0	6816	0.07	0.07
v.	Trust	0	0	0	0	0	0	0	0	0
vi.	Foreign Bodies -DR	0	0	0	0	0	0	0	0	0
vii.	NBFC Registered with RBI	0	0	0	0	0	0	0	0	0
	Sub-total(B)(2)	1197535	30900	1228435	30.16	2993837	77251	3071088	30.16	0
	Total Public Shareholding(B)=(B)(1)+ (B)(2)	1197535	30900	1228435	30.16	2993837	77251	3071088	30.16	0
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
D	IEPF	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	4041598	30900	4072498	100	10103994	77251	10181245	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the year (31.03.2020)			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares Held	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Manjit Singh	1342920	32.98	0	3357300	32.98	0	0
2.	Vijay Arora	1265388	31.07	0	3163470	31.07	0	0
3.	Priyanka Arora	100714	2.47	0	251785	2.47	0	0
4.	Jaswinder Kaur	112971	2.77	0	282427	2.77	0	0
5.	Bant Singh	16970	0.42	0	42425	0.42	0	0
6.	Kanika	5100	0.13	0	12750	0.13	0	0
	Total	2844063	69.84	0	2844063	69.84	0	0

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

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year (01.04.2019)		Transactions during the year		Cumulative Shareholding at the end of the year (31.03.2020)	
		No. of Shares Held	% of Total Shares of the Company	Date Of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of the Company
1.	Manjit Singh	1342920	32.98			1342920	32.98
	Bonus Issue			27.08.2019	2014380	3357300	32.98
	AT THE END OF THE YEAR					3357300	32.98
2.	Vijay Arora	1265388	31.07			1265388	31.07
	Bonus Issue			27.08.2019	1898082	3163470	31.07
	AT THE END OF THE YEAR					3163470	31.07
3.	Priyanka Arora	100714	2.47			100714	2.47
	Bonus Issue			27.08.2019	151071	251785	2.47
	AT THE END OF THE YEAR					251785	2.47
4.	Jaswinder Kaur	112971	2.77			112971	2.77
	Bonus Issue			27.08.2019	169457	282428	2.77
	Sale			27.08.2019	1	282427	2.77
	AT THE END OF THE YEAR					282427	2.77
5.	Bant Singh	16970	0.42			16970	0.42
	Bonus Issue			27.08.2019	25455	42425	0.42
	AT THE END OF THE YEAR					42425	0.42
6.	Kanika	5100	0.13			5100	0.13
	Bonus Issue			27.08.2019	7650	12750	0.13
	AT THE END OF THE YEAR					12750	0.13

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March, 2020:

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year (01.04.2019)		Transactions during the year		Cumulative Shareholding at the end of the year (31.03.2020)	
		No. of Shares Held	% of Total Shares of the Company	Date Of Transaction (mmddyyyy)	No. of Shares	No. of Shares Held	% of Total Shares of the Company
1.	Haryana Refractories Private Limited	108000	1.06			108000	1.06
	Sale			6/7/2019	3000	105000	1.03
	Purchase			7/26/2019	21000	126000	1.24
	Purchase			8/2/2019	16500	142500	1.40
	Purchase			8/9/2019	33000	175500	1.72
	Bonus Issue			8/27/2019	263250	438750	4.31
	Purchase			10/25/2019	3750	442500	4.35
	Purchase			11/1/2019	11250	453750	4.46
	Purchase			11/8/2019	3719	457469	4.49
	Purchase			11/15/2019	7531	465000	4.57
	AT THE END OF THE YEAR					465000	4.57
2.	Corporate Capital Ventures Private Limited	27000	0.27			27000	0.27
	Bonus Issue			8/27/2019	40500	67500	0.66
	Sale			9/6/2019	44250	23250	0.23
	Purchase			9/13/2019	33000	56250	0.55
	Sale			9/27/2019	3750	52500	0.52
	Purchase			11/22/2019	3750	56250	0.55
	Sale			12/13/2019	56250	0	0.00
	AT THE END OF THE YEAR					0	0.00
3.	Mohammad Zafar	42000	0.41			42000	0.41
	Bonus Issue			8/27/2019	63000	105000	1.03
	Sale			11/15/2019	3750	101250	0.99
	Sale			12/27/2019	3750	97500	0.96
	Sale			1/24/2020	5500	92000	0.90
	Sale			1/31/2020	115	91885	0.90
	Purchase			2/14/2020	72	91957	0.90
	Purchase			3/6/2020	500	92457	0.91
	Purchase			3/20/2020	543	93000	0.91
	AT THE END OF THE YEAR					93000	0.91
4.	Dhanraj Gandhi	27000	0.27			27000	0.27
	Bonus Issue			8/27/2019	40500	67500	0.66
	AT THE END OF THE YEAR					67500	0.66
5.	Rajiv Jain	43800	0.43			43800	0.43
	Bonus Issue			8/27/2019	65700	109500	1.08
	AT THE END OF THE YEAR					109500	1.08
6.	Capital Finance And Investments LLP	15000	0.15			15000	0.15
	Bonus Issue			8/27/2019	22500	37500	0.37
	Sale			11/15/2019	3750	33750	0.33
	Purchase			12/13/2019	22019	55769	0.55
	Purchase			12/20/2019	34466	90235	0.89
	Purchase			12/27/2019	3515	93750	0.92
	Sale			12/31/2019	3750	90000	0.88
	Purchase			1/17/2020	7500	97500	0.96
	Sale			1/24/2020	11	97489	0.96
	Sale			1/31/2020	1200	96289	0.95
	Sale			2/14/2020	2000	94289	0.93
	AT THE END OF THE YEAR					94289	0.93
7.	Anand Singh Rathore	54685	0.54			54685	0.54
	Bonus Issue			8/27/2019	82028	136713	1.34
	Sale			8/27/2019	1	136712	1.34
	AT THE END OF THE YEAR					136711	1.34
8.	Manoj Agarwal	87000	0.85			87000	0.85
	Purchase			5/3/2019	3000	90000	0.88
	Sale			7/26/2019	4500	87000	0.85
	Sale			8/2/2019	3000	84000	0.83
	Bonus Issue			8/27/2019	126000	210000	2.06
	Purchase			9/13/2019	122250	206250	2.03
	Purchase			9/30/2019	7500	213750	2.10

	Sale			10/25/2019	3750	210000	2.06
	Purchase			11/1/2019	3750	213750	2.10
	Sale			11/8/2019	11250	202500	1.99
	Purchase			2/14/2020	15	202515	1.99
	Purchase			3/20/2020	549	203064	1.99
	AT THE END OF THE YEAR					203064	1.99
9.	Sunil Kumar	141000	1.38			141000	1.38
	Sale			5/31/2019	3000	138000	1.36
	Purchase			6/7/2019	2855	140855	1.38
	Purchase			6/14/2019	145	141000	1.38
	Sale			8/2/2019	1500	139500	1.37
	Bonus Issue			8/27/2019	209250	348750	3.43
	AT THE END OF THE YEAR					348750	3.43
10.	Sanjay Jaiswal	33000	0.32			33000	0.32
	Purchase			5/31/2019	3000	36000	0.35
	Purchase			7/5/2019	3000	39000	0.38
	Sale			7/19/2019	-1500	37500	0.37
	Bonus Issue			8/27/2019	56250	93750	0.92
	Sale			2/21/2020	-500	93250	0.92
	Sale			2/28/2020	-1500	91750	0.90
	Sale			3/6/2020	-1000	90750	0.89
	Purchase			3/20/2020	1000	91750	0.90
	AT THE END OF THE YEAR					91750	0.90

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Particulars For Each of the Directors & KMP	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding at the end of the year (31.03.2020)	
		No. of Shares Held	% of Total Shares of the Company	No. of Shares Held	% of Total Shares of the Company
1.	Manjit Singh	1342920	32.98	1342920	32.98
	Bonus Issue			3357300	32.98
	AT THE END OF THE YEAR			3357300	32.98
2.	Vijay Arora	1265388	31.07	1265388	31.07
	Bonus Issue			3163470	31.07
	AT THE END OF THE YEAR			3163470	31.07
3.	Priyanka Arora	100714	2.47	100714	2.47
	Bonus Issue			251785	2.47
	AT THE END OF THE YEAR			251785	2.47
4.	Jaswinder Kaur	112971	2.77	112971	2.77
	Bonus Issue			282428	2.77
	Sale			282427	2.77
	AT THE END OF THE YEAR			282427	2.77
5.	Manjeet Singh Saini	0	0.00	0	0.00
	AT THE END OF THE YEAR			0	0.00
6.	Michael Anthony Cruz	0	0.00	0	0.00
	AT THE END OF THE YEAR			0	0.00
7.	Vijay Kumar Pugalia	0	0.00	0	0.00
	AT THE END OF THE YEAR			0	0.00
8.	Paruldeep Kaur	0	0.00	0	0.00
	AT THE END OF THE YEAR			0	0.00
9.	Dinesh Singla	11400	0.27	11400	0.27
	Bonus Issue			28500	0.27
	AT THE END OF THE YEAR			28500	0.27

vi. INDEBTEDNESS:

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits
Indebtedness at the beginning of the financial year			
i) Principal Amount	7316382.70	0	0
ii) Interest due but not paid	-		
iii) Interest accrued but not	-		
Total(i+ii+iii)	7316382.70	0	0
Changes in Indebtedness during the financial year			
- Addition	-		
- Reduction	3327813.53	0	0
Net Change	(3327813.53)	0	0
Indebtedness at the end of the financial year			
i) Principal Amount	3988569.17	0	0
ii) Interest due but not paid	-		
iii) Interest accrued but not due	-		
Total (i+ii+iii)	3988569.17	0	0

vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Re remuneration to Managing Director, Whole-time Directors and/or Manager

S. No.	Particulars of Remuneration	Manjit Singh MD	Vijay Arora WTD	Total Amount
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s17(2)Income-taxAct,1961 (c)Profitsinlieuofsalaryundersection17(3) Income- taxAct,1961	48,00,000	48,00,000	96,00,000
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify.	0	0	0
5.	Others please specify- Reimbursement of expenses of Board & Committee Meetings	0	0	0
	Total(A)	48,00,000	48,00,000	96,00,000
	Ceiling as per the Act (being 10% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013)	Section II(A) of Schedule V of the Companies Act, 2013 according to effective Capital of the Company.		

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Manjeet Singh Saini	Vijay Kumar Pugalia	Michael Anthony Cruz	Paruldeep Kaur	167200
	• Fee for attending board committee meetings	44000	33000	44000	46200	
	• Commission					
	• Others, please specify					
	Total(1)	44000	33000	44000	46200	167200
2	<u>Non-Executive Directors</u> • Fee for attending board committee meetings Commission Others ,please specify	NA				
3	<u>Executive Directors</u> Salary	<u>Jaswinder Kaur</u> 3600000		<u>Priyanka Arora</u> 3600000		
	Total(2)	3600000		3600000		
	Total(B)=(1+2)					7200000
	Total(B)					7367200
	Total Managerial Remuneration (A + B2)					16800000
	Overall Ceiling as per the Act (being 11% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013).	Section II(A) of Schedule V of the Companies Act, 2013 according to effective Capital of the Company.				

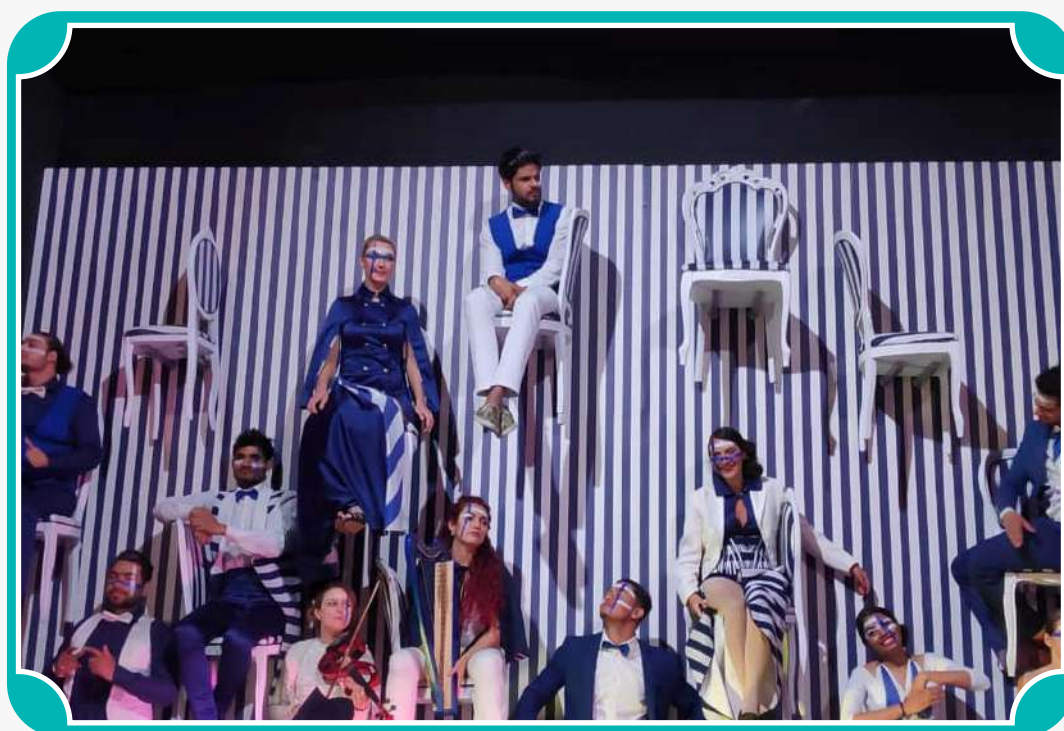
C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s17(2) Income-taxAct,1961 (c)Profits in lieu of salary under section17(3)Income-Tax Act,1961	-	*4,38,397	11,60,000	15,98,397
	Stock Option	0	0	0	0
	Sweat Equity	0	0	0	0
	Commission - as % of profit -others, specify...	0	0	0	0
	Others, please specify	0	0	0	0
	Total		4,38,397	11,60,000	15,98,397

*Gross Salary of Company Secretary consists of salary paid to Ms. Sonia Madnani, Ms. Aditi & Ms. Ashima Arora during the FY 2019-2020.

viii. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

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			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					



Annexure-IV to Director Report, 2020

Information pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of the Remuneration of each director to the median remuneration of the employees of the Company for the financial year 2019-20:

Sr. No.	Name of Director	Remuneration	Median Remuneration	Ratio
1.	Manjit Singh	4800000	537407	8.93
2.	Vijay Arora	4800000	537407	8.93
3.	Jaswinder Kaur	3600000	537407	6.70
4.	Priyanka Arora	3600000	537407	6.70

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer or Manager, if any, in the Financial Year 2019-20:

Sr. No.	Name	Designation	% Increase
1.	Manjit Singh	Chairman & Managing Director	142.42
2.	Vijay Arora	Whole-Time Director	263.64
3.	Jaswinder Kaur	Executive Director	263.64
4.	Priyanka Arora	Executive Director	445.45
5.	Dinesh Singla	Chief Financial Officer	25
6.	Ashima Arora	Company Secretary	8.11

- iii. The percentage increase in the median remuneration of employees in the Financial Year 2019-20

The percentage decrease in the median remuneration of employees in the Financial Year 2019-20 is 5.65%

- iv. The number of permanent employees on the rolls of Company in the Financial Year 2019-20.

The Company has 36 permanent employees on its roll.

- v. Average Remuneration increase already made in the salaries of Employees other than the managerial personnel remuneration and justification and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average Remuneration increase of non managerial personnel of the Company during the Financial Year was 8% and average remuneration increase in the managerial personnel was 278.79%.

The increase in compensation of employees is guided by factors such as, market trends, internal parity and is in line with the normal pay revision which is linked to individual performance and the Company's performance.

The Increase in managerial remuneration is based on their efficiency, efforts & inputs which is linked to individual director's performance and the Company's performance.

- vi. Affirmation that remuneration is as per the remuneration policy of the company.

It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To,
The Members of
TOUCHWOOD ENTERTAINMENT LIMITED
Plot No. 645 Near E.P.T Block,
Sarojini Nagar Delhi-110052

Sub.: Compliance Certificate under Regulation 17(8) read with Part B of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Manjit Singh, Managing Director, and Dinesh Singla, Chief Financial Officer of the Company, hereby certify to the Board of Directors that:

1. We have reviewed financial statements and the cash flow statement for the year ended as on 31st March, 2020 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. 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 we 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.
4. We have indicated to the auditors and the Audit Committee that:
 - (a) There are no significant changes in internal control over financial reporting during the year;
 - (b) There are no significant changes in accounting policies carried out during the year; and
 - (c) There were no instances of significant fraud of which we have become aware and there are no instances of involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Touchwood Entertainment Limited

Sd/-
Manjit Singh
Managing Director

Sd/-
Dinesh Singla
Chief Financial Officer

Place: New Delhi
Dated: 9th September, 2020

DECLARATION BY MANAGING DIRECTOR

To,
The Members of
TOUCHWOOD ENTERTAINMENT LIMITED
Plot No. 645 Near E.P.T Block,
Sarojini Nagar Delhi-110052

Sub: Declaration regarding compliance with the Company's Code of Conduct for Directors and Employees.

Ref.: Regulation 34(3) read with Part D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Manjit Singh, Managing Director of Touchwood Entertainment Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct for Directors and Employees of the Company.

For Touchwood Entertainment Limited

Sd/-
Manjit Singh
Managing Director



PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

**To,
The Members of
TOUCHWOOD ENTERTAINMENT LIMITED**

I, Advitiya Vyas, Practicing Company Secretary, have examined all relevant records of Touchwood Entertainment Limited (**the Company**) for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with National Stock Exchange for the financial year ended on March 31st, 2020. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that the Company has complied with all the conditions of Clause 49 of the Listing Agreement.

For ADVITIYA VYAS & COMPANY
Practicing Company Secretaries

Sd/-
CS ADVITIYA VYAS
ACS: 44150
CP No. 16257

Date: 09/09/2020
Place: Delhi



REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) vide its notification no. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015, notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). This report elucidates the systems and processes followed by Touchwood to ensure compliance of corporate governance requirements under the Listing Regulations and the Companies Act, 2013 (“Act”).

The Listing Regulations became applicable to the Company w.e.f. December 21, 2017, i.e. the date when the Equity Shares of face value of Rs.10/- of the Company got listed on National Stock Exchange (Capital Market segment) EMERGE SME Platform. Since, the Company was listed on Emerge SME platform of National Stock Exchange, by virtue of Regulation 15 of SEBI (Listing Obligation & Disclosure Requirements), Regulation, 2015, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V were not applicable to the Company. Therefore, this is the first year of publication of Corporate Governance Report since the Company has migrated to National Stock Exchange Main board on 21st January, 2020. The information stated herein pertains to the financial year 2019-2020.

I. PHILOSOPHY:

Your Company is committed to set the highest standards of Corporate Governance right from its inception benchmarked with the best in class practices across the globe. Effective Corporate Governance is the manifestation of professional beliefs and values, which configures the organizational values, credo and actions of its employees. Transparency and accountability are the fundamental principles to sound Corporate Governance, which ensures that the organization is managed and monitored in a responsible manner for ‘creating and sharing value’. It is the key element to carry on business operations based on the underlying principles of integrity, ethics, transparency and accountability. Systems and policies are required to be upgraded regularly, to meet the challenges of rapid growth in a dynamic business environment.

We believe that there is a need to view Corporate Governance as more than just regulatory requirements as there exists a fundamental link with the organization of business, corporate responsibility and shareholder’s wealth maximization. Therefore, your Company is articulating a multi stakeholder model (including shareholder value) of accountability that will manage the symbolic relationship between the various stakeholders. This approach will be central to the day-to-day functioning of your Company and in implementation of its business strategy.

We firmly believe that strong governance principles provide a nucleus for sustained value creation and build stronger bonds that safeguard interests of all stakeholders. Various core values have been instilled in our corporate culture which is directed towards continuously improving the Corporate Governance framework and work ethos of your Company. At Touchwood, the Board of Directors (the ‘Board’) are at the core of our Corporate Governance practices and oversees how the Management serves and protects the long-term interests of our stakeholders. Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company. The philosophy on corporate governance is well observed and forms part of the Company’s Code of Conduct for Directors and Employees.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, with regard to Corporate Governance.

II. BOARD OF DIRECTORS:

Composition:

The composition of Board of Directors of the Company is governed by the relevant provisions of the Companies Act, 2013 and rules made thereunder, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and all other applicable laws and in accordance with the best practices in Corporate Governance.

The Corporate Governance philosophy of your Company establishes that the Board’s independence is essential to bring objectivity and transparency in the Management and in the dealings of the Company.

As of the 31st March, 2020, the Board of Directors comprises of 8 (Eight) Directors, being an Executive Director and Managing Director & Chairman, 4 Independent Directors, 2 Executive Director, and 1 Whole-Time Director. The composition of Board of Directors represents optimal mix of professionalism, qualification, knowledge, skill sets, track record, integrity, expertise and diversity of experience as required in the event management business. The Board reviews its strength and combination from time to time to ensure that it remains aligned with the statutory as well as business requirements.

Further, as on the 31st March, 2020:

1. None of the Directors on the Board held Directorships in more than ten Public Companies;
2. None of the Directors on the Board, was a member of more than ten committees, across all public limited companies in which he/she is a Director; and
3. None of the Directors of the Company was a chairman of more than five committees across all public limited companies in which he/she is a director.

For the purpose of sub paragraphs (ii) and (iii) above, chairmanship/ membership of only the audit committee and/or the stakeholders’ relationship committee have been considered.

Mr. Manjit Singh, Chairman & Managing Director, Mr. Vijay Arora, Whole-Time Director, Mrs. Jaswinder Kaur, Executive Director and Mrs. Priyanka Arora, Executive Director of the Company are relatives in terms of the Act.

Composition of Board of Directors as on the 31st March, 2020:-

Name of Director	Designation	Category
Manjit Singh (DIN : 00996149)	Executive Director, Chairman & Managing Director	Promoter
Vijay Arora (DIN: 00996193)	Executive Director & Whole-Time Director	Promoter
Jaswinder Kaur (DIN : 07931247)	Executive Director	Promoter
Priyanka Arora (DIN: 07931265)	Executive Director	Promoter
Michael Anthony Cruz (DIN: 06542172)	Non-Executive Independent Director	Non-Promoter
Vijay Kumar Pugalia (DIN: 06648947)	Non-Executive Independent Director	Non-Promoter
Manjeet Singh Saini (DIN: 07047497)	Non-Executive Independent Director	Non-Promoter
Paruldeep Kaur (DIN: 07929605)	Non-Executive Independent Director	Non-Promoter

Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Not less than one-half of the Board of Directors of the Company comprises of Non-Executive Independent Directors.

As on March 31, 2020, the Company had 4 Independent Directors on Board. In relation to such Independent Directors, it is hereby confirmed that:

- All of the Independent Directors of the Company, hold office for a term of up to 5 consecutive years and are eligible for reappointment for another term of up to 5 consecutive years on passing of a special resolution by the Company.
- The Company has issued a formal letter of appointment to all Independent Directors in a manner provided under the Companies Act, 2013.
- The Nomination, Remuneration and Compensation Committee of the Board has laid down the evaluation criteria for performance evaluation of the Independent Directors.
- During the year, the Independent Directors of the Company held separate meeting, without the attendance of Non-Independent Directors of the Company or members of its Management on 17th March, 2020, wherein only the Independent Directors of the Company were present.
- None of the Independent Directors of the Company serve as an Independent Director in more than seven companies listed in India;

(vi) None of the Independent Directors of the Company who also serve as Whole Time Directors in any other listed company, serve as an Independent Director in more than three companies listed in India

Meetings of the Board

The Board met 9 (Nine) times during the Financial Year 2019-20 and there has not been a time gap of more than 120 days between any two meetings of the Board.

Directors' attendance at the Board Meetings held during the year as well as at the last Annual General Meeting (AGM) are given herein below:

<u>Name of Directors</u>	Manjit Singh	Vijay Arora	Jaswinder Kaur	Priyanka Arora	Michael Anthony Cruz	Vijay Kumar Pugalia	Manjeet Singh Saini	Paruldeep Kaur
<u>Designation</u>	Executive Director, Chairman & Managing Director	Executive Director & Whole-Time Director	Executive Director	Executive Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
<u>Date of Board Meeting</u>								
25.05.2019	√	√	√	√	√	√	√	√
01.07.2019	√	√	√	√	√	√	√	√
11.07.2019	√	√	√	√	√	√	√	√
27.08.2019	√	√	√	√	√	√	√	√
28.09.2019	√	√	√	√	√	√	√	√
02.11.2019	√	√	√	√	√	LOA	√	√
09.01.2020	√	√	√	√	√	√	√	√
02.03.2020	√	√	√	√	√	√	√	√
23.03.2020	√	√	√	√	√	√	√	√
<u>Date of last Annual General Meeting</u>								
30.07.2020	√	√	√	√	√	√	√	×

Disclosure of relationships between Directors inter-se;

Mr. Manjit Singh, Chairman & Managing Director, Mr. Vijay Arora, Whole-Time Director, Mrs. Jaswinder Kaur, Executive Director and Mrs. Priyanka Arora, Executive Director of the Company are relatives in terms of the Act.

Other Directorships, Chairmanships and Memberships of the Board members

The number of Directorships and Committee Chairmanships / Memberships held by the Directors of the Company in other public limited companies as on March 31, 2020 is given herein below.

Other Directorships do not include Directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1) (b) of SEBI Listing Regulations.

Name of the Director	Designation	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Manjit Singh	Executive Director, Chairman & Managing Director	1	2	0
Vijay Arora	Executive Director & Whole-Time Director	1	1	0
Jaswinder Kaur	Executive Director	1	0	0
Priyanka Arora	Executive Director	1	0	0
Michael Anthony Cruz	Non-Executive Independent Director	1	1	0
Vijay Kumar Pugalia	Non-Executive Independent Director	1	1	0
Manjeet Singh Saini	Non-Executive Independent Director	1	1	0
Paruldeep Kaur	Non-Executive Independent Director	1	2	2

Details of Equity Shares of the Company held by the Directors as on the 31st March, 2020:

Name	Designation	Number of equity shares
Manjit Singh	Executive Director, Chairman & Managing Director	33,57,300
Vijay Arora	Executive Director & Whole-Time Director	31,63,470
Jaswinder Kaur	Executive Director	2,82,427
Priyanka Arora	Executive Director	2,51,785
Michael Anthony Cruz	Non-Executive Independent Director	Nil
Vijay Kumar Pugalia	Non-Executive Independent Director	Nil
Manjeet Singh Saini	Non-Executive Independent Director	Nil
Paruldeep Kaur	Non-Executive Independent Director	Nil

Convertible Instrument

The Company has not issued any convertible instruments during the year.

III. BOARD COMMITTEES

The Board has constituted various Committees of Directors to monitor the activities in accordance with Board approved terms of reference. The Board Committees focus on specific areas and take informed decisions on the specific businesses assigned to them in the best interest of the Company.

The Committees also make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Company Secretary adheres to all the applicable laws and regulations for conducting the meeting of the Committees as adhered to the Board meetings. Some of the Committees of the Board were reconstituted to align with the provisions of the Companies Act, 2013, Listing Regulations and to meet the business requirements during the year under review. The terms of reference of the Board Committees are reviewed from time to time atleast annually to align the same with the regulatory/business requirements. The Company has Three Board Committees as on the 31st March, 2020, which are briefly described below:

A. AUDIT COMMITTEE

The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by overseeing the Integrity of the Company's Financial Statements; Adequacy & reliability of the Internal Control Systems of the Company; Compliance with legal & regulatory requirements and the Company's Code of Conduct; Performance of the Company's Statutory & Internal Auditors.

Audit Committee monitors & provides an effective supervision of the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

a) Terms of Reference:

The Audit Committee was constituted by a meeting of the Board of Directors held on 6th September, 2017. The policy of Audit Committee has been revised by the Board at its meeting held on 2nd March, 2020. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference include the following:

A. Powers of the Audit Committee

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.

B. The role of the Audit Committee includes

1. Recommendation for appointment, remuneration and terms of appointment of Auditors of the company.
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. To examine the financial statement and the auditors' report thereon;
4. 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;

5. Recommending the appointment, remuneration and terms of appointment of statutory auditors;
6. Approving payment to statutory auditors, for any other services rendered by them;
7. 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 to be included in the Directors' 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 the management;
 - d) Significant adjustments made in 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 and;
 - h) Modified opinion(s) in the draft audit report.
8. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
9. Monitoring and 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;
10. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
11. Approval or any subsequent modification of transactions of the Company with related parties;
12. Scrutiny of inter-corporate loans and investments;
13. Valuation of undertakings or assets of the Company, wherever it is necessary;
14. Evaluation of internal financial controls and risk management systems;
15. Monitoring the end use of funds raised through public offers and related matters;
16. Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
17. Formulating the scope, functioning, periodicity and methodology for conducting the internal audit;
18. 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;
19. Discussion with internal auditors of any significant findings and follow-up thereon;
20. Reviewing the findings of any internal investigations by the internal auditor 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;
21. Discussion with statutory auditor before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
22. To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
23. To review the functioning of the Vigil Mechanism;
24. 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 qualifications, experience and background, etc. of the candidate;
25. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
26. Reviewing the following information:
 - a) The Management Discussion and Analysis of financial condition and results of operations;

- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses;
- e) Reviewing the appointment, removal and terms of remuneration of the internal auditor(s);
- f) Statement of deviations:
 - ♦ Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ♦ Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee is required to meet at least four times in a year under Regulation 18 of the SEBI Listing Regulations.

The Chairman of the Audit Committee is a Non-Executive Independent Director of the Company

b) Composition, Meetings & Attendance during the year

As on the 31st March, 2020, the Audit Committee comprised of 5 members majority of them being Independent Directors in compliance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. During the year under review, 7 (Seven) Audit Committee meetings were held and the time gap between any two meetings was less than 120 days.

The details of the Audit Committee meetings held during 2019-2020 are given as under:

Name of Directors	Paruldeep Kaur	Michael Anthony Cruz	Vijay Kumar Pugalia	Manjeet Singh Saini	Manjit Singh
Designation on Committee	Chairperson	Member	Member	Member	Member
Designation on Board	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Executive Director, Chairman & Managing Director
<u>Date of Audit Committee Meeting</u>					
25.05.2019	√	√	√	√	√
01.07.2019	√	√	√	√	√
11.07.2019	√	√	√	√	√
27.08.2019	√	√	√	√	√
02.11.2019	√	√	LOA	√	√
02.03.2020	√	√	√	√	√
17.03.2020	√	√	√	√	√

Notes:

- The necessary quorum was present for all the meetings.

In addition to the members of the Audit Committee, these meetings were attended by Chief Financial Officer & Company Secretary, Statutory Auditor, Internal Auditor and/or their representatives, wherever necessary and by such executives of the Company as were considered necessary for providing inputs to the Committee.

B. NOMINATION & REMUNERATION COMMITTEE

The constitution and the terms of reference of the Nomination & Remuneration Committee ("NRC") are in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

a) Terms of Reference:

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on 6th September, 2017. The policy of Nomination & Remuneration Committee has been revised by the Board at its meeting held on 2nd March, 2020 and its terms of reference include the following:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management and to recommend to the Board their appointment and/or removal;
2. To specify the manner for effective evaluation of performance of the Board, its committees and individual directors
3. To formulate 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, Senior Management and other employees;
Key Managerial Personnel means any key managerial personnel as defined under Companies Act, 2013, as amended from time to time.
4. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of executive directors;
5. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;
6. Decide the amount of Commission payable to the Whole time Directors;
7. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.;
8. To formulate and administer the Employee Stock Option Scheme;
9. Formulate the criteria for evaluation for performance of Independent Directors and board of directors of the Company;
10. To recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
11. Devise a policy on the Board diversity;
12. To ensure that 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;
13. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
14. To recommend to the board all remuneration, in whatever form, payable to senior management;
15. To carry out any other function as is mandated by the Board from time to time and / or enforced by

any statutory notification, amendment or modification, as may be applicable;

16. To perform such other functions as may be necessary or appropriate for the performance of its duties.

b) Composition, Meetings & Attendance during the year

The details of its composition and of the meetings held during the Financial Year 2019-2020 are as under:

<u>Name of Directors</u>	<u>Michael Anthony Cruz</u>	<u>Paruldeep Kaur</u>	<u>Manjeet Singh Saini</u>
<u>Designation on Committee</u>	Chairman	Member	Member
<u>Designation on Board</u>	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
<u>Date of Nomination & Remuneration Committee Meeting</u>			
01.07.2019	√	√	√
02.11.2019	√	√	√
02.03.2020	√	√	√

Notes:

- The necessary quorum was present for all the meetings

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board has constituted a Stakeholders' Relationship Committee pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, to look into the redressal of grievances of shareholders and other security holders, if any.

a) Terms of Reference

The Stakeholders' Relationship Committee was constituted by a meeting of the Board of Directors held on 6th September, 2017. The Committee was reconstituted & the policy of Stakeholders' Relationship Committee has been revised by the Board at its meeting held on 2nd March, 2020. The terms of reference of the Stakeholders' Relationship Committee of our Company include the following:

Redressal of shareholders' and investors' complaints, including and in respect of:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized;
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
3. Review the process and mechanism of redressal of Shareholders/Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances;
4. Review of measures taken for effective exercise of voting rights by shareholders.
5. Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory

notices by the shareholders of the company.

6. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties;
7. Oversee the performance of the Registrar & Share Transfer Agent, review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and also take note of complaints directly received and resolved them;
8. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
9. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting;
10. Carrying out any other function contained in the listing agreement as and when applicable and as amended from time to time.

b) Composition

The details of its composition and of the meetings held during the Financial Year 2019-2020 are as under:

<u>Name of Directors</u>	Paruldeep Kaur	Manjit Singh	Vijay Arora
<u>Designation on Committee</u>	Chairperson	Member	Member
<u>Designation on Board</u>	Non-Executive Independent Director	Executive Director, Chairman & Managing Director	Executive Director & Whole-Time Director
<u>Date of Nomination & Remuneration Committee Meeting</u>			
02.03.2020	√	√	√

Notes:

- The necessary quorum was present for the meeting.

d) Compliance Officer

Ms. Ashima Arora (ICSI Membership No:58754) as the Company Secretary & Compliance Officer of the Company

Number of Shareholders' Complaints received during the Financial Year 2019-2020: NIL

Number of Shareholders' Complaints not solved to the satisfaction of Shareholders: NIL

Number of Pending Complaints as on the 31st March, 2020: NIL

Notes:

Appointment of Ms. Ashima Arora (ICSI Membership No: 58754) as the Company Secretary & Compliance Officer (Interim) of the Company w.e.f. 9th January, 2020.

IV. REMUNERATION POLICY OF DIRECTORS

The Company has a Board approved Remuneration Policy for Directors including Chairman & Managing Director and is being reviewed on an annual basis. The details of the said policy are as follows:

A. Remuneration of Executive Directors

The remuneration of the Managing Director, Whole-Time Director & other Executive Directors is recommended by the Nomination & Remuneration Committee (the "N&RC") to the Board for approval after considering the following factors, inter-alia:

- a) Function, role and responsibilities assigned;
- b) Benchmarking the same with the peers in the identical/ similar industry;
- c) Industry benchmarking;
- d) Performance in the past and contribution to the long term strategies.

The Board considers the recommendations of N&RC and approves the remuneration, with or without modifications, subject to shareholders' and regulatory approvals. In the event of inadequacy of profit, the remuneration is regulated by Schedule V of the Companies Act, 2013 otherwise, to require the approval of the Central Government.

B. Remuneration of Non-Executive Directors

(i) Sitting Fees & Reimbursement of expenses

The NEDs are paid sitting fees for attending each meeting of the Board of Directors or any committee thereof as approved by the Board, within the permissible limit prescribed under the Companies Act, 2013, Listing Regulations and other regulatory/statutory guidelines, as amended from time to time. Any change in sitting fees shall be recommended by the N&RC and approved by the Board of Directors of the Company. The N&RC considers the following factors while recommending the change in the sitting fees to the Board:

1. Contribution expected from Directors considering size and complexity of organization,
2. Comparison with the peers in the identical/similar industry/benchmarking,
3. Regulatory guidelines as applicable, etc. The NEDs are entitled to reimbursement of expenses for participation in the meeting of the Board and Committees thereof.

The Board while approving the revision in the sitting fees payable to Directors for attending the meeting of the Board and Committees thereof considers the recommendation of the N&RC.

(ii) Pecuniary transactions with NEDs

During the year under review, there were no pecuniary transactions with any of the NEDs of the Company. The register of contracts is maintained by the Company under Section 189 of the Act and the same is placed before the Board for approval from time to time. The register so placed before the Board is signed by all the directors present at such meetings.

(iii) Details of remuneration to directors

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any Executive (Whole time) and/or Non Executive Director. During the year, the Company did not advance any loan to any of the executive and/or non-executive directors and the details of remuneration paid/payable to directors during 2019 2020 are provided in an **annexure to the Board's Report in Form MGT-9**, extract of the Annual Return.

V. FAMILIARISATION PROGRAMME FOR BOARD MEMBERS

The Board of Directors has adopted a familiarization programme for its Independent Directors in accordance with Regulation 25 of the SEBI Listing Regulations. The aim of such Familiarisation Programme would be to familiarize Independent and other Directors of the Company to enable them to familiarize with the Company, its management, their roles, rights, responsibilities in the Company, nature of the event management Industry, Business Model, Risk Management System, Human Capital Management, technology architecture and Information Security/ Cyber Security Awareness of the Company for the purpose of contributing significantly towards the growth of the Company.

During the financial year, the Board formulated and adopted the Policy on Familiarisation Program for Independent Directors at its meeting held on 9th January, 2020.

The details of the familiarization programme of the Independent Directors are available on the website of the Company www.touchwood.in

VI. INFORMATION SUPPLIED/AVAILABLE TO THE BOARD

The Directors are presented with important/critical information on the operations of the Company as well as that which requires deliberations at the highest level. The Board has complete access to all the relevant information within the Company and also access to the senior management of the Company and any additional information to make informed and timely decisions. All Board and Committee meetings are governed by structured agenda notes which are backed by comprehensive background along with relevant annexures.

The Board was presented with the information on various important matters of operations, risk management and business, new initiatives in business, budgets, financial results, minutes of Board and Committees of the Board, appointment and remuneration of the senior management, appointment/cessation of Key Managerial Personnel, assets which are material in nature and not in the normal course of business, foreign exposure and non-compliance, if any with regulatory or statutory guidelines or in the Listing Regulations, etc., and other matters which are required to be placed before the Board in terms of the Companies Act, 2013, Listing Regulations. The Board and other Committees also approve various business proposals and regulatory approvals through circulations

VII. POST MEETING COMMUNICATION / FOLLOW UP SYSTEM

The Company has an effective post meeting follow up procedure. The Company has a mechanism to track important decisions taken at the Board/Committee meetings till the closure of such decisions and a report on ongoing actionables (Action Taken Report) are being placed before the meeting of the Board/ Committees of the Board from time to time. Action Taken Report on the decisions taken in a meeting is placed at the succeeding meeting(s) of the Board/ Board Level Committees.

VIII. MATERIAL SUBSIDIARIES

As on 31st March, 2020, the Company does not have any subsidiary.

IX. MANAGEMENT

(a) Management Discussion and Analysis report:

The Management Discussion and Analysis Report is given separately and forms part of this Annual Report.

(b) Disclosures on Related Party Transactions:

In compliance with the requirements of the SEBI Listing Regulations and following the provisions of Section 188(1) of the Companies Act, 2013, all Related Party contracts / arrangements / transactions entered by the Company during the financial year had been in the ordinary course of business and on arm's length basis, with Audit Committee having a domain role: the Board of Directors brought into picture, wherever necessary and/or obligatory. Therefore the provision of Section 188 of the Companies Act, 2013 were not attracted. There are no materially significant Related Party Transaction during the year under review made by the Company with promoters, directors or other designated person which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required. Pertinent, in this context, is to say that, during the year, the Company has not entered into any contract / arrangement / transaction with related parties, which could be considered material in accordance with the policy of the Company on materiality of Related Party Transactions.

The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions, as approved by the Board, may be accessed on the Company's website at www.touchwood.in

Related Party Transactions were disclosed to the Board on regular basis. Details of Related Party Transactions may be referred to in Note 29 of the Financial Statements.

(c) Disclosure of accounting treatment in preparation of financial statements:

Pursuant to the provisions of Section 133 of Companies Act 2013 and Rule 4 (iii) (a) of Companies (Indian Accounting Standards) Rules 2015, the companies whose equity or debt securities were listed or were in the process of being listed on any stock exchange in India or outside India and having net worth of less than ` Five Hundred crores, had to comply with the Indian Accounting Standards (Ind AS), for the accounting periods beginning on or after April 01, 2017. Earlier, the Company was listed on Emerge SME platform of National Stock Exchange and has migrated to National Stock Exchange (Main board) on 21st January, 2020. Accordingly, Ind AS is applicable upon the Company.

(d) Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

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

(e) Code of Conduct for Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, The Insider Trading Policy with Corporate Policy on Investor Relations was approved and adopted by the Company. The Insider Trading Policy is displayed on the website of the Company www.touchwood.in

(f) MD & CFO certification:

The MD and the Chief Financial Officer ('CFO') have issued certificate pursuant to the provisions of Regulation 17 of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. They also certify that, to the best of their knowledge and belief, no transactions entered into during the year were fraudulent, illegal or in violation of the code of conduct of the Company, they are responsible for establishment and maintenance of the Internal Financial Controls for financial reporting and they have indicated to the auditors and the Audit Committee about any significant changes in internal control over financial reporting, significant changes in the accounting policies and instances of significant frauds, if any, which they were aware. The said certificate is annexed and forms part of this Annual Report.

(g) Code of Conduct:

The Board has formulated and adopted Code of Conduct and Ethics for the Board of Directors and Senior Management. The said code has been reviewed and amended by the Board from time to time, and has been hosted on the website of the Company www.touchwood.in. All Board members and Senior Management Personnel affirmed compliance with the Code of Conduct.

(h) Sexual Harassment of Women at Workplace

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation.

To empower women and protect women against sexual harassment, your Company has adopted a policy on prevention, prohibition and redressal of sexual harassment of Women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules framed thereunder.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report sexual harassment at the workplace. The Internal Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During Financial Year 2019-2020, there has been no case during the year requiring to be reported during the year under review.

(i) Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee

The Company has established a Whistle Blower Policy to enable stakeholders (including Directors, Employees, retainers, franchisees) to report unethical behaviour, actual or suspected fraud or violation of

the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy are to be appropriately and expeditiously investigated by the Ethics Committee. Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy is available on the website of the Company (www.touchwood.in)

X. COMPLIANCE

(a) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all applicable mandatory requirements prescribed under the SEBI Listing Regulations.

(b) The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the SEBI Listing Regulations:

- Reporting of Internal Auditors: The Internal Auditor also reports to the Audit Committee while submitting internal audit report.

(c) Certification from Company Secretary in Practice

M/s Advitiya Vyas & Company, Practicing Company Secretaries, had issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as ANNEXURE-A.

XI. SHAREHOLDERS

(a) Means of communication:

The Quarterly & Annual results of the Company are published in Business Standard (English & Hindi), the leading newspaper in India. The results are also displayed on the Company's website www.touchwood.in

The Company has designated a dedicated e-mail ID as cs@touchwood.in for investors to register their grievances, if any. This has been initiated by the Company to resolve such investors' grievances, immediately. The Company has displayed the said e-mail ID on its website for the information of investors.

(b) General shareholder information:

General Body Meetings:

Annual General Meeting ("AGM")

AGM	Date of AGM	Details of special resolution(s) passed at the AGMs, if any	Place
20 th	19 th September, 2017	<ol style="list-style-type: none"> To regularize the appointment of Mr. Manjeet Singh Saini as an Independent Director. To regularize the appointment of Mr. Vijay Kumar Pugalia as an Independent Director. To regularize the appointment of Mr. Michael Anthony Cruz as an Independent Director. To regularize the appointment of Mrs. Paruldeep Kaur as an Independent Director. To regularize the appointment of Mrs. Jaswinder Kaur as an Executive Director. To regularize the appointment of Mrs. Priyanka Arora as an Executive Director. 	11A, 2 nd & 3 rd Floor, Aruna Asaf Ali Road Opp. Fortis Hospital, Kishan Garh, Vasant Kunj, New Delhi - 110070
21 st	4 th August, 2018	No special resolutions were passed.	Veda Farms 54, Bijwasan Road, Kapas Hera Extension, New Delhi-110037
22 nd	30 th July, 2019	<ol style="list-style-type: none"> Approval for increasing Authorised Share Capital of the Company. Approval for increasing the overall limit of Managerial Remuneration. Approval for increment in remuneration to Mr. Manjit Singh (DIN: 00996149), Managing Director Approval for increment in remuneration to Mr. Vijay Arora (DIN: 00996193), Whole Time Director. Approval for increment in remuneration to Mrs. Jaswinder Kaur (DIN: 07931247), Executive Director. Approval for increment in remuneration to Mrs. Priyanka Arora (DIN: 07931265), Executive Director. 	Le Meridian Hotel Windsor Place, New Delhi-110001

Extraordinary General Meetings ("EGM")

Details of special resolutions passed at the Extraordinary General Meetings ("EGM") held during the preceding three years are tabulated below:

Date of EGM	Place	Details of special resolution(s) passed at the EGM, if any
12 th August, 2017	11A, 2 nd & 3 rd Floor, Aruna Asaf Ali Road Opp. Fortis Hospital, Kishan Garh, Vasant Kunj, New Delhi - 110070	<ol style="list-style-type: none"> Increase in Authorized Share Capital. Grant of Authority to Board under Section 180 (1) (c) of Companies Act, 2013. Appointment and payment of remuneration to Mr. Manjit Singh as Managing Director & Chairperson of the Company. Appointment and payment of remuneration to Mr. Vijay Arora as Whole Time Director of the Company.

		5. Adoption of new set of Articles of Association.
		6. Grant approval to the Initial Public Offering (IPO) by the Company.
		7. Alteration of the Objects Clause of the Memorandum of Association of the Company.
		8. Alteration of the Liability Clause of the Memorandum of Association of the Company.
2018-2019	None	None
2019-2020	None	None

Resolutions passed through Postal Ballot

S. No.	Date of declaration of Result	Place	Details of special resolution(s) passed through Postal ballot, if any	Name of Scrutinizer appointed for conducting Voting process
1.	12 th August, 2019	Plot No. 645, Near E.P.T Block, Sarojini Nagar, New Delhi-110023	1. To issue of Bonus Equity shares in the ratio of one and half equity shares for every one equity share held by the members. 2. Variation in terms of objects of the Issue referred to in the prospectus dated December 1, 2017. 3. Migration of Equity shares of the company from Emerge platform of National stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited.	Mr. Advitiya Vyas (Membership No. 44150, CP No. 16257) of M/s Advitiya Vyas & Company, Practicing company secretary

Details of voting pattern

S. No.	Particulars of Resolution	Type of Resolution	Votes 'in favour' (in number)	Votes 'in favour' (in %)	Votes 'against' (in number)	Votes 'against' (in %)
1.	To issue Bonus Equity shares in the ratio of one and half equity shares for every one equity share held by the members	Ordinary	3126898	100.00	0	0.00
2.	Variation in terms of objects of the Issue referred to in the prospectus dated December 1, 2017.	Special	3126898	100.00	0	0.00
3.	Migration of equity shares of the Company from emerge platform of National Stock Exchange of India Limited to main board of National Stock Exchange of India Limited.	Special	3126898	100.00	0	0.00

Accordingly, all Ordinary/Special Resolutions were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 10th August, 2019.

S. No.	Date of declaration of Result	Place	Details of special resolution(s) passed through Postal ballot, if any	Name of Scrutinizer appointed for conducting Voting process
2.	12 th December, 2019	Plot No. 645, Near E.P.T Block, Sarojini Nagar, New Delhi-110023	<ol style="list-style-type: none"> To raise Equity Capital through further Public Issue, Rights issue, Preferential Issue, Qualified Institutional Placement, Private Equity and/or any other available means not exceeding Rs. 50 Crores in aggregate including share premium. Approval of Touchwood Employee Stock Option Scheme - 2019 for the eligible employees of the Company. Migration of Equity shares of the company from Emerge platform of National stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited. 	Mr. Advitiya Vyas (Membership No. 44150, CP No. 16257) of M/s Advitiya Vyas & Company, Practicing company secretary

Details of voting pattern

S. No.	Particulars of Resolution	Type of Resolution	Votes 'in favour' (in number)	Votes 'in favour' (in %)	Votes 'against' (in number)	Votes 'against' (in %)
1.	To raise Equity Capital through Further Public Issue, Rights Issue, Preferential Issue, Qualified Institutional Placement, Private Equity and/or any other available means.	Special	7177607	100.00	0	0.00
2.	To issue Employee Stock Option Scheme for eligible employees of the Company.	Special	7177607	100.00	0	0.00
3.	Migration of equity shares of the Company from emerge platform of National Stock Exchange of India Limited to main board of National Stock Exchange of India Limited.	Special	7177607	100.00	0	0.00

Accordingly, all Ordinary/Special Resolutions were duly approved through Postal Ballot by the Members of the Company with requisite majority 11th December, 2019.

(c) Dividend

The Board of Directors have paid during the year interim dividend as per particulars below:

S. No.	Date of Declaration	Rate of Dividend	Amount (Excluding Dividend distribution tax)
1.	2 nd November, 2019	2%	20,36,249.00

(d) Listing on Stock Exchanges:

Earlier, the Company was listed on Emerge SME platform of National Stock Exchange and has migrated to National Stock Exchange (Main board) on 21st January, 2020. Equity Shares of face value of Rs. 10/- each of the Company are currently listed on the following stock exchanges:

Sr. No.	Name	Address	Stock Code
1	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051	TOUCHWOOD

(e) Market Price Data:

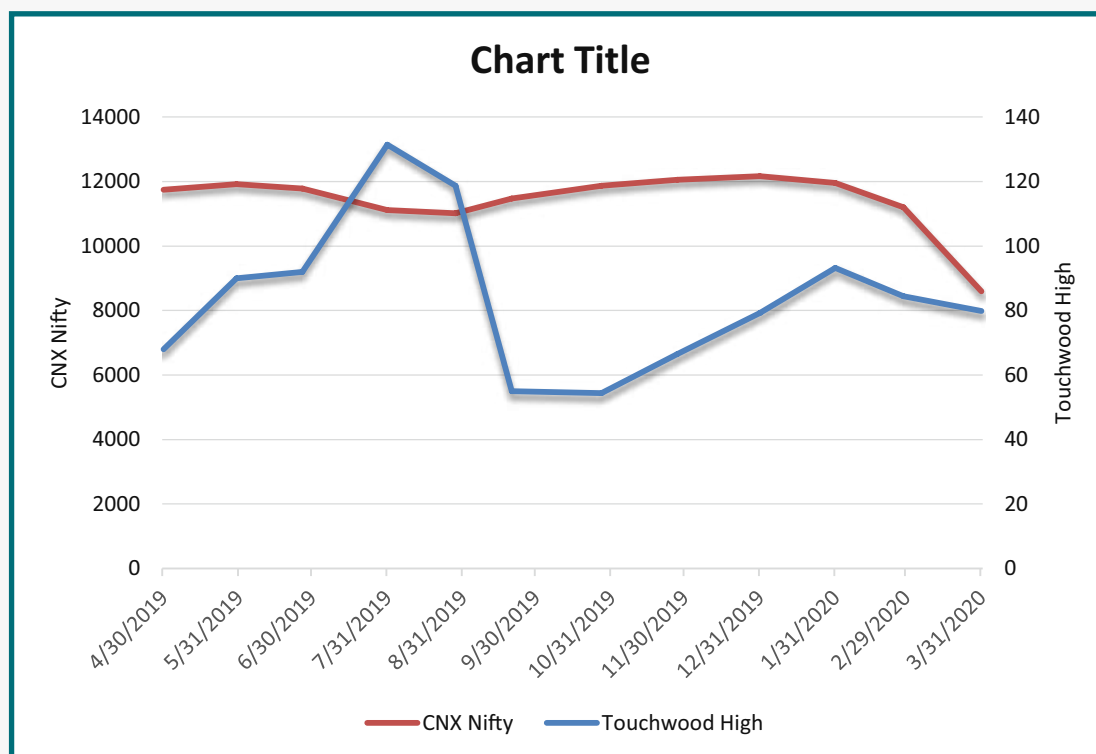
Monthly highs and lows of Company's shares during 2019-2020 (vis-à-vis CNX Nifty):

Month	NSE		Closing CNX Nifty
	High	Low	
Apr-19	67.95	58.80	11748.15
May-19	90.00	68.40	11922.8
Jun-19	92.00	87.20	11788.85
Jul-19	131.50	85.95	11118
Aug-19	118.75	46.00	11023.25
Sep-19	55.00	47.20	11474.45
Oct-19	54.40	39.00	11877.45
Nov-19	66.50	49.75	12056.05
Dec-19	79.30	48.00	12168.45
Jan-20	93.25	72.60	11962.1
Feb-20	84.45	66.20	11201.75
Mar-20	79.90	45.05	8597.75

The charts below show the comparison of the Company's share price (monthly high) movement vis-à-vis the movement of CNX Nifty for the financial year 2019-2020 (based on month end closing).



Touchwood Entertainment Limited Vs Nifty, on the 31st March, 2020



(g) Dematerialization of shares and liquidity;

The Company's shares are compulsorily traded in dematerialised form on National Stock Exchange of India Limited ("NSE"). Equity shares of the Company representing approximately 100% equity share capital were held in Dematerialised form, as on the 31st March, 2020.

(h) Share Transfer Agent;

The Company vide Agreement dated 28th September, 2017 has appointed following agency to act as its Registrar and Share Transfer Agent ("RTA"). The RTA is, inter alia, responsible for processing of requests pertaining to share transfers/ transmission/ dematerialization/ rematerialisation and other activities related thereto for both electronic and physical shareholdings. Further, RTA also handles corporate actions such as data requirements for conduct of AGMs, dividends etc. The RTA corresponds with the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in this regard.

M/s Skyline Financial Services Private Limited
D-153, A, Ist Floor Okhla Industrial Area, Phase -I New Delhi-110020
Telephone Numbers: 01140450193
Fax Number: +91 11 26812682
E-mail: admin@skylinerta.com
Website: www.skylinerta.com

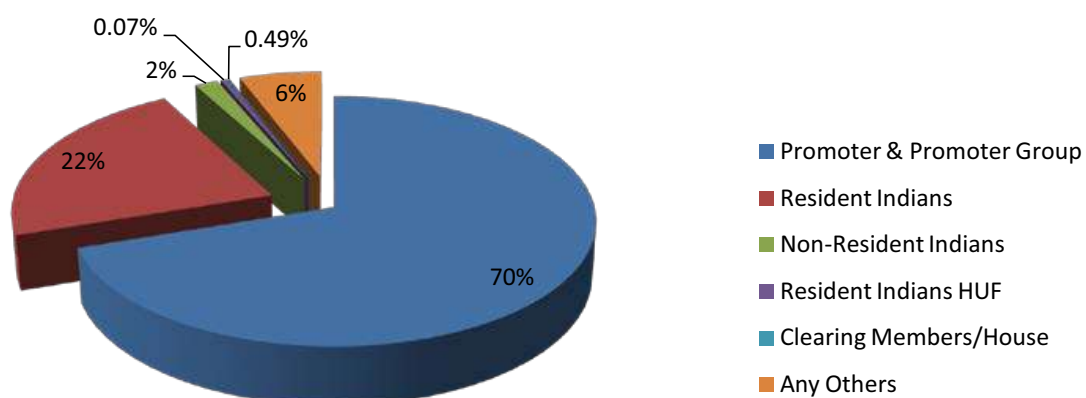
(g) Distribution of Shareholding

The below two tables provide details about the pattern of shareholding among various categories and number of shares held, as on the 31st March, 2020

Category Distribution:

Categories	31 st March, 2020	
	No. of Shares	Percentage
Promoter & Promoter Group	7110157	69.84%
Resident Indians	2259766	22.19%
Non-Resident Indians	165450	1.63%
Resident Indians HUF	49724	0.49%
Clearing Members/House	6816	0.07%
Any Others	589332	5.79%

SHAREHOLDING AS AT THE 31st MARCH, 2020



Distribution of Shareholding as on the 31st March, 2020:

DISTRIBUTION OF SHAREHOLDING (SHARES)							
SR. NO.	SHAREHOLDING OF SHARES			SHAREHOLDER	PERCENTAGE OF TOTAL	TOTAL SHARES	PERCENTAGE OF TOTAL
1	1	to	500	200	62.31	135080	0.13
2	501	to	1000	10	3.12	81430	0.08
3	1001	to	2000	9	2.8	130240	0.13
4	2001	to	3000	7	2.18	181480	0.18
5	3001	to	4000	12	3.74	449050	0.44
6	4001	to	5000	0	0	0	0
7	5001	to	10000	33	10.28	2432410	2.39
8	10001	to	*****	50	15.58	98402760	96.65
Total				321	100	101812450	100

k) Share Transfer System:

As on the 31st March, 2020, 100% of the equity shares of the Company were in electronic form. Transfer of the shares held in demat form are done through the depositories with no involvement of the Company.

(l) Outstanding Convertible Instruments/ADRs/GDRs/Warrants:

The Company has not issued any convertible instruments/ ADRs/ GDRs/ Warrants.

(m) Plant locations:

In view of the nature of the Company's business viz. Event Management Business, the Company does not engage in any manufacturing activity. Therefore, the Company does not have any plant locations.

(o) Address for correspondence:

Investors and shareholders can correspond with the RTA or at corporate office of the Company at the following address:

Registrar and transfer agent - Skyline Financial Services Private Limited	Company
D-153, A, Ist Floor Okhla Industrial Area, Phase -I New Delhi-110020.	Registered Office : Plot No. 645 Near E.P.T Block, Sarojini Nagar, New Delhi – 110023
Telephone Numbers: 01140450193 Fax Number: +91 11 26812682 E-mail: admin@skylinerta.com Website: www.skylinerta.com	Corporate Office : Thapar Farm-1, opp. Shanti Kunj Main, Sector D-3 Church Mall Road, Vasant Kunj, New Delhi- 110070

XII. OTHER DISCLOSURES

a) Confirmation of Compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46:

Sr	Particulars	Regulation Number	Compliance status (as on March 31, 2020) (Yes/No/N.A.)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	NA
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes

26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

b) Name and Designation of Compliance Officer:

Ms. Ashima Arora, Company Secretary & Compliance Officer
Contact No: 8076044997
Email: cs@touchwood.in

c) Subsidiary companies:

The Company does not have any subsidiary.

d) Reconciliation of Share Capital Audit Report

In terms of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat requests were confirmed within stipulated time etc. The said report is also submitted to National Stock Exchange of India Limited.

e) SEBI Complaints Redressal System (SCORES)

The Company has registered on SCORES and every effort is made to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. No Shares are lying in Demat Suspense Account/unclaimed suspense Account. Hence, the disclosure of the same is not applicable.

Annexure A to Corporate Governance Report, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the Listing Regulations).

To,

The Members of

TOUCHWOOD ENTERTAINMENT LIMITED

Plot No. 645 Near E.P.T Block,

Sarojini Nagar Delhi-110052

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TOUCHWOOD ENTERTAINMENT LIMITED** having CIN L92199DL1997PLC088865 and having registered office at Plot No. 645 Near E.P.T Block, Sarojini Nagar Delhi-110052 (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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.

Sr. No	Name of the Director	DIN	Date of Appointment in the Company
01	Manjit Singh	00996149	01/08/1997
02	Vijay Arora	00996193	14/10/2000
03	Michael Anthony Cruz	06542172	06/09/2017
04	Vijay Kumar Pugalia	06648947	06/09/2017
05	Manjeet Singh Saini	07047497	06/09/2017
06	Paruldeep Kaur	07929605	06/09/2017
07	Jaswinder Kaur	07931247	06/09/2017
08	Priyanka Arora	07931265	06/09/2017

For Advitiya Vyas & Co.
Company Secretaries

Sd/-
Advitiya Vyas
COP: 16257

Place: Delhi
Date: 09/09/2020



BUSINESS RESPONSIBILITY STATEMENT

This section is as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company: L92199DL1997PLC088865
2. Name of the Company: Touchwood Entertainment Limited
3. Registered address: Plot No. 645 near E.P.T Block, Sarojini Nagar New Delhi- 110023
4. Website : www.touchwood.in
5. E-mail id : cs@touchwood.in
6. Financial Year reported: 01st April, 2019 to 31st March, 2020
7. Sector(s) that the Company is engaged in (industrial activity code-wise) :

S.No	Activity	NIC Code
1	EVENT MANAGEMENT	R1
8. List three key products/services that the Company manufactures/provides (as in balance sheet)

S.No	Key Services
1	Social Events
2	Exhibitions
3	Corporate Events & Political Activation
9. Total number of locations where business activity is undertaken by the Company : 4
 - (a) Number of International Locations: Nil
 - (b) Number of National Locations: 4
10. Markets served by the Company – Local/State/National/International:
The Company's services are available nationally and internationally.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR) : Rs. 10,18,12,450.00
2. Total Turnover (INR) : Rs. 20,80,88,890.55
3. Total profit after taxes (INR) : Rs. 2,23,39,291.40
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) : NA
5. List of activities in which expenditure in 4 above has been incurred: NA

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies? No
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s) : NA
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] : No

SECTION D: BR INFORMATION

Details of Director/Directors responsible for BR

- a) Details of the Director/Directors responsible for implementation of the BR policy/policies

S.No	Particulars	Details
1	DIN (if applicable)	00996149
2	Name	Manjit Singh
3	Designation	Chairman & Managing Director
4	Telephone Number	9810108253
5	E-mail Id	manjit@touchwood.in

Principle wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

- P1 Business should conduct and govern themselves with Ethics, Transparency and Accountability
- P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- P3 Businesses should promote the wellbeing of all employees
- P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- P5 Businesses should respect and promote human rights
- P6 Business should respect, protect, and make efforts to restore the environment
- P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- P8 Businesses should support inclusive growth and equitable development
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	N	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes. The Policy is signed by the MD.								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	No								
6	Indicate the link for the policy to be viewed online?	Policies are available on the website of the Company i.e. www.touchwood.in Policies which are internal to the Company are available on the intranet of the Company. Link of the policies hosted on the website are given above.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes								
8	Does the company have in-house structure to implement the policy/ policies?	Yes								
9	Does the Company have a grievance Redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes								
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The policies have been evaluated internally								

Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year?

Response: The Board of Directors of the Company shall assess various initiatives forming part of the BR performance of the Company at least once a year.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Response: This is the first year of publication of Business Responsibility Report since the Company got listed on National Stock Exchange (Capital Market segment) EMERGE SME Platform on December 21, 2017 and has migrated to National Stock Exchange Main board on 21st January, 2020. The Company will publish this BRR on its website www.touchwood.in on an annual basis.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the Company have Policies relating to ethics, bribery and corruption cover only the Company?
Yes/No
Response: No
2. Does it extend to Group/Joint Ventures/subsidiaries/Suppliers/Contractors?
Response: No
3. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.
Response: NIL

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.
Response: The services offered by the Company are planning/managing/organising various events- social, corporate etc. The Company has consciously put in efforts in designing/execution of such events keeping in mind environmental concerns and risk.
2. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.
Response: Since the Company is engaged in Event Management services, it has formed separate department/teams such as production, operations, creative etc. Majority of Company's inputs by value are sourced from suppliers/vendors who adhere to sustainable sourcing principles. The suppliers include market leaders in India and overseas with impressive track records.

Principle 3: Businesses should promote employee well-being

1. Please indicate the total number of employees as on the March 31, 2020:
Response: 36
2. Please indicate the total number of employees hired on temporary/contractual/casual basis as on the March 31, 2020 :
Response: Nil
3. Please indicate the Number of permanent women employees as on March 31, 2020:
Response: 12
4. Please indicate the Number of permanent employees with disabilities as on March 31, 2020:
Response: Nil
5. Do you have an employee association that is recognized by management:
Response: No
6. What percentage of your permanent employees is members of this recognized employee association?
Response: Nil

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.

S. No.	Category	No. of complaints filed during the financial year	No. of Complaints Pending as on the end of the financial year
1	Child labour / forced labour/involuntary labour	Nil	Nil
2	Sexual Harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Response: Since the Company is engaged in event management services consisting of planning, designing and organising events as per client's requirement, there is no such training that can be provided to employees. However, the Company conducts induction programmes wherein employees are made aware of moral, ethical, social & environmental standards that need to be followed by them.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the Company mapped its internal and external stakeholders? Yes/No

Response: No

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders.

Response: Yes

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Response: Yes

The Company recognizes the human rights and treat others with dignity and respect. It believes that it is one's fundamental rights to live with dignity and respect. The Company has adopted the following policies viz.

- Policy on "Prevention of Sexual Harassment of Women at work place" seeks to provide safe and healthy work environment to its employees by establishing a guideline to deter any sexual harassment at work.
- Code of conduct for all Directors and Senior Management that prohibits discrimination and harassment, and promotes clean safe and ethical work environment
- Whistle Blower Policy provides scope to its group companies, joint ventures, suppliers, contractors, others to report serious concerns that could have grave impact on the operations and performance of the business

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Response: There have been no complaints received in the year under review, relating to any human rights issue.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others

Response: No

2. Does the Company have strategies / initiatives to address global environmental issues, such as climate change, global warming, and others? If yes, please give hyperlink for webpage etc.

Response: The Company is committed for continual improvement for optimum utilization of resources to minimize consumption of energy, water and natural resources while maximizing productivity in eco-friendly manner.

3. Does the Company identify and assess potential environmental risks? Y/N

Response: Yes.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Response: No

5. Has the Company undertaken any other initiatives on clean technology, energy, efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Response: No

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported.

Response: The Company does not engage in any industrial activity leading to Emissions/Waste generation.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Response: As on March 31, 2020, there are no show cause/ legal notices received from CPCB/ SPCB which are pending / unresolved.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Response: Yes. The company is a member of EEMA (Event and Entertainment Management Association) which is autonomous, non-profit body of registered companies, institutions and professionals that operate within India's Events and Experiential marketing industry. Also, Mr. Vijay Arora, Whole-Time Director of the Company has been elected as Vice President – North, EEMA.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)
Response: No

Principle 8: Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes /initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.
Response: No
2. Are the programmes /projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?
Response: NA
3. Have you done any impact assessment of your initiative?
Response: No
4. What is your Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?
Response: CSR is not applicable on the Company for the year under review 2019 20. Hence, no contribution has been made by the Company.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?
Response: NA

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.
Response: Nil
2. Does the Company display product information on the product label, over and above what is mandated as per local laws?
Response: The Company's principle business is rendering event management services and does not manufacture any goods. Hence, displaying product information on the product label is not applicable on the Company.
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.
Response: No
4. Did your Company carry out any consumer survey/ consumer satisfaction trends?
Response: No

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENT

The global events industry size was valued at \$1,100 billion in 2018, and is expected to grow at a CAGR of 10.3% to reach \$2,330 billion by 2026. The global events industry is segmented based on type, revenue source, organizer, age group, and region. Depending on type, the industry is divided into music concerts, festivals, sports, exhibitions & conferences, corporate events & seminar, and others. By revenue source, it is classified into ticket sale, sponsorship, and others. On the basis of organizer, it is categorized into corporate, sports, education, entertainment, and others. With the increasing globalization there will be a surge in the demand of event management services with companies opting for different companies offering them a myriad of services.

The Indian event management industry underwent a dramatic change in the past decade. The term itself got redefined as it changed from being a business that just involved organizing weddings to a business that takes care of every 'happening', be it private or public in the 'commercial' as well as in the non-commercial world. Everything now is done on 'big scale'. 'Image' is the key word today. This 'image' building exercise today needs a professional manager, either an individual or an organization, depending on the size of the exercise. The continuous rise in the number and the scale of all such events has emerged as the main growth drivers in the sector. Event Management is looked upon as a sunrise industry in the service sector.

Business management and organizational skills put together with a lot of creativity goes into successful Event Management. Inter personal and communication skills, networking and negotiation skills, public speaking and presentation are the essentials for professionals engaged in this industry to grow and succeed. As an Event Manager they could be involved in parties, ceremonies, awards and felicitations, exhibitions, conferences, radio, television or reality shows, concerts and many more. The process involves all the small and big steps beginning from conceptualizing to finally managing the event

The events industry is creative and regularly innovating. It is adapting continuously to new technology and has the potential to survive adverse economic and political circumstances. Creative content and constant innovation have played a key role in enhancing the growth of the industry.

We can attribute growth of the industry to digital activation and rural expansion. The rise in number of sports events and increased Government marketing initiatives has given the events industry a new face. The last decade has seen a leap in the number of reality shows in the west and India too has followed the trend.

Latest trends in Event Management

- Mixed reality, a combo of the virtual and real is becoming a constant in today's events. The latest technology makes it easily available and affordable for masses.
- AI has a role to play from the time of conceptualization of events till the organizers collect feedback.
- Crowd sourcing is a norm today.
- Old is gold, novel ideas from the past are getting back to mainstream.
- Venues are no longer stadiums and convention centers.
- Real time data is being used for deciding shape and course of events.
- Event security is one among the priority of organizers.

Events are playing an increasingly important role in the Marketing and Communications mix for all companies. Today, Event Management has become an integral part of any Marketing plan. A large number of companies have already recognized the benefits of Direct Marketing through events. Events are considered as a means to Launch, Advertise or Build a brand. These events also act as a bridge to remove the communication gap. These events can be seen as an interactive experience among different employees working in various industries.

Events are classified as:

Social events which include Wedding Planning (Wedding Management) Birthday Parties, Anniversaries, Get Together, Social Gathering, Fund raising for Large Clubs, Charitable Trusts etc.

Corporate events which include Meetings, Seminars, Conferences, Training Programs, Annual Picnics, and Award Functions.

Entertainment events which include Movie Promotions, Celebrity Nights, Music /Video Release, Award Nights etc.

Educational Events which include Education Fairs, College Events, Picnics & Holidays and Annual Sports.

Exhibition and fairs

Special Events for important clients.

Event Management sector is the popular demand for wedding planners. This industry thrives largely on the Indian notion of characterizing marriage as a singular high-point in one's life. In a bid to make one's wedding unique, the wedding planning industry derives a reasonable demand owing to their professionalism and touch of precision to make the entire process smooth. The uniqueness of an event will depend very much on the variation of the personalised elements that the event offers. Hence, firms should also embrace the latest technology as it can easily be leveraged to offer customers a memorable experience.

Rise in disposable income coupled with time constraints that people face has led to the development of the wedding planning sector in our country. A wedding planner becomes imperative to streamline the entire process and attention to the minute detail. An Indian wedding definitely needs a lot of time and effort towards planning and implementation.

OPPORTUNITIES, CHALLENGES & STRENGTH

OPPORTUNITIES

The key to a successful commercial event business is to satisfy a demonstrated need in the marketplace and our Company as having variety of client base has managed to do so. Having potential attendees and sponsors helps us to identify opportunities to make our business reach its peak potential. Exploit multiple facets of event to generate increased sponsorship participation.

During the pandemic, the Company transformed its way of offering services keeping in mind social distancing norms by introducing digital initiatives and organizing virtual events and conferences. Using cloud-hosted live-streaming and broadcasting solutions tailored for each event, the setting of a physical event has been shifted to a virtual venue. In the present scheme of things, this option has emerged as an effective alternative for event-planners as well as event-goers to be part of events but not by risking their and their neighbor's health. The online ecosystem eliminates geographical boundaries for users such as people from anywhere across the world can interact with each other in real-time.

CHALLENGES

The event and entertainment industry is going through challenging times since the outbreak of coronavirus. The economic disruption has led businesses across various sectors to see a huge downfall in their growth. The worst affected are the event industry who are witnessing a major dip in their business due to the cancellation of events worldwide.

Other than this, the prime challenges faced by the Company are:

Various approvals & legal paperwork required: A lot of hurdles in the form of rules, for which organizers need to get permissions from the concerned multiple authorities is another challenge for the industry and becomes tedious when there are deadlines to be met.

Skilled Manpower Pool: The skilled human capital is also lacking in Indian context or is not enough to meet the needs of this sector. This needs to be improved through learning programs. In this regard, we have launched an initiative called Touchwood Wedding School which will embark and educate the budding talent who has lot of creativity to experience an unparalleled educational journey that is intellectually, socially and personally transformative which will give them the direction and provide maximum exposure into the wedding industry.

Sponsorships: As the Company is still sponsor led, obtaining the same is a major challenge. For non-metro cities, this challenge broadens further as the HO's of major brands are remotely located and the response turnaround time is too long.

Lack of supporting infrastructures: Absence of proper event venues, technology service providers, air transport network etc makes conducting large scale events a bit tough.

ROI Measurement Standard: Brands are likely to increase their expenditure on experiential marketing if the return on their spends could be demonstrated in standard manner. Due to unique nature of each event, there is no universally accepted standard to measure ROI. We need to define standards to measure performance against client expectations (such as sales, trial, awareness, database creation etc.).

Advent of other media: Other media invading the activation space is a major challenge. Television, radio and print media creating activation teams for their clients with incentive of promotion through their media channels is a real major threat.

Rising rental cost of space: The rentals seem to spike up and is a major concern for event planners in India.

Interlinked with other Industries: The event management companies work a lot in cooperation with different industries such as food, beverage, hospitality and entertainment and thus is quite dependent on each of them. The volatility in any one industry could therefore affect the event management service industry directly and hence could prove as a restrain at times.

OUR COMPETITIVE STRENGTH

The core strength of our Company is its personnel. They are the specialists in problem identification and transformational solutions, equipped with high creative, vast experienced and are highly knowledgeable in technology and emerging trends, which enables them to bring to life ground-breaking events time and again. Responsibilities include:

- Client servicing;
- Client and third party supplier sourcing and liaison Organisation and management of events;
- Planning and conceptualization.

The Company has a wide range of services viz. event management, wedding planning, wedding décor, stage show organizer, political consultation, political activation, renting of property for events like corporate seminars and weddings etc. Stall preparation for exhibition, destination weddings, resulting in to diversified area coverage due to which our Company is not restricted to any single category of clients. Further all the services we offer has a peak season once in a year this helps the Company to reap the benefit of season sale. Our Political Consultancy and Activation services being expanded over different states allows us to capture political consultancy and activation support service contracts from different political parties and individual candidates throughout the year.

Our Company has a wide range of client base varying from big corporate ranging from all the sectors of business viz. manufacturing, real estate, service sector, media and entertainment, hospitality, FMCG, Education etc. as well as political parties or politicians and our wedding business is not restricted to any type of client.

Now our Company being already registered, established and organized player for more than a two decades of Wedding Industry has no limit of opportunities to capture a sophisticated market of this industry. With our vast experience in this industry, we have witnessed great potential in event management and political activation business. We have also launched few IPs viz. Gourmet Entertainment Show, Make Me Up, Matchmakers Conclave, HNI Shadi and more. We will be focusing on developing these IPs in best way possible in the coming years.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

Our Company specializes in Events Management, offering all of our clients a complete variety of event facilities, ranging from event planning & marketing to production and legal services for the events. We at Touchwood Entertainment Limited acknowledge that we stand as an extension of our clients' professional appearance; therefore we know that our employees' appearance, professionalism, performance, approach, presentation and commitment levels are of unlimited significance.

CORPORATE OUTLOOK

Alongside the massive human toll, the COVID-19 outbreak has caused industries worldwide to come to a standstill – and the events industry is no exception. The spread of the COVID-19 pandemic and continuation of the stringent nationwide lockdown in India in the months of April May & June led to numerous events either been cancelled or postponed especially since the pandemic-led travel bans and restriction on public gatherings came into effect. Due to this the Company's businesses has significantly impacted the Company's revenue in the first quarter of FY21. The adverse impact may continue over most of FY21 depending on the speed with which the pandemic is contained and when the restrictions are lifted. The full financial impact arising from the pandemic triggered market disruption can be

assessed once reasonable normalcy gets restored across the major markets and customer segments served by the Company.

Now, with the need for practicing social distancing topping the priority charts for every single human being across the globe, the Company has turned to technology to adapt to the unprecedented situation by overcoming two main challenges. The first involves mitigating the losses wrought by the pandemic and, secondly, meeting the event management needs of business stakeholders while complying with social distancing protocols.

At present, technology applications such as video-conferences, webinars, virtual (events, meetings) and others are playing their individual parts to try and keep the operations running, especially for the corporate segment. In future, there might be an adoption of a hybrid approach which is a balance between offline and online events but we shall have a better understanding of this by the end of this year. With technology functioning as the event industry's lifeline during the pandemic, it will likely continue to be a mainstay in the event management paradigm in the post-pandemic world as well.

RISKS AND CONCERNS

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a proper and adequate system of internal control including internal financial controls. Your Company has an Audit Committee headed by a non-executive independent director, inter alia, to oversee your Company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management. The internal control system, including internal financial controls of the Company, is monitored by an independent internal audit team, which encompasses examination/ periodic reviews to ascertain adequacy of internal controls and compliance to Company's policies. Weaknesses noted along with agreed upon action plans are shared with audit committee, which ensures orderly and efficient conduct of the business and effectiveness of the system of internal control. The audit function also looks into related party transactions, preventive controls, investigations, as well as other areas requiring mandatory review per applicable laws. The powers of the Audit Committee, inter-alia, include seeking information from any employee, obtaining outside legal or other professional advice, and investigating any activity of the Company within the committee's term of reference.

Your Company's internal audit department verifies the information of the financial statements as well as the compliance with your Company's policies to maintain accountability and ensuring controls are in place to safeguard of all its assets and correctness of accounting records. The internal audit department shares regular updates regarding the work done, coverage, weaknesses noted and other relevant issues with appropriate management levels including Audit Committee. Observations/ weaknesses noted from time to time are suitably acted upon and followed up at different levels of management. The internal control is supplemented by an extensive program of audits and periodic review by the management.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review the company's Earning Per Share (EPS) declined to Rs. 1.60 in FY20 against Rs.3.01 in FY19. The net profit for the FY 2019-20 is Rs.163 Lakhs as against the profit of Rs.306 Lakhs for FY 2018-19.

HUMAN RESOURCES

The Company believes and recognizes that its employees are a vital resource in its growth and to give competitive edge in the present business scenario. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas. Professional with required amount of experience and knowledge are hired on need to need basis by the Company. The Industrial relation of the Company with various clients, suppliers, financial lenders and employee is cordial. There are total 36 employees on the payroll of the Company.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standards.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TOUCHWOOD ENTERTAINMENT LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Touchwood Entertainment Limited** ("the Company"), which comprise the Balance Sheet as at March 31st, 2020, the Statement of Profit and Loss & Other Comprehensive Income and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

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 required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2020, the profit and its cash flows for the year ended on that date

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Emphasis of Matter

We draw your attention to:

Note no. (5) for considering the advance given to Jaypee Infratech Ltd. for purchase of Pent House at JAYPEE GREENS, NOIDA, as good despite Jaypee Infratech Ltd. undergoing insolvency proceedings since July 2017.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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, and cash flows of the Company in accordance with the Accounting Standard and other accounting principles generally accepted in India. 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 were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone 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 are responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Standalone 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 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 standalone 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 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 has adequate internal financial controls with reference to financial statements 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, we are required to draw attention in our auditor's report to the related disclosures in the Standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone 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 Standalone 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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 & Other Comprehensive Income including the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standard specified under Section 133 of the Act
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act

h) 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 has no pending litigation which has any impact on its financial position.
- II. The Company does not have any long term contract including derivative contracts except advance given for purchase of Pent House at Jaypee Greens, Noida, Considered good. (refer matter paragraph) for which there may be a material loss.
- III. No amount was required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **VSD & ASSOCIATES**

Chartered Accountants

Firm's registration number: 008726N

Sd/-

Sanjay Sharma

F.C.A., Partner

Membership number: 087382

UDIN: 20087382AAAABK4443

Place : New Delhi

Dated : 30.06.2020

GENERATE ANOTHER UDIN

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **M/s Touchwood Entertainment Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have examined the internal financial controls over financial reporting of **M/s Touchwood Entertainment Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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 Institute of Chartered Accountants of India 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 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 authorizations 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.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VSD & ASSOCIATES**

Chartered Accountants

Firm's registration number: 008726N

Sd/-

Sanjay Sharma

F.C.A., Partner

Membership number: 087382

UDIN: 20087382AAAABK4443

Place : New Delhi

Dated : 30.06.2020



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **M/s Touchwood Entertainment Limited** of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The company owns no immovable property as at the balance sheet date. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made a part payment of Rs.1,13,48,880/- to M/s Jaypee Infratech Limited for purchase of a Pent House at JAYPEE GREENS, NOIDA (UNIT NO. KRH21-3202) for which no title deed held with the company as the project is under dispute. The same will take place after completion of the project. (Refer Note No. (5) in Notes to the Accounts)

ii. The Company is engaged in the business of providing event management services and does not have any inventories of raw material or finished goods. The company used to purchase and procure need based goods & services directly delivered at site by the suppliers, as and when required for organizing and conducting the events.

iii. According to the information and explanations given to us, the Company has given interest free rent security of Rs.10 Lacs each to its 2 directors, covered in the register maintained under section 189 of the Companies Act, 2013. However the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or any other parties covered under the register maintained under section 189 of the Companies Act 2013. Hence clauses (a) to (c) are Not Applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan or guarantee. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act, with respect to the investments made by it in quoted equity shares.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) On the basis of our examination of books of account and information and explanation furnished by the management provisions of sales -tax, duty of customs, duty of excise, value added tax and cess are not applicable to the company. No outstanding statutory dues as on the last day of the financial year was outstanding for a period of more than six months from the date it became payable.

(b) Income Tax Authorities (CPC) has adjusted an amount of Rs.29,18,045/- against tax liability of the Assessment Year 2008-09 out of refund due to the company in previous years. The assessment at Nil demand has already been made by Dy. Commissioner of Income Tax in company's favor. The company has received a refund of Rs.23,05,109/- in November 2017 and is hopeful that the balance amount will be

refunded by the income at department in due course. In view of this the amount has not been written off and the same is classified under "Other Current Assets."

viii. The company has not taken any loans from financial institutions and Government and has not issued any debentures at the close of the year but has taken vehicle loans from bank and NBFC. The company is regular in repayment of term loans taken from bank and NBFC for purchase of vehicles, which are payable in EMI and there is no default.

ix. The Company has raised term loan for purchase of vehicles. The amount of Term loan was paid directly by the NBFC to the vendor of vehicle.

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

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. There was no issue of Shares during the year for cash consideration however company has issued the bonus share during the year. The company has not made any private placement of shares or fully or partly paid convertible debentures during the year.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For **VSD & ASSOCIATES**
Chartered Accountants
Firm's registration number: 008726N

Place : New Delhi
Dated : 30.06.2020

Sd/-
Sanjay Sharma
F.C.A., Partner
Membership number: 087382
UDIN: 20087382AAAABK4443

BALANCE SHEET AS AT 31ST MARCH 2020

		NOTE	AS AT 31.03.2020	AS AT 31.03.2019	AS AT 01.04.2018
ASSETS					
[A] NON CURRENT ASSETS					
(a) Property, Plant and Equipment	3		27,880,349.27	33,975,833.12	35,773,365.00
(b) Intangible Assets	4		135,913.00	-	-
(c) Financial Assets					
(i) Investments	5		-	5,512,547.01	4,575,284.08
(ii) Loans	6		22,562,330.05	26,210,633.00	26,398,166.00
(d) Deferred Tax Assets [Net]	7		<u>2,214,581.00</u>	<u>1,546,371.61</u>	<u>907,654.29</u>
			52,793,173.32	67,245,384.74	67,654,469.37
[B] CURRENT ASSETS					
(a) Financial Assets					
(i) Trade Receivables	8		67,425,594.41	84,782,877.41	41,060,691.00
(ii) Cash and Cash Equivalents	9		43,644,179.81	38,200,938.06	41,920,289.56
(iii) Bank Balances other than (ii) above	10		3,070,000.00	2,955,000.00	288,000.00
(b) Other Current Assets	11		<u>21,489,942.06</u>	<u>20,069,600.33</u>	<u>4,107,732.47</u>
			135,629,716.28	146,008,415.80	87,376,713.03
TOTAL ASSET			188,422,889.60	213,253,800.54	155,031,182.40
EQUITY AND LIABILITIES					
[A] EQUITY					
(a) Equity Share Capital	12		101,812,450.00	40,724,980.00	40,724,980.00
(b) Other Equity	13		<u>20,985,909.75</u>	<u>78,047,990.07</u>	<u>47,416,746.72</u>
Total Equity			122,798,359.75	118,772,970.07	88,141,726.72
[B] LIABILITIES					
[1] NON-CURRENT LIABILITIES					
(a) Financial Liabilities					
(i) Borrowings	14		2,066,656.94	3,988,569.17	4,380,674.82
(b) Provisions	15		<u>8,835,294.00</u>	<u>6,803,877.00</u>	<u>5,370,495.00</u>
			10,901,950.94	10,792,446.17	9,751,169.82
[2] CURRENT LIABILITIES					
(a) Financial Liabilities					
(i) Borrowings	16		1,921,912.23	3,327,813.53	3,414,507.35
(ii) Trade Payables	17		32,953,057.68	52,121,015.64	36,407,627.72
- Total Outstanding due from MSME			-	-	-
- Total Outstanding due other than MSME			32,953,057.68	52,121,015.64	36,407,627.72
(ii) Other Financial Liabilities	18		3,061,585.00	2,197,430.00	2,261,036.00
(b) Other Current Liabilities	19		8,506,289.00	5,249,731.13	4,473,523.29
(c) Provisions	20		<u>8,279,735.00</u>	<u>20,792,394.00</u>	<u>10,581,591.50</u>
			54,722,578.91	83,688,384.30	57,138,285.86
TOTAL EQUITY AND LIABILITIES			188,422,889.60	213,253,800.54	155,031,182.40

Significant Accounting Policies & Notes to the Financial Statements 1 to 2

Auditors' Report

As per our report of even date attached to the Financial Statements

For and on behalf of the Board of Directors of
Touchwood Entertainment Limited

For VSD & Associates
Chartered Accountants
(Firm Registration No. 008726N)

Sd/-

(Sanjay Sharma)
Partner
Membership No. 087382

Place : New Delhi
Dated : 30.06.2020

Sd/-

Manjit Singh
(Managing Director)
DIN:00996149

Sd/-

Jaswinder Kaur
(Director)
DIN:07931247

Sd/-

Dinesh Singla
Chief Financial Officer
PAN: BLVPS6089N

Sd/-

Ashima Arora
Company Secretary
& Compliance Officer
PAN:BPXPA7483Q

Statement of Profit & Loss Account for the year ended 31st March 2020

	Note No.	Year Ended 31.03.2020	Year Ended 31.03.2019
I Revenue from Operations	22	208,088,890.55	322,776,272.86
II Other Income	23	4,259,720.98	4,762,529.21
III Total Revenue (I+II)		212,348,611.53	327,538,802.07
IV Expenses:			
Employees Benefits Expenses	24	40,380,322.00	29,043,731.00
Financial Costs	25	639,980.68	732,038.51
Depreciation & Amortization Expense	26	6,120,134.00	6,290,265.00
Other Expenses	27	139,415,194.14	248,838,739.54
Total Expenses		186,555,630.82	284,904,774.05
V Profit before exceptional and tax (III-IV)		25,792,980.71	42,634,028.02
VI Exceptional Items		-	-
VII Profit before tax (V-VI)		25,792,980.71	42,634,028.02
VIII Tax Expenses:			
(1) Current Tax		7,315,570.00	13,293,903.00
(2) Past Period Tax		1,502,089.70	423,941.00
(3) Deferred Tax		(668,209.39)	(638,717.31)
IX Profit(Loss) for After Tax		17,643,530.40	29,554,901.33
X Other Comprehensive Income			
A (i) Item that will not be reclassified to Profit & Loss			-
Re-measurement Gains/(Losses) on Defined Benefit Obligation		(774,699.00)	(185,504.00)
Profit/(Loss) on Sale of Non-Current Investment		(566,053.32)	1,261,845.74
(ii) Income tax relating to items that will not reclassified to Profit & Loss			-
B (i) Item that will be reclassified to Profit & Loss			-
(ii) Income tax relating to items that will be reclassified to Profit & Loss			-
XI Total Comprehensive Income for the Year (IX+X)		16,302,778.08	30,631,243.07
XII Earning Per Equity Share	28		
(1) Basic		1.60	7.52
(2) Re-instated Basic		N.A	3.01
(3) Diluted		1.60	7.52
(3) Re-instated Diluted		1.60	3.01

Significant Accounting Policies & Notes to the Accounts 1 & 2

Auditors' Report

As per our report of even date attached to the Financial Statements

For and on behalf of the Board of Directors of
Touchwood Entertainment Limited

For VSD & Associates
Chartered Accountants
(Firm Registration No. 008726N)

Sd/-

(Sanjay Sharma)
Partner
Membership No. 087382

Place : New Delhi
Dated : 30.06.2020

Sd/-

Manjit Singh
(Managing Director)
DIN:00996149

Sd/-

Dinesh Singla
Chief Financial Officer
PAN: BLVPS6089N

Sd/-

Jaswinder Kaur
(Director)
DIN:07931247

Sd/-

Ashima Arora
Company Secretary
& Compliance Officer
PAN:BPXPA7483Q

Statement of Cash Flows for the year ended 31st March 2020

Particulars	31.3.2020	31.03.2019
	Amount (Rs.)	Amount (Rs.)
Cash flow from Operating Activities		
Total Comprehensive Income After Tax	16,302,778.08	30,631,243.07
Adjustments for :		
Tax Including Deferred Tax	8,149,450.31	13,079,126.69
Depreciation & Amortisation Exp.	6,120,134.00	6,290,265.00
Loss on Sale of Fixed Assets	13,012.00	5,500.00
Fixed Assets Written Off	387,060.00	15,405.00
Interest Received	(31,586.80)	(549,682.00)
Dividend Received	(55,472.90)	(29,986.35)
Finance Cost	639,980.68	732,038.51
Operating Profit before working capital changes	31,525,355.37	50,173,909.92
Changes in Working Capital		
Derease/(Increase) in Trade receivable	17,357,283.00	(43,722,186.41)
Derease/(Increase) in Other Bank Balance	(115,000.00)	(2,667,000.00)
Derease/(Increase) in Other Current Assets	(1,420,341.73)	(15,961,867.86)
Derease/(Increase) in Loan & Advances	3,648,302.95	187,533.00
Increase/(Decrease) in Employee Benefit (Non-Current)	2,031,417.00	1,433,382.00
Increase/(Decrease) in Employee Benefit (Current)	320,379.00	242,636.00
Increase/(Decrease) in Trade Payable	(19,167,957.96)	15,713,387.92
Increase/(Decrease) in Other Financial Liability	864,155.00	(63,606.00)
Increase/(Decrease) in Other Current Liability	3,256,557.87	776,207.84
Net Cash Flow from Operation	38,300,150.50	6,112,396.41
Less : Income Tax paid	21,650,697.70	3,749,677.50
Net Cash Flow from Operating Activities (A)	16,649,452.80	2,362,718.91
Cash flow from investing Activities		
Sale/(Purchase) of Investment(Net)	5,512,547.01	(937,262.66)
Purchase of Property, Plant & Equipment	(461,545.15)	(4,523,638.12)
Purchase of Intangible Assets	(179,090.00)	-
Sale of Fixed Assets	80,000.00	10,000.00
Interest received	31,586.80	549,682.00
Dividend received	55,472.90	29,986.35
	5,038,971.56	(4,871,232.43)
Net Cash Flow from Investing Activities (B)	5,038,971.56	(4,871,232.43)
Cash Flow From Financing Activities		
Increase/(Decrease) in Borrowing Non-Current	(1,921,912.63)	(392,105.65)
Increase/(Decrease) in Borrowing Current	(1,405,901.30)	(86,693.82)
Interest Paid	(639,980.68)	(732,038.51)
Dividend Paid	(12,277,388.00)	-
Net Cash Flow from Financing Activities (C)	(16,245,182.61)	(1,210,837.98)
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	5,443,241.75	(3,719,351.50)
Opening Cash & Cash Equivalents	38,200,938.06	41,920,289.56
Cash and cash equivalents at the end of the period	43,644,179.81	38,200,938.06
Cash And Cash Equivalents Comprise :		
Cash	3,381,909.26	1,902,287.10
Bank Balance :		
Current Account	40,262,270.55	36,298,650.96
Total	43,644,179.81	38,200,938.06

Notes:

(1') The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS-7 on Statement on Cash Flows.

(2') Previous Year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current year's classification.

Significant Accounting Policies & Notes to the Financial Statements

Auditors' Report

As per our report of even date attached to the Financial Statements

For and on behalf of the Board of Directors of
Touchwood Entertainment Limited

For VSD & Associates
Chartered Accountants
(Firm Registration No. 008726N)

Sd/-

(Sanjay Sharma)
Partner
Membership No. 087382

Place : New Delhi
Dated : 30.06.2020

Sd/-

Sd/-

Manjit Singh
(Managing Director)
DIN:00996149

Jaswinder Kaur
(Director)
DIN:07931247

Sd/-

Sd/-

Dinesh Singla
Chief Financial Officer
PAN: BLVPS6089N

Ashima Arora
Company Secretary
& Compliance Officer
PAN:BPXPA7483Q



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1 Corporate Information

The Company was incorporated as a Private Limited company on 1st August 1997 under the provisions of Companies Act 1956 and gets itself converted into Limited Company after passing Special Resolution on 08/03/2003 in terms of Section 31/21 read with Section 44 of the Companies Act 1956. The Company is engaged in Event Management Services. The Equity Shares of the Company are listed at National Stock Exchange (SME) of India since 21st December 2017 with Symbol: TOUCHWOOD and Series ISIN:INE486Y01013

2 Significant Accounting Policies

(a) Basis of Preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant accounting principles generally accepted in India.

The financial statements up to year ended March 31st, 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). Previous year numbers in the financial statements have been restated in accordance with Ind AS. These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 1, 2018

Basis of Measurement

The financial statements of the Company have been prepared using the historical cost basis.

Summary of Significant Accounting Policies

a. Use of Estimates

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management of the company to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities (including disclosure of contingent liabilities) at the end of the reporting period.

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialise.

b. Current versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle
- ▶ Held primary for the purpose of trading.
- ▶ Expected to be realised within twelve months after the reporting period, or
- ▶ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified a non current. A liability is current when:

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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

c Foreign Currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which the entity operates and is normally the currency in which the entity primarily generates and expends cash.

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

d Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

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

Revenue in excess of billings on service contracts is recorded as unbilled receivables and is included in trade receivable. Billings in excess of revenue that is recognized on service contracts are recorded as deferred revenue until the above revenue recognition criteria are met and are included in current liabilities.

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

Interest income

Interest income is recognized on time proportion basis considering the funds deployed and the applicable interest rates.

Dividend income

Dividend Income is accounted for as income when the right to receive dividend is established. .

e Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively. .

f Property, Plant and Equipment

(i) Recognition and Measurement

Property, plant and equipment are tangible items that are held for use in the production or supply for goods and services, rental to others or for administrative purposes and are expected to be used during more than one period.

The cost of an item of property, plant and equipment shall be recognised as an asset if and only if 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. Freehold lands are stated at cost. All other items of property, plant and equipment are stated at cost, net of recoverable taxes

less accumulated depreciation, and impairment loss, if any.

The cost of an asset includes the purchase cost of material, including import duties and non refundable taxes, and any directly attributable costs of bringing an asset to the location and condition of its intended use. Interest on borrowings used to finance the construction of qualifying assets are capitalised as part of the cost of the asset until such time that the asset is ready for its intended use. The carrying amount of the replaced part is derecognised. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

The present value of the expected cost for the decommissioning of an asset after its use, if any, is included in the cost of the respective asset if the recognition criteria for a provision are met. Assets identified and technically evaluated as obsolete are retired from active use and held for disposal are stated at the lower of its carrying amount and fair value less cost to sell.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

(i) Subsequent Expenditure

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

(ii) Transition to IND AS

On transition to Ind AS, the Company has elected to adopt carrying value of all of its property, plant and equipment recognized as at April 1, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(iii) Depreciation

Depreciation has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013. Depreciation on Property, Plant & Equipment (other than Intangible assets) is provided based on the following useful life of the assets:-

Asset Category	Useful Life (In years)
Office Equipments	5 years
Motor Cars	8 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Electrical Items	5 years
Computer and Peripherals	3 years
Generator	15 years
Truck	6 years
Printer	5 years
Television	5 years
Composting Machine	15 years

Depreciation on additions is provided on a pro rata basis from the date of such additions. Similarly, depreciation on assets sold/ disposed off during the year is being provided upto the date on which the assets are sold/ disposed off.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

g Intangible Assets

(i) Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

(ii) Subsequent Expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

(iii) Amortisation

Intangible Assets is amortised on a straight-line basis over a period of three years, being the period over which the Company expects to derive economic benefits from the use of the Intangible Assets.

h Borrowing Costs

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

i Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from

other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that is largely independent of cash flows of other assets or group of assets (CGU).

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. .

j Provisions, Contingent Liabilities and Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continuously and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

A contingent asset is not recognised but disclosed, when possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

k Employee Benefits

i. Short-Term Obligations

Short-term obligations Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the undiscounted amounts expected to be paid when the liabilities are settled. The liabilities

are presented as current benefit obligations in the balance sheet.

ii. Retirement and Other Employee Benefits

The Company provides for Gratuity covering eligible employees of company. The Gratuity provides a lumpsum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gain and loss arising from experience adjustments and change actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of change in equity and in the balance sheet .

i. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and current deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. .

m. Financial Instruments

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

(A) Financial Assets

Initial Recognition and Measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

(i) Financial Assets carried at Amortised Cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income for these financial assets is included in other income

using the effective interest rate method.

(iii) Financial Assets at Fair Value through Profit or Loss (FVTPL)

A financial asset/equity investment which is in scope of Ind AS 109 and is not classified in any of the above categories are measured at FVTPL.

(B) Financial Liabilities

Initial Recognition and Measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent Measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(C) Derecognition of Financial Instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(D) Reclassification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(E) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. .

n Earnings per Share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and equivalent dilutive equity shares outstanding during the year, except where the result would be anti-dilutive. .

o Use of Estimates

The preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires management of the Company to make judgments, estimates and assumptions that

affect the reported amount of revenues, expenses, assets and liabilities (including disclosure of contingent liabilities) at the end of the reporting period.

The areas involving critical judgements are as follows-

(i) Depreciation/Amortisation and useful lives of Property, Plant and Equipment/Intangible assets

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

(ii) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

(iii) Defined Benefit Obligations

The costs of providing gratuity and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. **The same is disclosed in Note 28.**

(iv) Income Tax

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions.



Notes to Account

1. Accounts of all parties classified under sundry debtors, sundry creditors, loans & advances are subject to confirmation and reconciliation & Bank accounts are subject to reconciliation.
2. The Company could not account for entire amount of Tax deducted at source, by its clients as the clients have yet to file their quarterly TDS return for March 2020 Qtr. In view of this the company has accounted the TDS amount to the extent amount appearing in Form 26AS and TDS deducted by clients in case of bills wise payment received.
3. Contingent liability may be incurred in respect of pending direct & indirect taxes & statutory dues the amount of which is neither know nor presently ascertainable.
4. In the opinion of the management the value of Current Assets & Loans & Advances is not less than the amounts stated in books of accounts and are considered good.
5. The Company was allotted a Pent House at JAYPEE GREENS, NOIDA vide provisional allotment letter bearing No. 47698/390115/KRH0213202 dated 09/11/2013 for a total consideration of Rs.2,20,32,480/- . Till the close of the current financial year the company has paid a sum of Rs.1,13,48,880/. M/s Jaypee Infratech Limited is in process of resolution of insolvency but the company's management is confident of getting the possession of the property in the coming time. Therefore no provision for diminution in the value of advance given for the same is considered. This amount is classified under "Loan Under Financial Liability (Non Current)."
6. The assessing officer has raised and uploaded demand of Income Tax in respect of Assessment Year 2008-09. Till the close of the current financial year CPC has adjusted an amount of Rs.29,18,045/- out of which an amount of Rs.23,05,109/- has been received in November 2017. The management is hopeful that the balance amount will be refunded by the income tax department in due course and the amount is classified under Other Current Assets.
7. Provision for Current income tax has been made as per the provisions of Income tax Act 1961 which is subject to assessment.
8. As certified by the directors of the Company no legal case against the company was pending as on Balance sheet date.
9. The Company has communicated with its Sundry Creditors to enquire whether they are registered under Micro, Small and Medium Enterprises Development Act, 2006 or not, but the company has not received any reply from the creditors and considered that these creditors are not covered within the Provisions of Micro, Small and Medium Enterprises Development Act, 2006 and hence all the creditors are taken as not registered under Micro, Small and Medium Enterprises Development Act, 2006.
10. Previous year figures have been regrouped or reclassified wherever found necessary to make them comparable with the figures of the current year

	<u>2019-2020</u>	<u>2018-2019</u>
11. Payment made in Foreign Currency	1,31,101.50	2,73,70,000.00
12. Earning in Foreign Currency (Amount Realised)	11,03,642.55	1,10,23,469.00
13. Statutory Auditor's Remuneration		
Audit Fee	4,00,000.00	2,50,000.00
Other Professional Fee	1,65,000.00	Nil
Total	5,65,000.00	2,50,000.00

14. Disclosures as per Ind AS 19 "Employee Benefits" relating to Actuarial Valuation of Gratuity

The Company has a defined benefit gratuity plan in India, governed by the Payment of Gratuity Act, 1972. The plan entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned.

Membership Information		% increase	31-Mar-2020	31-Mar-2019
Number of members considered for valuation		2.8%	37	36
Average age		1.5%	32.88	32.39
Monthly Salary (INR)	Average	44.4%	84,537	58,560
	Total	48.4%	3,127,860	2,108,150
Past Service (Years)	Average	- 10.0%	4.15	4.61
Discontinuance Liability^	Total	42.1%	10,363,147	7,292,951

Amount Recognised in Statement of Profit & Loss Account

Particulars	2019-20	2018-19
Current Service Cost	11,83,002	10,48,117
Past Service Cost	-	-
Settlement/Curtailment Cost/(Credit)	-	-
Interest on DBO	5,39,479	4,42,397
Interest on Plan Assets	-	-
Expenses Recognised in Profit & Loss	17,22,481	14,90,514

Amount Recognised in Other Comprehensive Income

Particulars	2019-20	2018-19
Remeasurement of DBO		
-Changes in Demographic Assumption	-	(23,795)
-Changes in Financial Assumption	6,06,546	5,50,107
-Changes due to Plan Experience	1,68,153	(3,40,808)
Expense/(Income) recognised in OCI	7,74,699	1,85,504

Reconciliation of Defined Benefit Obligation

Particulars	2019-20	2018-19
Opening Balance	74,47,663	57,71,645
Service Cost	11,83,002	10,48,117
Interest on DBO	5,39,479	4,42,397
Remeasurement of DBO	7,74,699	1,85,504
Payment Made	(1,45,384)	-
Closing Balance	97,99,459	74,47,663

Current & Non Current Liability

Particulars	2019-20	2018-19
Current Liability	9,64,165	6,43,786
Non Current Liability	88,35,294	68,03,877
Total	97,99,464	74,47,663

Maturity Profile-Future Expected Payment

Time Period (in years)	2019-20	2018-19
<=1	9,64,165	6,43,786
2-5	37,64,639	27,06,444
6-10	39,21,064	32,43,271
11-15	38,72,735	33,88,643
Above 15	55,29,165	60,63,015

Actuarial Assumption

Particulars	2019-20	2018-19
Discount Rate	6.45%	7.32%
Salary Escalation Rate	11.00%	11.00%
Employee Turnover Rate	11.00%	11.00%
Mortality Rate	IALM 2012-14	IALM 2012-14

As per our report of even date attached to the Financial Statements

For and on behalf of the Board of Directors of
Touchwood Entertainment Limited

For VSD & Associates

Chartered Accountants
(Firm Registration No. 008726N)

Sd/-

(Sanjay Sharma)
Partner
Membership No. 087382

Place : New Delhi

Dated : 30.06.2020

Sd/-

Manjit Singh
(Managing Director)
DIN:00996149

Sd/-

Jaswinder Kaur
(Director)
DIN:07931247

Sd/-

Dinesh Singla
Chief Financial Officer
PAN: BLVPS6089N

Sd/-

Ashima Arora
Company Secretary
& Compliance Officer
PAN:BPXPA7483Q



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2020

3: Property, Plant and Equipment

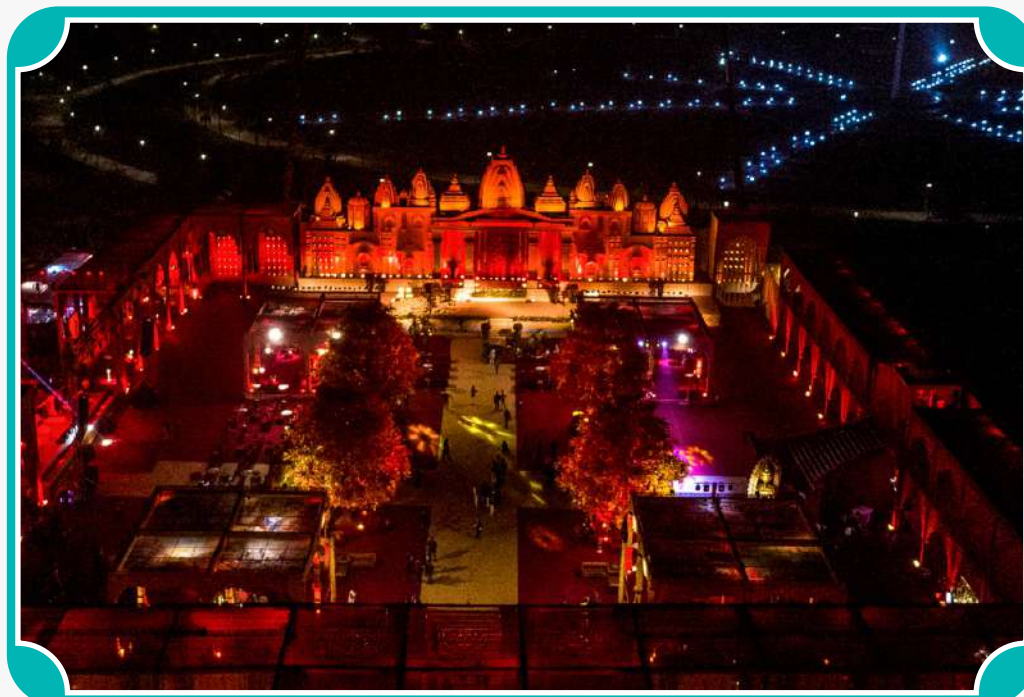
(Amount in Rs.)

Particulars	Furniture & Fixture	Motor Car	Motor Cycle	Office Equipment	Computer	Electrical Equipment	Generator	Trucks	Aircraft	Printer	Television	Composting Machine	Total
Gross Carrying Amount													
As at April 1, 2018	929,370.00	15,661,065.00	546,793.00	4,503,575.00	2,665,942.00	322,314.00	11,045,925.00	11,732,332.18	6,241,165.73	24,650.00	2,009,100.00	100,000.00	55,782,231.91
Additions	3,805,459.00	-	-	451,328.12	266,851.00	-	-	-	-	-	-	-	4,523,638.12
Disposals	308,100.00	310,000.00	-	-	-	-	-	-	-	-	-	-	618,100.00
As at March 31, 2019	621,270.00	19,156,524.00	546,793.00	4,954,903.12	2,932,793.00	322,314.00	11,045,925.00	11,732,332.18	6,241,165.73	24,650.00	2,009,100.00	100,000.00	59,687,770.03
Additions	-	-	-	238,621.43	167,923.72	-	-	-	-	55,000.00	-	-	461,545.15
Disposals/write off	-	2,217,848.00	-	-	-	-	-	-	6,241,165.73	-	-	-	8,459,013.73
As at March 31, 2020	621,270.00	16,938,676.00	546,793.00	5,193,524.55	3,100,716.72	322,314.00	11,045,925.00	11,732,332.18	-	79,650.00	2,009,100.00	100,000.00	8,920,558.88
Accumulated Depreciation													
As at April 1, 2018	443,975.00	7,308,536.00	77,918.00	1,436,007.00	2,348,504.00	306,198.00	1,341,652.00	454,543.18	5,535,413.73	23,417.00	731,647.00	1,056.00	20,008,866.91
Charge for the year	59,018.00	1,744,328.00	51,944.00	764,215.00	155,702.00	-	699,576.00	2,033,730.00	393,692.00	-	381,728.00	6,332.00	6,290,265.00
Disposals	292,695.00	294,500.00	-	-	-	-	-	-	-	-	-	-	587,195.00
As at March 31, 2019	210,298.00	8,758,364.00	129,862.00	2,200,222.00	2,504,206.00	306,198.00	2,041,228.00	2,488,273.18	5,929,105.73	23,417.00	1,113,375.00	7,388.00	25,711,936.91
Charge for the year	59,018.00	1,914,350.00	51,944.00	788,076.00	201,232.00	-	699,576.00	1,970,865.00	-	3,836.00	381,728.00	6,332.00	6,076,957.00
Disposals	-	2,049,836.00	-	-	-	-	-	-	5,929,105.73	-	-	-	7,978,941.73
As at March 31, 2020	269,316.00	8,622,878.00	181,806.00	2,988,298.00	2,705,438.00	306,198.00	2,740,804.00	4,459,138.18	-	27,253.00	1,495,103.00	13,720.00	23,809,952.18
Net Block(As at April 1, 2018)	485,395.00	8,352,529.00	468,875.00	3,067,568.00	317,438.00	16,116.00	9,704,273.00	11,277,789.00	705,752.00	1,233.00	1,277,453.00	98,944.00	35,773,365.00
Net Block(As at March 31, 2019)	410,972.00	10,398,160.00	416,931.00	2,754,681.12	428,587.00	16,116.00	9,004,697.00	9,244,059.00	312,060.00	1,233.00	895,725.00	92,612.00	33,975,833.12
Net Block(As at March 31, 2020)	351,954.00	8,315,798.00	364,987.00	2,205,226.55	395,278.72	16,116.00	8,305,121.00	7,273,194.00	-	52,397.00	513,997.00	86,280.00	27,880,349.27

Notes:
(1) There are no adjustments to Property, Plant and Equipment on account of borrowing costs and exchangedifferences.
(2) There is no impairment of assets during previous 5 financial years.
(3) There are no revaluation of assets during the year.
(2)The Company has elected to consider the carrying value of all its items of Property, Plant & Equipment recognised in the financial statements prepared under Previous GAAP and use the same as deemed cost in the opening Ind AS Balance Sheet.

Note - 4- Intangible Assets

Particulars	Website
Gross Carrying Amount	
As at April 1, 2018	-
Additions	-
Disposals	-
Other adjustments	-
As at March 31, 2019	-
Additions	179,090.00
Disposals	-
Other adjustments	-
As at March 31, 2020	179,090.00
Accumulated Depreciation	
As at April 1, 2018	-
Charge for the year	-
Disposals	-
As at March 31, 2019	-
Charge for the year	43,177.00
Disposals	-
As at March 31, 2020	43,177.00
Net Block(As at April 1, 2018)	-
Net Block(As at March 31, 2019)	-
Net Block(As at March 31, 2020)	135,913.00



Note: 5 Non-Current Investment

Particulars	Face Value	No. of Shares	As at 31.3.2020	No. of Shares	As at 31.3.2019	No. of Shares	As at 01.04.2018
Other than Trade Investment (At Cost)							
(A) Investment in Equity Shares of Other Bodies							
(I) Quoted Investment, Fully Paid up							
Bharat Electronics Limited	10.00	-	-	341.00	52,319.44	310.00	52,319.44
Bharat Petroleum Corporation Limited	10.00	-	-	-	-	750.00	316,579.83
Central Depository Services Limited	10.00	-	-	-	-	350.00	114,985.83
Eicher Motors Limited	10.00	-	-	10.00	255,188.87	10.00	255,188.87
Escorts India Limited	10.00	-	-	7,021.00	4,742,086.15	5,001.00	1,938,403.54
Hero Motocorps Limited	10.00	-	-	-	-	150.00	503,902.14
HSG & Urban Development	10.00	-	-	150.00	10,374.59	150.00	10,374.59
Kailash Auto Limited	10.00	-	-	30,000.00	19,200.00	30,000.00	19,200.00
Kotak Mahindra Bank Limited	10.00	-	-	210.00	174,069.20	200.00	207,225.24
Larsen & Tubro Limited	10.00	-	-	148.00	158,433.36	150.00	160,574.35
NBCC India Limited	10.00	-	-	-	-	3,000.00	650,516.80
Rasoya Proteins Limited	10.00	-	-	105,000.00	27,640.20	105,000.00	27,640.20
TV 18 Broadcast Limited	10.00	-	-	2,000.00	73,235.20	2,000.00	73,235.20
United Spirits Limited	10.00	-	-	-	-	100.00	245,138.05
Total Quoted Investment		-	-	144,880.00	5,512,547.01	147,171.00	4,575,284.08
Less: Provision for Diminution in Value of Investment			-		-		-
Total Quoted Investment (Net of Provision)			-		5,512,547.01		4,575,284.08

Particulars	As at 31.3.2020	As at 31.03.2019	As at 01.04.2018
Aggregate amount of:			
- Quoted Investment	-	5,512,547.01	4,575,284.08
- Provision for Diminution of Value of Investments	-	-	-
Market Value of Quoted Investments (Not Provided for)	-	6,394,969.55	6,742,093.55



6: Non-Current Loans

Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Unsecured, Considered Good			
Security Deposit	11,170,100.00	6,790,100.00	8,561,771.00
Others	11,392,230.05	19,420,533.00	17,836,395.00
Total	22,562,330.05	26,210,633.00	26,398,166.00

Amount O/s with

Directors & relatives	2,000,000.00	2,000,000.00	2,000,000.00
Other officers of the company	-	-	-
Firm in which director is a partner	-	-	-
Company in which director is a member	-	-	-

7: Deferred Tax Assets

The Balance Comprises temporary differences attributable to:

Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
(a) Deferred Tax Assets/(Liability)			
Property, Plant & Equipment	51,560.00	(346,466.97)	(572,051.34)
Other	2,163,021.00	1,892,838.58	1,479,705.63
Net Deferred Tax Assets	2,214,581.00	1,546,371.61	907,654.29
(b) Mat Credit Entitlement	-	-	-
Total Deferred Tax Assets	2,214,581.00	1,546,371.61	907,654.29

Movement in Deferred Tax Assets/Liabilities

Particulars	Property, Plant & Equipment	Other	Total
As at April 1, 2018	(572,051.34)	1,479,705.63	907,654.29
(Charged)/Credited-			
-to Profit & Loss Account	225,584.37	413,132.95	638,717.31
- to Other Comprehensive Income	-	-	-
As at March 31, 2019	(346,466.97)	1,892,838.58	1,546,371.61
(Charged)/Credited-			
-to Profit & Loss Account	398,026.97	270,182.42	668,209.39
- to Other Comprehensive Income	-	-	-
As at March 31, 2020	51,560.00	1,622,656.16	2,214,581.00

8: Trade Receivables

Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Unsecured, Considered Good	67,425,594.41	84,782,877.41	41,060,691.00
Unsecured, Considered Doubtful	-	-	-
Less: Provision for Expected Credit Loss	-	-	-
Total	67,425,594.41	84,782,877.41	41,060,691.00

Trade receivables stated above include debts due by

Directors	-	-	-
Other officers of the company	-	-	-
Firm in which director is a partner	578,101.00	578,101.00	-
Company in which director is a member	-	-	-

9: Cash & Cash Equivalents

Balances with Scheduled Banks	40,262,270.55	36,298,650.96	39,916,670.24
Cash on hand	3,381,909.26	1,902,287.10	2,003,619.32
Total	43,644,179.81	38,200,938.06	41,920,289.56

10: Other Cash & Bank Balance

Fixed Deposit & Recurring Deposit	570,000.00	455,000.00	288,000.00
(More than 3 month maturity)			
Cash Seized by Income tax Department	2,500,000.00	2,500,000.00	-
Total	3,070,000.00	2,955,000.00	288,000.00

11: Other Current Assets

Balance with Govt Authority	9,920,160.06	8,903,383.70	-
Amount recoverable in cash or in kind	11,569,782.00	9,303,099.63	4,107,732.47
Scrap Item at NRV	-	1,863,117.00	-
Total	21,489,942.06	20,069,600.33	4,107,732.47

12: Equity Share Capital

	As At 31.03.2020		As At 31.03.2019		As At 01.04.2018	
	Number	Amount	Number	Amount	Number	Amount
Share Capital						
Authorised						
Equity Shares of Rs. 10/- each	20,000,000.00	200,000,000.00	10,000,000.00	100,000,000.00	10,000,000.00	100,000,000.00
Issued						
Equity Shares of Rs. 10/- each	10,181,245.00	101,812,450.00	4,072,498.00	40,724,980.00	4,072,498.00	40,724,980.00
Subscribed & Paid Up						
Equity Shares of Rs. 10/- each fully paid up	10,181,245.00	101,812,450.00	4,072,498.00	40,724,980.00	4,072,498.00	40,724,980.00
Subscribed but not fully Paid Up						
Equity Shares of Rs. 10/- each not fully paid up	-	-	-	-	-	-
Total	10,181,245.00	101,812,450.00	4,072,498.00	40,724,980.00	4,072,498.00	40,724,980.00
Reconciliation of Share Capital						
Shares outstanding at the beginning of the year	4,072,498.00	40,724,980.00	4,072,498.00	40,724,980.00	2,013,000.00	20,130,000.00
Bonus Share issued during the year	6,108,747.00	61,087,470.00	-	-	2,059,498.00	20,594,980.00
Shares bought back during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	10,181,245.00	101,812,450.00	4,072,498.00	40,724,980.00	4,072,498.00	40,724,980.00
	2019-20	2018-19	2017-18	2016-17	2015-16	
Aggregate number and class of shares allotted as fully paid up by way of bouns shares						
Fully paid up Bonus Shares	6,108,747.00	Nil	503,248	Nil	Nil	

Terms/rights attached to Equity Shares Capital

The company has only one class of equity shares having par value of Rs.10/- per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

	As on 31.3.2020		As on 31.3.2019		As on 01.04.2018	
	Number	Percentage	Number	Percentage	Number	Percentage
Detail of Shareholders having shareholding 5% and above						
Mr. Manjit Singh	3,357,300	32.98%	1,342,920	32.98%	1,342,920	32.98%
Mr. Vijay Arora	3,163,470	31.07%	1,265,388	31.07%	1,265,388	31.07%

13: Other Equity

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
<u>Reserves & Surplus</u>			
<u>(a) Securities Premium Reserve</u>			
Opening Balance	29,532,230.40	29,532,230.40	29,532,230.40
Add: Addition during the year on issue of shares	-	-	-
Less: Utilised during the year for Bonus Issue	29,532,230.40	-	-
Total (A)	-	29,532,230.40	29,532,230.40
<u>(b) Retained Earning</u>			
Opening Balance	48,515,759.67	17,884,516.59	17,909,708.05
(+) Adjustment due to First time Implementation of Ind As (Deferred Tax)*	-	-	(25,191.73)
(+) Net Profit for the current year	17,643,530.40	29,554,901.33	-
(+) Other Comprehensive Income	(1,340,752.32)	1,076,341.74	-
(-) Utilised during the year for Bonus Issue	(31,555,240.00)	-	-
(-) Dividend including DDT	(12,277,388.00)	-	-
Total (B)	20,985,909.75	48,515,759.67	17,884,516.32
Grand Total (A+B)	20,985,909.75	78,047,990.07	47,416,746.72

Adjustment due to First time Implementation of Ind As

Deferred Tax Assets as per Previous GAAP		918,379.02
Deferred Tax Assets as per IND AS-12		
On Property Plant & Equipment		
Carrying Amount	35,773,365.00	
Less: Tax Base	33,697,142.00	
Temporary Difference	2,076,223.00	
Type	Taxable Timing Difference	
Tax Rate	27.55	
Deferred Tax Liability (A)	572,051.34	
On Present Value of Defined Value Obligation		
Carrying Amount	5,370,495.00	
Less: Tax Base (D-E):	-	
Temporary Difference	5,370,495.00	
Type	Deductible Timing Difference	
Tax Rate	27.55	
Deferred Tax Assets (B)	1,479,705.63	
(D) Carrying Amount	5,370,495.00	
(E) Future Deduction	5,370,495.00	
Net Deferred Tax Assets as per Ind As-12 (B-A)		907,654.29
Change in Value of Present Value of Defined Value Obligation (PVDBO)		
Value of PVDBO as per Previous GAAP	5,757,178.00	
Value of PVDBO as per Ind AS	5,771,645.00	(14,467.00)
Adjustment on First time Implementation of Ind As		(25,191.73)

14: Non-Current Borrowing

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Secured Borrowing:-			
-From Bank	-	1,463,920.35	4,380,674.82
-From Others	2,066,656.94	2,524,648.82	-
Total	2,066,656.94	3,988,569.17	4,380,674.82

The requisite particulars of Non- Current Borrowings are as under-

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Secured Borrowings			
Loan from HDFC Bank Limited*			
Current Maturity	467,795.14	870,425.38	790,230.12
Non-Current Amount	-	467,795.14	1,338,220.52
Loan from HDFC Bank Limited**			
Current Maturity	174,059.39	393,514.79	361,558.66
Non-Current Amount	-	174,059.39	567,574.18
Loan from HDFC Bank Limited***			
Current Maturity	224,394.83	359,913.49	330,814.40
Non-Current Amount	-	224,394.83	584,308.32
Loan from HDFC Bank Limited***			
Current Maturity	224,394.83	359,913.49	330,814.40
Non-Current Amount	-	224,394.83	584,308.32
Loan from HDFC Bank Limited***			
Current Maturity	224,394.83	359,913.49	330,814.40
Non-Current Amount	-	224,394.83	584,308.32
Loan from HDFC Bank Limited****			
Current Maturity	148,881.33	422,230.82	387,933.88
Non-Current Amount	-	148,881.33	571,112.15
Loan from Daimler Financial Services India Pvt Ltd*****			
Current Maturity	457,991.88	411,059.06	-
Non-Current Amount	2,066,656.94	2,524,648.82	-
Loan from HDFC Bank Limited*****			
Current Maturity	-	63,571.02	722,090.20
Non-Current Amount	-	-	63,571.02
Loan from HDFC Bank Limited*****			
Current Maturity	-	87,271.99	160,251.29
Non-Current Amount	-	-	87,271.99

*Repayable in 60 EMI of Rs. 80,188/- each. Last EMI due in Sep 2020, Taken for BMW Car as on 01.09.15 Loan Amount 38 Lakh

**Repayable in 35 EMI of Rs. 35,555/- each. Last EMI due in Aug 2020, Taken for Eicher Truck taken on 28.08.2017 Loan Amount 10.98 Lakh

***Repayable in 35 EMI of Rs.32967/- commenced from December 2017, Taken for Eicher Truck as on 17.11.2017 Loan Amount 10.17 Lakh

****Repayable in 36 EMI of Rs. 37,882/- each. Last EMI due in July 2020, Taken for Car as on 22.06.2017 Loan Amount 12 Lakh

*****Repayable in 35 EMI of Rs.59152/- & 36th EMI of Rs. 1689162/- commenced from February 2019, Taken for Car as on 31.12.2018 Loan Amount 30 Lakh

*****Repayable in 60 EMI of Rs. 64,110/- each, Taken as on 29.3.2014 for Audi Car

*****Repayable in 36 EMI of Rs. 15,037/-each, Taken as on 01.09.2016 for Harley Devision Bike

Current Maturity			
From Bank	1,463,920.35	2,916,754.47	3,414,507.35
From Others	457,991.88	411,059.06	-
Total	1,921,912.23	3,327,813.53	3,414,507.35
Non-Current			
From Bank	-	1,463,920.35	4,380,674.82
From Others	2,066,656.94	2,524,648.82	-
Total	2,066,656.94	3,988,569.17	4,380,674.82
Total Secured Borrowing	3,988,569.17	7,316,382.70	7,795,182.17

15: Provision

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Provision for Employee Benefit (Refer Note No 14)	8,835,294.00	6,803,877.00	5,370,495.00
Total	8,835,294.00	6,803,877.00	5,370,495.00

16: Current Borrowings

Current Maturities of Long term borrowings	1,921,912.23	3,327,813.53	3,414,507.35
Total	1,921,912.23	3,327,813.53	3,414,507.35

17: Trade Payable

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Due of MSME Parties	-	-	-
Due of other than MSME Parties (Refer Note No. 9)	32,953,057.68	52,121,015.64	36,407,627.72
Total	32,953,057.68	52,121,015.64	36,407,627.72

18: Other Financial Liabilities

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Provision for Expenses	3,061,585.00	2,197,430.00	2,261,036.00
Total	3,061,585.00	2,197,430.00	2,261,036.00

19: Other Current Liabilities

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Advance from Customers	7,162,788.00	1,841,279.00	983,800.00
Statutory Dues	1,343,501.00	3,408,452.13	3,489,723.29
Total	8,506,289.00	5,249,731.13	4,473,523.29

20: Provision

Particulars	As at 31.3.2020	As at 31.3.2019	As at 01.04.2018
Provision for Income Tax	7,315,570.00	20,148,608.00	10,180,441.50
Provision for Employee Benefit	964,165.00	643,786.00	401,150.00
Total	8,279,735.00	20,792,394.00	10,581,591.50

21: Contingent liabilities and commitments (to the extent not provided for)

(i) Contingent Liabilities

(a) Claims against the company not acknowledged as debts

(b) Guarantees

(c) Other money for which the company is contingently liable

(ii) Commitments

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for

(b) Uncalled liability on shares and other Investments partly paid

(c) Other Commitments

	-	-	-
	-	-	-
	-	-	-
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	10,683,600.00	10,683,600.00	10,683,600.00
(b) Uncalled liability on shares and other Investments partly paid	-	-	-
(c) Other Commitments	-	-	-
Total	10,683,600.00	10,683,600.00	10,683,600.00



22	<u>Revenue From Operation</u>		
	(a) Sale of Goods (Export)	-	573,921.00
	(b) Sale of services		
	Event management services		
	- Inland	206,985,248.00	310,578,930.86
	- Export	1,103,642.55	11,623,421.00
	Total	208,088,890.55	322,776,272.86
23	<u>Other Income</u>		
	(a) Interest received	31,586.80	549,682.00
	(b) Balances Written off	2,915,947.70	2,109,732.36
	(c) Dividend	55,472.90	29,986.35
	(d) Exchange Fluctuation	55,183.58	-
	(d) Misc Income	1,201,530.00	210,011.50
	(e) Scarp Item at NRV	-	1,863,117.00
	Total	4,259,720.98	4,762,529.21
24	<u>Employee Benefits Expenses</u>		
	(a) Salaries & Bonus	21,763,716.00	22,384,009.00
	(b) Director's Remuneration	16,800,000.00	4,950,000.00
	(c) Contribution to Provident Fund	94,125.00	128,607.00
	(d) Contribution to ESIC	-	5,516.00
	(e) Staff Welfare expenses	-	85,085.00
	(f) Current Service Cost	1,183,002.00	1,048,117.00
	(g) Interest Cost	539,479.00	442,397.00
	Total	40,380,322.00	29,043,731.00
25	<u>Finance Costs</u>		
	(a) Interest & bank expenses	639,195.68	729,132.51
	(b) Interest on taxes	785.00	2,906.00
	Total	639,980.68	732,038.51
26	<u>Depreciation and Amortization</u>		
	(a) Depreciation of Property Plant & Equipment	6,076,957.00	6,290,265.00
	(b) Amortization of Intangible Assets	43,177.00	-
	Total	6,120,134.00	6,290,265.00
27	<u>Other Expenses</u>		
	<u>Payment to Statutory Auditor & Tax Auditor</u>		
	Audit fee	400,000.00	250,000.00
	Other Professional Charges to Auditor	165,000.00	-
	Tax Audit Fee	100,000.00	100,000.00
	Advertisement	6,586,886.72	316,419.00
	Directors Sitting Fee	167,200.00	103,400.00
	Dmat & STT Charges	25,723.71	4,025.69
	Electricity, Generator & Water Expenses	420,493.33	2,755,285.45
	Event Movement Expenses	83,800,415.40	177,911,454.83
	Consumables	-	535,947.00
	Fee & Subscription	-	796,139.28
	Fine & Penalty	9,671.00	477,471.00
	Insurance	319,656.00	446,718.00
	Office Expenses	18,568.65	107,021.00
	Petty Balances W/off	278.07	15,103.23
	Postage & Courier Charges	81,024.00	522,105.00
	Printing & Stationery (including for Events)	444,891.00	871,386.00
	Professional Charges & Artist payment	32,150,640.00	27,985,900.00
	Rent, Rates & Taxes	1,921,581.00	19,234,695.00
	Repair & Maintenance Expenses	99,439.09	280,831.42
	Telephone & Internet Expenses	660,693.73	494,521.26
	Tender Fee	32,793.80	132,527.08
	Travelling & Conveyance Expenses - Events	10,834,061.76	14,238,220.73
	Travelling Expenses- Foreign (Directors)	315,511.78	770,592.65
	Vehicle Running & Maintenance	228,635.00	296,796.90
	Conveyance	160,250.00	-
	Website Expenses	67,500.00	74,830.00
	Brokerage	-	8,523.89
	Exchange Difference	-	21,851.13
	Misc Expenses	4,208.10	66,069.00
	Fixed Assets Written off	387,060.00	15,405.00
	Loss on sale of Fixed Assets	13,012.00	5,500.00
	Total	139,415,194.14	248,838,739.54

28 Earning Per Share

Earning Per Share

Net profit attributable to Equity Shareholders	16,302,778.08	30,631,243.07
Weighted average number of shares	10,181,245.00	4,072,498.00
Earning Per Share	1.60	7.52

Restated BEPS

Net profit attributable to Equity Shareholders		30,631,243.07
Opening Balance		4,072,498.00
Issued during the year		-
Bonus Issue during the year		6,108,747.00
Total Weighted number of shares		10,181,245.00
Earning Per Share		3.01
Diluted Earning Per Share	1.60	7.52
Re-instated Diluted Earning Per Share	-	3.01

29 Related Party Disclosure

Information on related party transactions pursuant to Ind AS 24- Related Party Disclosure

Following are the related parties and transactions entered with related parties for the relevant financial year:

A) List of related parties and relationships

i) Key Management Personnel:

Mr. Manjit Singh, Managing Director
Mr. Vijay Arora, Whole Time Director
Mrs. Jaswinder Kaur, Executive Director
Mrs. Priyanka Arora, Executive Director
Mr. Dinesh Singla, Chief Financial Officer
Ms. Ashima Arora, Company Secretary

ii) Directors:

Mr. Manjit Singh, Managing Director
Mr. Vijay Arora, Whole Time Director
Mrs. Jaswinder Kaur, Executive Director
Mrs. Priyanka Arora, Executive Director
Mr. Michael Anthony Cruz, Independent Director
Mr. Vijay Kumar Pugalia, Independent Director
Mr. Manjeet Singh Saini, Independent Director
Ms. Paruldeep Kaur, Independent Director
Gabon Association of Million Minds, Gabon
Digione Technologies Pvt. Ltd.
Nexgtech Infratech Pvt. Ltd.
Nexgtech Net Solution Pvt. Ltd.
Skyline Facilities Solutions Pvt. Ltd.
Nexgtech Infratel LLP
Sarjuns Ventures
Ms. Kanika Arora, Sister of Director

ii) Entities which is controlled or jointly controlled

by Director or his/her relative or in which Director

or his/her relative is KMP or Significant Influence

iii) Relatives of KMPs/Director's

B) Transactions with related parties

The following transactions were carried out with related parties in ordinary course of business:

Particulars	Transaction during the year		Balances at the end of the year	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
(A) Key Management Personnel/Directors				
i) Employee Benefit	18,371,300.00	6,366,000.00	804,200.00	459,800.00
ii) Post Separation Benefit	-	-	-	-
iii) Reimbursement of expenses on behalf of the Company	-	-	-	-
iv) Share Based Payment	-	-	-	-
v) Director Sitting Fees	167,200.00	103,400.00	-	-
vi) Rent	-	360,000.00	-	-

(B) Relative of Directors

i) Employee Benefit	760,000.00	600,000.00	68,000.00	49,000.00
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(C) Entities which is controlled or jointly controlled

by Director or his/her relative or in which Director or his/her relative is KMP or Significant Influence

i) Export of Goods or Services	-	11,623,421.00	578,101.00	578,101.00
Total	19,298,500.00	19,052,821.00	1,450,301.00	1,086,901.00

Above includes the following material transaction

i) Employee Benefit

Mr. Manjit Singh	4,800,000.00	1,980,000.00	200,000.00	130,000.00
Mr. Vijay Arora	4,800,000.00	1,320,000.00	226,000.00	87,500.00
Mrs. Jaswinder Kaur	3,600,000.00	990,000.00	145,000.00	71,100.00
Mrs. Priyanka Arora	3,600,000.00	660,000.00	100,000.00	51,000.00
Sub Total	16,800,000.00	4,950,000.00	671,000.00	339,600.00

ii) Rent

Mrs. Jaswinder Kaur	-	180,000.00	-	-
Mrs. Priyanka Arora	-	180,000.00	-	-
Sub Total	-	360,000.00	-	-

iii) Export of Goods or Services

Gabon Association of Million Minds, Gabon	-	11,623,421.00	578,101.00	578,101.00
Sub Total	-	11,623,421.00	578,101.00	578,101.00
Total	16,800,000.00	16,933,421.00	1,249,101.00	917,701.00

As per our report of even date attached to the Financial Statements

For and on behalf of the Board of Directors of
Touchwood Entertainment Limited

For VSD & Associates
Chartered Accountants
(Firm Registration No. 008726N)

Sd/-

(Sanjay Sharma)
Partner
Membership No. 087382

Place : New Delhi
Dated : 30.06.2020

Sd/-

Manjit Singh
(Managing Director)
DIN:00996149

Sd/-

Jaswinder Kaur
(Director)
DIN:07931247

Sd/-

Dinesh Singla
Chief Financial Officer
PAN: BLVPS6089N

Sd/-

Ashima Arora
Company Secretary
& Compliance Officer
PAN:BPXPA7483Q



TOUCHWOOD ENTERTAINMENT LIMITED

CIN: L92199DL1997PLC088865 | ISO 9001 :2015 | UAM No. DL10F0009354

Reg. Office : Plot No. - 645, Near E.P.T. Block, Sarojini Nagar, New Delhi - 110023

Corporate Office : Thapar Farm-1, Opp. Shanti Kunj Main, Sector D-3 Church Mall Road, Vasant Kunj, New Delhi - 110070

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