



*IT Simplified...*

# Dev Information Technology Limited

20<sup>th</sup> Annual Report



“

*Delivering Digital Transformation  
and End-to-End Information  
Technology Services*

”



A photograph of a modern building facade. The building features horizontal grey slats and large glass windows. A thick vine hangs down the left side of the building. In the foreground, there is a grey stone wall with a plaque that reads 'DEV IT Simplified...'. To the right of the stone wall, there are several potted plants in orange pots. The building has a modern, industrial look with a mix of concrete, metal, and glass.

**ESTABLISHED SINCE 1997**

**CMMi LEVEL 3 COMPANY**

**ISO 9001 CERTIFIED**

**ISO 27001 CERTIFIED**

**300+ CLIENTS GLOBALLY**



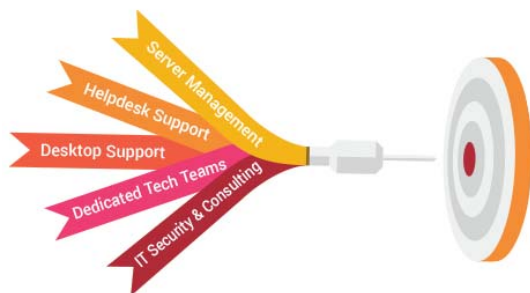
# SERVICES



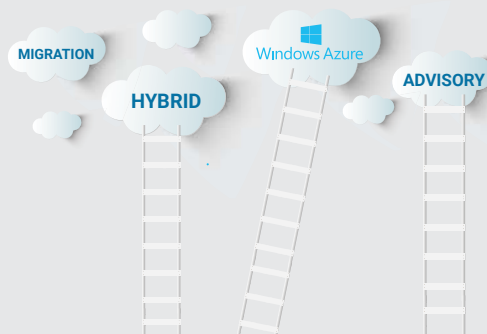
**ENTERPRISE APPLICATIONS**



**ENTERPRISE MOBILITY**



**INFRASTRUCTURE MANAGEMENT**



**CLOUD COMPUTING**



**DIGITAL & DIGITALIZATION**



**LICENSING**



# TABLE OF CONTENTS

<b>1. Corporate Information .....</b>	<b>6-19</b>
• Board of Directors	
• Leadership Team	
• Key Managerial Personnel	
• Other Information	
• DEVlabs	
• Awards	
• Our Journey	
<b>2. Letter to Shareholders .....</b>	<b>20-23</b>
<b>3. Notice of 20<sup>th</sup> Annual General Meeting .....</b>	<b>24-30</b>
<b>4. Directors' Report .....</b>	<b>31-98</b>
• Annexure A: Declaration by Independent Directors	
• Annexure B: FORM MGT- 9 Extract of Annual Return	
• Annexure C: Secretarial Audit Report	
• Annexure D: Appointment and Remuneration of Managerial Personnel	
• Annexure E: Report on Corporate Governance Auditor's Certificate on Corporate Governance	
• Annexure F: Management Discussion Analysis Report	
• Declaration on Code of Conduct & CFO Certification	
<b>5. Financials .....</b>	<b>99-163</b>
• Independent Auditor Report	
• Annexures to the Independent Auditor Report	
• Balance Sheet for the Year Ended at 31st March, 2017	
• Profit & Loss Account for Year Ended at 31st March, 2017	
• Cash Flow Statement for Year Ended at 31st March, 2017	
• Significant Accounting Policies	
• Notes forming part of Financial Statement	
<b>Attendance Slip and Proxy Form .....</b>	<b>164-167</b>





## PRANAV PANDYA

CHAIRMAN & WHOLE-TIME DIRECTOR

Pranav Pandya is a first generation Advance Diploma Electronic and Microprocessor Engineering entrepreneur with very good understanding of technology business implication in local e-Governance scenarios which is a combination that spells USP. A visionary and having an eye for details, he is very well known in the e-Governance power circle as a dependable IT expert who is always finding innovative solutions to a given challenge. His policy of going that extra mile 99% of the time translates into association of a long term relationship.

He is personally inclined towards rendering his services to the uplifting and modernization of technical institutes and is active partner of Government of India initiative for Public Private Partnership in the said sector. He is Vice Chairman of All Gujarat Innovation Society (AGIS). He is associated with National and State level industry bodies like NASCOM, CII, Gujarat Chamber of Commerce and GESIA, as a panel member.

## JAIMIN SHAH

MANAGING DIRECTOR

Jaimin Shah has more than 20 years of experience in the IT industry and carries a Bachelor Degree in Computers. As a Co-Founder and Managing Director of the company, Jaimin is focused on strengthening strategic partnerships, increasing client relevance and evolving the company's business model towards becoming a next generation global IT consulting and end to end IT Services company. His key priorities are to support the company's growth, manage critical finance function and adhere to regulatory and compliance requirements.

Jaimin has been awarded "Alumni of the Year" by Dharamsinh Desai University (DDU) and also has been elected as Chairman of Domestic Council of NASSCOM, Past Chairperson of Indo-Canada Business Chamber (ICBC), Gujarat Region, Past Chairman of Indo-American Chamber of Commerce (IACC), Gujarat Region, Member of the NASSCOM National Executive Committee and The Institutions of Engineers (I), Gujarat Local Centre. He is Past President of Gujarat Electronics & Software Industries Association (GESIA). He is also trustee of Dewang Mehta Foundation Trust.







## VISHAL VASU

WHOLE-TIME DIRECTOR

Vishal Vasu is the Founder Director of Byte Technosys Pvt. Ltd., a company, specializing in delivering solutions and services in Remote Infrastructure Management (RIMs) and Managed IT Services. Byte Technosys Pvt. Ltd. got merged with DEV IT in 2010.

He is responsible for helping define and implement a strategic approach to enterprise technology investments as well as for leading the company's Research and Development unit for designing and developing innovative technology solutions. He is also responsible for the overall execution of day-to-day operations and driving technology strategy and development.

He brings with him extensive systems engineering, software development and information management expertise from over 23 years of experience. He is a certified technology specialist on Microsoft platforms and carries a diploma of Management in e-Business. He is a frequent speaker, publication contributor and an avid blogger on information technology.

## PRERAK SHAH

WHOLE-TIME DIRECTOR

Prerak relies on good governance and adheres to project management principles as he looks after delivery of IT and business transformation. "Lead by example" is his philosophy as he motivates team in providing businesses with solutions that aptly aligns technology, process and people and in turn, helps business maximize their IT investments.

Prerak holds MS in Computer Science; has ITIL certification and is a certified Project Management Professional (PMP) from PMI. In his 22+ years of experience, he has assisted in implementation of many IT projects ranging from dynamic websites, Business Process Automation Applications, Portals and ERP Solutions across many verticals.





## V V RAMA SUBBA RAO

*IAS, ACS (RETD)  
GOVT. OF GUJ.*

Dr. V V Rama Subba Rao is retired IAS Officer. He has spent over 36 years in the Indian Administrative Service, 27 of them in Gujarat. He served the state government in various senior positions as Secretary, Social Welfare, and as Additional Chief Secretary Urban Development, Finance departments and lastly the Home Department.

## HIREN K. PATEL

*MD,  
Nirma Ltd.*

Hiren Patel is Managing Director of Nirma Ltd. His strategic leadership and business acumen helped Nirma surge as a conglomerate, with US\$ 1.5 billion revenue in global arena. With farsighted vision, he plays the key role in overall functioning of the company, with hands-on role for the upcoming projects, procurement and strategic investment deals for inorganic growth.

## ANAND A. PATEL

*Director,  
Gujarat Apollo Ind. Ltd.*

Anand Patel holds Bachelors in Mechanical Engineering from L. D. College of Engineering, Ahmedabad. An MBA from Johnson Graduate School of Management, USA, he holds Masters of Engineering in Mechanical from Stevens Institute of Technology, USA. He is presently the director of Gujarat Apollo Industries Ltd.

## RAMA MOONDRA

*Premium Educator,  
Harvard Business Publishing*

Rama Moondra holds a degree of Master in Business Administration and M.S. in Psychotherapy. She is a certified Coach from International Coach Federation and listed as Premium Educator with Harvard Business Publishing, she regularly contributes to Harvard case studies and surveys.





**Chaitali Shah**

Assistant Manager (HR)



**Devaang Bhatt**

Associate Vice President,  
International Business



**Devang Bhatt**

Business Development  
Manager



**Debashish Ghosh**

Sr. Project Manager



**Harshil Shah**

Chief Financial Officer



**Ketan Shah**

Sr. Project Manager



**Kaushal Vyas**

Head Business  
Development, Licensing



**MohammedIrfan  
Balawala**

Project Manager



**Nilay Bhatt**

Team Leader



**Paritosh Jani**

IT Operations Manager



**Sanjay Santoki**

Technical Account Manager  
(MIT)



**Shomy  
Sathyadevan**

Project Manager



**Tejas Patel**

Associate Vice President,  
Public Sector



**Zenul Jinwala**

Marketing Strategist



## Board of Directors and Key Managerial Personnel

NAME	DESIGNATION
<b>Pranav Niranjnabhai Pandya</b>	Chairman & Whole-Time Director
<b>Jaimin Jagdishbhai Shah</b>	Managing Director
<b>Vishal Nagendra Vasu</b>	Whole-Time Director
<b>Prerak Pradyumna Shah</b>	Whole-Time Director
<b>Venkata Rama Subba Rao Velamuri</b>	Independent Director
<b>Hiren Karsanbhai Patel</b>	Independent Director
<b>Anand Anilbhai Patel</b>	Independent Director
<b>Rama Moondra</b>	Woman Independent Director
<b>Harshil Hemant Shah</b>	Chief Financial Officer
<b>Krisa Rupalkumar Patel</b>	Company Secretary and Compliance Officer



### Registered Office and Corporate Office: **DEV INFORMATION TECHNOLOGY LIMITED**

14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing, Thaltej  
Ahmedabad-380059, Gujarat, India  
Website: [www.devitpl.com](http://www.devitpl.com)

#### Listing:

NATIONAL STOCK EXCHANGE OF INDIA LIMITED-  
(SME PLATFORM):  
Exchange Plaza, Plot No. C/1,  
G- Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051, India  
w.e.f. April 17, 2017

#### Registrar & Transfer Agent:

LINK INTIME INDIA PRIVATE LIMITED  
C-101, 247 Park, LBS Marg,  
Vikhroli (West), Mumbai-400 083  
Maharashtra, India.  
Tel. No.: +91 22 49186270  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

#### Statutory Auditors:

M/s CHANDULAL M SHAH & CO.  
CHARTERED ACCOUNTANTS  
Address: 601, Samrudhi Complex;  
Ashram Road, Income Tax, Ahmedabad - 380 014  
Phone : +91 79 2754 4430  
Email: [bmzinzuvadia@gmail.com](mailto:bmzinzuvadia@gmail.com)  
Firm Registration No.: 101698W  
Contact Person: Bharat M. Zinzuvadia

#### Secretarial Auditor:

M/S. MURTUZA MANDORWALA & ASSOCIATES  
D-422, BG Tower,  
Opp. Dehli Darwaja, Shahibaug,  
Ahmedabad-380004  
Email: [murtuza@csmkmurtuza.com](mailto:murtuza@csmkmurtuza.com)  
COP No.: 14284  
Website: [www.csmkmurtuza.com](http://www.csmkmurtuza.com)

#### Contact Details for Investors:

##### **KRISA R. PATEL**

Company Secretary & Compliance Officer  
14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing, Thaltej.  
Ahmedabad-380059,  
Gujarat, India

Tel No: +91-79-26304241/ 26305751;  
E-mail: [cs@devitpl.com](mailto:cs@devitpl.com); Website: [www.devitpl.com](http://www.devitpl.com)





**DEVlabs**

Fostering Innovation by Creative Thinking



**Thinking about new things and thinking in new ways.**

Currently nurturing passion and determination to immerse in the process of developing new and different ideas on following platform:



**Mixed Reality**

Transforming your world and work through mixed reality

**Touch Computing**

Experience the future of touch computing



**Artificial Intelligence**

Powerful, cloud-based machine learning applications





*IT Simplified...*

# Dev Information Technology Limited



*Listed on  
April 17, 2017*





*A testimony for our continual pursuit towards operational and managerial excellence*



**Premier 100  
Award**

Channel World



**Top 100 SME's of India  
Award**

India SME Forum



**SKOCH Order-of-Merit  
Award**

SKOCH Group



**Business Excellence  
Award**

ISODA



**Best Smart Technology  
Solution for Governance**

ITPV



**Best Work Place in ICT  
Award**

GESIA IT Association



**Best ICT Managed Service  
Provider Award**

GESIA IT Association



**Best Software Company  
Award**

GESIA IT Association



## INDUSTRIES WE SERVE

*Every industry faces diverse challenges. Helping business across diverse industries increase competitiveness and succeed in the digital age.*



**Education**



**Healthcare**



**Manufacturing**



**Media & Entertainment**



**Professional Services**



**Public Sector**



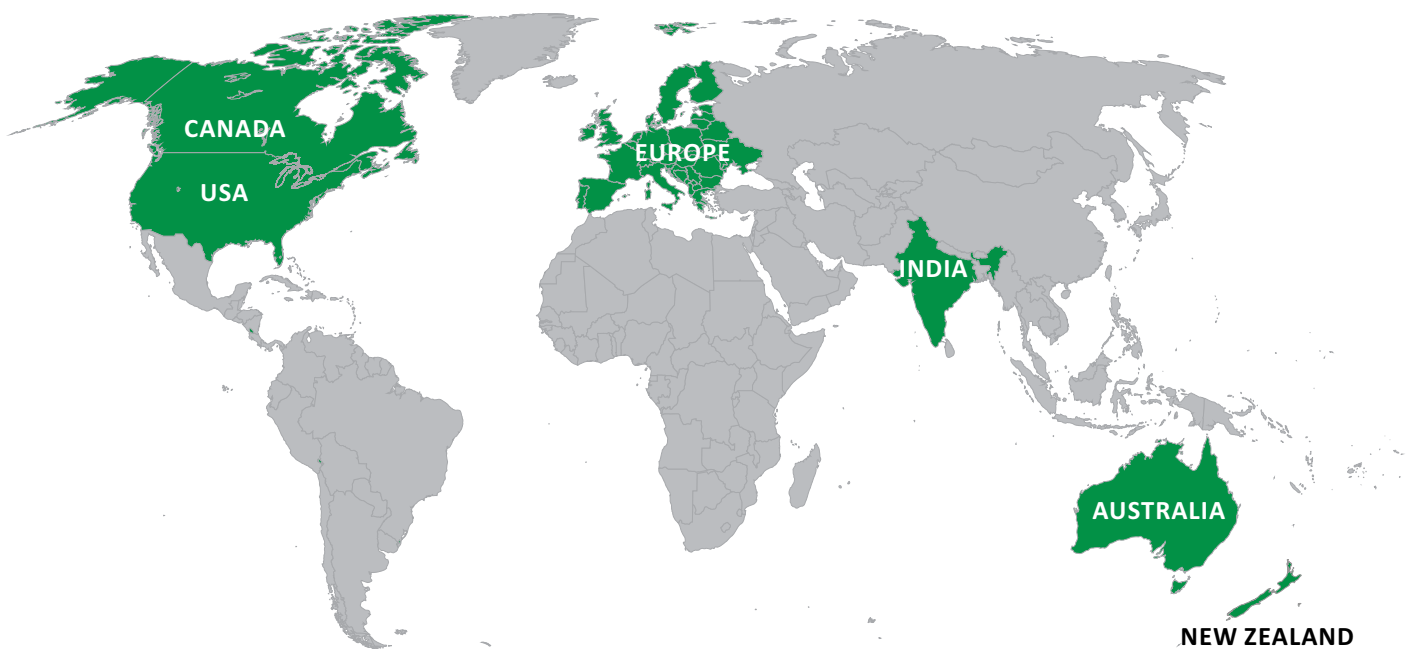
**Real Estate**



**Retail**



*Our clients are at the center of everything we do. They are global, with diverse challenges that require IT services and solutions to help them achieve their goals.*



\* Maps not to scale



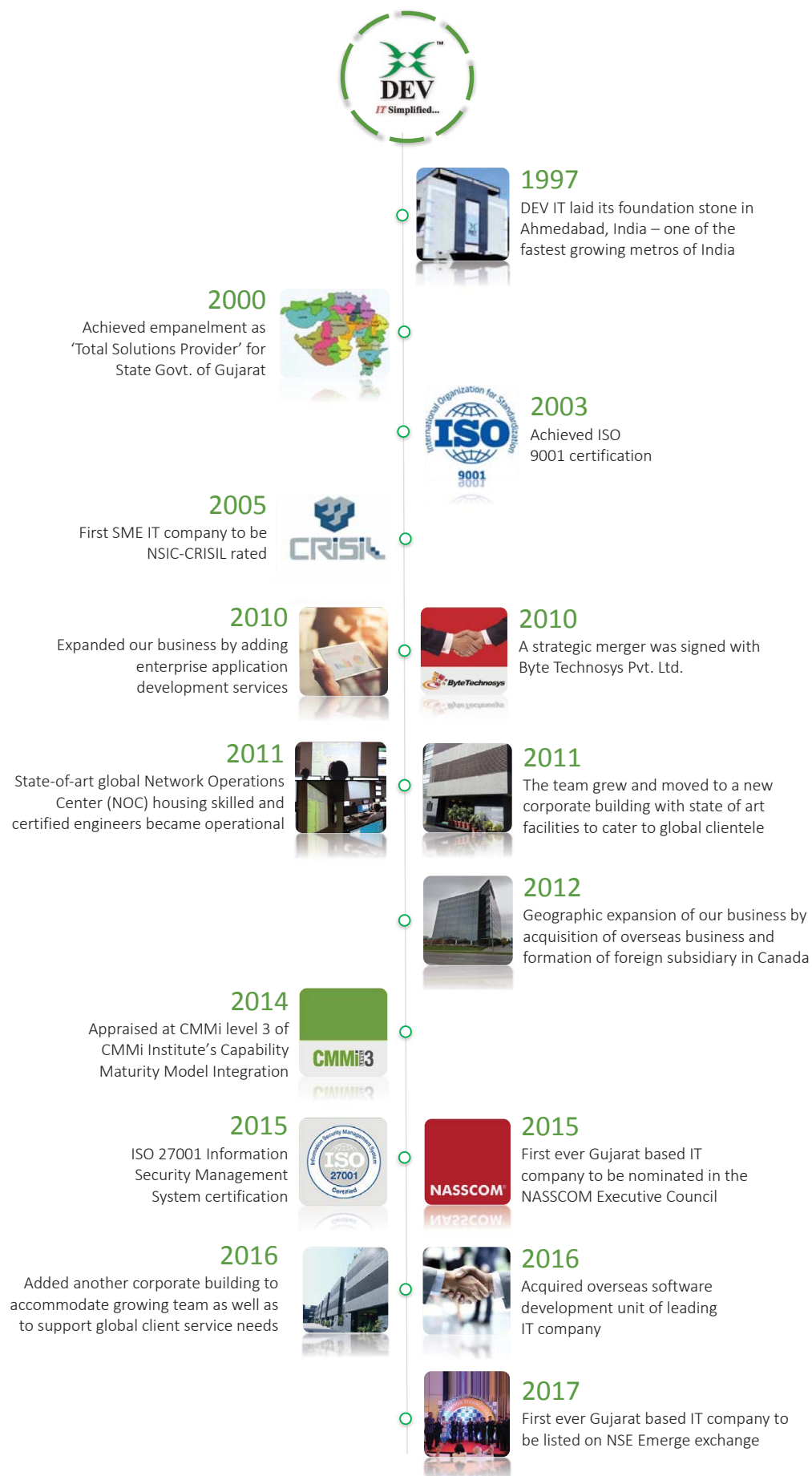
A hand holds a silver torch, with another hand reaching towards it. The background is a dramatic sky with orange and yellow clouds. The text is overlaid on the bottom half of the image.

# **ROME WASN'T BUILT IN A DAY & NEITHER WERE WE.**

Great things are not done overnight and any venture is crowned with success when persistent efforts are made patiently.

We Believed and Live the Same.







# LETTER TO SHAREHOLDERS



**Dear Shareholders,**

Greetings.

What an eventful and path breaking Year it was for DEV IT! A healthy acquisition adding up to software overseas projects, market foot print increase in Europe besides North America, a turnover for FY 16-17 about 25.79% more than what we clocked in FY 15-16, and finally to top it all the monumental decision of going Public which DEV IT achieved with huge success thanks to IPO investor community showing immense faith in DEV IT IPO offerings that created a record while getting listed on NSE Emerge platform.

At the time of bell ringing ceremony on April 17, 2017 the day of DEV IT IPO, in my address as a Chairman I had categorically stated that DEV IT is a company embedded with traditional

value-laced ethics of conducting business which is the mantra of scoring very high on the index of retaining clients with year on year extended service contracts. At the same time being in dynamic technology business, DEV IT always has agile and nimble approach of delivering business commitments to meet the demands of servicing ongoing technology advancements across the globe.

This judicious balancing act between traditional ethics-based business practise with continuous pre-emptive improvisation of business delivery based on technology advancements is probably the USP and culture that is running among the entire Team DEV IT.

I would humbly like to thank our clients, family elders, patrons, business colleagues, professional colleagues and above all my entire Team



DEV IT (whom I lovingly address as DEV ITians) for directly or indirectly inculcating the said USP and culture in our company's ethos. I sincerely believe that it is this very USP and culture that has enabled our successful journey from a Private Limited company to being listed as Limited company on NSE Emerge, SME Platform.

With this I, would also like to thank the new set of investors who are now part of DEV IT family as shareholders for showing their immense faith in the company and its management and confidence in its future potential. I would like to take this opportunity to welcome them also in our fold where we will be surely taking exciting journey of growth together helping and supporting each other in symbiotic manner. In fact, I would like to inform them very gladly that the growth oriented and positive financial results hereby being submitted will further strengthen their faith toward decision of investing in DEV IT.

All in all, at DEV IT we believe that while due diligence on regular financial numbers is a good habit cultivated and it will surely remain as focus of DEV IT Management. At the same time, being an IT company financial number achieving spree will not be the only main growth criteria. For the natural growth progression DEV IT will surely require long term thrust by investing towards modern business upliftment index pertaining to IT Industry in today's world such as to ensure creative thinking based solutions development, innovation research labs, idea accelerator facilities and or amiable M&A. Initiation of such actions would surely result in establishing DEV IT as an enduring IT player i.e. an IT company which is here to stay as a shining star of Global IT business landscape. Hence, in such scenario the symbiotic nature of cooperative and patient approach full of faith from shareholders will be

very much required towards different afore stated forays of activities initiated by DEV IT. Here is where I feel the words of Mr Warren Buffet very aptly rings a bell "Price is what you pay. Value is what you get".

Information Technology as we all know, is now interwoven with human life's basic needs. Hence two aspects of IT Service Industry required mainly would be upkeep and maintenance of IT Infrastructure as well as Application Software Development to fulfil those needs. Both these aspects are necessary to ease and help people at large since virtually they complement the very existence of Human Beings as decision making tools in this new world order of Digital Human Era. Therefore, it is evident that a focussed IT company like DEV IT, in coming decade, will have immense chances of exciting opportunities for carving out new paths of envisaging and delivering IT solutions and services.

This does require sizeable amount of creative unbound thinking and on the fly innovation in variety of business services that DEV IT is rendering. We will unleash many business activities based on creative thought process that may at time succeed and will add up immensely to business growth. While at times such actions may also yield desired results of lesser degrees. In any case, all of this will add up to the treasure full of experiences and learning which in turn will help us to come up in future with mature business rendering practises. This is where synergistic support from shareholders and investors will surely act as a catalyst of growth ensuring win-win situation for all.

It is well known fact that India is the world's largest sourcing destination for the information technology (IT) industry, accounting for



# LETTER TO SHAREHOLDERS

approximately 67 percent of the US\$ 124-130 billion market. The industry employs about 10 million workforces. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. The IT industry has also created significant demand in the Indian education sector, especially for engineering and computer science. The Indian IT sector while is also expected to register yearly growth of 12-13 % and thereby triple its current annual revenue to reach US\$ 350 billion by FY 2025. India ranks third among global start-up ecosystems with more than 4,200 start-ups. This are some of the exciting figures from reputed sources reports available on Internet.

Thus, the expectation from IT Industry is very high within our country thanks to current government impetus for going digital besides, expectation from global businesses and commerce. This can be addressed only when Company shows courage to seize such opportunities arising on horizon and aligns with it vide help of its equally courageous team of personnel. This very alignment drive has readied Team DEV IT to render services by way of consulting leading to development of solutions and ultimately implementing them with ongoing Support Service facilitates. Therefore, DEV IT is steadily emerging very strongly among SMEs in western India along with Overseas (North America and Europe) as one stop shop for virtually all their IT needs pertaining to services of IT Consulting, IT Infrastructure Management, ERP Implementation Consulting, Mobility solutions, Web Based Solutions, Digital Marketing, Document Management and Digitisation, Virtual and Augmented Reality, etc.

DEV IT, since its inception has been very active player predominantly in e-Governance sector carrying out Consulting, Developing, Implementing and Service Support activity passionately and enthusiastically backed by dedicated team of domain experienced personnel such that last mile citizen connects as envisaged by government is ensured. The passion behind e-Governance activity has realised many award winning replicable solutions for DEV IT thanks to its successful implementation among Western Region of India. This very domain expertise acquired since almost two decades gives DEV IT an advantage to whole heartedly participate in business opportunities being made available, thanks to Smart City Projects and Digitization Projects. This is the main thrust area of current government to invest in its use of Information Technology as its efforts towards ensuring ease of citizen services.

As I had stated in my speech during Bell Ringing Ceremony, the Logo of DEV IT has been “thought” torch-bearer of company culture. Just like four arrows goes inwards in the same manner “coming together from all sides” becomes the guiding principle of growth for DEV IT. This is the reason why DEV IT right from word go has been at the forefront of Collaboration with likeminded business partners and or business association with help of relationship networking or while playing role of mentoring for promising IT businesses in nascent stage or classic start-ups. This very guiding principle has resulted in past towards multiple likeminded IT business entities, locally and overseas, willingly going for open arm merger of their business and operations successfully in DEV IT.



To provide a healthy base for the activities of mentoring, research and development, DEV IT has already floated *DEVlabs* for incubating disruptive and or creative solution ideas. It will give support and accelerate such successful ideas to next level where an implementation ready solution or solutions for clients are realised. DEV IT in a way has been encouraged by current government initiative to help and mentor the local start up eco system by providing them friendly business accelerator platform to take progressive step ahead and gain out of experience of DEV IT as a hand holding entity.

At DEV IT, we sincerely believe in words of Mr Peter Lynch “It is easy to forget sometimes that a share is not a lottery ticket, it is part ownership of a business”. That’s what we consider you all the shareholders as our business partners along with personnel of DEV IT. After all the centre theme of DEV IT’s culture has always been “People First, Business Always”. Thereby, encouraging and building sense of ownership among Millennial Personnel of DEV IT as well as Clients engaged with DEV IT. The management is sure that this dictum brings in ever needed freshness by way of yielding newer perspective towards business growth in today’s era of digital world.

On behalf of DEV IT, I would proudly state that it has probably one of the lowest attrition rates as far as personnel movement out of the company is concerned thanks to humane and reasonable approach being kept at forefront before impressing business exigencies. This approach along with personnel engagement activities ensures sense of ownership largely across most of the personnel of DEV IT. With Business Upliftment Index as stated above being designed and articulated such that active participation of

personnel is encouraged. The same gives surety that Personnel Upliftment occurs simultaneously there by increasing sense of ownership within DEV ITians. Genuine efforts from us towards our personnel are aimed to ensure that they grow in pervasive manner and stay on with DEV IT. As a result, various projects handled and various solutions that were developed by Team DEV IT have won numerous accolades year on year in past heralding DEV IT as a force to reckon with recognised by many reputed organisations such as IT Business Associations and reputed IT Media Houses. It gives me immense pleasure, in the above stated backdrop, to place before you the 20th Annual Report for the Financial Year 2016-17.

I would also like to propose hearty vote of thanks to all the Directors, Key Managerial Personnel, Shareholders, Customers, Bankers and “DEV ITians” for their continued support, faith and trust in the company, which I am sure will continue to be there in the times to come.

At the fulcrum of our on going tryst with business learnings I would like to assure you that the words of 21st century visionary Mr. Alvin Toffler is embedded in our thought process of “The illiterate of the 21st century will not be those who cannot read and write, but those who cannot learn, unlearn and relearn”, thereby ensuring our commitment towards continuous efforts of positive business growth.

With Warm Regards,

**PRANAV N. PANDYA,**  
CHAIRMAN  
**DEV INFORMATION TECHNOLOGY LIMITED.**



## DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej,  
Ahmedabad-380059 Gujarat, India

Tel No: +91-79-26304241/ 26305751; E-mail: [cs@devitpl.com](mailto:cs@devitpl.com) ;

Website: [www.devitpl.com](http://www.devitpl.com)

### Notice

Notice is hereby given that the **20<sup>TH</sup> ANNUAL GENERAL MEETING OF DEV INFORMATION TECHNOLOGY LIMITED** will be held on Friday, 29<sup>th</sup> September, 2017 at 3:00 P.M. at AMA Seminar hall, Ahmedabad management association, Core-AMA management house, Terrent-AMA management center, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015, to transact the following business:

#### ORDINARY BUSINESS:-

1. To receive, consider and adopt:
  - a. The Audited Financial Statements of the Company for the year ended March 31, 2017, together with the report of Board of directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the report of Auditors.
2. To declare dividend on equity shares at the rate of 5% i.e. Rs.0.50/- per equity share for the financial year ended March 31, 2017.
3. To re-appoint a Director in place of Mr. Prerak Shah (DIN: 02805369), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To re-appoint a Director in place of Mr. Vishal Vasu (DIN: 02460597), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.
5. To ratify the appointment of Statutory Auditors M/s. Chandulal M. Shah and to fix their remuneration and in this regards to pass with or without modification(s), the following resolution as an Ordinary Resolution:



“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Chandulal M Shah & Co. Chartered Accountants, (Firm Registration No. 101698W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 i.e 21st AGM, Board of Directors be and is hereby authorised to fix the remuneration payable to them as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

**By Order of Board of Directors,  
For, DEV INFORMATION TECHNOLOGY LIMITED,**

**KRISA PATEL  
(Company Secretary & Compliance Officer)  
Place: Ahmedabad,  
Date: August 26<sup>th</sup>, 2017**



**Notes:**

**1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy form is attached with the said Notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the Meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting

3. Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos. 3 and 4 of the Notice, are also annexed.

4. In case of joint holders attending the Meeting, only such Joint holder who is high in the order of names will be entitled to vote.

5. The record date for the purpose of determining the eligibility of the Members to vote the 20th Annual General Meeting of the Company and for the dividend is 22nd September, 2017.

6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.

7. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services.



9. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least 10 days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.

10. Members who wish to obtain information of the Company may send their queries atleast 10 Days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.

11. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 20<sup>th</sup> Annual Report will also be available on the Company's website viz. [www.devitpl.com](http://www.devitpl.com).

12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Link Intime India Pvt. Ltd.

13. Share holders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

14. The route map showing directions to reach the venue of the 20<sup>th</sup> Annual General Meeting is annexed on the last page.

**By Order of Board of Directors,  
For, DEV INFORMATION TECHNOLOGY LIMITED,**

**KRISA PATEL  
(Company Secretary & Compliance Officer)  
Place: Ahmedabad,  
Date: August 26<sup>th</sup>, 2017**



## •ANNEXURE (I) TO THE NOTICE

**Details of the Directors seeking appointment/re-appointment at the forth coming Annual General Meeting**

**Annexure of Item No: 03:**

<b>Name of Director</b>	PRERAK PRADYUMNA SHAH
<b>DIN</b>	02805369
<b>Date of Birth</b>	02/01/1973
<b>Date of first Appointment</b>	01/07/2014
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• BE in Computer Engineering</li> <li>• MS in Computer Science</li> <li>• Project Management Professional</li> </ul>
<b>Expertise in specific functional areas and Experience</b>	<p>Prerak relies on good governance and adheres to project management principles as he looks after delivery of IT and business transformation. “Lead by example” is his philosophy as he motivates team in providing businesses with solutions that aptly aligns technology, process and people and in turn, helps business maximize their IT investments.</p> <p>Prerak holds MS in Computer Science; has ITIL certification and is a certified Project Management Professional (PMP) from PMI. In his 15+ years of experience, he has assisted in implementation of many IT projects ranging from dynamic websites, Business Process Automation Applications, Portals and ERP Solutions across many verticals</p>
<b>Directorship held in other Companies</b>	CHAROTAR RESORT PRIVATE LIMITED



<b>Committee positions held in other Companies</b>	Nil
<b>No. of Equity Shares held in the Company as on 31/03/2017</b>	187500 Shares

## Annexure of Item No: 04:

<b>Name of Director</b>	VISHAL NAGENDRA VASU
<b>DIN</b>	02460597
<b>Date of Birth</b>	26/01/1972
<b>Date of first Appointment</b>	01/07/2014
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce (B.Com)</li> <li>• Certified Cyber Forensics Consultant</li> <li>• Microsoft Certified IT Professional (MCITP)</li> <li>• Microsoft Certified Technology Specialist (MCTS)</li> <li>• Microsoft Certified Solutions Expert (MCSE)</li> <li>• Microsoft Certified Solutions Associate (MCSA)</li> <li>• MCSE (Microsoft Certified Systems Engineer)</li> </ul>
<b>Expertise in specific functional areas and Experience</b>	<p>He is responsible for helping define and implement a strategic approach to enterprise technology investments as well as for leading the company's Research and Development unit for designing and developing innovative technology solutions. He is also responsible for the overall execution of day-to-day operations and driving technology strategy and development.</p> <p>He brings with him extensive systems engineering, software development and information management expertise from over 22 years of experience. He is a certified technology specialist on Microsoft platforms and carries a diploma of Management in e-Business.</p> <p>He is a frequent speaker, publication contributor and an avid blogger on information technology.</p>



<b>Directorship held in other Companies</b>	Nil
<b>Committee positions held in other Companies</b>	Nil
<b>No. of Equity Shares held in the Company as on 31/03/2017</b>	150000 Shares

**By Order of Board of Directors,  
For, DEV INFORMATION TECHNOLOGY LIMITED,**

**KRISA PATEL  
(Company Secretary & Compliance Officer)**

**Place: Ahmedabad,**

**Date: August 26<sup>th</sup>, 2017**



## DIRECTORS' REPORT

To  
The Members,  
DEV INFORMATION TECHNOLOGY LIMITED

Your directors are pleased to present the 20<sup>th</sup> Annual Report of your company together with the Audited Statement of Accounts and the Auditor's Report of your company for the financial year ended, 31<sup>st</sup> March, 2017. The summarized financial results for the year ended on 31<sup>st</sup> March, 2017 is as under:

### FINANCIAL RESULTS:

The working results of the company for the year ended are as follows:

Particulars	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Net Total Income	56,86,22,353	45,40,84,055	64,42,55,688	47,93,30,903
Less: Operation and Admin Expenses	50,23,66,491	26,32,91,184	57,58,79,500	42,70,54,389
Profit before depreciation and Taxes	6,62,55,862	5,18,26,765	6,83,76,188	5,22,76,514
<b>Less:</b> Depreciation	75,01,438	56,15,924	75,01,438	56,15,924
<b>Add:</b> Extraordinary/ Exceptional Items				
Profit before interest and tax( <b>PBIT</b> )	5,87,54,424	4,62,10,841	6,08,74,750	4,66,60,590
<b>Less:</b> Interest	1,53,98,728	1,46,68,977	1,62,58,806	1,46,68,977
Profit before Tax ( <b>PBT</b> )	4,33,55,696	3,15,41,864	4,46,15,945	3,19,91,613
<b>Less:</b> Taxes (including deferred tax and fringe benefit tax)	1,43,51,268	1,26,02,298	1,47,54,208	1,47,34,600
Profit after Tax ( <b>PAT</b> )	2,90,04,428	2,01,44,161	2,98,61,737	2,05,93,911



# DIRECTORS' REPORT

Balance brought forward from previous period	0	0	0	0
<b>Less:</b> Adjustment of opening liability in respect of employees benefits in accordance with AS-15	0		0	0
Net profit carried to Balance Sheet	2,90,04,428		2,98,61,737	

## PERFORMANCE OF YOUR COMPANY:

### Consolidated Financial Result:

The audited consolidated financial statement of your company as on 31st March, 2017 prepared in accordance with the Generally Accepted Accounting Principles in India, relevant applicable regulation 33 of SEBI (LODR) Regulation 2015 and provision of Companies Act, 2013 Forms part of this Annual report.

The Key Aspect of your company consolidated financial performance during the financial year 2016-17 are as follows:

Operational Highlights: The consolidated revenue of the company from Sales is Rs. 64,42,55,688/- as compared to Rs. 47,93,30,903/- in the previous year.

Financial highlights: The consolidated profit of the company is Rs. 2,90,16,373/- as compared to Rs. 2,05,93,911/- in the previous year.

### Standalone Financial Highlights:

Operational Highlights: The standalone revenue of the company from Sales is Rs. 56,86,22,353/- as compared to Rs. 45,40,84,055/- in the previous year.

Financial highlights: The standalone profit of the company is Rs. 2,81,59,064/- as compared to Rs. 2,01,44,161/- in the previous year.

## CAPITAL STRUCTURE:

The Authorised Share Capital of the Company as on March 31, 2017 was Rs 6,00,00,000/- (Rupees six crore) divided into 60,00,000 (Sixty lakhs) equity shares of Rs 10 each.

During the financial year 2016-17, an Extra ordinary general meeting was held on February, 06, 2017 and the Authorised Share Capital was increased from Rs. 75,00,000/- (Rupees Seventy Five Lakhs only) divided



into 7,50,000 (Seven Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each to 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each, by creation of 52,50,000 (Fifty Two lakhs fifty thousand) equity shares of Rs. 10/- (Rupees Ten) each and shall rank pari- passu in all respect of the existing Equity Shares of the Company.

During the Financial year, the paid up share capital of the Company has increased from 50,000,00 (Rupees Fifty Lacs) divided into 5,00,000 (Five Lacs) equity shares of Rs. 10 each to Rs 4,03,25,000 (Rupees Four Crore Three Lacs Twenty Five Thousand) divided into 40,32,500 (Fourty Lacs Thirty Two Thousand Five Hundred) equity shares of Rs 10 each in three tranches

- Firstly The increase in capital was due to issue of 2,50,000 Equity shares on 30<sup>th</sup> April, 2016 as a Bonus Shares in the ratio of 1:2 (i.e. One bonus share for every Two shares held as on the record date 25<sup>th</sup> February, 2016) as approved by the member in EGM dated 25<sup>th</sup> February, 2016
- Secondly The increase in shares was due to issue of 56,500 Equity Shares on 27<sup>th</sup> February, 2017 as a Private Placement as approved by the member in EGM dated 21<sup>st</sup> February, 2017.
- Thirdly The increase in capital was due to issue of 32,26,000 Equity shares on 03<sup>rd</sup> March, 2017 as a Bonus Shares in the ratio of 4:1 (i.e. Four bonus share for every Two shares held as on the record date 03<sup>rd</sup> March, 2017) as approved by the member in EGM dated 03<sup>rd</sup> March, 2017

## DIVIDEND:

Your Director have recommended final dividend @5% (i.e. Rs. 0.50 per equity shares) of Rs. 10/- each on the equity shares out of the profit of the company for the financial year 2016-17. The said dividend, if approved by the shareholders, would involve a cash outflow of Rs. 33,22,154.09/- including Tax there on.

## DEPOSIT:

During the year under review your company has not accepted any deposits pursuant to the provisions of Section 73 to 76 of the Companies Act, 2013.

## CHANGES IN NATURE OF BUSINESS:

There is no significant change made in the nature of the company during the financial year.

## NAME OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

At the end of the financial year under review, none of the Company have become or ceased to be subsidiaries, joint ventures or associate Companies.



## PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

A report on the performance and financial position of our one subsidiary company as per the Companies Act, 2013 in the prescribed Form **AOC-1** is annexed to Consolidated Financial Statements and hence not repeated here for the sake of brevity. The brief details of the activities carried out by our Subsidiary Company is provided below.

### **Dev Info-Tech North America Limited (CANADA):**

Dev Info-Tech North America Limited was incorporated to increase focus on Foreign markets with local presence.

Dev Info tech is engaged in the business of providing a range of Information Technology ("IT") solutions. It provides various information technology and consultancy services, including enterprise solutions, e-governance solutions, ERP and CRM Implementation, IT – infrastructure services, website development, web hosting solutions and licensing solutions. Also it is into custom software development with well-defined processes to support our clients and partners in –web portals, web & mobile applications, responsive websites, their SEO & Social Media Marketing as well as Microsoft Dynamics ERP and CRM. In addition to above we also provide end-to-end IT services with strong managed IT team to monitor.

As per section 129 of the Companies Act, 2013 your Company has placed Consolidated Financial Accounts before the members for its approval. Since the Consolidated Financial Accounts are being approved by the Members, your Company has not attached the individual Annual Report of each of the Subsidiary Company with this Annual Report. However, your Company will make available the Annual Accounts of the Subsidiary Companies and the related detailed information to any Members of the Company who may be interested in obtaining the same and will also be kept open for inspection at the Registered Office of your Company and that of the respective Subsidiary Company.

## RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM:

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.



## RELATED PARTY TRANSACTIONS:

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

No material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI LODR Regulations.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2016-17.

## TRANSFER TO RESERVES:

The Company has transferred current year's profit of Rs. 455.37 (Rs in Lakh) to the Reserve & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

## DIRECTORS & KEY MANAGERIAL PERSONAL:

### I. Retire by Rotation- Mr. Prerak P. Shah

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Prerak P. Shah, Executive Director (DIN: 02805369) of the company is liable to retire by rotation in the fourth coming Annual General Meeting and being eligible, he offer himself for re-appointment.

### II. Retire by Rotation- Mr. Vishal N. Vasu



In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vishal N. Vasu, Executive Director (DIN: 02460597) of the company is liable to retire by rotation in the fourth coming Annual General Meeting and being eligible, he offer himself for re-appointment.

### III. Change in Designation Of existing Directors

During the Year under review the designation of director has been changed as follows:

- Mr. Jaiminbhai Jagdishbhai Shah has been designated as a Managing Director w.e.f 21<sup>st</sup> February, 2017
- Mr. Pranav Niranjnabhai Pandya has been designated as a Chairman and a Whole Time Director w.e.f 21<sup>st</sup> February, 2017
- Mr. Vishal Nagendra Vasu has been designated as a Whole Time Director and Chief Technical officer w.e.f 21<sup>st</sup> February, 2017
- Mr. Prerak Pradyumna Shah has been designated as a Whole Time Director w.e.f 21<sup>st</sup> February, 2017

### IV. Appointment of Independent Director

During the year under review four Independent Director were appointed i.e Mr. Anand Anilbhai Patel, Mr. Hiren Karsanbhai Patel, Mrs. Rama Moondra (Women Director) and Mr. Venkata Rama Subba Rao Velamuri w.e.f 16<sup>th</sup> March, 2017

### V. Appointment of KMP

During the year under review Mr. Harshil Hemant Shah were appointed as the Chief Financial Officer w.e.f 21<sup>st</sup> February, 2017 and Miss Krisa Rupalkumar patel were appointed as the Company Secretary and a Compliance officer of the company w.e.f 1<sup>st</sup> March, 2017

### VI. Board Evaluation

In compliance with the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.



## DECLARATION BY INDEPENDENT DIRECTORS:

Declaration given by Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is enclosed in the “Annexure A”.

## MEETING OF BOARD OF DIRECTORS:

### A. Number of Board Meetings in the year:

During the year 14 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date on which board Meetings were held	Total Strength Of the Board	No of Directors Present
1.	13 <sup>th</sup> April, 2016	4	4
2.	20 <sup>th</sup> April, 2016	4	4
3.	30 <sup>th</sup> April, 2016	4	3
4.	04 <sup>th</sup> June, 2016	4	4
5.	24 <sup>th</sup> August, 2016	4	4
6.	19 <sup>th</sup> October, 2016	4	4
7.	20 <sup>th</sup> December, 2016	4	4
8.	13 <sup>th</sup> January, 2017	4	4
9.	17 <sup>th</sup> February, 2017	4	4
10.	27 <sup>th</sup> February, 2017	4	2
11.	3 <sup>rd</sup> March, 2017	4	2
12.	10 <sup>th</sup> March, 2017	4	2
13.	16 <sup>th</sup> March, 2017	4	4
14.	24 <sup>th</sup> March, 2017	8	3



# DIRECTORS' REPORT

## B. Attendance of Directors at Board meetings held in the previous year are as follows:

Directors	Category	No. of Board Meeting		Note:
		Held	Attended	
Mr. Jaimin Jagdishbhai Shah	Promoter And Managing Director	14	11	
Mr Pranav Niranjanbhai Pandya	Promoter/Chairman and Whole-time director	14	14	
Mr Vishal Nagendra Vasu	Whole-time Director and Chief Technical Officer	14	12	
Mr Prerak Pradyumna Shah	Whole-time Director	14	09	
Mr Venkata Rama Subba Rao Velamuri	Independent Director	14	00	Appointment made on 16th March, 2017
Mr Hiren Karsanbhai Patel	Independent Director	14	00	
Mr Anand Anilbhai Patel	Independent Director	14	00	
Ms. Rama Moondra	Woman Independent Director	14	00	



## COMMITTEES:

There are three Committees constituted as per Companies Act, 2013. They are:

### 1. Audit Committee:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Rama Moondra	Chairman	Independent Non-Executive Director
Mr. Anand Anilbhai Patel	Member	Independent Non-Executive Director
Mr. Jaimin Jagdishbhai Shah	Member	Managing Director

### 2. Nomination and Remuneration Committee:

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Rama Moondra	Chairman	Independent Non-Executive Director
Mr. Anand Anilbhai Patel	Member	Independent Non-Executive Director
Mr. Hiren Karsanbhai Patel	Member	Independent Non-Executive Director

### 3. Stakeholders Relationship Committee:

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Rama Moondra	Chairman	Independent Non-Executive Director
Mr. Anand Anilbhai Patel	Member	Independent Non-Executive Director
Mr. Jaimin Jagdishbhai Shah	Member	Managing Director

→ Company Secretary Miss Krisa R Patel is the secretary of all the committees.

## EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure - B".

## DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013:



- i. That in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- iii. That proper and sufficient care has been taken 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;
- iv. That the annual financial statements have been prepared on a going concern basis;
- v. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi. That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## AUDITORS:

### A. Statutory Auditors

In the 19<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016 M/s Chandulal M. Shah & Co., Chartered Accountants, Ahmedabad having FRN: 101698W was appointed as Statutory Auditors of the Company until the Conclusion of the Annual General Meeting of the Company for the year ended 31.03.2021, subject to ratification of re-appointment by the members at every Annual General Meeting.

Your Directors recommend the ratification of their appointment as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting to be held in the year 2018.

### B. Auditors Report

The report of the Statutory Auditors along with Notes to Accounts is enclosed to this report. The observations made in the Auditors Report are self-explanatory and therefore do not call for any further comments.



## C. Secretarial Auditor

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s Murtuza Mandorwala & Associates, Practising Company Secretary, Ahmedabad have been appointed as a Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed as **"Annexure-C"**.

## DISCLOSURE OF EMPLOYEES REMUNERATION:

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. However, the Annual Report is being sent to the members excluding the said annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of your Company. Any member interested in obtaining a copy of the same may write to the Company Secretary.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as **"Annexure-D"**.

## CORPORATE GOVERNANCE:

Your Company believes that sound Corporate Governance is critical for enhancing and retaining stakeholder's trust and your Company always seeks to ensure that its performance goals are met accordingly. The efforts of your Company are always focused on long term value creation. Inherent to such an objective is to continuously engage and deliver value to all its stakeholders including members, customers, partners, employees, lenders and the society at large.

Details regarding Corporate Governance Report of the Company regarding Compliance of the Conditions of Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith as **"Annexure-E"**.

A certificate from M/S Murtuza Mandorwala & Associates, Practising Company Secretary, Ahmedabad confirming compliance to the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to Corporate Governance Report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as **"Annexure F"**.



## **VIGIL MECHANISM:**

The Company has constituted an audit committee, therefore it is also mandatory for such Committee to operate the vigil mechanism, and if any of the members of the committee have a conflict of interest in a given case, they should rescue themselves and the others on the committee would deal with the matter on hand, to whom other directors and employees may report their concerns. It provides adequate safeguard against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee or the director nominated to play the role of audit committee, as the case may be, in exceptional cases. The existence of the mechanism may be appropriately communicated within the organization. The details of establishment of Vigil mechanism shall be disclosed by the company in the website, if any.

## **SEXUAL HARASSMENT:**

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for staff and secure environment for women employee.

## **POLICY ON CODE OF CONDUCT AND ETHICS:**

As an organization your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Code of conduct applicable to all the employees of your Company and conducted various awareness sessions across the Company. The Code provides for the matters related to governance, compliance, ethics and other matters.

## **MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF YOUR COMPANY:**

There are no material changes and commitments, affecting the financial position of your Company which has occurred between end of financial year of the Company i.e. March 31, 2017 and the date of Directors' Report i.e. 26<sup>th</sup> August, 2017.

## **FOREIGN EXCHANGE EARNINGS AND OUTFLOW:**

During the year, the total foreign exchange used was Rs. 9,38,175/- and the total foreign exchange earned was Rs. 7,05,48,126/-.



## CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The details of conservation of energy and technology absorption are not applicable to the company hence not furnished.

## APPRECIATION AND ACKNOWLEDGEMENT:

The Board wishes to place on record their sincere appreciation and acknowledge with gratitude the effort put in and co-operation extended by bankers, shareholders, employees at all levels and all other associated persons, bodies or agencies for their continued support.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

DATE: - 26<sup>th</sup> August, 2017

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)



## ANNEXURE TO DIRECTORS' REPORT:

### "ANNEXURE A"

#### DECLARATION BY INDEPENDENT DIRECTORS

##### 1. HIREN KARSANBHAI PATEL:

To  
The Board of Directors,  
Dev Information Technology Limited  
14, Aryans Corporate Park,  
Nr. Shilaj Crossing, Thaltej  
Ahmedabad, Gujarat- 380059  
India

Sub: Declaration of independence under sub– Section (6) of section 149;

I, Hiren Karsanbhai Patel R/o Nima Farm, Opp Ymca Club, Sarkhej-G' Nagar Road Ahmedabad 380054 Gujarat hereby certify that I will be appointed as an Independent Non Executive Director of Dev Information Technology Limited having registered office at 14, Aryans Corporate Park, Nr. Shilaj Crossing, Thaltej Ahmedabad, Gujarat- 380059 and comply with all the criteria of independent non executive director as per applicable provisions of Companies Act, 2013, I hereby certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am not a promoter of the company or its holding, subsidiary or associate company.
- I am not related to promoters or directors in the company, its holding, subsidiary or associate company.
- I have/ had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- None of my relatives has or hold pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:



1. Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  2. Is or has been an employee of a proprietor or a partner, in any of the three financial years immediately preceding the financial year of-
    - A. firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - B. Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  3. Holds together with his relatives 2% or more of the total voting power of the company; or
  4. Is a chief Executive or director , by whatever name called , of any nonprofit organization that receives 25% more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

Thanking you,  
Yours faithfully

**(Hiren Karsanbhai Patel)**

**(DIN: 00145149)**

Date: April 4, 2017

Place: Ahmedabad



## 2. Anand Anilbhai Patel:

**To**  
**The Board of Directors,**  
**Dev Information Technology Limited**  
14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad Gujarat-380059  
India

Sub: Declaration of independence under sub– Section (6) of section 149:

I, Anand Anilbhai Patel R/o 3, Adarsh Society, Highway Road, Mehsana-384002, Gujarat hereby certify that I will be appointed as an Independent Non Executive Director of Dev Information Technology Limited having registered office at 14, Aryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat- 380059 and comply with all the criteria of independent non executive director as per applicable provisions of Companies Act, 2013, I hereby certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am not a promoter of the company or its holding, subsidiary or associate company.
- I am not related to promoters or directors in the company, its holding, subsidiary or associate company.
- I have/ had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- None of my relatives has or hold pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  1. Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  2. Is or has been an employee of a proprietor or a partner, in any of the three financial years immediately preceding the financial year of-



- A. firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - B. Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - 3. Holds together with his relatives 2% or more of the total voting power of the company; or
  - 4. Is a chief Executive or director , by whatever name called , of any nonprofit organization that receives 25% more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

Thanking you,  
Yours faithfully

**(Anand Anilbhai Patel)**  
**(DIN: 00002277)**  
Date: April 10, 2017  
Place: Mehsana



### 3. RAMA MOONDRA

**To**  
**The Board of Directors,**  
**Dev Information Technology Limited**  
14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad Gujarat-380059  
India

Sub: Declaration of independence under sub– Section (6) of section 149:

I, Rama Moondra, R/o B-705, Nirman Complex, Behind Navrangpura Post Office, Navrangpura Ahmedabad-380009, Gujarat, hereby certify that I will be appointed as an Independent Non-Executive Director of Dev Information Technology Limited having registered office at 14, Aryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat- 380059 and comply with all the criteria of independent non-executive director as per applicable provisions of Companies Act, 2013, I hereby certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am not a promoter of the company or its holding, subsidiary or associate company.
- I am not related to promoters or directors in the company, its holding, subsidiary or associate company.
- I have/ had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- None of my relatives has or hold pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  1. Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  2. Is or has been an employee of a proprietor or a partner, in any of the three financial years immediately preceding the financial year of-



- A. firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- B. Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
3. Holds together with his relatives 2% or more of the total voting power of the company; or
4. Is a chief Executive or director , by whatever name called , of any nonprofit organization that receives 25% more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

Thanking you,  
Yours faithfully

**RAMA MOONDRA**

**(DIN: 01764539)**

Date: April 10, 2017

Place: Ahmedabad



#### 4. VENKATA RAMA SUBBA RAO VELAMURI

**To**  
**The Board of Directors,**  
**Dev Information Technology Limited**  
14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad Gujarat-380059  
India

Sub: Declaration of independence under sub– Section (6) of section 149:

I, Venkata Rama Subba Rao Velamuri R/o Ananya Plot No. 143, Sector 8, Gandhinagar-382008 India hereby certify that I will be appointed as an Independent Non Executive Director of Dev Information Technology Limited having registered office at 14, Aryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat- 380059 and comply with all the criteria of independent non executive director as per applicable provisions of Companies Act, 2013, I hereby certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am not a promoter of the company or its holding, subsidiary or associate company.
- I am not related to promoters or directors in the company, its holding, subsidiary or associate company.
- I have/ had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- None of my relatives has or hold pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  1. Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  2. Is or has been an employee of a proprietor or a partner, in any of the three financial years immediately preceding the financial year of-



A. firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

B. Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

3. Holds together with his relatives 2% or more of the total voting power of the company; or

4. Is a chief Executive or director , by whatever name called , of any nonprofit organization that receives 25% more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.

Thanking you,  
Yours faithfully

**VENKATA RAMA SUBBA RAO VELAMURI**  
**(DIN: 06502798)**

Date: 10th April, 2017

Place: Gandhinagar



## "ANNEXURE B"

### FORM MGT- 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2017 [Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Registration and other details	
CIN:	L30000GJ1997PLC033479
Registration Date:	23/12/1997
Name of the Company	Dev Information Technology Limited
Category / Sub-Category of the Company	Company limited by Shares/ Indian/ Non-government company
Address of the Registered Office and contact details	14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej Ahmedabad Ahmedabad GJ 380059 In Tel No: +91-79-26304241/ 26305751
Whether listed company	YES, (Listed on 17th April,2017) on National Stock Exchange of India Limited- (SME Platform)
Name, address and contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel. No.: +91-22 – 49186000 Fax No.: +91-22 – 49186060 SEBI Regn. No. INR000004058

#### I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

S.I NO.	Name and Description of main products / service	NIC Code of the Product/service*	% to total turnover of the company
1.	Reselling of Softwares	46512	53.98%



2.	Maintenance of software & Technical support(Others)	62013	45.67%
----	-----------------------------------------------------	-------	--------

\* As per National Industrial Classification 2008 – Ministry of Statistics and Programme Implementation

## II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN/(Corporation no.)	Holding/ subsidiary / associate	% of shares held	Applicable Section
1.	Dev Info-Tech North America Limited	834578-3	Subsidiary	74.42%	2(87)

## III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

### i). Category-wise Share Holding:

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/Promoters Group									



# DIRECTORS' REPORT

<b>(1) Indian</b>	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	499840	499840	99.97	3750000		3750000	93	-6.97
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate		160	160	0.03					-0.03
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):</b>	-	500000		100	3750000	-	3750000	93	-7.00
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total:(A) (2):</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	500000	500000	100	3750000		3750000	93	-7.00
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-



<b>1. Institutions</b>	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies Corporate	-	-	-	-	-	-	282500	7	7



# DIRECTORS' REPORT

i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Any Other (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians (Repat)	-	-	-	-	-	-	-	-	-
Non Resident Indians (Non Repat)	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding</b>	-	-	-	-	-	-	282500	7	7



(B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	500000	-	500000	100	4032500	-	4032500	100	-

## (ii) Shareholding Of Promoters & Promoter Group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge d / encumbered to total shares	
1.	Jaimin J. Shah	39600	7.92		297000	7.37		-0.55
2.	Pranav N. Pandya	23400	4.68		175500	4.35		-0.33
3.	Academy for Computer training Pvt. Ltd	160	0.03		00	00	NIL	-0.03



# DIRECTORS' REPORT

4.	Satinder J. Goolry	20	0.00	NIL	00	00	-0.00
5.	Prerak Shah	25000	5.00		187500	4.65	-0.35
6.	Aarti P. Shah	25000	5.00		187500	4.65	-0.35
7.	Amisha J. Shah	45000	9.00		337500	8.37	-0.63
8.	Hemant S. Shah	45000	9.00		337500	8.37	-0.63
9.	Jagdish C. Shah	450	0.09		3375	0.08	-0.01
10.	Jaimin J. Shah(HUF)	11025	2.21		82685	2.05	-0.16
11.	Jayshree J. Shah	20000	4.00		150000	3.72	-0.28
12.	Kruti P. Pandya	45000	9.00		337500	8.37	-0.63
13.	Madhuri N. Pandya	45000	9.00		337500	8.37	-0.63
-	Manisha M. Shah	23400	4.68		175500	4.35	-0.33
14.	Meeta H. Shah	270	0.05		2025	0.05	-0.00
15.	Niranjana S. Jambudi	900	0.18		6750	0.17	-0.01
16.	Pranav N. Pandya (HUF)	11025	2.21		82690	2.05	-0.16



17.	Pratima M. Desai	42500	8.50	318750	7.90	-0.6
18.	Rakhi J. Shah	1350	0.27	11475	0.28	0.01
19.	Sapna V. Vasu	20000	4.00	150000	3.72	-0.28
20.	Saryu M. Shah	45000	9.00	337500	8.37	-0.63
21.	Urmila S. Parikh	900	0.18	6750	0.17	-0.01
22.	Vishal N. Vasu	20000	4.00	150000	3.72	-0.28
23.	Vishal N. Vasu (HUF)	10000	2.00	75000	1.86	-0.14
	<b>TOTAL</b>	<b>500000</b>	<b>100.00</b>	<b>3750000</b>	<b>93.00</b>	<b>-7</b>

## (Iii) Change In Promoters' Shareholding:

Sr. No.	Names	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of Total Shares of the Company	No. of shares	% of Total Shares of the Company
1.	Jaimin J. Shah	39600	7.92	297000	7.37
2.	Pranav N. Pandya	23400	4.68	175500	4.35
3.	Amisha J. Shah	45000	9.00	337500	8.37
4.	Kruti P. Pandya	45000	9.00	337500	8.37



# DIRECTORS' REPORT

5.	Jaimin J. Shah(HUF)	11025	2.21	82685	2.05
6	Pranav N. Pandya (HUF)	11025	2.21	82690	2.05

**(iv) Shareholding Pattern Of Top Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Name of Shareholder	Date	Shareholding		Cumulative share-holding during year	
			No. of shares	% of total shares	No. of shares	% of total Shares
1	Hi-Tech iSolutions LLP					
	At the beginning of the year	-	-	-	-	-
	Changes during the year	1. 27 <sup>th</sup> February, 2017 (Prefrencial allotment)	56500	7%	56500	7%
		2. 3 <sup>rd</sup> March, 2017 (Bonus issue)	2,26,000	7%	2,82,500	7%
	At the end of the year	31 <sup>st</sup> March, 2017	2,82,500	7%	2,82,500	7%



## (v) Shareholding Of Directors And Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jaimin J. Shah	39600	7.92	NIL	297000	7.37	NIL	-0.55
2	Pranav N. Pandya	23400	4.68		175500	4.35		-0.33
3	Prerak Shah	25000	5.00		187500	4.65		-0.35
4	Vishal N. Vasu	20000	4.00		150000	3.72		-0.28
5	Harshil H. Shah	Nil	Nil		Nil	Nil		Nil
6	Krisa R. Patel	Nil	Nil		Nil	Nil		Nil



# DIRECTORS' REPORT

## (vi) Indebtedness:

Indebtedness Of The Company Including Interest Outstanding/Accrued But Not Due For Payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	43723704	6870515	800000	51394219
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not Due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>43723704</b>	<b>6870515</b>	<b>800000</b>	<b>51394219</b>
<b>Change in Indebtedness during the financial year</b>				
Net Addition	14418200	2000000	0	16418200
Net Reduction	11396711	4300000	800000	16496711
<b>Net Change</b>	<b>-3021489</b>	<b>-2300000</b>	<b>-800000</b>	<b>-78511</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	46745193	4570515	0	51315708
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>46754193</b>	<b>4570515</b>	<b>0</b>	<b>51315708</b>



## (vii) Remuneration Of Directors And Key Managerial Personnel:

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

(Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Jaimin J Shah	Pranav N. Pandya	Vishal N. Vasu	Prerak P. Shah
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	23.784	23.784	18	15
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	.689	.510	.857	.360
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As % profit	-	-	-	-
	- Others, specify				
	- Contribution towards PF	-	-	-	-
5	Others, please specify	-	-	-	-
	TOTAL (A)	24.473	24.294	18.857	15.360
	CEILING AS PER THE ACT	NOT APPLICABLE			



# DIRECTORS' REPORT

## II. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

(Rs. In Lacs)			
Sr. No.	Particulars of Remuneration	Harshil H. Shah (CFO)	Krisa Patel (Company Secretary)
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6.00	2.16
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission		
	- As % profit	-	-
	- Others, specify		
	- Contribution towards PF	-	-
5	Others, please specify	-	-
	TOTAL (A)	6.00	2.16



## (viii) Penalties / Punishment/ Compounding Of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

Place:-Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

DATE: - 26<sup>th</sup> August, 2017

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)



## **"ANNEXURE C**

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2017**

[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,  
**DEV INFORMATION TECHNOLOGY LIMITED**  
14, Aaryans Corporate Park, Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad-380059  
CIN: L30000GJ1997PLC033479

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DEV INFORMATION TECHNOLOGY LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company (books, papers, minute books, forms and returns filed and other records maintained by the company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



(a) **During the Audit Period the Company is not listed on any Stock Exchange** so The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is not applicable;

(b) **During the Audit Period the Company is not listed on any Stock Exchange** so The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 is not applicable;

(c) **During the Audit Period the Company is not listed on any Stock Exchange** so The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is not applicable;

(d) **During the Audit Period the Company is not listed on any Stock Exchange** so the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is not applicable;

(e) **During the Audit Period the Company is not listed on any Stock Exchange** so The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 is not applicable;

(f) **During the Audit Period the Company is not listed on any Stock Exchange** so 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 is not applicable; –

(g) **During the Audit Period the Company is not listed on any Stock Exchange** so The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 is not applicable ; and

(h) **During the Audit Period the Company is not listed on any Stock Exchange** so The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 is not applicable;

(i) **During the Audit Period the Company is not listed on any Stock Exchange** The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015 is not applicable;

(VI) Other Applicable Acts, - As per Management representation there are no other specific act applicable to the company

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

**We further report that**



# DIRECTORS' REPORT

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and 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.

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

**We further report that** the company has allotted 14,88,000 Equity Shares through Initial Public Offer and got its shares listed on National Stock Exchange on SME platform on 12<sup>th</sup> April, 2017

**We further report that during the audit period, the Company has passed the following Resolutions –**

1. During the financial year 2016-17, an Extra ordinary general meeting was held on February, 06, 2017 and the Authorised Share Capital was increased from Rs. 75,00,000/- (Rupees Seventy Five Lakhs only) divided into 7,50,000 (Seven Lakh Fifty Thousand) of Rs. 10/- (Rupees Ten) each to 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each, by creation of 52,50,000 (Fifty Two lakhs fifty thousand) equity shares of Rs. 10/- (Rupees Ten) each and shall rank pari- passu in all respect of the existing Equity Shares of the Company.
2. During the Financial year, the paid up share capital of the Company has increased from 50,000,00 (Rupees Fifty Lacs) divided into 5,00,000 (Five Lacs) equity shares of Rs. 10 each to Rs 4,03,25,000 (Rupees Four Crore Three Lacs Twenty Five Thousand) divided into 40,32,500 (Fourty Lacs Thirty Two Thousand Five Hundred) equity shares of Rs 10 each in three tranches
  - Firstly The increase in capital was due to issue of 2,50,000 Equity shares on 30<sup>th</sup> April, 2016 as a Bonus Shares in the ratio of 1:2 (i.e. One bonus share for every Two shares held as on the record date 25<sup>th</sup> February, 2016) as approved by the member in EGM dated 25<sup>th</sup> February, 2016



- Secondly The increase in shares was due to issue of 56,500 Equity Shares on 27<sup>th</sup> February, 2017 as a Private Placement as approved by the member in EGM dated 21<sup>st</sup> February, 2017
- Thirdly The increase in capital was due to issue of 32,26,000 Equity shares on 03<sup>rd</sup> March, 2017 as a Bonus Shares in the ratio of 4:1 (i.e. Four bonus share for every Two shares held as on the record date 03<sup>rd</sup> March, 2017) as approved by the member in EGM dated 03<sup>rd</sup> March, 2017

3. During the Year under review the designation of director has been changed as follows:

Mr. Jaiminbhai Jagdishbhai Shah has been designated as a Managing Director w.e.f 21<sup>st</sup> February, 2017

Mr. Pranav Niranjnabhai Pandya has been designated as a Chairman and a Whole Time Director w.e.f 21<sup>st</sup> February, 2017

Mr. Vishal Nagendra Vasu has been designated as a Whole Time Director and Chief Technical officer w.e.f 21<sup>st</sup> February, 2017

Mr. Prerak Pradyumna Shah has been designated as a Whole Time Director w.e.f 21<sup>st</sup> February, 2017.

4. During the year under review four Independent Director were appointed i.e Mr. Anand Anilbhai Patel, Mr. Hiren Karsanbhai Patel, Mrs. Rama Moondra (Women Director) and Mr. Venkata Rama Subba Rao Velamuri w.e.f 16<sup>th</sup> March, 2017
5. During the year under review Mr. Harshil Hemant Shah were appointed as the Chief Financial Officer w.e.f 21<sup>st</sup> February, 2017 and Miss Krisa Rupalkumar patel were appointed as the Company Secretary and a Compliance officer of the company w.e.f 1<sup>st</sup> March, 2017

Place: Ahmedabad

Date: 22/08/2017

**Murtuza Kaizar Mandorwala**  
**Proprietor**  
**Murtuza Mandorwala & Associates**  
**ACS No. 38021**  
**C P No.: 14284**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



## **'Annexure A'**

To,  
The Members  
**DEV INFORMATION TECHNOLOGY LIMITED**

Our Secretarial Audit Report of even date is to be read along with this letter.

### **Management's Responsibility**

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

*Place:* Ahmedabad

*Date:* 22/08/2017

**Murtuza Kaizar Mandorwala**  
**Proprietor**  
**Murtuza Mandorwala & Associates**  
**ACS No. 38021**  
**C P No.: 14284**



## “ANNEXURE D”

### Particulars Pursuant To Section 197(12) Of The Companies Act, 2013 Read With Rule 5 Of The Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014:

- i. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Ratio
Jaimin J. Shah	29.52%
Pranav N. Pandya	29.52%
Vishal N. Vasu	22.34%
Prerak P. Shah	18.62%

- ii. The percentage in increase/decrease in remuneration of each Managing Director, Chief financial Officer, Chief Executive officer, if any, in the financial year:

Name	Designation	%Increase / % Decrease
Jaimin J. Shah	Managing Director	NIL
Pranav N. Pandya	Chairman and Whole-time Director	NIL
Vishal N. Vasu	Whole-time Director and Chief Technical Officer	NIL
Prerak P. Shah	Whole-time Director	5.26% Increase
Harshil H. Shah	Chief Financial Officer	NIL
Krisa Patel	Company Secretary	NIL

- iii. The percentage increase in the median remuneration of employees in the financial year : 20%



# DIRECTORS' REPORT

- iv. The number of permanent employees in the Company: 756
- v. If remuneration is as per the remuneration policy of the Company : Yes

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

DATE: - 26<sup>th</sup> August, 2017

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)



## “ANNEXURE E” REPORT ON CORPORATE GOVERNANCE

### COMPANY PHILOSOPHY ON CODE OF GOVERNANCE:

The company always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as fair and transparent business practices, effective management controls at all levels, adequate representation of promoter, executive and independent director on the board, accountability of performance at all levels, monitoring of executive performance by the Board and transparent and timely disclosure of financial and management information.

### BOARD OF DIRECTORS:

There are eight members of Board of the Directors of the company including both Executive Directors and independent directors and a woman director. There is no institutional nominee on the Board. During the year 14 meetings of the Board were held.

#### A. Composition of board of directors:

Presently, the composition of Board is as follows:

Name Of Directors	Designation
Mr Jaimin Jagdishbhai Shah	Promoter And Managing Director
Mr. Pranav Niranjambhai Pandya	Promoter/Chairman and Whole-time Director
Mr. Vishal Nagendra Vasu	Whole-time Director and Chief Technical Officer
Mr. Prerak Pradyumna Shah	Whole-time Director
Mr. Hiren Karsanbhai Patel	Independent Director
Mr. Venkata Rama Subba Rao Velamuri	Independent Director
Mr. Anand Anilbhai Patel	Independent Director
Ms. Rama Moondra	Woman Independent Director



## B. Induction & Familiarization Programs for Independent Directors:

On appointment, the concerned Director is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The program aims to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

## C. Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

## D. Number of Board Meetings:

During the year 14 meetings of the Board of Director's were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date on which board Meetings were held	Total Strength Of the Board	No of Directors Present
1.	13 <sup>th</sup> April, 2016	4	4
2.	20 <sup>th</sup> April, 2016	4	4
3.	30 <sup>th</sup> April, 2016	4	3
4.	04 <sup>th</sup> June, 2016	4	4
5.	24 <sup>th</sup> August, 2016	4	4



6.	19 <sup>th</sup> October, 2016	4	4
7.	20 <sup>th</sup> December, 2016	4	4
8.	13 <sup>th</sup> January, 2017	4	4
9.	17 <sup>th</sup> February, 2017	4	4
10.	27 <sup>th</sup> February, 2017	4	2
11.	3 <sup>rd</sup> March, 2017	4	2
12.	10 <sup>th</sup> March, 2017	4	2
13.	16 <sup>th</sup> March, 2017	4	4
14.	24 <sup>th</sup> March, 2017	8	3

**E. Attendance of Directors at Board meetings held in the previous year are as follows:**

Directors	Category	No. of Board meeting		Note:
		Held	Attended	
Mr. Jaimin Jagdishbhai Shah	Promoter/ And Managing Director	14	11	
Mr Pranav Niranjanbhai Pandya	Promoter /Chairman And Whole-Time Director	14	14	
Mr Vishal Nagendra Vasu	Whole-time Director And Chief Technical Office	14	12	



# DIRECTORS' REPORT

Mr Prerak Pradyumna Shah	Whole-time Director	14	09	
Mr Venkata Rama Subba Rao Velamuri	Independent Director	14	00	Appointment made on 16 <sup>th</sup> March, 2017
Mr Hiren Karsanbhai Patel	Independent Director	14	00	
Mr Anand Anilbhai Patel	Independent Director	14	00	
Ms. Rama Moondra	Woman Independent Director	14	00	

## F. Committees Of The Board

Nomination Remuneration Committee, Stakeholders Relationship Committee and Audit Committee is considered for the purpose.

The Board of directors of the company has constituted various committees of the members of the board. The terms of reference of these committees have determined by the board from time to time.

### I. Audit Committee:

Following is the Structure of Audit Committee:

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Rama Moondra	Chairman	Independent Non-Executive Director
Mr. Anand Anilbhai Patel	Member	Independent Non-Executive Director
Mr. Jaimin Jagdishbhai Shah	Member	Managing Director

Committee has been formed on 16<sup>th</sup>, March, 2017. Hence the Meeting of Audit Committee was held in the next Financial year.



The Role of Audit Committee together with its powers shall be as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approving payment to statutory auditors for any other services rendered by the statutory auditors;
- Approving initial or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to;
  - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013 ;
  - b. changes, if any, in accounting policies and practices along with reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions; and
  - g. Qualifications in the audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- 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;
- Discussing with the internal auditors any significant findings and follow up there on;



- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
- Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and

Further, the Audit Committee shall mandatorily review the following:

- a) 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; and
- e) the appointment, removal and terms of remuneration of the chief internal auditor."

## II. Nomination And Remuneration Committee:

Following is the Structure of Nomination and Remuneration Committee:

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Rama Moondra	Chairman	Independent Non-Executive Director
Mr. Anand Anilbhai Patel	Member	Independent Non-Executive Director
Mr. Hiren Karsanbhai Patel	Member	Independent Non-Executive Director

Committee has been formed on 16<sup>th</sup>, March, 2017. Hence the Meeting of Nomination and Remuneration Committee was held in the next Financial year.

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. The committee has been constituted to recommend/ review the remuneration package of Managing/ whole time Directors.

Definitions:



“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### **Terms of Reference of the Committee:**

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
3. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
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.

#### **III. Stakeholders Relationship Committee:**

Following is the Structure of Stakeholders Relationship Committee:



# DIRECTORS' REPORT

Name of the Director	Status in Committee	Nature of Directorship
Mrs. Rama Moondra	Chairman	Independent Non-Executive Director
Mr. Anand Anilbhai Patel	Member	Independent Non-Executive Director
Mr. Jaimin Jagdishbhai Shah	Member	Managing Director

Committee has been formed on 16<sup>th</sup>, March, 2017. Hence the Meeting of Stakeholders relationship Committee was held in the next Financial year

## Terms of Reference of the Committee:

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

- 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.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- 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.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- 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 SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time.
- 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.



## G. Details Of Remuneration To Directors During The Year Ending On 31st March, 2017

Remuneration paid during the Financial Year 2016-17 to Executive Directors are:

(Rs. In Lacs)

Name of Director	Yearly Remuneration (Rs)
Mr. Jaimin J. Shah	24.473
Mr. Pranav N. Pandya	24.294
Mr. Vishal N. Vasu	18.857
Mr. Prerak P. Shah	15.360
<b>TOTAL</b>	<b>82.984</b>

## H. General Body Meetings:

### I. Annual General Meeting ("AGM"):

Financial Year	Date	Time	Venue
2013-14	30 <sup>th</sup> September, 2014	11:30 A.M.	Registered Office of the Company
2014-15	30 <sup>th</sup> September, 2015	11:30 A. M	
2015-16	30 <sup>th</sup> September, 2016	10:00 A.M.	

### Extra Ordinary General Meetings during the year:

Date	Time	Venue
6th February, 2017	10:30 A.M.	Registered Office of the Company
21st February, 2017	10:30 A.M.	



# DIRECTORS' REPORT

3rd March, 2017	11:00 A.M.	
-----------------	------------	--

## I. Disclosures:

- No transaction of material has been entered into by the company with its promoters, Directors or management or relatives etc. that may have potential conflict with the interest of the company.
- There were no instances of non-compliances or penalty imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets, during the last three years.
- The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the same is posted on the website of the Company.

## GENERAL SHAREHOLDER INFORMATION:

### ANNUAL GENERAL MEETING:

The ensuing Annual General Meeting ("the AGM") of the company will be held on Friday, 29<sup>th</sup> September, 2017 at 3:00 pm, AMA Seminar hall, Ahmedabad management association, Core-AMA management house, Terrent-AMA management center, ATIRA Campus, Dr.Vikram Sarabhai Marg, Ahmedabad-380015.

### FINANCIAL CALENDAR:

The Financial year of the company is for period of 12 months from 1st April to 31st March. The financial result of the company is scheduled to be published in the Annual Report.

### DATES OF BOOK CLOSURE:

The Register of Members and Share Transfer Books of the company will remain closed on 22<sup>nd</sup> September, 2017.

### DIVIDEND PAYMENT:

The board of directors of the company has recommended final dividend for the financial year ended on 31<sup>st</sup> March, 2017 at the rate of 5% i.e. Rs.0.50/- per equity share.



## LISTING ON STOCK EXCHANGES:

The National Stock Exchange Of India (NSE) (SME Platform).  
Series: SM Symbol: DEVIT  
W.e.f. 17<sup>th</sup> April, 2017.

## DEMATERIALIZATION OF SHARES:

All the shares of the company are in Demate form. There are no Physical shares in existence.

## REGISTERED OFFICE:

14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej Ahmedabad-380059 ,Gujarat India.

## REGISTRAR AND TRANSFER AGENTS:

LINK INTIME INDIA PRIVATE LIMITED  
C-101,47Park,LBSMarg,  
Vikhroli (West), Mumbai-400 083, Maharashtra, India.

## INVESTORS / SHAREHOLDERS CORRESPONDENCE:

Investors / Shareholders may Correspondence with the company at the Registered Office of the company at 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej Ahmedabad-380059 ,Gujarat India.  
Contact info.: +91-79-26304241/ 26305751;  
E-mail:cs@devitpl.com;  
Website: [www.devitpl.com](http://www.devitpl.com)

Place:-Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

DATE: - 26<sup>th</sup> August, 2017

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)



## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

### CERTIFICATE OF CORPORATE GOVERNANCE

To,

**The Members of Dev Information Technology Limited**

We have examined the compliance of conditions of Corporate Governance by Dev Information Technology Limited for the year ended 31st March, 2017 as stipulated in in relevant regulation of Listing Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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

*Place:* Ahmedabad

*Date:* 26/08/2017

**Murtuza Kaizar Mandorwala**  
**Proprietor**  
**Murtuza Mandorwala & Associates**  
**ACS No. 38021**  
**C P No.: 14284**



## "ANNEXURE F"

### MANAGEMENT DISCUSSIONS AND ANALYSIS

#### OVERVIEW OF THE COMPANY:

Our Company was incorporated in 1997 and is engaged in the Information Technology Industry since then. We are engaged in the business of providing a range of Information Technology ("IT") solutions. We provide various information technology and consultancy services, including enterprise solutions, e-governance solutions, ERP and CRM Implementation, IT – infrastructure services, website development, web hosting solutions and licensing solutions. Also we are into custom software development with well-defined processes to support our clients and partners in –web portals, web & mobile applications, responsive websites, their SEO & Social Media Marketing as well as Microsoft Dynamics ERP and CRM. In addition to above we also provide end-to-end IT services with strong managed IT team to monitor and manage our customer's servers and infrastructure - 24x7. Our professionals can support client's infrastructure – either on premise, in data centre or cloud, all remotely from our Network Operations Centre (NOC) located at our headquarters, in a cost effective manner. We can help our clients with planning, architecting, setup & implementation, migration, management & support of IT infrastructure.

DEV IT is headquartered in Ahmedabad and has its branch offices in Ahmedabad, Pune and Jaipur. Our infrastructure encompasses of adequate office space 24x7 Network Operations Centre (NOC), high grade desktops for development, support and testing, firewall, IPS and IDS Systems for safeguarding data and systems, redundant internet leased lines, uninterrupted power supply, RFID access and 24x7 surveillance. Further to support our operations and carry out businesses in Abroad, we have a subsidiary Company, namely Dev Info-tech North America Limited, having its Registered Office in Canada.

DEV IT employs total of 756 employees (including over permanent and on call software professionals/technicians). It is this dynamic team that empowers us to provide a unique blend of outsourcing experience to our clients.

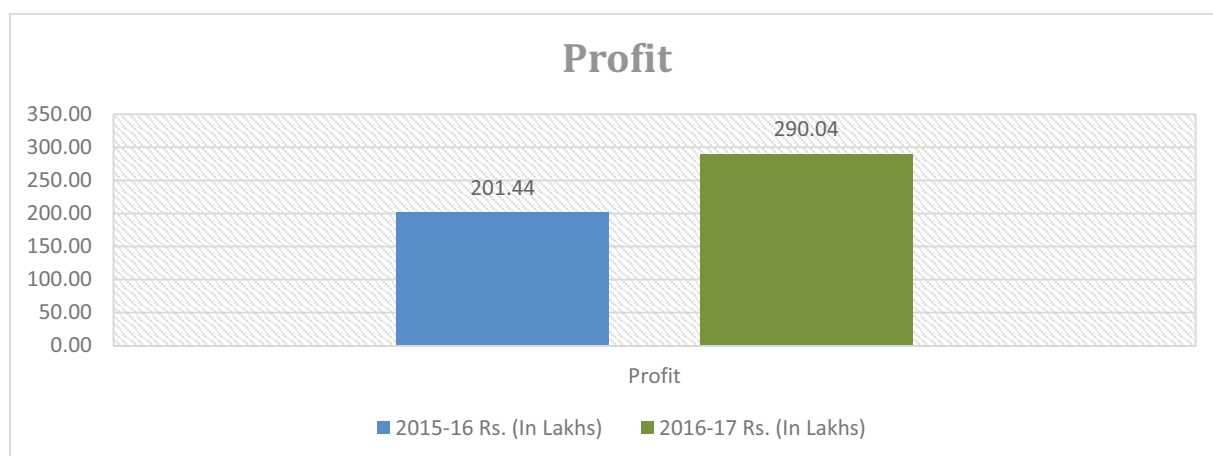
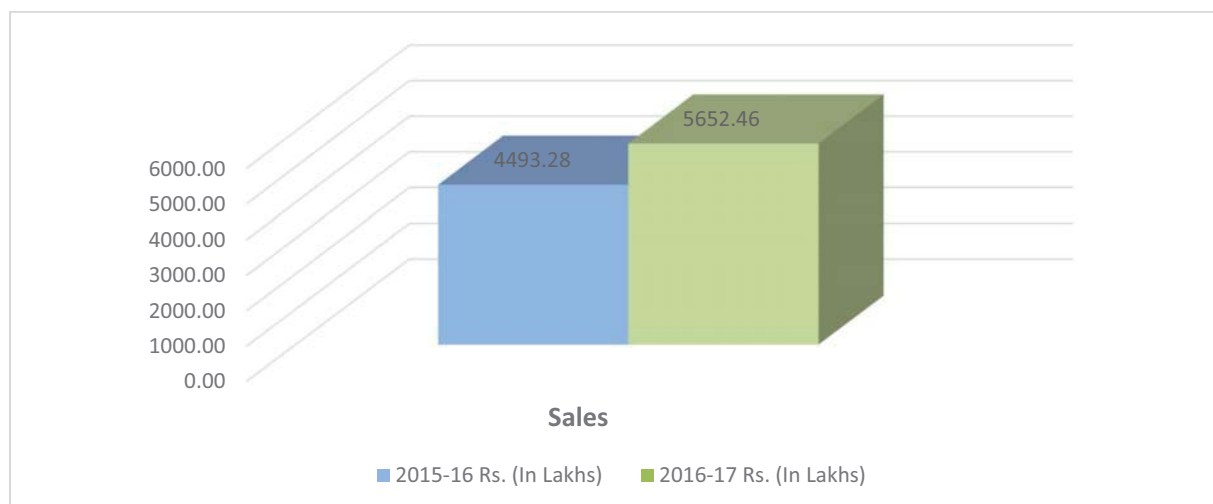
Also our company is associated with National and State level industry bodies like NASCOM and GESIA, as a member.

The sales of the company for the year 2016-17 is Rs. 5652.46 (in lacs) as compared to Rs. 4493.28 (in lacs) in the previous year.

The consolidated profit of the company is Rs. 2,90,16,373/- as compared to Rs. 2,05,93,911/- in the previous year. The standalone profit of the company is Rs. 2,81,59,064/- as compared to Rs. 2,01,44,161/- in the previous year



# DIRECTORS' REPORT



The Company has achieved **landmark milestone** by getting itself Listed on the SME platform of **National Stock Exchange i.e. NSE emerged.**

The Company has come up with IPO of Equity Shares of Rs 10 each at a premium of Rs 32. The Company opened its IPO on 31/03/2107 which was closed on 06/04/2017. The Company's shares got listed on NSE platform on 17/04/2017. The issue was oversubscribed 75 times. **The Company collected highest amount from any I.T Company on SME platform.**



## OUR SERVICES:-

SR. NO.	PRODUCTS	DESCRIPTION
1.	ENTERPRISE APPLICATIONS	
a	Dynamics ERP	Enterprise Resource Planning (ERP) is software that allows companies of all sizes to manage their entire business organizations, including supply chain, procurement, human resources, financials and projects. We provide industry specific ERP solutions based on Microsoft Dynamics AX and Dynamics NAV. ERP is a business tool that the management uses to operate the business day-in and day-out. It is usually comprised of several modules such as a financial module, a distribution module, a production module, an HR module, a CRM module, and a supply chain module. Each of these modules share information that is housed within the database structures on which the ERP system is coded. ERP solution, in an organization, empowers people to work effectively, manage change and compete globally. It makes it easy to operate across locations and countries by standardizing processes, providing visibility across your organization and helping to simplify compliance.
b	Dynamics CRM	Customer Relationship Management (CRM) can help reduce costs and increase productivity and thus profitability by organizing and automating business processes that nurture customer satisfaction and loyalty in the sales, marketing, and customer service areas. Microsoft Dynamics CRM's powerful capabilities, like workflow automation & analytics, you can let your sales, marketing, & service staff easily share information and route tasks to provide a seamless customer experience.
c	Application Development	Website Development solutions ensure transparency, effectiveness and easy access. The projects are managed with a systematic, objective and rationalistic approach. Our team is experienced in meeting our customer's needs for Interactive websites which are brand driven and aesthetically amazing by color, unique design, content, functionality, navigation, and a professional and creative overall. We are a professional web solutions partner who understands



		both the technical and design angle and online marketing to ensure your companies brand image is most effectively represented on the web.
d	Data Analytics	Data analytics (DA) is the process of examining data sets in order to draw conclusions about the information they contains therein. This is done with the help of specialized systems and software. Data analytics technologies and techniques are widely used in commercial industries to enable organizations to make more-informed business decisions and by scientists and researchers to verify or disprove scientific models, theories and hypotheses. We provide Data Analytics services including Architecture designing, platform and visualization.
<b>2</b>	<b>ENTERPRISE MOBILITY</b>	
a	Mobile App Development	Mobile application development is a term used to denote the act or process by which application software is developed for mobile devices, such as personal digital assistants, enterprise digital assistants or mobile phones. Our Company has - proficient and tech-savvy mobile apps developers. Our developers have years of experience in building mobile apps on Android and iOS.
b	Mobile Solution Testing	Provide mobile users with an exceptional and secured experience by performing mobile app testing across multiple devices, operating systems and real network conditions. Our mobile center provides an end-to-end quality lab of real devices and emulators to help you build a memorable app experience based on extensive real-world mobile app testing, live monitoring and user insights.
c	Managed Mobility	<p>Mobile device management (MDM) is an industry term for the administration of mobile devices, such as smartphones, tablet computers, laptops and desktop computers. MDM is usually implemented with the use of a third party product that has management features for particular vendors of mobile devices.</p> <p>Most mobile device management solutions provide organizations with end-to-end security — meaning the mobile apps, network and data used by the mobile device (in addition to the mobile device itself) are</p>



		managed by an organization's IT department with a single mobile device software product.
<b>3</b>	<b>INFRASTRUCTURE MANAGEMENT</b>	
a	Data Centre Operations	Our Company has a wide range of service offerings across data center management portfolio comprising Server Management, Cloud Support, Dedicated Tech Team, Remote Monitoring Solutions. Alongside our data center management capabilities. Our solutions for datacenter infrastructure management help IT reduce total cost of ownership (TCO) and enhance operational excellence Dev IT Consulting services can give you the business analyses you need and follow through with implementation. We provide you the Network Consulting, Infrastructure Audit, Compliance, Data Center Management, Integrated business, Technology and Process solutions.
b	End-User Computing	Our Hosted IT Help Desk staffing service is designed to deliver quality by selecting results-oriented individuals trained to use proven techniques to interact with clients and solve problems. Our Hosted IT Help Desk services and consulting expertise cover two main areas of IT infrastructure management and are intended to address the needs of businesses of any size from small offices to large enterprises. Unified Communication and Unified Messaging solutions include real-time enterprise communication services such as instant messaging (chat), presence information, voice (including IP telephony), mobility features (including extension mobility and single number reach), audio, web & video conferencing, fixed-mobile convergence (FMC), desktop sharing, and e-mail.
c	Application Support	Our Company brings over 20 years of experience in managing complex IT application and infrastructure environments offering a full set of Application Support and Maintenance solutions. We provide forward thinking organizations with transformational solutions to meet their individual business requirements.
d	IT Security	IT security is the protection of IT infrastructure from the theft or damage to the hardware, software or the information on them, as well as from disruption or misdirection of the services they provide. We



		offer a wide array of backup and recovery services to protect client's data from system crashes, natural or man-made disasters, erroneous deletions or any other unplanned events that could damage data infrastructure and threaten or cripple critical business operations. Through our data centers, we strategically deploy application and database environments to provide fail-over disaster recovery services. Critical data is transmitted between locations multiple times each day, minimizing data loss.
e	IT Consulting	Businesses are realizing the importance of improved partnership between Business and IT, to sense and respond to changing market dynamics. Our IT consulting services help you drive growth by transforming your processes and technology infrastructure. We focus on improving the IT and business alignment of your organization through strategy, process, architecture and performance. Our business and IT consulting services support complex business transformations and span across strategy formulation to implementation. Our extensive global experience across multiple sectors prepares you for profitable business growth focused on customer-centricity, reduced time to market, and increased operational excellence.
<b>4</b>	<b>CLOUD COMPUTING</b>	
a	Cloud Advisory	We are cloud facilitators & we specialize in providing your business with the technology support it needs. We have an experience engineers who has capabilities to handle Microsoft Azure, AWS and other cloud services.
b	Cloud Implementation	Our cloud expert team handles every aspect of your cloud solution to meet your unique workload requirements. Right from the initial design and sizing to deployment, from the migration to postmigration support and proactive managed cloud services, our cloud technologists make it truly nohassle experience thus preventing potential problems before they arise, ultimately leading to a reliable, worry-free cloud environment. We help our clients realize the full potential of their cloud resources and investments.



c	Cloud Migration	Cloud migration is the process of moving data, applications or other business elements from an organization's onsite computers to the cloud, or moving them from one cloud environment to another. We help our clients successfully migrate, minimize the risks associated, impact on business and IT.
d	IaaS Solutions	We provide IaaS - Infrastructure as a Service with servers, networking, storage and troubleshooting – all on usage-based costs. We also provide virtualization technology that hosts a desktop operating system on a centralized server in a data center.
<b>5</b>	<b>DIGITAL &amp; DIGITIZATION</b>	
a	Digital Commerce	<p>Electronic/Digital commerce draws on technologies such as mobile commerce, electronic funds transfer, supply chain management, Internet marketing, online transaction processing, electronic data interchange (EDI), inventory management systems, and automated data collection systems.</p> <p>Our Company is engaged in multiple projects for assignments varying from gap analysis, preparation of detailed project reports to development of web and software applications, enhancement of software applications and provide skilled IT manpower.</p>
b	Digital Marketing	Our Company helps to capture targeted market through organic search engine optimization, web marketing and social media promotions. Today, businesses are competing with each other to stay on top of ranking when it comes to online presence. In this scenario companies look forward to smartest strategies that can allow them to boost their company's business over the internet. The value of Search Engine Optimization is crucially essential. It is one of the most focused internet marketing strategies that is being applied at large scale for bringing improvement in the online presence of business, and ultimately generate desired profit. Social networking websites allow individual, businesses and other organizations to interact with one another and build relationships and communities online. When companies join these social channels, consumers can interact with them directly. That interaction can

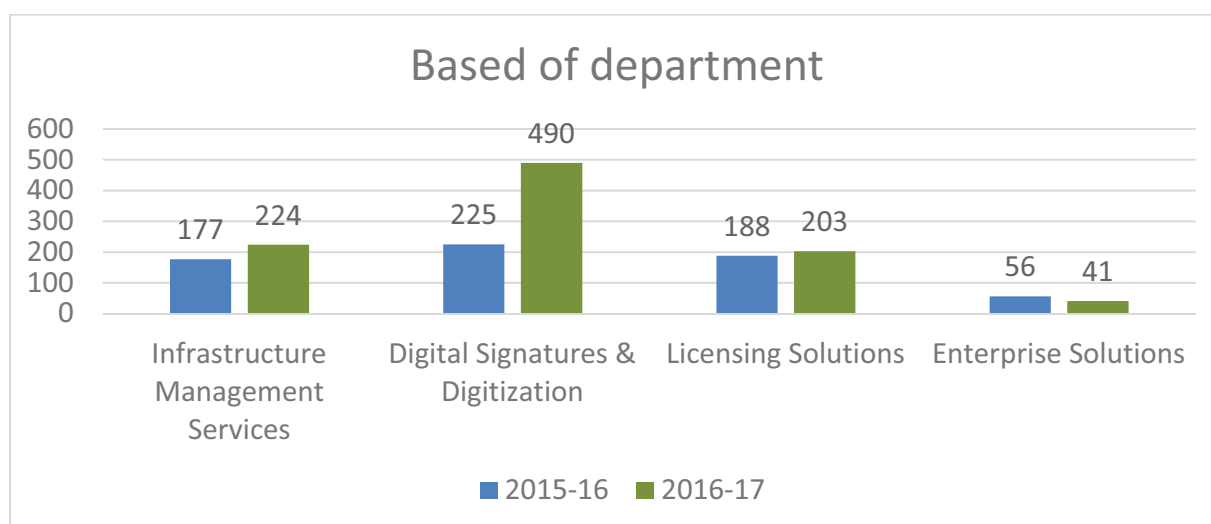
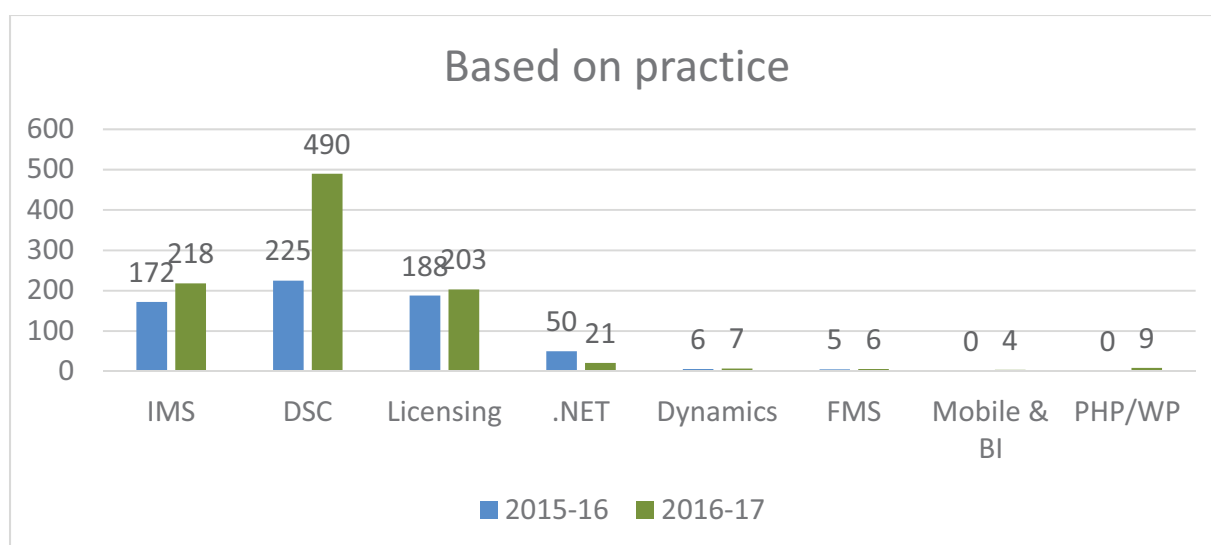


		be more personal to users than traditional methods of outbound marketing and advertising. We help our clients in Social Media Marketing on platforms like Facebook, Goggle+, YouTube, Twitter, LinkedIn, Instagram, etc.
c	Document Digitization	Document Digitization Services will streamline an organization's ability to store, access and manage documents, while cutting costs and stress. Our solution allows scanning and digitizing new information, converting pre-existing documents to digital formats and archiving everything in a way that maximizes ones ability to store and access the information needed.
5	LICENSING	
a	Partners	When it comes to licensing software products, organizations want to maximize flexibility and manageability, while at the same time minimize what they spend. Our Company has experience and has helped various clients from different industry verticals to navigate the complexities of software license agreements. Our licensing specialists are there to help customers choose the best licensing program for their business and ensure that they adhere to software compliance. Dev IT is a Gold Certified Partner for Microsoft and Adobe.
b	Digital Signatures	Our Company is Sole Distributor of Sify-Verisign Digital Signature for the west zone of India and recognized as a premier Sub Certifying Authority. Our Offerings are: <ul style="list-style-type: none"> <li>• RCAI Class II individual certificate for ROC, Income Tax, etc.</li> <li>• Digital certificate for DGFT</li> <li>• RCAI Class III certificate for tendering purpose</li> <li>• SSL certificates for secure websites</li> </ul>
c	SSL CERTIFICATES	The most common use of certificates is for HTTPS-based web sites. A web browser validates that a TLS (Transport Layer Security) web server is authentic; so that the user can feel secure that his /her interaction with the web site has no eavesdroppers and that, the web site is who it claims to be. This security is important for electronic



		commerce. We provide SSL certificate of Geotrust, Comodo, Rapid SSL and Wildcard Certificates.
--	--	------------------------------------------------------------------------------------------------

## Client Growth:





# DIRECTORS' REPORT

## SEGMENT WISE or PRODUCT WISE PERFORMANCE:

The overall performance of our Company is improved during the current year in comparison with the earlier performance.

The turnover of the company for the Financial Year ended 31st March, 2015 and its segment wise comparison with previous Financial Year is given below:

Type of Segment	2016-2017		2015-2016	
	Turnover	Rs. (in Cr.)	Turnover	Rs. (in Cr.)
Reselling of Softwares	54.22614%	Rs.30.6511 Cr.	59.54248%	Rs.26.7541 Cr.
Maintenance of software & Technical support(Others)	45.77386%	Rs.25.8735 Cr.	40.45752%	Rs.18.1787 Cr.

## SIGNIFICANT DEVELOPMENT SUBSEQUENT TO THE LAST FINANCIAL YEAR:-

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this annual report that materially or adversely affect the operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred during the year:-

1. Our Company has allotted Bonus Issue of 2,50,000 Equity Share of face value of Rs. 10 each in ratio of 1:2 i.e. one equity share for every two equity share held on April 30, 2016.
2. We have appointed Mr. Pranav Niranjambhai Pandya as Chairman and Whole Time Director of the Company with effect from February 21, 2017.
3. We have appointed Mr. Jaimin Jagdishbhai Shah as Managing Director of the Company with effect from February 21, 2017.
4. We have appointed Mr. Vishal Nagendra Vasu as Whole Time Director and Chief Technical Officer of the Company with effect from February 21, 2017.
5. We have appointed Mr. Prerak Pradyumna Shah as Whole Time Director of the Company with effect from February 21, 2017.



6. We have appointed Mr. Harshil Hemant Shah as Chief Financial Officer of the Company with effect from February 21, 2017.

7. We have appointed Ms. Krisa Rupalkumar Patel as Company Secretary and Compliance Officer of the Company with effect from March 01, 2017.

8. Our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on February 06, 2017 vide a fresh Certificate of incorporation dated February 17, 2017, issued by the Registrar of Companies, Ahmedabad.

9. The authorized capital of the Company was increased from ` 75,00,000/- divided into 7,50,000 Equity Shares of ₹ 10/- each to ` 6,00,00,000/- divided into 60,00,000 Equity Shares of ₹ 10/- each vide shareholders Resolution dated February 06, 2017.

10. Our Company has allotted 32,26,000 Bonus Shares in the ratio of 4:1 to existing shareholders by capitalization of Rs. 3,22,60,000 from Reserve and surplus vide shareholder resolution dated March 03, 2017.

11. Our Company has entered into an Agreement dated February 27, 2017 with Hi-Tech iSolutions LLP for takeover of the running business unit 'Software Development Unit' for an aggregate consideration of Rs. 4,00,00,000/-, payable partly in the form of issue of equity shares of our Company. Pursuant to the Agreement dated February 27, 2017 and Special Resolution dated February 21, 2017, 56,500 Equity Shares were allotted by the Company to Hi-Tech iSolutions LLP.

12. We have passed a board resolution in the meeting dated February 17, 2017 authorizing the Board of Directors to raise funds by making an Initial Public Offering up to Rs. 6 crores.

13. We have passed a special resolution in the meeting of shareholders dated February 21, 2017 authorizing the Board of Directors to raise funds by making an Initial Public Offering up to Rs. 6 crores.

14. The Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated March 16, 2017, as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of NSE ("NSE Emerge").

15. Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated March 16, 2017.

16. Our Company has formed the Nomination and Remuneration Committee vide Board Resolution dated March 16, 2017.



# DIRECTORS' REPORT

17. We have passed a board resolution in the meeting dated March 10, 2017 authorizing the Board of Directors to raise funds by making an Initial Public Offering up to Rs. 7.00 Crores.

18. We have passed a special resolution in shareholders meeting dated March 16, 2017 authorizing the Board of Directors to raise funds by making an Initial Public Offering up to Rs. 7.00 Crores

19. We have appointed Mrs. Rama Moondra, Mr. Anand Anilbhai Patel, Mr. Hiren Karsanbhai Patel, , Mr. Venkata Rama Subba Velamuri as Independent Non executive Director of the Company with effect from March 16, 2017.

## RISK AND CONCERN:

The development of the company would depend on overall macro and micro economic policy of the Government. The rapid changes in technological advancement requiring huge investment in an area of concern for the company.

## CAUTIONARY STATEMENT:

Statements in the Management Discussions and Analysis Report in regard to projections, estimates and expectations may be “forward looking statement” within meaning of applicable securities laws and regulations. Many unforeseen factors may come into play and affect the actual results, which would be different from what directors envisage in terms of future performance and outlook. Market data and product information contained in this report have been based on information gathered from various sources published and un-published reports, and their accuracy, reliability and completeness cannot be assured.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

The total employee strength of the Company as of 31.03.2017 was 756. Given the nature of the operations, a significant portion of the said employee strength comprises of drivers, cleaners and other unskilled employees.

Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

DATE: - 26<sup>th</sup> August, 2017

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)



## DECLARATION REGARDING CODE OF CONDUCT

All Board Members and Senior Management Personnel have, for the year ended March 31, 2017 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place:-Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

DATE: - 26<sup>th</sup> August, 2017

**PRANAV N. PANDYA**  
(Chairman)  
(DIN: 00021744)

## CFO CERTIFICATION

To,

**Board of Directors,  
DEV INFORMATION TECHNOLOGY LIMITED**

I, Harshil Shah, the Chief Financial Officer (CFO) of the Company do hereby certify to the Board that:

- a) we have reviewed financial statements and the cash flow statement for the year ending 31<sup>st</sup> March, 2017 and that to the best of their knowledge and belief :

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and 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.



# DIRECTORS' REPORT

d) We have indicated to the auditors and the Audit committee:

i. significant changes in internal control over financial reporting during the year;

ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting

Place:-Ahmedabad

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

DATE: - 26<sup>th</sup> August, 2017

**HARSHIL SHAH**  
Chief Financial Officer



## Independent Auditor's Report

To the Members of

DEV INFORMATION TECHNOLOGY LTD

### Report on the Financial Statements:

We have audited the accompanying financial statements of **Dev Information Technology Ltd. ("the Company")** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

## Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its Profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements:

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

2. As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to adequacy of Internal Financial Controls over financial reporting of the company and the operating effectiveness of such controls , refer to our separate report in **“Annexure – B”**
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note (9) of Part B to Notes to accounts ;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) The Company has provided disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with books of accounts maintained by the company. – Refer Note (5) of Part B to Notes to Accounts.

**For and on behalf of**  
**For, Chandulal M Shah & Co.**  
**Chartered Accountants**  
**FRN 101698 W**

**Bharat M. Zinzuvadia**  
**Partner**  
**Memb. No. F 109606**

**Place: Ahmedabad**  
**Date: 26.08.2017**



## **“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

1. In respect of Fixed Assets :
  - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of five years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
  - (c) The title deeds of immovable properties are held in the name of company.
2. In respect of Inventories:

According to information and explanation given to us, Physical verification of inventories has been conducted in reasonable interval by the Management and no material discrepancies were noticed on physical verification during the year.
3. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has not granted loan or given guarantee or provided security as provided in the section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act for any of the services rendered by the Company.



7. According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,

(a) the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanations given to us, there are no dues of income tax, sales tax, and service tax value added tax, wealth tax, duty of customs and Cess which have not been deposited with the appropriate authorities on account of any dispute, other than those specified in table below:

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income tax Act, 1961	TDS /Income tax	10,41,262	A.Y.2013-14 to 2016-17	CIT, Appeals
Income tax Act, 1961	Income tax	9,25,000	A.Y. 2013-14	CIT, Appeals
Income tax Act, 1961	Income tax	17,20,000	A.Y. 2014-15	CIT, Appeals

8. The Company has not defaulted in repayment of loan or borrowing to financial institution bank, government or dues to debenture holders.
9. According to the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
10. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.



11. In our opinion and according to the information and explanations given to us, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandate by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given by the management, the company has made preferential allotment during the year under review. Accordingly, the provisions of section 42 of companies Act, 2013 has been complied.
15. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For and on behalf of**  
**For, Chandulal M Shah & Co.**  
**Chartered Accountants**  
**FRN 101698 W**

**Bharat M. Zinzuvadia**  
**Partner**  
**Memb. No. F 109606**

**Place: Ahmedabad**  
**Date: 26.08.2017**



**Annexure ‘B’:****Annexure to the Independent Auditor’s report of even date on the Standalone financial statements of DEV INFORMATION TECHNOLOGY LIMITED:****Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Sec.143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **DEV INFORMATION TECHNOLOGY LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls:**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility:**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 systems 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 purpose 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.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting:**

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

### **Opinion:**

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting was operating effectively as on March 31,2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls



stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

**For and on behalf of**  
**For, Chandulal M Shah & Co.**  
**Chartered Accountants**  
**FRN 101698 W**

**Bharat M. Zinzuvadia**  
**Partner**  
**Memb. No. F 109606**

**Place: Ahmedabad**  
**Date: 26.08.2017**



# FINANCIALS

BALANCE SHEET AS AT 31ST MARCH 2017				
Particulars		Refer Note No.	As on 31st March 2017 Rs.	As on 31st March 2016 Rs.
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
(a) Share capital	2	4,03,25,000	50,00,000	
(b) Reserves and surplus	3	12,05,72,230	10,35,04,007	
<b>2 Non-current liabilities</b>				
(a) Long-term borrowings	4	2,22,12,632	2,54,19,186	
(b) Deferred Tax Liability/(Asset)	5	25,36,107	-39,031	
(c) Other Long term liabilities	6	12,33,259	9,70,466	
<b>3 Current liabilities</b>				
(a) Short-term borrowings	7	4,70,38,337	4,04,36,902	
(b) Trade payables	8	16,70,08,468	9,95,00,641	
(c) Other current liabilities	9	2,53,91,688	2,62,37,529	
(d) Short-term provisions	10	26,60,084	71,72,961	
		42,89,77,805	30,82,02,662	
<b>II. ASSETS</b>				
<b>1 Non-current assets</b>				
(a) Fixed assets				
(i) Tangible assets	11	5,14,78,463	4,11,79,005	
(ii) Intangible assets		3,98,21,365	2,53,443	
(b) Non-Current Investments	12	26,72,350	34,31,050	
(c) Long-term loans and advances	13	1,79,44,807	1,25,39,676	
<b>2 Current assets</b>				
(a) Inventories	14	4,61,80,300	3,34,48,722	
(b) Trade receivables	15	20,74,34,180	16,25,63,775	
(c) Cash and cash equivalents	16	4,36,69,472	3,35,44,465	
(d) Short-term loans and advances	17	1,97,76,868	2,12,42,526	
<b>TOTAL</b>			42,89,77,805	30,82,02,662
Significant Accounting Policies and Notes Forming Part of the Financial Statements	1			

As per our attached report of even date

**For CHANDULAL M SHAH & CO.**

Chartered Accountants

Firm Regn. No. 101698W

**For, DEV INFORMATION TECHNOLOGY LTD.**

**Jaimin Shah**  
(DIN : 00021880)  
Managing Director

**Pranav Pandya**  
(DIN : 00021744)  
Chairman

**Bharat M Zinzuvadia**

Partner

Membership No. 109606

**Harshil Shah**  
Chief Financial Officer

**Krisa Patel**  
Company Secretary

Place : Ahmedabad

Date : 26/08/2017



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017				
	Particulars	Refer Note No.	2016-17 Rs.	2015-16 Rs.
I.	Revenue from operations	18	56,52,46,056	44,93,28,464
II.	Other income	19	33,76,297	38,09,998
III.	<b>Total Revenue (I + II)</b>		<b>56,86,22,353</b>	<b>45,31,38,462</b>
IV.	<b>Expenses:</b>			
	Cost of Goods & Services	20	30,82,16,218	25,54,98,930
	Changes in inventories of Stock-in-Trade & Project in Progress	21	-1,27,31,578	-2,14,96,954
	Employee benefits expenses	22	17,19,74,568	13,89,66,107
	Finance costs	23	1,53,98,728	1,46,68,977
	Depreciation and amortization expenses		75,01,438	56,15,924
	Other expenses	24	3,49,07,283	2,83,43,614
	<b>Total expenses</b>		<b>52,52,66,657</b>	<b>42,15,96,598</b>
V.	<b>Profit before tax (III - IV)</b>		<b>4,33,55,696</b>	<b>3,15,41,864</b>
VI.	Tax expense:			
	(1) Current Tax		1,23,00,000	1,20,00,000
	(2) Deferred tax		25,75,138	6,02,298
	(3) Excess Provision of Tax of Earlier Years		5,23,870	-
VII.	<b>Profit for the Year (V - VI)</b>		<b>2,90,04,428</b>	<b>2,01,44,162</b>
VIII.	Earnings per equity share:			
	(1) Basic		7.28	40.29
	(2) Diluted		7.28	5.07
	Significant Accounting Policies and Notes Forming Part of the Financial Statements	1		

As per our attached report of even date

**For CHANDULAL M SHAH & CO.**

Chartered Accountants

Firm Regn. No. 101698W

**For, DEV INFORMATION TECHNOLOGY LTD.**

**Jaimin Shah**  
(DIN : 00021880)  
Managing Director

**Pranav Pandya**  
(DIN : 00021744)  
Chairman

**Bharat M Zinzuvadia**  
Partner  
Membership No. 109606

**Harshil Shah**  
Chief Financial Officer

**Krisa Patel**  
Company Secretary

Place : Ahmedabad

Date : 26/08/2017



# FINANCIALS

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017		
Particulars	2016-17	2015-16
	Rs	Rs
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax As Per Profit & Loss A/C	43355696	3,15,41,864
<b>Adjustments :</b>		
Depreciation	7501438	56,15,924
Dividend Income	-150000	(1,50,000)
Diminution In Investment	747600	
Interest Income	-1548170	(36,37,327)
Interest Exps	15398728	1,46,68,977
Foreign Exchange Effects Gain/Loss	7839	5,200
	2,19,57,435	1,65,02,774
Operating Profit Before Working Capital	6,53,13,131	4,80,44,638
Adjusted For :		
i) Trade Receivables, Other current Assets	-59111341.47	(2,11,80,674)
ii) Stock	-12731578	(2,14,96,954)
iii) Trade Payable, Provisions and other Current Liabilities	62149108.37	1,46,81,759
	(96,93,811)	(2,79,95,869)
<b>Cash Generated From Operations</b>	5,56,19,320	2,00,48,769
(-) Current Tax		-7682563
	5,56,19,320	1,23,66,206
<b>Net Cash From Operating Activities (A)</b>	5,56,19,320	1,23,66,206
<b>B) Cash Flow From Investing Activities :</b>		
Purchase Of Fixed Assets	-57368820	(29,32,564)
Sale Of Fixed Assets	-	-
Purchase Of Investments	-	(5,200)
Interest Income	1548170	36,37,327
Dividend Income	150000	1,50,000
<b>Net Cash Used In Investing Activities (B)</b>	(5,56,70,650)	8,49,563
<b>C) Cash Flow From Financing Activities</b>		
Proceeds Of Borrowings	3657674	43,47,756
Payment Of Interest	-15398728	(1,46,68,977)
Proceeds Of Issue of Shares	23400000	
Dividend Paid Including Distribution Tax	-1493110	(12,03,580)
<b>Net Cash From Financing Activities</b>	1,01,65,836	(1,15,24,801)
<b>Net Increase In Cash &amp; Cash Equivalents (A+B+C)</b>	1,01,14,506	16,90,968
Opening Balance Of Cash & Cash Equivalents	33544465	3,19,64,635
Closing Balance Of Cash & Cash Equivalents	4,36,58,971	3,36,55,603
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>		

As per our attached report of even date

**For CHANDULAL M SHAH & CO.**

Chartered Accountants  
Firm Regn. No. 101698W

**Bharat M Zinzuvadia**

Partner

**Membership No. 109606**

**For, DEV INFORMATION TECHNOLOGY LTD.**

**Jaimin Shah**  
(DIN : 00021880)  
Managing Director

**Pranav Pandya**  
(DIN : 00021744)  
Chairman

**Harshil Shah**  
Chief Financial Officer

**Krisa Patel**  
Company Secretary

**Place : Ahmedabad**

**Date : 26/08/2017**



**Note No- 1:****A. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017.****SIGNIFICANT ACCOUNTING POLICIES:****A) BASIS OF ACCOUNTING:**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**B) USE OF ESTIMATES:**

The preparation of financial statements in accordance with the generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimate is recognised in the period in which the estimates are Revised and in any future period affected.

**C) FIXED ASSETS:**

Fixed assets are stated at historical cost less accumulated depreciation. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost.



## **D) DEPRECIATION:**

- i. Depreciation on fixed assets is provided on the Written Down Value Method (WDV) Method on the basis of Useful Life prescribed in Schedule II to the Companies Act, 2013
- ii. Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on pro-rata basis, at their respective rates with reference to the date of acquisition / installation or date of sale/disposal.

## **E) INVESTMENT:**

Long Term Investments are carried at cost less provision for permanent diminution, if any, in value of such investments.

## **F) IMPAIRMENT OF ASSETS:**

The company on an Annual basis makes an assessment of any indicator that may lead to impairment of Assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by creating the difference as impairment loss & is charged to Profit & Loss Account.

## **G) FOREIGN CURRENCY TRANSACTIONS:**

(a) Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing on the date of the balance sheet. All exchange differences other than those relating to the acquisition of fixed assets from outside India are dealt with in the statement of profit and loss. Exchange gain or loss relating to fixed assets acquired from outside India is adjusted in the cost of respective fixed assets.

(b) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception



of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change.

## **H) REVENUE RECOGNITION:**

Income and Expenditure are recognized and accounted on Accrual Basis. Revenue from Sale of goods is recognized on delivery of the goods, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to customers & no effective ownership is retained. However;

- I. Revenue in respect of insurance/other claims etc., is recognized only when it is reasonably certain that the ultimate collection will be made.
- II. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- III. Dividend Income is recognized on receipt basis.
- IV. **Recognition of revenue from rendering of services :**

Revenue from the fixed price technical maintenance services are recognized ratably over the period of the service contract.

Revenue from the use of the software license are recognized on the transfer of the title in the user license for software application.

In case of software development contract having multiple stages or benchmark of the completion, the revenue is recognized on percentage of completion method.

Revenue from other support services arising out of sale of software products are recognized when the services are performed.

## **I) VALUATION OF STOCK:**

Trading Goods and project in progress are valued at lower of cost or net realizable value.



## **J) EARNINGS PER SHARE:**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax (and include the post tax effect of any extra ordinary item). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.

## **K) TAXATION:**

### **(a) Direct Taxes :**

Tax expense for the year, comprising Current Tax and Deferred Tax is included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

### **(b) Indirect Taxes :**

The liabilities are provided or considered as contingent depending upon the merit of each case and/or receiving the actual demand from the department.

## **L) PROVISIONS AND CONTINGENT LIABILITY:**

A provision is recognized when there is a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when there is a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.



**B. NOTES ON ACCOUNTS:**

- a) Figures of previous year has been regrouped or rearranged wherever necessary to make them comparable with those of the current years.
- b) Balances of Sundry Debtors, Creditors, and Loans & Advances Deposits are subject to the confirmation by the parties.
- c) The Company has purchased the Software Development business Division of M/s.Hitech LLP for a total consideration of Rs. 4.00 crore, which included Computer Software Development Business, is charged to Goodwill Account. The consideration is settled partly by way of issue of Shares and partly by way of deferred payment basis.
- d) The Company has marked achieved landmark milestone by getting itself Listed on the SME platform of National Stock Exchange i.e. NSE emerged.

The Company has come up with IPO of Equity Shares of Rs 10 each at a premium of Rs 32. The Company opened its IPO on 31/03/2107 which was closed on 06/04/2017. The Company's shares got listed on NSE platform on 17/04/2017 The issue was oversubscribed 75 times. The Company collected highest amount from any I.T Company on SME platform.

- e) Details of Specified Bank Notes held and transacted during the period from 08.11.2016 to 30.12.2016 as provided in the table below.

PARTICULAR	SBNs	OTHER DENOMINATION NOTES	TOTAL
CLOSING CASH IN HAND ON 08.11.2016	13,39,500	3,34,668	16,74,168
(+)PERMITTED RECEIPTS	0	0	0
(-)PERMITTED PAYMENTS	4,70,500	10	4,70,510
(-) PERMITTED PAYMENTS DEPOSIT WITH BANK	8,69,000	0	8,69,000
CLOSING CASH IN HAND ON 30.12.2016	0	0	0



Specified Bank Notes is defined as Bank Notes of Denominations of the existing Series of the value of Five Hundred Rupees and One Thousand Rupees. The Disclosure with respect to Permitted Receipts ,” Permitted Payments , “ Amount Deposited in Banks, and Closing Cash in Hand as on 30.12.2016 is understood to be applicable in case of SBN only.

- f) There are no Micro and Small Enterprise, to whom company owes dues, which are outstanding for more than 45 days as at 31st March, 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act (MSMED Act), 2006 has been determined to the extent such parties have been indentified on the basis of information available with the company.
- g) Exchange difference arises on carrying amount of investment in foreign subsidiary is appropriately disclosed under Reserves & Surplus in the name of Foreign Currency Monetary Items Translation Difference Account.
- h) In terms of Accounting Standard 28 – Impairment of Assets issued by ICAI, the management has reviewed its fixed Assets and arrived at the conclusion that Impairment loss which is difference between the carrying amount and recoverable value of Assets was not material and hence no provision is required to be made.
- i) Income Tax & TDS Demands for the A.Y. (2013-14 to 2016-17) of Rs. 10,41,262, Income Tax Demands of Rs 9,25,000 pertaining to A.Y. 2013-14 and Rs. 17,20,000 pertaining to A.Y. 2014-15 for which company has not made any provisions in the books.



**j) Earnings per share:**

Particular	2016-17	2015-16
Net profit attributable to Shareholders	2,93,61,582	2,01,44,162
Weighted average number of equity shares	39,82,501	5,00,000
Basic earnings per share of Rs.10/- each (in Rs)	7.37	40.29

**k) Disclosure in respect of related parties pursuant to Accounting Standard 18;****A. List of Related parties :**

- 1) Key Management Personnel and Enterprises having common Key Management Personnel or their Relatives :

Key Management Personnel :

- 1) Mr. Jaimin J. Shah - Managing Director
- 2) Mr. Pranay N. Pandya - Chairman
- 3) Mr. Vishal N. Vasu - Director
- 4) Mr. Prerak P. Shah - Director

- 2) Enterprises having common Key Management Personnel and/or their Relatives:

- 1) Xduce Infotech Private Limited
- 2) Dev Infotech North America Ltd.
- 3) Amisha J. Shah
- 4) Sapna V. Vasu
- 5) Kruti P. Pandya
- 6) Jayshree J. Shah

**B. Whether Transactions during the year:**

During the year following transactions were carried out with related parties in the ordinary course of business and at Arms Length.



(Brackets figure are of previous year.)

S. No	Nature Of Transactions	Associate Company	Key Managerial Personnel	Enterprise/ Relatives of Key Management Personnel	O/S Balance as on 31.3.2017
1	Remuneration Paid	N.A	82,98,502 (82,00,742)	26,19,606 (11,40,360)	N.A
2	Rent Paid	Nil (Nil)	Nil (Nil)	2,49,692 (2,70,000)	N.A
3	Loan Taken	Nil ( Nil )	4,570,515 (56,54,844)	Nil ( Nil )	67,40,515 ( Nil )
4	Loan Repaid	Nil ( Nil )	56,20,000 (11,50,000)	Nil (54,00,000)	Nil ( Nil )
5	Service Charges Paid	17,42,361 (18,91,350)	Nil (Nil)	Nil (Nil)	N.A
6	Service Charges Received	1,45,286 (10,99,026)	Nil (Nil)	Nil (Nil)	N.A
7	Interest Paid	Nil (Nil)	9,61,926 (10,79,294)	Nil ( Nil )	N.A
8	Interest Received	Nil (5,00,000)	Nil (Nil)	Nil (Nil)	N.A
9	Commission Received	Nil (Nil)	Nil (Nil)	Nil ( Nil )	N.A
10	Purchases	Nil (5,00,000)	Nil (Nil)	Nil ( Nil )	N.A
11	Sales	7,05,75,307 (2,00,876)	Nil (Nil)	Nil ( Nil )	N.A

- l) In the opinion of the Board, the Current Assets are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are adequate and not excess of the amount reasonably necessary.

	2016-17	2015-16
	-----	-----
1) Auditors remuneration:	1,00,000	Rs.1,15,000
2) C.I.F. value of imported of capital goods	Nil	Nil
3) Remittance in Foreign Currency on account of dividend	Nil	Nil
4) Earning in Foreign Exchange	7,05,48,126	1,74,89,749
5) Expenditure in foreign currency		



i) Foreign Traveling	9,38,175	2,49,698
ii) Foreign Subscription	Nil	Nil

As per our separate report of even date

**For, Chandulal M Shah & Co.**  
**Chartered Accountants**  
**Firm Reg No. 101698 W**

**For, Dev Information Technology Limited**

**Bharat M. Zinzuvadia**  
**Partner**  
**M.NO. 109606**  
**Place: Ahmedabad**

**Jaimin J. Shah**                      **Pranav Pandya**  
**Managing Director**                      **Chairman**

**Place : Ahmedabad**

**Date: 26/08/2017**

**Date: 26/08/2017**



## Note No. 2

Share Capital	As at 31 March 2017		As at 31 March 2016	
	Number	`	Number	`
<b>Authorised</b>				
Equity Shares of Rs. 10/- each	60,00,000	6,00,00,000	7,50,000	75,00,000
<b>Issued</b>				
Equity Shares of Rs 10/- each	40,32,500	4,03,25,000	5,00,000	50,00,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 10/- each fully paid	40,32,500	4,03,25,000	5,00,000	50,00,000
<b>Total</b>	<b>40,32,500</b>	<b>4,03,25,000</b>	<b>5,00,000</b>	<b>50,00,000</b>

## Note No. 2.1

Particulars	2016-17		2015-16	
	Number	`	Number	`
Equity Shares outstanding at the beginning of the year	5,00,000	50,00,000	5,00,000	50,00,000
Shares Issued during the year	35,32,500	3,53,25,000	-	-
Shares bought back during the year			-	-
Shares outstanding at the end of the year	4,03,25,000	4,03,25,000	5,00,000	50,00,000

## Note No. 2.2

Details of Shareholders holding more than 5% Shares.

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
JAIMIN J SHAH	2,97,000	0.07	39,600	7.92
HEMANT S SHAH	3,37,500	8.37	45,000	9.00
AMISHA J SHAH	3,37,500	8.37	45,000	9.00
SARAYUBEN M SHAH	3,37,500	8.37	45,000	9.00
PRATIMABEN M DESAI	3,18,750	7.90	42,500	8.50
KRUTI P PANDYA	3,37,500	8.37	45,000	9.00
MADHURIBEN N PANDYA	3,37,500	8.37	45,000	9.00
Total	23,03,250		3,07,100	

## Note No. 2.3

The company has only one class of shares referred to as equity shares having a par value of Rs 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rs The dividend recommended by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

## Note No. 2.4

The company has issued 56,500 shares to Hi Tech LLP for as part of Preferential Allotement for other than cash in pursuant to contract. The company has not bought back any share during the period of 5 years immediately preceding balance sheet date. Bonus Issue of 2,50,000 Eq. Shares of Face Value Rs10 Each in the Ratio of 1:2 i.e. 1 Bonus equity share for every 2 eq. shares held by shareholders. Bonus Issue of 32,26,000 eq. Shares of Face Value Rs. 10 each in the Ratio of 4:1 i.e. 4 Bonus equity shares for every 1 equity share held.

## Note No. 2.5

There are no unpaid calls from Directors or officers.

## Note No. 2.6

Equity shares rank pari passu & subject to right, preference and restrictions under the Companies Act.



**Note No. 3**

Reserves & Surplus	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>(a) General Reserves</b>		
Opening Balance	6,30,00,000	5,80,00,000
(-) Capitalised by Issue of Bonus Shares	-1,19,25,000	-
(+) Current Year Transfer		50,00,000
<b>Closing Balance</b>	<b>5,10,75,000</b>	<b>6,30,00,000</b>
<b>(b) Surplus in Statement of Profit &amp; Loss</b>		
Opening balance	4,05,54,998	2,69,03,954
(+) Net Profit For the current year	2,90,04,428	2,01,44,160
(-) Proposed Dividends	-	12,50,000
(-) Corporate Dividend Tax	-	2,43,110
(-) Transfer to Reserves	-	50,00,000
<b>Closing Balance</b>	<b>6,95,59,426</b>	<b>4,05,55,003</b>
<b>(c) Foreign Currency Monetary Item Translation Difference Accounts</b>		
Foreign Currency Translation Reserve	-62,196	-50,996
<b>(d) Share Securities Premium</b>		
Opening Balance	-	-
Add: Additions during the year	2,28,35,000	-
Less: Utilised For issuing Bonus Shares	-2,28,35,000	-
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>12,05,72,230</b>	<b>10,35,04,007</b>

**Note No. 4**

Long Term Borrowings	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Secured</b>		
<b>(a) Term loans</b>		
- Vehicle Loan from HDFC Bank & Axis Bank ** (Against Hypothecation of Vehicles of Company )	53,08,898	6,31,664
- The Kalupur commercial cop Bank Ltd ** (Against Equitable Mortgage of immovable properties situated at 14-Aaryans Corporate Park , Shilaj Railway Crossing , Thaltej, Ahmedabad & guaranteed by directors Repayable in 84 monthly instalments starting from 07-01-2012)	1,23,33,220	1,57,97,008
	<b>1,76,42,118</b>	<b>1,64,28,672</b>



<b>Unsecured</b>		
- From Directors	<b>45,70,514</b>	81,90,514
- From Shareholders	-	8,00,000
	<b>45,70,514</b>	89,90,514
<b>Total</b>	<b>2,22,12,632</b>	2,54,19,186

\*\* 1 The above amount have been guaranteed by Directors of Company.

## Note No. 5

Deferred Tax (Assets)/Liabilities (Net)	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Opening Balance</b>	<b>-39,031</b>	5,63,267
Less : <b>Current Year Adjustment/(Provision)</b>	<b>25,75,138</b>	-6,02,298
<b>Deferred Tax Liability/(Assets)</b>	<b>25,36,107</b>	-39,031

## Note No. 6

Other Long Term Liabilities	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
- Security Deposit from Employees	<b>12,33,259</b>	9,70,466
- Softtech engineers Pvt. Ltd MIDC Tender Deposit		-
<b>Total</b>	<b>12,33,259</b>	9,70,466

## Note No. 7

Short Term Borrowings	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Loans repayable on demand</b>		
- The Kalupur Commercial Co-operative Bank Ltd (OD)** (Secured against hypothecation of Fixed Deposits)	<b>25,57,500</b>	26,47,531
<b>Working Capital Cash Credit Facilities</b>		
- The Kalupur Commercial Co-operative Bank Ltd ** (Secured against hypothecation of stock in trade & book debts, and further guaranteed by Director )	<b>4,19,66,273</b>	3,77,89,371
<b>Other</b>		
- Inter-Corporate Deposits (Unsecured)	<b>25,14,564</b>	
<b>Total</b>	<b>4,70,38,337</b>	4,04,36,902



**Note No. 7.1**

\*\* There is no default as on the balance sheet date in repayment of loans and interest.

**Note No. 8**

Trade Payable	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
(a) Trade payable	15,24,96,998	8,59,15,088
(b) Salary & Reimbursements	1,24,60,394	1,10,96,891
(c) Other payables	20,51,076	24,88,662
<b>Total</b>	<b>16,70,08,468</b>	<b>9,95,00,641</b>

**Note No. 9**

Other Current Liabilities	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
(a) <b>Current maturities of long-term borrowings</b> (Refer Note 9.1 below)	1,13,95,939	97,11,733
(b) <b>Other payables</b>		
Advances from Customers	2,49,186	50,09,587
Statutory Dues	1,24,47,025	99,45,361
Provident Fund	10,18,537	12,10,725
E.S.I.C	2,81,001	3,60,123
<b>Total</b>	<b>2,53,91,688</b>	<b>2,62,37,529</b>

**Note No. 9.1**

Current maturities of long-term borrowings		Rs.
The Kalupur Commercial Co-operative Bank Ltd	97,13,788	92,85,840
HDFC Bank Ltd	16,82,151	4,25,893
<b>total</b>	<b>1,13,95,939</b>	<b>97,11,733</b>

**Note No.10**

Short Term Provisions	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
(a) <b>Provision for employee benefits</b>		
Leave Encashment	8,59,902	5,91,470
Gratuity	18,00,182	50,88,111
(b) <b>Others</b>		
Provision for Dividend	-	12,50,270
Provision Corporate Tax on Dividend	-	2,43,110
<b>Total</b>	<b>26,60,084</b>	<b>71,72,961</b>



<b>Note No. 13</b>		
<b>Long Term Loans and Advances</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>(a) Capital Advances</b> (Unsecured, considered good)	<b>74,48,973</b>	70,62,578
<b>(b) Other Deposits</b> (Unsecured, considered good)	<b>1,03,70,834</b>	53,52,098
<b>(c) Loans &amp; Advances to Other</b> (Unsecured, considered good)	<b>1,25,000</b>	1,25,000
<b>Total</b>	<b>1,79,44,807</b>	1,25,39,676

<b>Note No. 14</b>		
<b>Inventories</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
	<b>Rs.</b>	<b>Rs.</b>
(a) Stock in Trade *	<b>21,51,078</b>	32,15,308
(b) Software Development Project in Process**	<b>4,40,29,222</b>	3,02,33,414
<b>Total</b>	<b>4,61,80,300</b>	3,34,48,722

#### **Note 14.1**

Note : \*Stock in Trade valued at cost or Net Realisable value , Whichever is Lower

\*\* Software Development Project in Progress are Valued At Cost

<b>Note No. 15</b>		
<b>Trade Receivables</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
	<b>Rs.</b>	<b>Rs.</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment - Unsecured, considered good	<b>16,74,57,733</b>	13,50,35,912
Sub Total	<b>16,74,57,733</b>	13,50,35,912
Trade receivables outstanding for a period exceeding six months from the date they are due for payment - Unsecured, considered good	<b>3,99,76,447</b>	2,75,27,862
Sub Total	<b>3,99,76,447</b>	2,75,27,862
<b>Total</b>	<b>20,74,34,180</b>	16,25,63,775



**Note No. 15.1**

There is Trade Receivable due from Directors, Officers Or Company in which Directors are Director.

Name of the Company	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Xduce InfoTech Pvt Ltd</b>	<b>47,300</b>	19,98,507
<b>Dev Info-tech North America Ltd</b>	<b>2,25,47,250</b>	76,65,300

**Note No. 16**

Cash and cash equivalents	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
(a) Balances with banks This includes: Balances in current accounts Balance In Fixed deposits ** More than 12 months	<b>1,74,36,782</b> <b>2,61,33,183</b>	1,26,53,074 2,08,73,190
(b) Cash on hand	<b>99,507</b>	18,198
<b>Total</b>	<b>4,36,69,472</b>	3,35,44,462
** Fixed Deposits are held as security against Guarantee	<b>93,26,094</b>	48,12,457

**Note No. 17**

Short-term loans and advances	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Others Loans &amp; Advances</b> (Unsecured, considered good) Advance Tax & TDS Receivable (Net of Provisions) Advance to employees Other Loans & Advances Pre Paid Expense	<b>1,24,95,630</b> <b>2,70,224</b> <b>6,49,960</b> <b>63,61,054</b>	1,44,04,884 2,83,023 55,53,585 10,01,034
<b>Total</b>	<b>1,97,76,868</b>	2,12,42,526



**Note No. 11**

		Gross Block				Accumulated Depreciation				Net Block	
Sr. No	Fixed Assets	Balance as at 1st April 2016	Addition During the year	Deduction during the year	Balance as at 31 March 2017	Balance as at 1st April 2016	Depreciation charge for the year	Trs to Retained Earnings	Disposal \Sold During the year	Balance as at 31 March 2017	Balance as at 31 March 2016
(a)	Tangible Assets										
1	Office Building	4,47,10,238	6,20,777	-	4,53,31,015	1,04,46,861	16,85,537	-	-	1,21,32,398	3,42,63,377
2	Furniture & Fixtures	59,02,847	45,17,559	-	1,04,20,406	37,58,957	12,83,803	-	-	50,42,759	21,43,890
3	Office Equipment	49,10,417	18,10,550	-	67,20,967	40,07,490	8,29,106	-	-	48,36,596	18,84,371
4	Computers	1,09,30,378	23,35,604	-	1,32,65,982	89,69,164	12,32,719	-	-	1,02,01,883	30,64,099
5	Vehicles	85,44,534	76,66,330	-	1,62,10,864	66,36,937	19,49,644	-	-	85,86,581	76,24,283
6	Plant & Machinery	-	3,78,000	-	3,78,000	-	48,549	-	-	48,549	3,29,447
	Sub Total	7,49,98,414	1,73,28,820	-	9,23,27,234	3,38,19,409	70,29,358	-	-	4,08,48,767	5,14,78,463
(b)	Intangible Assets									-	-
1	Software	7,55,229	-	-	7,55,229	5,01,786	11,344	-	-	5,13,130	2,42,099
2	Trademark		40,000		40,000		460			460	39,540
3	GoodWill		4,00,00,000		4,00,00,000		4,60,274			4,60,274	3,95,39,726
	Sub Total	7,55,229	4,00,40,000	-	4,07,95,229	5,01,786	4,72,078	-	-	9,73,864	3,98,21,365
	Total	7,57,53,643	5,73,68,820	-	13,31,22,463	3,43,21,195	75,01,436	-	-	4,18,22,631	9,12,99,828
	Prev. Year Figures	7,28,21,079	29,32,564	-	7,57,53,643	2,87,05,270	56,15,925	-	-	3,43,21,195	4,14,32,448
											4,41,15,809



## Note No. 12

Non - Current Investments		As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.	Rs.
<b>Other Investment</b>			
(a) Investment in Equity instruments	26,72,350	34,31,050	
<b>Total</b>	<b>26,72,350</b>	<b>34,31,050</b>	

## Details of Non - Trade Investment

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' Basis of Valuation
			2016-17	2015-16			2016-17	2015-16	2016-17	2015-16		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(12)	(13)	
<b>Investment in Equity Instruments</b>												
1	Eq share of Digi Corp P.Ltd (Shares of Rs.10 Each)	Others	700	700	Unquoted	Fully Paid up	-	-	17,00,000	17,00,000	Yes	N.A
2	Eq share of Anjani Infra P.Ltd (Shares of Rs.10 Each)	Others	8,000	8,000	Unquoted	Fully Paid up	-	-	80,000	80,000	Yes	N.A
3	Eq share of Kalpur commercial co-op Bank Ltd. (Shares of Rs.25 Each)	Others	50,000	50,000	Unquoted	Fully Paid up	-	-	12,50,000	12,50,000	Yes	N.A
4	Dev Infotech North America Ltd.	Subsidiary	8,000	8,000	Unquoted	Fully Paid up	74.42%	74.42%	3,89,600	4,00,800	Yes	N.A
5	Eq Share Of GESIA IT Association	Others	5	5	Unquoted	Fully Paid up	-	-	100	-	Yes	N.A
6	Eq Share of Kesari Nandan Co-op Housing Society (Shares of Rs.50 Each)	Others	5	5	Unquoted	Fully Paid up	-	-	250	250	Yes	N.A
<b>Total</b>									34,19,950	34,31,050		

Particulars	2016-17	2015-16
	Rs.	Rs.
Aggregate amount of unquoted investments	34,19,950	34,31,050
Provision for diminution in value of unquoted investments	7,47,600	-
Net Value Aggregate amount of unquoted investments	26,72,350	34,31,050

Less:



SR. NO	NATURE OF SECURITY				REPAYABLE IN THE YEAR 2017-18 (LONG TERM BORROWING)	TERMS OF PAYMENT (PAYABLE IN)
	NAME OF BANK	NATURE OF SECURITY	REPAYABLE IN THE YEAR 2017-18 REFER NOTE -8	REPAYABLE AFTER THE YEAR 2017-18 (LONG TERM BORROWING)		
		SHOP : 1&2 and F/1 & S/1, Janpath Shopping Centre,Opp:Azad Post Office,Ambawadi,ahmedabad Admeasuring about 795 sq.fts & about 220 sq.Fts and 14,Aaryans Corporate Park,Shilaj # Road, Thaltej,Ahmedabad 380059.sur no..210/2,403/1,210/1,and plot no 16 & 17 Kamdabari Bunglow,Block 379,Rancharda Ta: kalol.	32,14,350.00	-	Monthly instalment .ending in 2017	
1	The KCCB-Term Loan-100733100185	as above	30,00,000.00	32,50,000.00	Monthly instalment ending date in 2020	
2	The KCCB-Term Loan-00733100231	as above	20,00,040.00	43,33,220.00	Monthly instalment ending date in 2019	
3	The KCCB-Term Loan-00733100249	as above	15,00,000.00	47,50,000.00	Monthly instalment Ending date 2021	
4	The KCCB-Term Loan-04933100026	as above	1,28,069.00	22,745.00	Monthly Installment end date 05/05/2018	
5	HDFC Bank Ltd (Grand 10)	CAR-HYPO	3,62,858.00	64,440.00	Monthly Installment end date 05/05/2018	
6	HDFC Bank Ltd (xuv Mahindra)	CAR-HYPO	1,12,600.00	3,93,745.00	Monthly Installment end date 07/05/2021	
7	HDFC Bank Car Loan No.40116560 (Grand I10)	CAR-HYPO	85,081.00	3,81,815.00	Monthly Installment end date 07/10/2021	
8	HDFC Bank Car Loan No.43102324 (Grand I10)	CAR-HYPO	1,94,512.00	8,69,722.00	Monthly Installment end date 07/10/2021	
9	HDFC Bank Car Loan No.43105352 (Honda BRV)	CAR-HYPO	7,99,031.00	35,76,431.00	Monthly Installment end date 07/10/2021	
10	HDFC Bank Car Loan No.43137299 (Mercedes E250)	CAR-HYPO				



**Note No. 18**

Revenue from Operations	2016-17 Rs.	2015-16 Rs.
Sale of products	30,50,69,065	26,56,65,835
Sale of services	25,81,97,530	18,09,34,553
Other operating revenues	19,79,461	27,28,076
<b>Total</b>	<b>56,52,46,056</b>	<b>44,93,28,464</b>

**Note No. 19**

Other Income	2016-17 Rs.	2015-16 Rs.
Interest Income	32,18,458	36,37,327
Dividend Income	150000	1,50,000
Foreign Exchange Fluctuation Gain	7839	22,671
<b>Total</b>	<b>33,76,297</b>	<b>38,09,998</b>

**Note No. 20**

Cost Of Goods & Services	2016-17 Rs.	2015-16 Rs.
Purchase of Products	25,13,05,706	22,51,60,328
Cost of IT Infra & Support Services	5,69,10,512	3,03,38,602
<b>Total</b>	<b>30,82,16,218</b>	<b>25,54,98,930</b>

**Note No. 21**

Changes in Inventories of Stock in Trade & Work in Progress of Services	2016-17 Rs.	2015-16 Rs.
<b>Opening Stock</b>		
i)Products	32,15,308	38,15,596
ii)Projects in process	3,02,33,414	81,36,172
	<b>3,34,48,722</b>	<b>1,19,51,768</b>
<b>Less :</b>		
<b>Closing Stock</b>		
i)Products	2151078	32,15,308
ii)Projects in process	44029222	3,02,33,414
	<b>4,61,80,300</b>	<b>3,34,48,722</b>
<b>Total</b>	<b>-1,27,31,578</b>	<b>-2,14,96,954</b>



## Note No. 22

Employee Benefits Expenses	2016-17 Rs.	2015-16 Rs.
Directors Remuneration	80,56,800	79,81,800
Salaries and incentives	14,96,50,051	11,58,58,059
<b>Contributions to :-</b>		
Provident fund	6920596	71,77,349
E.S.I.C.	2600449	28,89,701
Gratuity fund contributions	2274552	31,15,415
Leave Encashment Expense	8,73,565	6,01,931
Staff welfare expenses	15,98,555	13,41,852
<b>Total</b>	<b>17,19,74,568</b>	<b>13,89,66,107</b>

## Note No. 23

Finance Cost	2016-17 Rs.	2015-16 Rs.
Interest on Term Loan	1,01,23,552	1,02,00,009
Other Interest expense	45,73,890	39,88,555
Other Borrowing Cost	7,01,286	4,80,413
<b>Total</b>	<b>1,53,98,728</b>	<b>1,46,68,977</b>

## Note No. 24

Other Expenses	2016-17 Rs.	2015-16 Rs.
Donation Expense	9,30,900	35,000
General Charges	31,26,880	9,86,740
Insurance Expense	9,08,670	6,01,235
Marketing & Distribution Expense	15,35,637	14,22,633
Postage & Telephone Expense	29,24,543	25,01,306
Electricity Expenses	21,25,488	15,96,070
Printing & Stationery Expense	4,26,662	3,39,574
Legal & Professional Charges	18,21,089	14,53,670
Rent Rates & Taxes	36,85,951	44,38,261
Dimunition In Investment	7,47,600	-
Auditor Remuneration	100000	1,00,000
<u>Repairs &amp; Maintenance</u>		
-Building	2,48,406	37,520
-Furniture & Fixture	1,71,235	1,76,344
-Others	3,28,761	4,72,717
Subscription & Membership Fees	13,06,566	6,67,231
Travelling & Conveyance	1,35,80,720	1,19,48,584
Directors Foreign Travelling Expense	9,38,175	15,66,729
<b>Total</b>	<b>3,49,07,283</b>	<b>2,83,43,614</b>



## Independent Auditor's Report

**To the Members of**

**DEV INFORMATION TECHNOLOGY LTD**

### Report on the Consolidated Financial Statements:

We have audited the accompanying Consolidated financial statements of DEV INFORMATION TECHNOLOGY LTD (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its Subsidiary together referred to as "the Group"), which comprise of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements") .

### Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility:

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.



While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March, 2017 and their consolidated Profit and their consolidated cash flows for the year ended on that date.

## Other Matters:

- a) We did not audit the financial statements of subsidiary, whose financial statements reflect total assets of Rs.281.98 lakh As at March 31, 2017, total revenues of Rs.739.86 lakh for the year ended on that date.



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

## Report on Other Legal and Regulatory Requirements:

1. As required by section 143 (3) of the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintain for the purpose of consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors, none of the directors of Holding Company is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**” to this report.

g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, as referred in its financial statements note (9) of Part B to Notes to accounts.



- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- iv. The Company has provided disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with books of accounts maintained by the company. – Refer Note (5) of Part B to Notes to Accounts.

For and on behalf of

**Chandulal M. Shah & Co.**  
**Chartered Accountants**  
**FRN 101698W**

**Bharat M. Zinzuvadia**  
**Partner**  
**Membership.No. F 109606**

**Place: Ahmedabad**  
**Date :26/08/2017**



**Annexure “A”****To the Independent Auditor’s report of even date on the Consolidated Financial Statements of  
DEV INFORMATION TECHNOLOGY LTD****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Sec.143 of the Companies Act,  
2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of DEV INFORMATION TECHNOLOGY LTD (hereinafter referred to “the Holding Company”) and its subsidiary (together referred to as “the Group”) as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls:**

The Holding Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility:**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 systems 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 purpose 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 financials statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting:**

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



## Opinion:

In our opinion, the Holding Company and its subsidiary which is company incorporated in America, have maintain in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting was operating effectively as on March 31,2017, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

For and on behalf of  
**Chandulal M. Shah & Co.**  
**Chartered Accountants**  
**FRN 101698W**

**Bharat M. Zinzuvadia**  
**Partner**  
**Membership.No. F 109606**  
**Place: Ahmedabad**  
**Date :26/08/2017**



## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. Name of the subsidiary: DEV INFO- TECH NORTH AMERICA LIMITED (Corporation no: 834578-3)
2. The date since when subsidiary was acquired: 8<sup>th</sup> November, 2011
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period. : 1<sup>st</sup> April 2016 to 31<sup>st</sup> March 2017
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. : Canadian Dollar As on 31/03/2017, 1 CAD=48.7004 INR
5. Share capital : 5,23,529
6. Reserves and surplus: 12,97,075
7. Total assets: 2,81,97,691
8. Total Liabilities: 56,60,040
9. Investments: 3,89,600
10. Turnover: 7,39,85,901
11. Profit before taxation : 12,60,249
12. Provision for taxation: 4,02,940
13. Profit after taxation: 8,57,309
14. Proposed Dividend: NIL



15. Extent of shareholding (in percentage): 74.42%

**NOTE:**

**1. AOC-1 Part: B “Associates & Joint Ventures” is not applicable as the Company does not have any associates or joint ventures.**

**For CHANDULAL M SHAH & CO.**

**For, DEV INFORMATION TECHNOLOGY LTD.**

Chartered Accountants

Firm Regn. No. 101698W

**Bharat M Zinzuvadia**

**Partner**

Membership No. 109606

**Jaimin Shah**  
(DIN : 00021880)  
**Managing Director**

**Pranav Pandya**  
(DIN : 00021744)  
**Chairman**

**Harshil Shah**  
**Chief Financial Officer**

**Krisa Patel**  
**Company Secretary**

Place : Ahmedabad

**Date : 26/08/2017**



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017				
	Particulars	Refer Note No.	As on 31st March 2017 Rs	As on 31st March 2016 Rs
I.	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
	(a) Share capital	2	4,03,25,000	50,00,000
	(b) Reserves and surplus	3	12,15,99,709	10,39,06,670
2	<b>Minority Interest</b>		4,65,718	2,58,651
3	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	2,22,12,632	2,54,19,186
	(b) Deferred Tax Liability/(Asset)	5	25,36,107	-39,031
	(c) Other Long term liabilities	6	37,47,823	9,70,466
4	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	4,49,37,627	4,08,62,649
	(b) Trade payables	8	17,00,74,263	9,99,10,211
	(c) Other current liabilities	9	2,57,51,476	2,62,40,889
	(d) Short-term provisions	10	26,60,084	71,72,961
			43,43,10,439	30,97,02,653
II.	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Fixed assets	11		
	(i) Tangible assets		5,14,78,463	4,11,79,005
	(ii) Intangible assets		3,98,21,365	2,53,443
	(b) Goodwill on Consolidation		62,193	50,996
	(c) Non-Current Investments	12	22,82,750	30,30,250
	(d) Long-term loans and advances	13	1,80,00,228	1,25,96,690
2	<b>Current assets</b>			
	(a) Inventories	14	4,61,80,300	3,34,48,722
	(b) Trade receivables	15	20,28,56,671	16,22,51,389
	(c) Cash and cash equivalents	16	5,14,55,542	3,56,49,632
	(d) Short-term loans and advances	17	2,21,72,927	2,12,42,526
	<b>TOTAL</b>		43,43,10,439	30,97,02,653
	Significant Accounting Policies and Notes Forming Part of the Financial Statements	1		

As per our attached report of even date

**For CHANDULAL M SHAH & CO.**

Chartered Accountants

Firm Regn. No. 101698W

**Bharat M Zinzuvadia**

Partner

Membership No. 109606

Place : Ahmedabad

Date : 26/08/2017

**For, DEV INFORMATION TECHNOLOGY LTD.**

**Jaimin Shah**

(DIN : 00021880)

Managing Director

**Pranav Pandya**

(DIN : 00021744)

Chairman

**Harshil Shah**

Chief Financial Officer

**Krisa Patel**

Company Secretary



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017				
	Particulars	Refer Note No.	2016-17	2015-16
			Rs	Rs
I.	Revenue from operations	18	63,92,31,957	47,30,68,000
II.	Other income	19	50,23,731	62,62,903
III.	<b>Total Revenue (I + II)</b>		<b>64,42,55,688</b>	<b>47,93,30,903</b>
IV.	Expenses:			
	Cost of Goods & Services	20	37,97,73,631	27,76,13,215
	Changes in inventories of Stock-in-Trade & Project in Progress	21	(1,27,31,578)	-2,14,96,954
	Employee benefits expenses	22	17,20,43,747	13,89,66,107
	Finance costs	23	1,62,58,806	1,46,68,977
	Depreciation and amortization expenses		75,01,438	56,15,924
	Other expenses	24	3,67,93,700	3,19,72,021
	<b>Total expenses</b>		<b>59,96,39,743</b>	<b>44,73,39,290</b>
V.	<b>Profit before tax (III - IV)</b>		<b>4,46,15,945</b>	<b>3,19,91,613</b>
VI.	Tax expense:		-	
	(1) Current Tax		1,27,02,940	1,20,00,000
	(2) Deferred tax		25,75,138	6,02,298
	(3) Excess Provision of Tax of Earlier Years		5,23,870	-
VII.	<b>Profit for the Year (V - VI)</b>		<b>2,98,61,737</b>	<b>2,05,93,911</b>
VIII.	Earnings per equity share:			
	(1) Basic		7.50	41.19
	(2) Diluted		7.50	5.61
	Significant Accounting Policies and Notes Forming Part of the Financial Statements	1		

As per our attached report of even date

**For CHANDULAL M SHAH & CO.**

Chartered Accountants  
Firm Regn. No. 101698W

**For, DEV INFORMATION TECHNOLOGY LTD.**

**Jaimin Shah**  
(DIN : 00021880)  
Managing Director

**Pranav Pandya**  
(DIN : 00021744)  
Chairman

**Bharat M Zinzuvadia**

Partner  
Membership No. 109606

**Harshil Shah**  
Chief Financial Officer

**Krisa Patel**  
Company Secretary

**Place : Ahmedabad**

**Date : 26/08/2017**



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	2016-17		2015-16	
	Rs.		Rs.	
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax As Per Profit & Loss A/C		4,46,15,945		3,19,91,613
<b>Adjustments :</b>				
Depreciation	75,01,438		56,15,924	
Dividend Income	(1,50,000)		(1,50,000)	
Interest Income	(15,48,170)		(36,37,327)	
Interest Exps	1,62,58,806		1,46,68,977	
Gratuity Provision			31,15,415	
Foreign Exchange Effects Gain/Loss			15,10,867	
Dimunition in Investment	7,47,600		-	
Profit/Loss on Sale of Fixed Assets				
		2,28,09,674		2,11,23,856
Operating Profit Before Working Capital Adjusted For :		6,74,25,618		5,31,15,469
i) Trade & Other Receivables	(3,42,73,107)		(1,61,66,433)	
ii) Stock	(1,27,31,578)		(3,03,19,468)	
iii) Trade Payable and Provisions	6,51,61,760		1,76,35,493	
		1,81,57,076		(2,88,50,408)
<b>Cash Generated From Operations</b>		<b>8,55,82,694</b>		<b>2,42,65,061</b>
Current Tax				(76,82,563)
<b>Net Cash From Operating Activities (A)</b>		<b>8,55,82,694</b>		<b>1,65,82,498</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase Of Fixed Assets	-57368820		(29,32,564)	
Loans & Advances given			(37,34,809)	
Interest Income	1548170		36,37,327	
Dividend Income	1,50,000		1,50,000	
<b>Net Cash Used In Investing Activities (B)</b>		<b>(5,56,70,650)</b>		<b>(28,80,046)</b>
<b>C) Cash Flow From Financing Activities</b>				
Proceeds Of Borrowings	36,45,781		43,47,756	
Payment Of Interest	(1,62,58,806)		(1,46,68,977)	
Dividend Paid Including Distribution Tax	(14,93,110)		(12,50,000)	
<b>Net Cash From Financing Activities</b>		<b>(1,41,06,135)</b>		<b>(1,15,71,221)</b>
<b>Net Increase In Cash &amp; Cash Equivalents (A+B+C)</b>		<b>1,58,05,909</b>		<b>21,31,231</b>
Opening Balance Of Cash & Cash Equivalents		3,56,49,632		3,35,18,401
Closing Balance Of Cash & Cash Equivalents		<b>5,14,55,541</b>		<b>3,56,49,632</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>				

As per our attached report of even date

**For CHANDULAL M SHAH & CO.**

Chartered Accountants  
Firm Regn. No. 101698W

**For, DEV INFORMATION TECHNOLOGY LTD.**

**Bharat M Zinzuvadia**  
Partner  
Membership No. 109606

**JAIMIN SHAH**  
(DIN : 00021880)  
Managing Director

**PRANAV PANDYA**  
(DIN : 00021744)  
Chairman

**HARSHIL SHAH**  
Chief Financial Officer

**KRISA PATEL**  
Company Secretary

Place : Ahmedabad  
Date : 26/08/2017



Accounting Year: 2016-17.

## Note No - 1

### A. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2017.

#### SIGNIFICANT ACCOUNTING POLICIES:

##### A) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS:

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

##### B) USE OF ESTIMATES:

The preparation of financial statements in accordance with the generally accepted accounting principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported balances of assets and liabilities and reported amounts of income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimate is recognised in the period in which the estimates are revised and in any future period affected.

##### C) FIXED ASSETS:

Fixed assets are stated at historical cost less accumulated depreciation. Costs include expenditure directly attributable to the acquisition of the asset. Borrowing costs directly attributable to the construction or production of qualifying assets are capitalized as part of the cost.

##### D) DEPRECIATION:

1. Depreciation on fixed assets is provided on the Written Down Value Method (WDV) Method on the basis of Useful Life prescribed in Schedule II to the Companies Act, 2013.



2. Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided on pro-rata basis, at their respective rates with reference to the date of acquisition / installation or date of sale/disposal.

**E) INVESTMENT:**

Long Term Investments are carried at cost less provision for permanent diminution, if any, in value of such investments.

**F) IMPAIRMENT OF ASSETS:**

The company on an Annual basis makes an assessment of any indicator that may lead to impairment of Assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by creating the difference as impairment loss & is charged to Profit & Loss Account.

**G) FOREIGN CURRENCY TRANSACTIONS:**

(a) Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing on the date of the balance sheet. All exchange differences other than those relating to the acquisition of fixed assets from outside India are dealt with in the statement of profit and loss. Exchange gain or loss relating to fixed assets acquired from outside India is adjusted in the cost of respective fixed assets.

(b) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change.



## H) REVENUE RECOGNITION:

Income and Expenditure are recognized and accounted on Accrual Basis. Revenue from Sale of goods is recognized on delivery of the goods, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to customers & no effective ownership is retained However;

- I. Revenue in respect of insurance/other claims etc., is recognized only when it is reasonably certain that the ultimate collection will be made.
- II. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- III. Dividend Income is recognized on receipt basis.

## I. Recognition of revenue from rendering of services:

- I. Revenue from the fixed price technical maintenance services are recognized ratably over the period of the service contract.
- II. Revenue from the use of the software license are recognized on the transfer of the title in the user license for software application.
- III. In case of software development contract having multiple stages or benchmark of the completion, the revenue is recognized on percentage of completion method.  
Revenue from other support services arising out of sale of software products are recognized when the services are performed.

## J. VALUATION OF STOCK:

Trading Goods at cost or market value whichever is lower and project in progress at cost.

## K. EARNINGS PER SHARE:

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax (and include the post tax effect of any extra ordinary item). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.



The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus share issued including for changes effected prior to the approval of the consolidated financial statements by the Board of Directors.

## **L) TAXATION:**

### **(a) Direct Taxes :**

Tax expense for the year, comprising Current Tax and Deferred Tax is included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

### **(b) Indirect Taxes :**

The liabilities are provided or considered as contingent depending upon the merit of each case and/or receiving the actual demand from the department.

## **M) PROVISIONS AND CONTINGENT LIABILITY:**

A provision is recognized when there is a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when there is a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.



## B. NOTES ON ACCOUNTS:

- Figures of previous year has been regrouped or rearranged wherever necessary to make them comparable with those of the current years.
- Balances of Sundry Debtors, Creditors, and Loans & Advances Deposits are subject to the confirmation by the parties.
- The Company has purchased the Software Development business Division of M/s.Hitech LLP for a total consideration of Rs. 4.00 crore, which included Computer Software Development Business , is charged to Goodwill Account. The consideration is settled partly by way of issue of Shares and partly by way of deferred payment basis.
- The Company has marked achieved landmark milestone by getting itself Listed on the SME platform of National Stock Exchange i.e. NSE emerged.  
The Company has come up with IPO of Equity Shares of Rs 10 each at a premium of Rs 32. The Company opened its IPO on 31/03/2107 which was closed on 06/04/2017.The Company's shares got listed on NSE platform on 17/04/2017 The issue was oversubscribed 75 times. The Company collected highest amount from any I.T Company on SME platform.
- Details of Specified Bank Notes held and transacted during the period from 08.11.2016 to 30.12.2016 as provided in the table below.

PARTICULAR	SBNs	OTHER DENOMINATION NOTES	TOTAL
CLOSING CASH IN HAND ON 08.11.2016	13,39,500	3,34,668	16,74,168
(+)PERMITTED RECEIPTS	0	0	0
(-)PERMITTED PAYMENTS	4,70,500	10	4,70,510



(-) PERMITTED PAYMENTS DEPOSIT WITH BANK	8,69,000	0	8,69,000
CLOSING CASH IN HAND ON 30.12.2016	0	0	0

Specified Bank Notes is defined as Bank Notes of Denominations of the existing Series of the value of Five Hundred Rupees and One Thousand Rupees.

The Disclosure with respect Permitted Receipts ,” Permitted Payments , “ Amount Deposited in Banks, and Closing Cash in Hand as on 30.12.2016 is understood to be applicable in case of SBN only.

6. There are no Micro and Small Enterprise, to whom company owes dues, which are outstanding for more than 45 days as at 31st March, 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act (MSMED Act), 2006 has been determined to the extent such parties have been indentified on the basis of information available with the company.

7. Exchange difference arises on carrying amount of investment in foreign subsidiary is appropriately disclosed under Reserves & Surplus in the name of Foreign Currency Monetary Items Translation Difference Account.

8. In terms of Accounting Standard 28 – Impairment of Assets issued by ICAI, the management has reviewed its fixed Assets and arrived at the conclusion that Impairment loss which is difference between the carrying amount and recoverable value of Assets was not material and hence no provision is required to be made.

9. Income Tax & TDS Demands for the A.Y. (2013-14 to 2016-17) of Rs. 10,41,262, Income Tax Demands of Rs 9,25,000 pertaining to A.Y. 2013-14 and Rs. 17,20,000 pertaining to A.Y. 2014-15 for which company has not made any provisions in the books



## 10. Earnings per share:

Particular	2016-17	2015-16
Net profit attributable to Shareholders	2,98,61,737	20,593,911
Weighted average number of equity shares	39,82,501	5,00,000
Basic earnings per share of Rs.10/- each (in Rs)	7.50	41.19

11. We did not audit the financial statements of subsidiary, whose financial statements reflect total assets of Rs.281.98 lakh As at March 31, 2017, total revenues of Rs.739.86 lakh for the year ended on that date.

12. Disclosure in respect of related parties pursuant to Accounting Standard 18;

**A. List of Related parties :**

1. Key Management Personnel and Enterprises having common Key Management Personnel or their Relatives

## Key Management Personnel:

- 1) Mr. Jaimin J. Shah - Managing Director
- 2) Mr. Pranay N. Pandya - Chairman
- 3) Mr. Vishal N. Vasu - Director
- 4) Mr. Prerak P. Shah - Director

**Enterprises having common Key Management Personnel and/or their Relatives:**

Whether Transactions during the year

- 1) Xduce Infotech Private Limited
- 2) Dev Infotech North America Ltd.
- 3) Amisha J. Shah
- 4) Sapna V. Vasu
- 5) Kruti P. Pandya
- 6) Jayshree J. Shah



**B. During the year following transactions were carried out with related parties in the ordinary course of business and at Arms Length.** (Brackets figure are of previous year.)

S. No	Nature Of Transactions	Associate Company	Key Managerial Personnel	Enterprise/ Relatives of Key Management Personnel	O/S Balance as on 31.3.2016
1	Remuneration Paid	N.A	82,98,502 (82,00,742)	26,19,606 (11,40,360)	N.A
2	Rent Paid	Nil (Nil)	Nil (Nil)	2,49,692 (2,70,000)	N.A
3	Loan Taken	Nil ( Nil)	4,570,515 (56,54,844)	Nil ( Nil )	67,40,515 (Nil )
4	Loan Repaid	Nil ( Nil )	56,20,000 (11,50,000)	Nil (54,00,000)	Nil ( Nil )
5	Service Charges Paid	17,42,361 (18,91,350)	Nil (Nil)	Nil (Nil)	N.A
6	Service Charges Received	1,45,286 (10,99,026)	Nil (Nil)	Nil (Nil)	N.A
7	Interest Paid	Nil (Nil)	9,61,926 (10,79,294)	Nil ( Nil)	N.A
8	Interest Received	Nil (5,00,000)	Nil (Nil)	Nil (Nil)	N.A
9	Commission Received	Nil (Nil)	Nil (Nil)	Nil ( Nil)	N.A
10	Purchases	Nil (5,00,000)	Nil (Nil)	Nil ( Nil)	N.A
11	Sales	4,84,536 (2,00,876)	Nil (Nil)	Nil ( Nil)	N.A



13. In the opinion of the Board, the Current Assets are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are adequate and not excess of the amount reasonably necessary.

	2016-17	2015-16
	-----	-----
1) Auditors remuneration:	1,00,000	Rs.1,15,000
2) C.I.F. value of imported of capital goods	Nil	Nil
3) Remittance in Foreign Currency on account of dividend	Nil	Nil
4) Earning in Foreign Exchange	7,05,48,126	1,74,89,749
5) Expenditure in foreign currency		
i) Foreign Traveling	9,38,175	2,49,698
ii) Foreign Subscription		
	Nil	Nil

As per our separate report of even date

**For, Chandulal M Shah & Co.**  
Chartered Accountants  
Firm Reg No. 101698 W

**For, Dev Information Technology Limited**

**Bharat M. Zinzuvadia**  
Partner  
M.NO. 109606  
Place: Ahmedabad

**Jaimin J. Shah**  
Managing Director

**Pranav Pandya**  
Chairman

Place : Ahmedabad

Date: 26/08/2017

Date: 26/08/2017



## Note No. 2

Share Capital	As at 31 March 2017		As at 31 March 2016	
	Number	`	Number	`
<b>Authorised</b>				
Equity Shares of Rs. 10/- each	60,00,000	6,00,00,000	7,50,000	75,00,000
<b>Issued</b>				
Equity Shares of Rs 10/- each	40,32,500	4,03,25,000	5,00,000	50,00,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 10/- each fully paid	40,32,500	4,03,25,000	5,00,000	50,00,000
<b>Total</b>	40,32,500	4,03,25,000	5,00,000	50,00,000

## Note No. 2.1

Particulars	2016-17		2015-16	
	Number	`	Number	`
Equity Shares outstanding at the beginning of the year	5,00,000	50,00,000	5,00,000	50,00,000
Shares Issued during the year	35,32,500	3,53,25,000	-	-
Shares bought back during the year			-	-
Shares outstanding at the end of the year	4,03,25,000	4,03,25,000	5,00,000	50,00,000

## Note No. 2.2

Details of Shareholders holding more than 5% Shares.

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
JAIMIN J SHAH	2,97,000	0.07	39,600	7.92
HEMANT S SHAH	3,37,500	8.37	45,000	9.00
AMISHA J SHAH	3,37,500	8.37	45,000	9.00
SARUYABEN M SHAH	3,37,500	8.37	45,000	9.00
PRATIMABEN M DESAI	3,18,750	7.90	42,500	8.50
KRUTI P PANDYA	3,37,500	8.37	45,000	9.00
MADURIBEN N PANDYA	3,37,500	8.37	45,000	9.00
Total	23,03,250		3,07,100	

## Note No. 2.3

The company has only one class of shares referred to as equity shares having a par value of Rs 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rs The dividend recommended by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

## Note No. 2.4

The company has not issued any shares otherwise than for cash in pursuant to any contract nor the company has not bought back any share during the period of 5 years immediately preceding balance sheet date. Bonus Issue of 2,50,000 Eq. Shares of Face Value Rs10 Each in the Ratio of 1:2 i.e. 1 Bonus equity share for every 2 eq. shares held by shareholders. Bonus Issue of 32,26,000 eq. Shares of Face Value Rs. 10 each in the Ratio of 4:1 i.e. 4 Bonus equity shares for every 1 equity share held. The company has allotted 56,500 shares to Hi tech limited as part of preferential allotment.

## Note No. 2.5

There are no unpaid calls from Directors or officers.

## Note No. 2.6

Equity shares rank pari passu & subject to right, preference and restrictions under the Companies Act.



<b>Note No. 3</b>		
<b>Reserves &amp; Surplus</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
	<b>Rs</b>	<b>Rs</b>
<b>(a) General Reserves</b>		
Opening Balance	<b>6,30,00,000</b>	5,80,00,000
(-) Capitalised by Issue of Bonus Shares	-1,19,25,000	-
(+) Current Year Transfer		50,00,000
<b>Closing Balance</b>	<b>5,10,75,000</b>	<b>6,30,00,000</b>
<b>(b) Surplus in Statement of Profit &amp; Loss</b>		
Opening balance	<b>4,05,54,998</b>	2,69,03,954
(+) Net Profit For the current year	<b>2,90,04,428</b>	2,01,44,160
(-) Proposed Dividends	-	12,50,000
(-) Corporate Dividend Tax	-	2,43,110
(-) Depreciation of Earlier years		-
(-) Transfer to Reserves		50,00,000
<b>Closing Balance</b>	<b>6,95,59,426</b>	<b>4,05,55,003</b>
<b>(c) Foreign Currency Monetary Item Translation</b>		
Foreign Currency Translation Reserve	-	-
<b>(d) Share in Profits of Dev NA</b>	<b>9,65,283</b>	<b>3,51,667</b>
<b>€ Share Securities Premium</b>		
Op. Balance		
Add: Additions during the year	<b>2,28,35,000</b>	
Less: Utilised For issuing Bonus Shares	<b>-2,28,35,000</b>	
Cl. Balance	-	
<b>Total</b>	<b>12,15,99,709</b>	<b>10,39,06,670</b>

<b>Note No. 4</b>		
<b>Long Term Borrowings</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
	<b>Rs</b>	<b>Rs</b>
<b>Secured</b>		
<b>(a) Term loans</b>		
- Vehicle Loan from HDFC Bank & Axis Bank ** (Against Hypothecation of Vehicles of Company )	<b>53,08,898</b>	<b>6,31,664</b>
- The Kalupur commercial cop Bank Ltd ** (Against Equitabale Mortgage of immovable properties	<b>1,23,33,220</b>	<b>1,57,97,008</b>
	<b>1,76,42,118</b>	<b>1,64,28,672</b>
<b>Unsecured</b>		
- From Directors	<b>45,70,514</b>	<b>81,90,514</b>
- From Shareholders		<b>8,00,000</b>
	<b>45,70,514</b>	<b>89,90,514</b>
<b>Total</b>	<b>2,22,12,632</b>	<b>2,54,19,186</b>



SR.NO	NAME OF BANK	NATURE OF SECURITY	REPAYABLE IN THE YEAR 2017-18 REFER NOTE -8	REPAYABLE AFTER THE YEAR 2017-18 ( LONG TERM BORROWING	TERMS OF PAYMENT (PAYABLE IN)
		SHOP : 1&2 and F/1 & S/1, Janpath Shopping Centre Opp:Azad Post Office,Ambawadi,ahmedabad Admeasuring about 795 sq.fts & about 220 sq.Fts.and 14,Aaryans Corporate Park,Shilaj # Road,Thaltej,Ahmedabad 380059,sur no.,210/2,403/1,210/1, and plot no 16 & 17 Kamdabari Bunglow,Block 379,Rancharda Ta. kalol.	32,14,350	-	Monthly instalment ending in 2017
1	The KCCB-Term Loan-00733100185		30,00,000	32,50,000	Monthly instalment ending date in 2020
2	The KCCB-Term Loan-00733100231	as above	20,00,040	43,33,220	Monthly instalment ending date in 2019
3	The KCCB-Term Loan-00733100249	as above	15,00,000	47,50,000	Monthly instalment Ending date 2021
4	The KCCB-Term Loan-04933100026	as above	1,28,069	22,745	Monthly Instalment end date 05/05/2018
5	HDFC Bank Ltd (Grand 10)	CAR-HYPO	3,62,858	64,440	Monthly Instalment end date 05/05/2018
6	HDFC Bank Ltd (kuv Mahindra)	CAR-HYPO	1,12,600	3,93,745	Monthly Instalment end date 07/05/2021
7	HDFC Bank Car Loan No.40116560 (Grand 110)	CAR-HYPO	85,081	3,81,815	Monthly Instalment end date 07/10/2021
8	HDFC Bank Car Loan No. 43102324 (Grand 110)	CAR-HYPO	1,94,512	8,69,722	Monthly Instalment end date 07/10/2021
9	HDFC Bank Car Loan No. 43105352 (Honda BRV)	CAR-HYPO	7,99,031	35,76,431	Monthly Instalment end date 07/10/2021
10	HDFC Bank Car Loan No. 43137299 (Mercedes E250)	CAR-HYPO			



\*\*

- 1 The above amount have been guaranteed by Directors of Company.
2. There is no continuing default as on the balance sheet date in repayment of loans &

SR.NO	Outstanding as on 31/03/2017
1	3,48,94,540
2	70,71,732
3	25,57,499
Name of Bank	TERMS OF
The KCCB-Term Loan-00733100185	Installment
The KCCB-Term Loan-00733100231	Monthly
The KCCB-Term Loan-00733100249	Monthly
The KCCB-Term Loan-04933100026	Monthly
HDFC Bank Ltd (Grand 10)	Monthly
HDFC Bank Ltd (xuv Mahindra)	Monthly
HDFC Bank Car Loan No.40116560 (Grand I10)	Monthly
HDFC Bank Car Loan No. 43102324 (Grand I10)	Monthly
HDFC Bank Car Loan No. 43105352 (Honda BRV)	Monthly
HDFC Bank Car Loan No. 43137299 (Mercedes E250)	Monthly

**Note No. 5**

Deferred Tax (Assets)/Liabilities (Net)	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Opening Balance	-39,031	5,63,267
Less : Current Year Adjustment/(Provision)	25,75,138	-6,02,298
<b>Deferred Tax Liability/(Assets)</b>	<b>25,36,107</b>	<b>-39,031</b>

**Note No. 6**

Other Long Term Liabilities	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
- Security Deposit from Employees	12,33,259	9,70,466
Softtech engineers Pvt. Ltd MIDC Tender Deposit	25,14,564	
<b>Total</b>	<b>37,47,823</b>	<b>9,70,466</b>



## Note No. 7

Short Term Borrowings	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
<b>Secured</b>		
<b>Term loans</b>		
Vehicle Loan from HDFC Bank & Axis Bank ** (Against Hypothecation of Vehicles of Company ) The Kalupur commercial cop Bank Ltd ** (Against Equitable Mortgage of immovable properties)		
<b>Loans repayable on demand</b>		
- The Kalupur Commercial Co-operative Bank Ltd (OD)** (Secured against hypothecation of Fixed Deposits)	25,57,500	26,47,531
- LOAN Dev ITPL and Pratik Jadhav	4,13,854	4,25,747
- The Kalupur Commercial Co-operative Bank Ltd ** (Secured against hypothecation of stock in trade & <b>TOTAL</b>	4,19,66,273	3,77,89,371
<b>Unsecured</b>		
<b>Term Loans</b>		
- From Kotak Mahindra bank Ltd ** (Repayable in 12 Monthly installments starting from ( Against personal guarantee of directors)		
<b>Total</b>	<b>4,49,37,627</b>	<b>4,08,62,649</b>

## Note No. 7.1

\*\* There is no default as on the balance sheet date in repayment of loans and interest.

## Note No. 8

Trade Payable	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(a) Trade payable	17,81,00,442	8,63,24,658
Less : Payable to DEV ITPL	-2,25,37,650	
(b) Salary & Reimbursements	1,24,60,395	1,10,96,891
(c) Other payables	20,51,076	24,88,662
<b>Total</b>	<b>17,00,74,263</b>	<b>9,99,10,211</b>



**Note No. 9**

Other Current Liabilities	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(a) <b>Current maturities of long-term borrowings</b> (Refer Note 9.1 below)	<b>1,13,95,939</b>	97,11,733
(b) <b>Other payables</b>		
Advances from Customers	<b>2,49,186</b>	50,09,587
Statutory Dues	<b>1,28,06,813</b>	99,48,721
Provident Fund	<b>10,18,537</b>	12,10,725
Other	-	
E.S.I.C	<b>2,81,001</b>	3,60,123
Others		
<b>Total</b>	<b>2,57,51,476</b>	2,62,40,889

**Note No. 9.1**

Current maturities of long-term borrowings	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
The Kalupur Commercial Co-operative Bank Ltd	<b>97,13,788</b>	92,85,840
Axis Bank Ltd	-	-
HDFC Bank Ltd	<b>16,82,151</b>	4,25,893
<b>total</b>	<b>1,13,95,939</b>	97,11,733

**Note No.10**

Short Term Provisions	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(a) <b>Provision for employee benefits</b>		
Leave Encashment	<b>8,59,902</b>	5,91,470
Gratuity	<b>18,00,182</b>	50,88,111
(b) <b>Others</b>		
Provision for Dividend	-	12,50,270
Provision Corporate Tax on Dividend	-	2,43,110
Provisions for 16-17	-	
<b>Total</b>	<b>26,60,084</b>	71,72,961



**Note No. 11**

Gross Block										Accumulated Depreciation				Net Block	
Sr. No	Fixed Assets	Balance as at 1st April 2016	Addition During the year	Deduction during the year	Balance as at 31 March 2017	Balance as at 1st April 2016	Depreciation charge for the year	Trs to Retained Earnings	Disposal \Sold During the year	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016			
(a)	Tangible Assets														
1	Office Building Furniture & Fixtures	4,47,10,238	6,20,777	-	4,53,31,015	1,04,46,861	16,85,537	-	-	1,21,32,398	3,31,98,617	3,42,63,377			
2	Office Equipment	59,02,847	45,17,559	-	1,04,20,406	37,58,957	12,83,803	-	-	50,42,759	53,77,646	21,43,890			
3	Computers	49,10,417	18,10,550	-	67,20,967	40,07,490	8,29,106	-	-	48,36,596	18,84,371	9,02,927			
4	Vehicles	1,09,30,378	23,35,604	-	1,32,65,982	89,69,164	12,32,719	-	-	1,02,01,883	30,64,099	19,61,214			
5	Plant & Machinery	85,44,534	76,66,330	-	1,62,10,864	66,36,937	19,49,644	-	-	85,86,581	76,24,283	19,07,597			
6		-	3,78,000	-	3,78,000	-	48,549	-	-	48,549	3,29,447				
	Sub Total	7,49,98,414	1,73,28,820	-	9,23,27,234	3,38,19,409	70,29,358	-	-	4,08,48,767	5,14,78,463	4,11,79,005			
(b)	Intangible Assets										-				
1	Software	7,55,229	-	-	7,55,229	5,01,786	11,344	-	-	5,13,130	2,42,099	2,53,443			
2	Trademark		40,000		40,000		460			460	39,540	-			
3	GoodWill		4,00,00,000		4,00,00,000		4,60,274			4,60,274	3,95,39,726	-			
	Sub Total	7,55,229	4,00,40,000	-	4,07,95,229	5,01,786	4,72,078	-	-	9,73,864	3,98,21,365	2,53,443			
	Total	7,57,53,643	5,73,68,820	-	13,31,22,463	3,43,21,195	75,01,436	-	-	4,18,22,631	9,12,99,828	4,14,32,448			
	Prev. Year Figures	7,28,21,079	29,32,564	-	7,57,53,643	2,87,05,270	56,15,925	-	-	3,43,21,195	4,14,32,448	4,41,15,809			



## Note No. 12

Non - Current Investments	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Other Investment</b>		
(a) Investment in Equity instruments	26,72,350	34,31,050
<b>Total</b>	<b>26,72,350</b>	<b>34,31,050</b>

## Details of Non - Trade Investment

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units	Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (Rs.)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
						2016-17	2015-16	2016-17	2015-16		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
<b>(a)</b>	<b>Investment in Equity Instruments</b>										
<b>1</b>	Eq share of Digi Corp P.Ltd (Shares of Rs.10 Each)	Others	700	Unquoted	Fully Paid up	-	-	17,00,000	17,00,000	Yes	N.A
<b>2</b>	Eq share of Anjani Infra P.Ltd (Shares of Rs.10 Each)	Others	8,000	Unquoted	Fully Paid up	-	-	80,000	80,000	Yes	N.A
<b>3</b>	Eq share of Kalupur commercial co-op Bank Ltd. (Shares of Rs.25 Each)	Others	50,000	Unquoted	Fully Paid up	-	-	12,50,000	12,50,000	Yes	N.A
<b>4</b>	Dev Infotech North America Ltd.	Subsidiary	8,000	Unquoted	Fully Paid up	74.42%	74.42%	3,89,600	4,00,800	Yes	N.A
<b>5</b>	Eq Share Of GESIA IT Association	Others	5	Unquoted	Fully Paid up			100		Yes	N.A
<b>6</b>	Eq Share of Kesari Nandan (Shares of Rs.50 Each)	Others	5	Unquoted	Fully Paid up			250	250	Yes	N.A
<b>Total</b>						-	-	34,19,950	34,31,050	Yes	N.A

Particulars	2016-17 Rs.	2015-16 Rs.
Aggregate amount of unquoted investments	34,19,950	34,31,050
Aggregate amount of provision for diminution in value	7,47,600	-



## Note No. 13

Long Term Loans and Advances	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(a) Capital Advances	74,48,973	70,62,578
Sub Total		
(b) Other Deposits	1,04,26,255	54,09,112
(Unsecured, considered good)		
Earnest Money Deposits		
Rent Deposit		
Other Deposits		
Sub Total		
(c) Loans & Advances to Related parties	1,25,000	1,25,000
(Unsecured, considered good)		
Intercompany Loan		
Other		
Sub Total		
<b>Total</b>	<b>1,80,00,228</b>	<b>1,25,96,690</b>

## Note No. 14

Inventories	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(a) Stock in Trade *	21,51,078	32,15,308
(b) Software Development Project in Process**	4,40,29,222	3,02,33,414
<b>Total</b>	<b>4,61,80,300</b>	<b>3,34,48,722</b>

### Note 14.1

Note : \*\*Stock in Trade valued at cost or Net Realizable , Whichever is Lower

\*\* Software Development Project in Progress are Valued At Cost

## Note No. 15

Trade Receivables	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Trade receivables outstanding for a period less than six		
- Unsecured, considered good	18,54,17,874	14,24,89,023
Less : Receivable from DEV NA	-2,25,37,650	-77,65,500
Sub Total	16,28,80,224	13,47,23,523
Trade receivables outstanding for a period exceeding		
- Unsecured, considered good	3,99,76,447	2,75,27,865
Sub Total	3,99,76,447	2,75,27,865
<b>Total</b>	<b>20,28,56,671</b>	<b>16,22,51,389</b>



**Note No. 15.1**

There is Trade Receivable due from Directors, Officers Or Company in which Directors are member.

Name of the Company	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
Xduce InfoTech Pvt Ltd	47,300	19,98,507
Dev North America Pvt Ltd	2,25,47,250	76,65,300

**Note No. 16**

Cash and cash equivalents	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
(a) Balances with banks This includes: Balances in current accounts Balance In Fixed deposits ** Balance In Fixed deposits with more than twelve	2,52,22,852	1,47,58,244
(b) Cash on hand	2,61,33,182 99,508	2,08,73,190 18,198
<b>Total</b>	<b>5,14,55,542</b>	<b>3,56,49,632</b>

\*\* Fixed Deposits are held as security against Guarantee

**Note No. 17**

Short-term loans and advances	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
<b>Others Loans &amp; Advances</b> (Unsecured, considered good) Advance Tax & TDS Receivable (Net of Provisions) Advance to employees Managed Services Other Loans & Advances Pre Paid Expense Advances to others	1,24,95,629 2,70,224 23,96,060 6,49,960 63,61,054	1,44,04,884 2,83,023 55,53,585 10,01,034
<b>Total</b>	<b>2,21,72,927</b>	<b>2,12,42,526</b>



## Note No. 18

Revenue from Operations	2016-17	2015-16
	Rs	Rs.
Sale of products	30,50,84,518	26,77,79,978
Sale of services	33,21,67,978	20,25,59,946
Other operating revenues	19,79,461	27,28,076
<b>Total</b>	<b>63,92,31,957</b>	<b>47,30,68,000</b>

## Note No. 19

Other Income	2016-17	2015-16
	Rs	Rs.
Interest Income	32,18,458	36,37,327
Dividend Income	1,50,000	1,50,000
Foreign Fluctuation gain	16,55,273	15,10,867
Other Income	-	9,64,709
<b>Total</b>	<b>50,23,731</b>	<b>62,62,903</b>

## Note No. 20

Cost Of Goods & Services	2016-17	2015-16
	Rs	Rs
Purchase of Products	32,21,60,596	24,61,11,201
Cost of IT Infra & Support Services	5,76,13,035	3,15,02,014
<b>Total</b>	<b>37,97,73,631</b>	<b>27,76,13,215</b>

## Note No. 21

Changes in Inventories of Stock in Trade & Work in Progress of Services	2016-17	2015-16
	Rs	Rs.
<b>Opening Stock</b>		
i)Products	32,15,308	38,15,596
ii)Projects in process	3,02,33,414	81,36,172
	<b>3,34,48,722</b>	<b>1,19,51,768</b>
Less :		
<b>Closing Stock</b>		
i)Products	21,51,078	32,15,308
ii)Projects in process	4,40,29,222	3,02,33,414
	<b>4,61,80,300</b>	<b>3,34,48,722</b>
<b>Total</b>	<b>-1,27,31,578</b>	<b>-2,14,96,954</b>



**Note No. 22**

Employee Benefits Expenses	2016-17	2015-16
	Rs	Rs.
Salaries and incentives	14,96,50,050	12,38,39,859
Directors Remuneration	80,56,800	
<b>Contributions to :</b>		
Provident fund	69,20,596	71,77,349
E.S.I.C.	26,00,449	28,89,701
Gratuity fund contributions	22,74,553	31,15,415
Leave Encashment Expense	8,73,565	6,01,931
Staff welfare expenses	16,67,734	13,41,852
<b>Total</b>	<b>17,20,43,747</b>	<b>13,89,66,107</b>

**Note No. 23**

Finance Cost	2016-17	2015-16
	Rs.	Rs.
Interest on Term Loan	1,01,23,552	1,02,00,009
Other Interest expense	45,85,727	39,88,555
Other Borrowing Cost	15,49,527	4,80,413
<b>Total</b>	<b>1,62,58,806</b>	<b>1,46,68,977</b>

**Note No. 24**

Other Expenses	2016-17	2015-16
	Rs.	Rs.
Donation Expense	9,30,900	59,835
General Charges	35,83,020	31,74,951
Insurance Expense	9,08,670	6,01,235
Marketing & Distribution Expense	15,35,637	16,70,983
BOOKKEEPING SERVICES	3,23,950	
Postage & Telephone Expense	43,11,715	26,15,065
Electricity Expenses	21,32,662	15,96,070
Printing & Stationery Expense	4,26,662	3,39,574
Legal & Professional Charges	14,13,658	16,56,075
Rent Rates & Taxes	36,85,951	48,78,737
Dimunition In Investment	7,47,600	
Auditor Remuneration	1,00,000	1,00,000
<u>Repairs &amp; Maintenance</u>		
-Building	2,48,406	37,520
-Furniture & Fixture	1,71,235	1,76,344
-Others	3,28,761	4,72,717
Subscription & Membership Fees	13,06,566	6,67,231
Travelling & Conveyance	1,35,80,720	1,23,58,955
Directors Foreign Travelling Expense	9,38,175	15,66,729
<b>Total</b>	<b>3,67,93,700</b>	<b>3,19,72,021</b>



# ATTENDANCE SLIP & PROXY FORM

## DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej,  
Ahmedabad-380059 Gujarat, India

Tel No: +91-79-26304241/ 26305751; E-mail: cs@devitpl.com ;

Website: www.devitpl.com

### ATTENDANCE SLIP

(To be presented at the entrance)

**20<sup>th</sup> Annual General Meeting** on Friday, 29<sup>th</sup> September, 2017 at 3:00 P.M.

At AMA Seminar hall, Ahmedabad management association, Core-AMA management house, Terrent-AMA management center, ATIRA Campus, Dr.Vikram Sarabhai Marg, Ahmedabad-380015

Folio No. \_\_\_\_\_ DP ID: \_\_\_\_\_ Client ID  
No. \_\_\_\_\_

**Name of the Member:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Name of the Proxy holder:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

I/We hereby record my/our presence at the 20<sup>th</sup> Annual General Meeting of the Company being held on Friday, 29<sup>th</sup> September, 2017 at 3:00 P.M. at AMA Seminar hall, Ahmedabad management association, Core-AMA management house, Terrent-AMA management center, ATIRA Campus, Dr.Vikram Sarabhai Marg, Ahmedabad-380015

#### Notes:-

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

-----



## Proxy Form

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014-Form No. MGT-11)

### DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej,  
Ahmedabad-380059 Gujarat, India

Tel No: +91-79-26304241/ 26305751; E-mail: [cs@devitpl.com](mailto:cs@devitpl.com) ; Website:  
[www.devitpl.com](http://www.devitpl.com)

### 20th Annual General Meeting

Name of Member(s) :
Registered Address :-
E-mail ID :-
Folio No / Client ID :-
DP ID :-

I/ We, being the member(s) of \_\_\_\_\_ shares of the above company. Hereby appoint:

Name:	E-mail:
Address:	
Signature:	



# ATTENDANCE SLIP & PROXY FORM

Or failing him/her

Name:	E-mail:
Address:	
Signature or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, 29<sup>th</sup> September, 2017 at 3:00 P.M. at AMA Seminar hall, Ahmedabad management association, Core-AMA management house, Terrent-AMA management center, ATIRA Campus, Dr.Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt:  a. The Audited Financial Statements of the Company for the year ended March 31, 2017, together with the report of Board of directors and the Auditors thereon; and  b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2017, together with the report of Auditors.		
2.	To declare dividend on equity shares at the rate of 5% i.e. Rs.0.50/- per equity share for the financial year ended March 31, 2017.		
3.	To re-appoint a Director in place of Mr. Prerak Shah (DIN: 02805369), who retires by rotation and being eligible offers himself for reappointment.		
4.	To re-appoint a Director in place of Mr. Vishal Vasu (DIN: 02460597), who retires by rotation and being eligible offers himself for reappointment.		
5.	To ratify the appointment of Statutory Auditors M/s. Chandulal M. Shah and to fix their remuneration and in this		



# ATTENDANCE SLIP & PROXY FORM

	regards to pass with or without modification(s), the Ordinary Resolution.		
--	---------------------------------------------------------------------------	--	--

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix revenue  
Stamp of not  
less than Re. 1

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy holder(s)

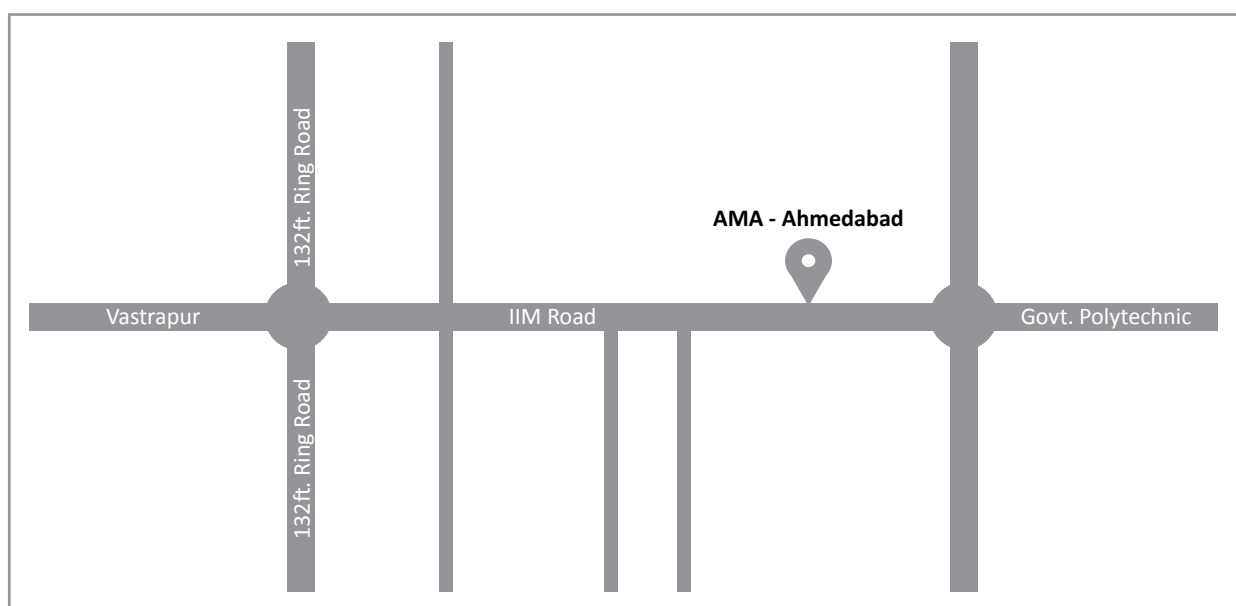
## Note:

1. This form of proxy in order to be effective should be duly completed deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For, the resolutions, statement setting out material facts concerning items of Special business, please refer the Notice convening 20<sup>th</sup> Annual General Meeting.

## AGM Venue:

### AMA Seminar hall, Ahmedabad management association

Core-AMA management house, Terrent-AMA management center,  
ATIRA Campus, Dr.Vikram Sarabhai Marg,  
Ahmedabad-380015





*This page has been intentionally left blank*



*This page has been intentionally left blank*



*This page has been intentionally left blank*



“

*People First;  
Business Always*

”





### Corporate and Registered Office

#### Dev Information Technology Limited

14, Aaryans Corporate Park, Near Shilaj Railway Crossing,

Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059, Gujarat, INDIA

Tel: +91-79-26 30 4241 | +91-79-26 30 5751 | +91-942 989 9852 | +91-942 989 9853 | +91-987 910 7870

#### Rajasthan, India

##### Dev Information Technology Limited

90, Neelkanth Colony, Queens Road,

Nr. Purani Chungi, Jaipur-302-021, INDIA

Phone: +91-9001092525

#### Ontario, Canada

##### Dev Info-Tech North America Limited

2425 Matheson Blvd E, 8th Floor,

Mississauga, ON, L4W 5K4, CANADA,

Phone: +1-905 361 2861