

18TH ANNUAL REPORT

2018-19



live event
concert
corporate event
film exhibition
product launch
conference
incentive Meet
banquet gala dinner
annual celebration
sports activities
award ceremonies
cocktail evening
trade events



INDIA EXPOSITION MART LIMITED



INDIA EXPOSITION MART LIMITED 18TH ANNUAL REPORT 2018-19



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INDIA EXPOSITION MART LIMITED

Registered Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar, Phase-1, Delhi - 110 091
CIN: U99999DL2001PLC110396

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the members of India Exposition Mart Limited will be held on Thursday, September 26, 2019 at 10 a.m. at "Govt. Servants Co-operative House Building Society Ltd.", Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi - 110057 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the company for the Financial year ended 31st March, 2019, including the audited Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss for the year ended on that date and the report of the Board of Directors ('the Board') and Auditors thereon
2. To declare dividend for Financial year 2018-19
3. To appoint a Director in place of Mr. Mukesh Kumar Gupta (DIN 00009199), who retires by rotation and being eligible offers himself for re-appointment
4. To appoint a Director in place of Mr. Anil Mansharamani (DIN 00234390), who retires by rotation and being eligible offers himself for re-appointment
5. To appoint a Director in place of Mr. Dinesh Kumar Aggarwal (DIN 00508498), who retires by rotation and being eligible offers himself for re-appointment
6. To appoint a Director in place of Mr. Sunil Sethi (DIN 00961029), who retires by rotation and being eligible offers himself for re-appointment
7. To appoint a Director in place of Mr. Sudeshwar Saran (DIN 01767270), who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

8. To increase Authorized Share Capital of the company and consequent amendment to the Memorandum of Association of the company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and provisions of the Articles of Association, the approval of the Company, be and is hereby accorded to increase the authorized share capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10 (Rupees Ten Only) each aggregating to Rs. 50,00,00,000 (Rupees Fifty Crore only) to Rs. 1,00,00,00,000 (Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.10 (Rupees Ten) aggregating to Rs. 1,00,00,00,000 by creating additional 5,00,00,000 (Five Crore) Equity Shares of Rs.10 each and consequently Clause No 5 of the Memorandum of Association of the Company be and is hereby substituted by the following:

5. The Authorised share capital of the company is Rs. 100,00,00,000 (Rupees Hundred Crore) only divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10 (Rupees Ten) each.



RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto. "

By order of the Board

Delhi
August 24, 2019

Anupam Sharma
(Company Secretary)

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act 2013 ('Act') in respect of the Special Business under item no. 8, of the notice, is annexed hereto. The relevant details, pursuant to Secretarial Standard on General meetings issued by ICSI in respect of directors seeking re-appointment are also annexed.

2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company.**

A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/ Proxy are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to 'Karvy' in case the shares are held in physical form with a cc to cs@indiaexpocentre.com.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address with the Company. To support the 'Green Initiative', Members who have not registered their email address with the Company are requested to register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company www.indiaexpomart.com. The notice is being sent to all the members, whose names appeared in the Register of members as on August 24, 2019. The notice is also posted on the website of the company, www.indiaexpomart.com and are also available for inspection at the Company's Registered Office and Corporate Office during specified office hours. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company, unless the Members have registered their request for the hard copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.



7. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM. Proxies attending the meeting on behalf of members are also requested to submit a duly filled in Attendance Slip along with the proxy form at the Registration Counter at the AGM.
8. All documents specifically stated to be open for inspection at the Company's Registered Office and Corporate Office between 12 noon and 3 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the 18th Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the Eighteenth Annual General Meeting.
9. In terms of section 162, all resolutions in respect of re-appointment of directors are to be voted individually. Accordingly, the persons eligible for contesting for resolution 3, resolution 4, resolution 5, resolution 6 and resolution 7 need to file their nomination for each resolution to enable the e-voting to be conducted separately for each resolution. The voters will vote individually for each resolution being put to vote in terms of the notice, in respect of resolution 3, resolution 4, resolution 5, resolution 6 and resolution 7 in respect of appointment of directors. In case, there are more than 1 contestant (for resolution 3,4,5,6 &7), the voters are advised to vote by the desired marking in front of the candidate to enable the company to consider and count the votes in a correct fashion. At the time of counting of votes, the company will count the votes in favour of the person who has been marked favorably through e-voting and/or voting at the venue. The number of votes will be on the basis of total shareholding in the name of each voter. The person who gets the highest votes will be declared elected.
10. Remote E-voting

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 substituted by Companies (Management & Administration) Amendment, Rules, 2015, the company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
11. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on Saturday, September 21, 2019 at 10:00 am and will end on Wednesday, September 25, 2019 at 05:00 pm. The remote e-voting facility shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system, shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
12. The Company has appointed Mr. Vaibhav Jain, Practicing Chartered Accountant of M/s Mehra Goel & Co. (M.No.515700), to act as the Scrutinizer for providing facility to the members of the company, to scrutinize the entire voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
13. In case of joint holders, attending the meeting, only such joint holder who is higher/first in the order of names, will be entitled to vote at the Meeting.
14. Members whose names are recorded in the Register of Members with the company as on the Cut-off date i.e. September 19, 2019, shall be entitled to avail the facility of remote e-voting or voting facility available at the meeting, as the case may be.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.



PROCEDURE FOR REMOTE E-VOTING

16. The instructions for remote e-voting are as under:

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

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- v. Your User ID details are given below :

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

vi. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii. Select "EVEN" of company for which you wish to cast your vote.

iv. Now you are ready for e-Voting as the Voting page opens.

v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

vi. Upon confirmation, the message "Vote cast successfully" will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

(c) In case of members receiving physical copy of the Notice of AGM (for members whose email addresses are not registered with the company or requesting physical copy)

i. Initial Password is provided, as follows, attached with the cover letter of Notice of AGM in the Annual Report.

USER ID

PASSWORD

OTHER INSTRUCTIONS

17. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'remote e-voting user manual' available in downloads section of NSDL's e-voting website <https://evoting.nsdl.com/>. In case of any grievances, you may contact Ms. Pallavi Mhatre, Manager of NSDL at 022-24994545 or call on Toll free number 1800-222-990; email: pallavid@nsdl.co.in or evoting@nsdl.co.in who will also address grievances connected with the voting by electronic means.
18. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
19. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 19, 2019, and as per the Register of members of the Company. A person who is not a member as on the cut-off date should treat this notice for information only.
20. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the Annual General Meeting and holding shares as on the cut-off date i.e. September 19, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the company.
21. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User



Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

22. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 19, 2019, shall be entitled to exercise his/her vote through remote e-voting as well as voting at the AGM through the facility made available at the AGM.
23. The facility for voting, through electronic voting system, shall be made available at the meeting and the members attending the AGM who have not already cast their votes by remote e-voting or members whose email ids / links face unexpected errors, if any, shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
24. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
25. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
26. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
27. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the company's website www.indiaexpomart.com and on the website of NSDL www.evoting.nsdl.com.
28. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
29. The route map showing directions to reach the venue of the 18th AGM is annexed.

CONTACT DETAILS

Company	: India Exposition Mart Ltd. Regd. office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor, Local Shopping Centre, Mayur Vihar Phase-I, Delhi - 110091 CIN: U99999DL2001PLC110396 Email: cs@indiaexpocentre.com M: 9717790687
E-voting Agency	National Securities Depositories Ltd. https://evoting.nsdl.com/ contact on Toll free number 1800-222-990
Scrutiniser	Mr. Vaibhav Jain Practicing Chartered Accountant M/s Mehra Goel & Co vaibhavjain@mehragoelco.com M: 9711310004
Registrar and Transfer Agent	Karvy Fintech Private Limited ('Karvy') Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 einward.ris@karvy.com Ph: 040-67161604



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

Item no. 8

The present Authorized Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10 (Rupees Ten only) each. Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorized Share Capital of the Company from present Rs. 50,00,00,000 (Rupees Fifty Crore) to Rs. 100,00,00,000 (Rupees One Hundred Crore).

The proposed increase in Authorized Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorized Share Capital, the Memorandum of Association will require alteration so as to reflect the increased Authorized Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

By order of the Board

Delhi

August 24, 2019

Anupam Sharma

(Company Secretary)



BRIEF RESUME AND OTHER INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-ELECTION AT THE 18TH AGM

Name of Director	Mr. Mukesh Kumar Gupta	Mr. Anil Mansharamani	Mr. Dinesh Kumar Aggarwal
Date of Birth	07.08.1959	14.07.1955	01.06.1951
Qualifications	Chartered Accountant	B.E (Hons) Elect. and Electronics from Birla Institute of Technology and Sciences (BITS), Pilani in the year 1977 & Marketing Management from IMM, Delhi	MSC, LLB
Date of first appointment on Board	30.09.2013	27.11.2007	18.04.2002
Experience	<p>Heading the oil & gas business of Vectra Group in Georgia as Director of Vectra Petroleum, Hong Kong.</p> <p>Held various senior level management positions and has 28 years' experience with varied business segments.</p> <p>He has his core competence in developing & implementing innovative Business Strategies, effecting Process Management and successfully concluding Mergers & Acquisitions apart from turning around businesses in distress.</p>	<p>With 39 years work experience in the field of Electrical Switch Gears, Overhead Cranes, Electronic Components, Earth Moving Equipment etc, he has been the Managing Director of the Vectra Group of companies since last 30 years.</p>	<p>Engaged in export import manufacturing business since 1978.</p>
Shareholding in company	Nil	Nil	560,431 Shares (1.51%)
Relationship with other Directors, Manager or KMP	Nil	Nil	Nil
Number of Board meetings attended during FY 18-19 (out of 4)	4	4	4
Directorship held in other companies	<ol style="list-style-type: none"> 1. U and We Infinlease Private Limited 2. U S Impex Private Limited 3. Vectra IT Solutions Private Limited 4. VP Georgia LLC, Georgia 5. Vectra Petroleum Limited, Hong Kong 	<ol style="list-style-type: none"> 1. Vectra Advanced Engineering Private Limited 2. Global Offset Exchange Private Limited 3. Indo Copters Private Limited 4. Integrated Helicopter Services Private Limited 5. Vectra Investments Private Limited 6. Hemang Holdings Private Limited 7. Vectra Glosec Private Limited 	<ol style="list-style-type: none"> 1. Sanyo Koreatex Private Limited 2. Export Promotion Council for Handicrafts 3. Shiva Gases Private Limited

Name of Director	Mr. Sunil Sethi	Mr. Sudeshwar Saran
Date of Birth	09.10.1954	15.03.1946
Qualifications	Graduate	MA (Economics)
Date of first appointment on Board	30.09.2010	30.09.2016
Experience	Being the Managing Director of Alliance Merchandising Company, he has provided a platform for Indian products, design and artisans with illustrious brands abroad.	Having 45 years of experience in the field of Exports.
Shareholding in company	Nil	523,478 shares (1.41%)
Relationship with other Directors, Manager or KMP	Nil	Nil
Number of Board meetings attended during FY 18-19 (out of 4)	2	4
Directorship held in other companies	1. Alliance Merchandising Company Private Limited 2. Neel Sutra Design Private Limited (under process of striking off)	Nil

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

Venue of 18th AGM - Location and Route Map

India Exposition Mart Ltd.

CIN: U99999DL2001PLC110396



***Address of Venue:**

Govt. Servants Cooperative House Building Society Ltd.
Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi-110057

Nearest Landmark:

Modern School, Vasant Vihar, New Delhi-110057



INDIA EXPOSITION MART LIMITED

CIN: U99999DL2001PLC110396

Regd. Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar Phase-I, Delhi - 110091

Tel No.: 011-22711497, Website: www.indiexpomart.com



18th Annual General Meeting: September 26, 2019

ATTENDANCE SLIP

Full name of the Member in Block Letters: _____

Folio No.:

No. of Shares held:

I, hereby record my presence at the 18th Annual General Meeting of India Exposition Mart Limited, held on Thursday, the 26th day of September 2019, at "10 A.M." at Govt. Servants Co-operative House Building Society Ltd., Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi - 110057.

Signature of the Member/ Proxyholder

Note: Only Member of the Company or their Proxies will be allowed to attend the Meeting. Please complete this attendance slip and hand it over at the entrance of the meeting hall.



INDIA EXPOSITION MART LIMITED

CIN: U99999DL2001PLC110396

Regd. Office: Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar Phase-I, Delhi - 110091

Tel No.: 011-22711497, Website: www.indiexpomart.com



18th Annual General Meeting: September 26, 2019

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email ID: _____

Folio No.: _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____ E-mail ID: _____

Signature: or failing him/her

2. Name: _____

Address: _____ E-mail ID: _____

Signature: or failing him/her

3. Name: _____

Address: _____ E-mail ID: _____

Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, the 26th day of September 2019, at "10 a.m.", at Govt. Servants Cooperative House Building Society Ltd., Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi-110057 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution Number	Resolution
Ordinary Business	
1	Adoption of Audited financial statements including the Balance Sheet, Statement of Profit & Loss and report of the Board of Directors, and Auditors for the financial year ended March 31, 2019
2	Declaration of Dividend
3	Appoint a Director in place of Mr. Mukesh Kumar Gupta, who retires by rotation and being eligible, seeks re-appointment
4	Appoint a Director in place of Mr. Anil Mansharamani, who retires by rotation and being eligible, seeks re-appointment
5	Appoint a Director in place of Mr. Dinesh Kumar Aggarwal, who retires by rotation and being eligible, seeks re-appointment
6	Appoint a Director in place of Mr. Sunil Sethi, who retires by rotation and being eligible, seeks re-appointment
7	Appoint a Director in place of Mr. Sudeshwar Saran, who retires by rotation and being eligible, seeks re-appointment
Special Business	
8	Increase in Authorized Share Capital and consequent amendment to the Memorandum of Association of the company

Signed this _____ day of _____ 2019.

AFFIX Rs.1/-
REVENUE
STAMP

(Signature of Shareholder across the revenue stamp)

[Signature of the proxy holder(s)]

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Board of Directors

Chairman - Mr. Rakesh Kumar, Chairman

Independent Director - Mr. Raj Kumar Malhotra

Independent Director - Mr. R. K. Passi

Independent Director - Mr. Sudhir Tyagi

Director - Mr. Anil Mansharamani

Director - Mr. Vivek Vikas

Director - Mr. Satish Dhir

Director - Mr. Babu Lal Dosi

Director - Mr. Sunil Sikka

Director - Mr. Tafsir Ahmad

Director - Mr. Dinesh Kumar

Director - Mr. Satinder Prakash Vadera

Director - Mr. Sunil Sethi

Director - Mr. Mukesh Gupta

Director - Mr. Lekhraj Maheshwari

Director - Mr. Sudeshwar Saran

Director - Ms. Swati Rishi

Nominee Director(s)

Mr. Deep Chandra, IAS

Addl. CEO, GNIDA

Mr. Krishna Kumar Gupta, IAS

Addl. CEO, GNIDA

Mr. Ratnesh Kumar Jha

Addl. DC (H), Ministry of Textiles

Bankers and Auditors

Bankers

The Federal Bank Ltd.

Oriental Bank of Commerce

Statutory Auditors

M/s Sarvam & Associates

Chartered Accountants

Office No. 403, Block- B, NDM-1,
Mall Road, Netaji Subhash Place,
Pitampura, New Delhi - 110034

Internal Auditors

M/s SCV & Co. LLP

Chartered Accountants

C-20, Panchsheel Enclave,
New Delhi -110017

Offices

Corporate Office & Project Location

Plot No. 23-25 & 27-29, Knowledge Park-II,
Greater Noida, Gautam Budh Nagar-201306,
Uttar Pradesh

Ph: 0120-2328011-20

Fax: 0120-2328010

Registered Office

Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar Phase-I,
Delhi - 110 091

Ph.: 011-22711497

E-mail: info@indiaexpocentre.com

Website: www.indiaexpomart.com

CIN: U99999DL2001PLC110396

Registrar and Transfer Agent

Karvy Fintech Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad - 500 032

Email: einward.ris@karvy.com; Website: www.karvyfintech.com



Letter from the Chairman



Dear Shareholders,

I am pleased, just as I am obligated, to apprise you with a synopsis of the key happenings, achievements and highlights of your company's performance and overall health during the year 2018-19. The year was quite eventful – literally! The year saw many dignitaries' visits including that of Shri Narendra Modi, our Hon'ble Prime Minister. His visit and appreciation meant the world to us.

Breakthroughs in operational performance & financials

Your venue has seen a very healthy spur in events hosted, surpassing our projections. The number of events went up to 34, nearly a 90% year-on-year growth. Both in terms of number of event days and occupancy days your venue saw annual growth of over 60%. Revenue grew by over 25%, crossing 127 Crores; there was 85% growth in foreign currency earnings; both profit in the year and earning per share have gone up by nearly 40%; profitability has been even better; cash flows are at an all-time high while loans payable are significantly reduced and are even lesser than the annual profit. A dividend of Re 1.10 per share is proposed, subject to shareholders' approval at IEML's 18th AGM.

Yes, all in all, your Company is in the pink of health! I'm grateful for my board's unflinching support and cooperation in making all this possible.

While your Company has been consistently growing year-on-year, we must be ready to see balanced phases of growth & expansion and that of stability & consolidation; these in tandem can ensure lasting good organisational health. To stay ahead, while we operationally perform consistently, we need to explore new grounds, invest in the future and be ready to innovate and reinvent.

I must also revisit the projections made by me at this very stage, same time last year. I had spoken about launching our expo management academy – ACTERM and also the all new hospitality show - IHE. Built upon fresh ideas; ideas that were nurtured through keen observation, sound imagination, and swift action; after relentless efforts the initiative was highly successful and groundbreaking.

Academic initiative takes off successfully

ACTERM - Academy of Convention, Trade Fair, Event Research and Management, saw enrollment of 144 students for its three programs in the very first year. Additionally, over 2000 management



students also visited the campus. The academy offers a unique learning experience that focuses on all round student development through practical sessions, classroom teaching, industrial tours and live projects. The Certificate, Diploma and Post Graduate Diploma courses were designed giving prominence to overall learning - theoretical, practical and experiential. ACTERM's strength lies in imparting knowledge and experience to students through practical training by making them work on ground zero during international events at IEML. Students receive global experience while they are still engaged in studies, which keep them ahead of their peer group when they join the industry.

IEML's 1st trade show gets a groundbreaking start

The maiden edition of India International Hospitality Expo - IHE 18 was successfully launched in August 2018, with our vision and mission to be the biggest hospitality show in India, if not the world, in the near future. The groundwork leading up to the show was a multi-dimensional, multi-pronged challenging task; starting from on boarding industry stalwarts of the hospitality sector to tapping potential participants across sectors and also popularising the show for effective trade visitorship. Besides exhibition stands there were multiple activities to entice and engage all participants and visitors which included culinary sessions, fashion shows, conferences, panel discussions, design concepts to mock-ups, themed evenings, awards and more. This unique property - IHE has potential to become a catalyst for economic growth in our country as we widen our reach to include many industry sectors into IHE's ambit; i.e, hotel & restaurants, food & dining, tourism infrastructure, travel & tours, kitchen & hospitality equipment, housekeeping supplies, interior designing, engineering & maintenance, other service providers, logistics & supply chain, hard goods and even the expo trade. We, the IHE team, are left with scores of memories and testimonials that attest as to how IHE 18 made a significant impact.

Infrastructure & connectivity

In the year, as a new addition, a 14,000 square metre soft court was constructed near the Central Function Building's front lawn area, to cater to mega events and specialised shows needing additional space.

We also enhanced our solar power generation and tied up for a long term supply arrangement. Last year, I had also mentioned upscaling the Wifi connectivity. This was also done, with provision of upto 1000 mbps dedicated in-house Wifi connectivity, making it easier and faster for all our expo beneficiaries to share information and globally broadcast. This facility was widely appreciated and subscribed to by most of our patrons.

Talking of connectivity, the year also saw the Metro Rail Service reaching our doorstep. The Aqua Line service was inaugurated on 25th January 2019 by the Hon'ble Chief Minister of Uttar Pradesh, Shri Yogi Adityanath and it opened for commuters on India's 70th Republic day, January 26, 2019. This is a big step for us as our venue now has express access by road, rail and air. Add to the Helipads within our premises, the year also saw the UP Governor's approval on the fund sanction for land to be acquired for the development of the international airport at Jewar, near Greater Noida.

IEML's Social Commitment

Your Company has supported education of children coming from underprivileged background in the Gautam Budh Nagar District. This was done through class room teaching, co-curricular activities as well as celebrations on special days and festivals. Free health check-ups is another popular program actively supported by IEML. Besides general check-ups, dental check-ups, immunization/vaccination, awareness of hygiene and healthy living was spread.



Waiting in the wings; IEML's 2nd trade show - WAAYN

Yet another fast growing segment that is so relevant today and needs a platform to congregate stakeholders is Yoga & Naturopathy, where we see immense possibilities. To cater to this enterprising sector, we have planned and structured our new show WAAYN – World Assembly on Ayurveda, Yoga & Naturopathy, that strategically integrates health, wellness & well-being. Connecting the best of the natural health experts and academic institutions across the globe, this assembly will give all stakeholders a common platform to approach towards the concept of unified well-being. With broad based exhibitor categories, it will lay a concrete foundation and set ambitious goals to globally increase market share, customer access and profitability in these sectors. I take pride and also feel humbled at the support WAAYN has garnered from Indian Yoga Association (IYA), Centre for Innovation in Science & Social Action (CISSA), All India Ayurvedic Congress (AIAC), Indian Naturopathy & Yoga Graduates' Medical Association (INYGMA) and Vishwa Ayurved Parishad (VAP).

Long awaited - guest house project concretised

Marking the next phase of development, answering the members and patrons call to have premium accommodation facilities within the premises, we concretised the project to build a 125+ rooms guest house which would be seamlessly connected to the Central Function Building and have access to all IEML's dining, retail, exhibition and conference facilities. This would be a boon for all Mart owners and also the show organisers, especially during Meetings and Incentive events.

A word of gratitude and thanks

IEML is grateful to the Ministries of the Central Govt. and of the Uttar Pradesh State Govt., the Export Promotion Council for Handicrafts, our Bankers and other institutions for their esteemed co-operation. I must compliment the Greater Noida Industrial Development Authority and the Greater Noida local administration for extending their support to us whenever solicited.

I also acknowledge the contribution of IEML team members, whose dedication and commitment has established India Expo Centre as the preferred venue for Conventions and Exhibitions. My deep appreciation to all my colleagues on the Board for extending their invaluable support. Special thanks to you, our shareholders, for showing great faith and belief in our work, which gives us the strength and determination to exceed your expectations. We look forward to your continued support in the years ahead as well.

Yours sincerely,

Rakesh Kumar
Chairman

August 24, 2019

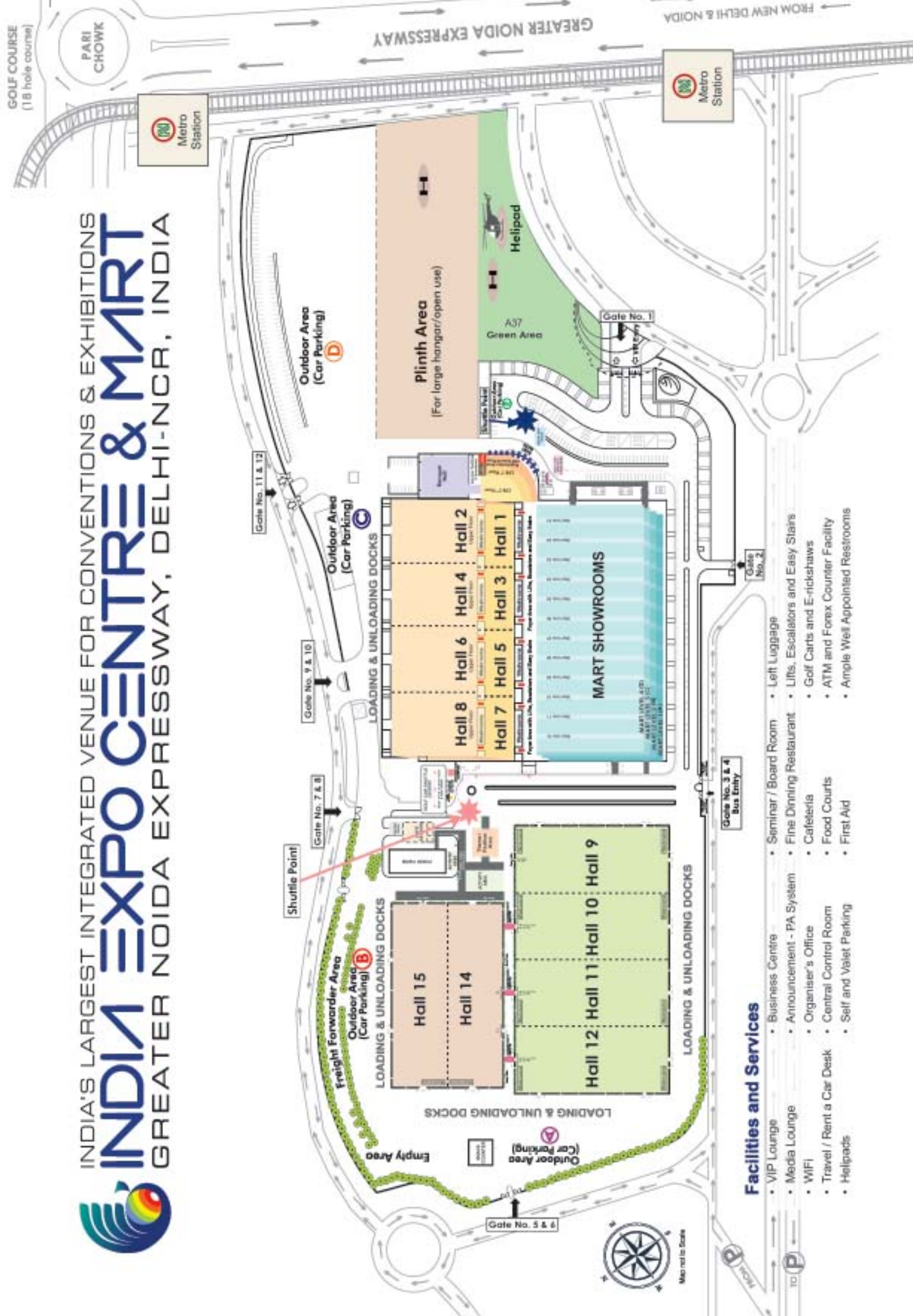
Delhi





INDIA EXPO CENTRE & MART

GREATER NOIDA EXPRESSWAY, DELHI-NCR, INDIA



Facilities and Services

- VIP Lounge
- Media Lounge
- WiFi
- Travel / Rent a Car Desk
- Helipads
- Business Centre
- Announcement - PA System
- Organizer's Office
- Central Control Room
- Self and Valet Parking
- Seminar / Board Room
- Fine Dining Restaurant
- Cafeteria
- Food Courts
- First Aid
- Left Luggage
- Lifts, Escalators and Easy Stairs
- Golf Carts and E-rickshaws
- ATM and Forex Counter Facility
- Ample Well Appointed Restrooms



Events organised and co-organised by IEML during 2018-19

India International Hospitality Expo (IHE)

India International Mega Trade Fair (IIMTF)

Asia Elevator Escalator Expo

Largest sourcing hub

for hospitality, housekeeping, baking and F&B

India International Hospitality Expo

8th to 11th August, 2018

Halls 1, 3, 5 & 7

India International Hospitality Expo (IHE)- IEML's flagship event and the country's largest sourcing hub for retail, hospitality, housekeeping, baking and F&B industry, held its inaugural edition with participation from 400 exhibitors and 15,000 industry professionals. This



was inaugurated by Union Cabinet Minister of Food Processing Industry, Ms. Harsimrat Kaur Badal in the presence of Guest of Honour, Mr. Amit Burman, Vice Chairman, Dabur India Ltd. and Chairman, Litebite Foods Pvt Ltd.

IHE 18 along with its stellar board of industry stalwarts with over 40+ years of experience in the hospitality industry turned out to be a powerful networking forum. This show played host to celebrated influencers such as CEOs, GMs, executive chefs, hotel-chain owners, F&B managers, HODs of engineering, housekeeping and purchase function, distributors/wholesalers, procurement managers, designers, the all-important frontline hospitality personnel, and many more.

There were also different sessions of culinary theatre curated by Celebrity Chef Davinder Kumar that had Chef Gunjan Goela (Vegetarian Food Consultant), Chef Gautam Chaudhary (Director – Demiurgic Hospitality), Chef Abhishek Basu (Executive Chef – The Park, New Delhi), Chef Nishant Chobey (CEO – Swad Samudra Pvt. Ltd.), and Mr. Kama Laksh (Bar & Beverages consultant). IHE Conferences spanned over 4 days and had industry leaders sharing their knowledge and experiences with the hospitality fraternity. Its final session on 'Opportunities for Ayurveda, Yoga & Naturopathy in Wellness Tourism' saw esteemed guests like, Dr. Ishwara (Acharya, Jt. Advisor – Yoga, Ministry of AYUSH, Govt. of India); and Dr. Rajesh Kumar Singh (Director, Sammati Naturopathic WellBeing Centre).

IHE is supported by top industry bodies like EPCH, AIFPA, FHRAI, IFCA, ICF, NRAI, SIB, PHA, IPCA, SIHRA, FIFI, HOTREMAI, ARCHII, HPMF, PPFI, HI AIM and PIP2020, along with the support from Ministry of MSME and NSIC. Promising IHE to be a bigger, better and grander show next year, Mr. Rakesh Kumar, Chairman, India Expo Centre & Mart Limited (IEML) & Director General, EPCH, said that the show will continue to make hospitality industry a catalyst for economic growth and work towards its lofty vision – to become the biggest hospitality show in Asia.

Glimpses of **India International Hospitality Expo**

8th to 11th August, 2018



Glimpses of India International Hospitality Expo

8th to 11th August, 2018





National and international products show for Indian Consumers

India International Mega Trade Fair

17th to 27th August, 2018

Halls 1, 3 & 5

India International Mega Trade Fair (IIMTF), organised from 17-27 August 2018 by GS Marketing Associates and IEML, at the plush India Expo Centre, Greater Noida, offered 11 days of mega shopping extravaganza to denizens of New Delhi NCR. The show was



co-organised by the Bengal Chamber of Commerce and supported by organisations like, Export Promotion Council for Handicrafts (EPCH); National Small Industries Corporation(NSIC); Ministry of Micro, Small and Medium Enterprises (MSME), Govt. of India, etc.

On display were a wide range of product lines like technology & lifestyle, electricals, electronics, food products, jute, clothes, kitchenware, home furnishing, etc. from over 300 Indian and overseas manufacturers including those from Bangladesh, Pakistan, Afghanistan, Turkey and Thailand. Initiated years ago in Kolkata, IIMTF, through the years, is said to have attracted enormous footfalls, business deals and growth in the value of matured business for its participants, true to the motto of GS Marketing: "Our Business is to Grow Your Business" This was the second consecutive time that this show was organised in North India. It featured over 2 lakh products to choose from and was open to public. Discounts, deals and the Lucky Draw attracted many.



Glimpses of India International Mega Trade Fair (IIMTF)

17th to 27th August, 2018

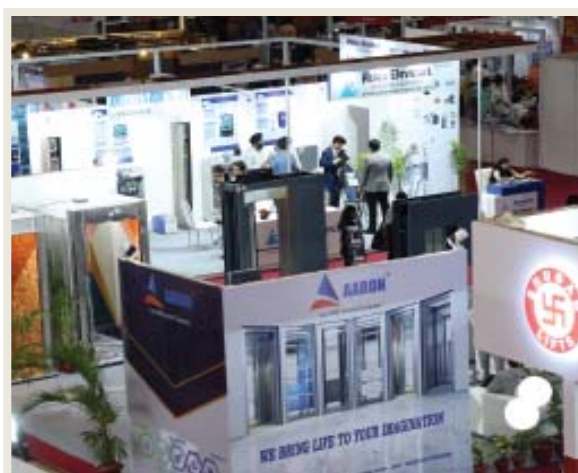


Of Elevators and Allied Industries Asia Elevator Escalator Expo

28th to 30th September, 2018
Halls 14 & 15

Asia Elevator Escalator Expo is an internationally renowned exhibition and conference focusing on elevator, escalator and all allied industries. It is the largest exhaustive business platform serving the elevator industry and a within short span of time, this leading business event has become an ideal platform for showcasing the entire spectrum of products and services relating to the elevator industry. Organised by Aakar

Exhibitions Pvt Ltd. and India Exposition Mart Ltd., the 2018 edition was held at India Expo Centre. Aakar is about knowledge, ideas, evaluations and implementation in creating world class exhibitions i.e. a market place where they bring together end users, traders & manufactures under one roof to do business and get inspiration. Established since 1998 Aakar has successfully organised more than 50 market leading trade exhibitions, served more than 10000 exhibitors, worked with more than 20 trade associations and have witnessed more than 1,000,000 trade visitors in their exhibitions.





Major Events organised by IEMML patrons during 2018-19

Home Expo India

Fitex India

CFA(Chartered Financial Analyst) Examinations

Indian Fashion Jewellery & Accessories Show

India International Garment Fair

Propack India & FiHi India

Geo India

Renewable Energy India

Re-Invest

IHGF Delhi Fair-Autumn

Labelexpo

Advantage Healthcare India

Alucast

LED Expo

CPHI & P-MEC

Consumer Electronic Imaging Fair

Indus Food

SATTE

India International Garment Fair

India Foundry Congress, IFFEX and Cast Expo

Printpack India

Petrotech

IHGF Delhi Fair-Spring

India Plast

IPF B2B Women Wear Expo

Delhi Wood

Export Trade Show and Buyer-Seller Meet

Home Expo India

16th to 18th April, 2018

Mart Area

Hon'ble Union Minister of Textiles and Information & Broadcasting, Smt. Smriti Zubin Irani, inaugurated Home Expo India amidst a vibrant industry gathering, in the presence of Chairman, EPCH, Mr. O P Prahladka; Vice-Chairmen - EPCH, Mr. Ravi K Passi and Mr. Sagar Mehta; Members of Committee of Administration, EPCH; Mr. Rakesh Kumar, Director General, EPCH and Chairman, IEML; and Mr. Sunil Sethi, President, Fashion Design Council of India (FDCI) and President - Academics, ACTERM (Academy of Conventions Trade Fair, Event Research & Management - an education initiative of India Expo Centre & Mart).



695 participants displayed product lines in home textiles, furnishings, furniture, houseware & decoratives and allied products. Theme presentations further made this expo wholesome. The buyer traffic scored over the past editions. This April bound annual trade appointment of EPCH has been dedicated to specific categories that are combined to complement each other in the home segment.



Fitness, Nutrition and Sportswear Expo

Fitex India

5th to 6th May, 2018

Halls 1, 2 & 3

The 4th edition of Fitex India - a first under the Messe Frankfurt umbrella, organised at the India Expo Centre, Greater Noida, concluded raising business momentum for the sector. Two days of live product demos by 30

leading brands, intense networking with 4,500 trade visitors together with strong participation of health enthusiasts ensured two dynamic days and improved business performance.

Fitex India saw many new attractions including the launch of Fitex India Convention featuring over 60 sessions over two days and highlighted key workout techniques, emerging trends, and breakthrough fitness concepts from top industry influencers. Professional fitness experts, renowned health gurus and qualified athletes shared their expertise, experience and insights as part of this dynamic and diverse international convention programme. The Fitness Excellence Awards (FEA) which marked the start of the fitness weekend celebration lauded crème de la crème of the fitness industry for their exemplary contribution in the industry.



Institutional Examination CFA Examinations

23rd June, 2018

Halls 2, 4, 6 & 8

and

1st December, 2018

Halls 1, 5 & 7

IEML has been hosting the CFA(Chartered Financial Analyst) examination twice every year in its

well-appointed premises. Organised by the CFA Institute, USA and professionally managed by the British Council in India, the examinations are held in the months of June and December every year. About 3000 students appeared at the examination conducted in Halls 2, 4, 6 & 8 during the month of June 2018 and about 2000 students appeared at the examination in Halls 1, 5 & 7 during the month of December 2018.

Product Specific Export and B2B Trade Show Indian Fashion Jewellery & Accessories Show

16th to 18th July, 2018

Halls 2, 4, 6 & 8

The 11th edition of IFJAS-Indian Fashion Jewellery & Accessories Show, organised by the Export



Promotion Council for Handicrafts was inaugurated by Union Minister of State for Culture (I/C) and MoS- Environment, Forest and Climate Change, Govt. of India, Dr. Mahesh Sharma, in the presence of Hon'ble Minister of Khadi, Village Industries, Sericulture, Textile, Micro, Small & Medium Enterprises and Export Promotion in the Govt. of UP, Shri Satya Dev Pachauri; Mr. Pankaj Singh, BJP MLA from Noida & General Secretary, BJP, UP; Ms. Kshipra Shukla, Chairman, Uttar Pradesh Institute of Design; Mr. O P Prahladka, Chairman, EPCH; Vice Chairmen, EPCH-Mr. Ravi K Passi and Mr. Sagar Mehta; eminent trade members; Mr. Rakesh Kumar, Director General, EPCH & Chairman, IEML; and Director, EPCH, Mr. R K Verma.

IFJAS brought over 200 exhibitors including artisans and crafts persons from the Eastern, North Eastern, Central, Northern and Western Region of India as well as Uttarakhand. Ramp Presentations on all days of the show brought alive, many fashion concepts and looks with models adorning the latest lines in fashion jewellery, bags and accessories to apparel from exhibitors at IFJAS. A varied range with different raw materials, applications and reinvention of culturally backed designs through modern translations formed part of the diverse range.

Leading fair for the
Indian Garment Export
Industry

India

**International
Garment Fair**

16th to 18th July, 2018

Halls 1, 3, 5 & 7



IIGF-India International Garment Fair, organised by the Apparel Export Promotion Council was inaugurated by Union Minister of State for Culture (I/C) and MoS- Environment, Forest and Climate Change, Govt. of India, Dr. Mahesh Sharma, in the presence of Hon'ble Minister of Khadi, Village Industries, Sericulture, Textile, Micro, Small & Medium Enterprises and Export Promotion in the Govt. of UP, Shri Satya Dev Pachauri; Mr. Pankaj Singh, BJP MLA from Noida & General Secretary, BJP, UP; Ms. Kshipra Shukla, Chairman, Uttar Pradesh Institute of Design; and Mr. HKL Magu, Chairman, AEPC. IIGF, in this 61st edition featured stalls of 357 apparel manufacturer exporters and was visited by 544 international buyers from 64 countries as well as 192 buying agents from all over India.



Asia's largest trade
platform for Processing
and Packaging
Industries

**Propack India &
FiHi India**

30th August to
1st September, 2018

Propack - Hall 9

FiHi - Halls 1, 3, 5 & 7

This maiden edition of the ProPak India Expo was launched to bring a comprehensive market overview and a conglomeration of internationally renowned professionals. Catering to India's ever growing processing and packaging industries, the show is geo-adapted from ProPak, Asia's largest platform in its domain, and was comprehensively tailored to Indian requirements. It was well-supported by key associations such as Association of Food Scientists and Technologists (I) (AFST(I)), Indian Flexible Packaging & Folding Carton Manufacturers Association (IFCA), All India Food Processors' Association (AIFPA) and Active & Intelligent Packaging Industry Association (APIA). This was co-located with Fi India & Hi, the only B2B event in India for food and health ingredients. This Expo saw over 200 exhibitors; participation from Thailand, Japan, South Korea, Canada, Singapore, France, USA and Turkey; innovations on the show floor like, Pre-Connect Congress, Live Quality Labs, Technical Seminars, Product Showcase, Workshops and Live Demonstrations.



Unique forum for
Geoscience
Professionals, Business
Groups and
Stakeholders

Geo India

6th to 8th September, 2018
Halls 2 & 4 and Banquet Hall

India's premier mega-geoscience
conference & exhibition GeoIndia
2018, organised by the Association

of Petroleum Geologists (APG) India, was designed to focus on all aspects related to petroleum geosciences and E & P thus providing a unique forum for geoscience professionals, business groups and stakeholders to discuss and comprehend the wide spectrum of issues related to India's energy future. The theme "Transforming Energy Spectrum: Geosciences at the fulcrum" aptly summed up the ambitious yet focused scope of the conference. The Pre Conference CE Courses, held on the 4th September 2018, for GEO India 2018, were a precursor to the main event scheduled. 14 short courses were held, starting from more conventional genres like reservoir evaluation, seals and plays, advances in seismic reservoir characterisation and geomechanics, artificial intelligence and data analytics in E&P industry, etc.

International Renewable Energy Show Renewable Energy India Expo

18th to 20th September, 2018
Halls 1, 2, 3, 5, 7, 9, 10, 11 & 14

Renewable Energy India (REI) 2018,
organised by UBM India, was
inaugurated by Mr. Manu Srivastava,

IAS, Principal Secretary, New and Renewable Energy Department, Govt. of Madhya Pradesh; Dr. Jasper Wieck, Deputy Chief of Mission, Embassy of the Federal Republic of Germany; Er. Neelam Janaiah, Vice Chairman & Managing Director, Telangana State Renewable Energy Development Corporation Limited (TSREDCO); Mr. Takashi Omote, Executive Director, NEDO, Japan; Ms. Henriette Faergemann, First Counsellor, Head of Section, Environment, Energy, Climate Change, Urbanisation, Mobility, Foreign Policy Instrument with Delegation of EU to India; Mr Justin Wu, Bloomberg New Energy Finance; and Ms. Margaret Ma-Connolly, CEO, UBM Asia. With a total of 45 participating countries, over 750 exhibitors and more than 1000 delegates, 225+ speakers and 37 conference sessions, the show brought together internationally renowned exhibitors, consultants, business experts and key government officials, to discuss global best practices and seek solutions.



Platform and forums for Renewable Energy Sector

Re-Invest

3rd to 5th October, 2018

Halls 1-8 and Banquet Hall

Re-Invest 2018 saw over 10,000 delegates participate from 77 countries gather to hear the opening address by the Hon'ble Prime Minister, Shri Narendra Modi and UN Secretary General, Mr. Antonio Guterres, at Vigyan Bhavan, New Delhi. The event saw over 50 plenary and technical sessions, with 150 speakers including 55 international ones, hosted by India's Ministry of New and Renewable Energy. The forums focused largely on strategies to expedite renewable installations across countries and pledges from the private sector to increase renewables' investments as part of Prime Minister Modi's Vision 2020. Detailed discussions on offshore wind projects in India also took place. India, with the second longest coastline in the world, is currently among the top five wind power installations' destination globally.



World's largest Handcrafted Products Export and B2B Show IHGF Delhi Fair-Autumn

14th to 18th October, 2018
Entire Facility

IHGF Delhi Fair's autumn edition surpassed expectations recording highest ever exhibitor and buyer numbers. Certified as the world's

largest congregation of handicraft exporters (3000+), this show is a vital meeting ground for the international gifting and lifestyle products industry, encompassing the complete supply chain of home fashion & utility, collectibles, gifting and fashion accessories, in 15 expansive halls. This edition was inaugurated by Minister of State for Textiles, Shri. Ajay Tamta, in the presence of Mr. Ram Muivah, Secretary, North Eastern Council, Govt. of India; Mr. O P Prahladka, Chairman, EPCH; Vice-Chairmen, EPCH - Mr. Ravi K Passi and Mr. Sagar Mehta; President, Reception Committee, IHGF Delhi Fair-Autumn 2018, Ms. Zesmina Zeliang; Vice Presidents, Reception Committee, IHGF Delhi Fair-Autumn 2018-Mr. Ahmed Akberali Sundrani and Mr. Mohan Singh Bhati; EPCH COA members; and Mr. Rakesh Kumar, Executive Director, EPCH and Chairman, IEML. Organised by the Export Promotion Council for Handicrafts (EPCH), this edition garnered rave reviews from buyers and exhibitors as sourcing was conducted across five energetic field days.

Glimpses of **IHGF Delhi Fair-Autumn** 14th to 18th October, 2018



Largest event for the Label and Package Printing Industry in South Asia

Labelexpo

22nd to 25th November, 2018
Halls 1, 3, 5 & 7

This 6th edition of Labelexpo India, was its largest show to date in the region, having gathered 250 exhibitors from pan India and 9,851 visitors from 55 countries. The show was a catalyst for machinery launches and sales achieved by many of the exhibitors on the show floor to Indian converters, including those who made new launches and technology demonstrations. Also reflecting the buoyant mood of the industry, several strategic partnerships were announced. Complementing the Expo was an extremely well attended Brand Innovation Day. Brand owners and designers from many sectors took part in an exclusive series of seminars and educational sessions aimed at equipping them with expert insight into making the most out of their brand, how they can overcome key challenges on the path to future growth, and stay ahead of the competition in a fast-paced industry. Labelexpo India is supported by the Label Manufacturers Association of India (LMAI), All India Federation of Master Printers (AIFMP), Delhi Printers Association (DPA) and Authentication Solution Providers' Association.



A showcase of India's Medical Capabilities

Advantage Healthcare India

4th to 6th December, 2018
Halls 2, 4 and Banquet Hall

This summit was organised by FICCI in association with Ministry of Commerce and Industry, Government of India and Services Export Promotion Council

(SEPC). The summit provided an opportunity to showcase India's immense pool of medical capabilities as well as help develop opportunities for healthcare collaborations. Visitors and delegates from over 71 countries participated. The dignitaries at the two-day conference and exhibition included, Mr. Dilip Chenoy, Secretary General, FICCI; Dr Shohani Ramzi, Head International Relation, Health Ministry of Iraq; Mr Suranjan Gupta, Executive Director, EEPIC India; and Dr. Harish Pillai, Co-Chair – FICCI MVT Committee & CEO Aster Hospitals & Clinics, India at Aster DM Healthcare. Mr. Satyajeet Rajan, Director General - Tourism and Dr. R N Tandon, Secretary General, Indian Medical Association, presented the 2nd edition of FICCI Medical Travel Value Awards 2018, at the summit.



India's largest Aluminium Diecasting Industry Event

Alucast

6th to 8th December, 2018

Halls 14 & 15

Organised by Aluminium Casters' Association of India (Alucast) and produced by NürnbergMesse India, this show attracted a record number of exhibitors, visitors and delegates.

The event was inaugurated by Mr. Sudarshan Venu, Joint Managing Director, TVS – one of India's leading automobile companies. Out of the 164 exhibitors and brands at the event, 33% of the participation was international, from countries including Japan, Switzerland, Germany, Taiwan, Italy and China. The exhibition spread over 8000 sq. mts. showcased castings, machines, accessories, dies, materials, and services equipped with the latest technology. A special highlight was the China Pavilion organised by NürnbergMesse China who also led a delegation visit to some prominent die-casting facilities in North India to assess the scope of the market. The Theme for the Event was: "Emerging Trends for Die-Casting Technology". The day exhibition cum conference attracted over 3639 visitors. The 22 Technical Papers and seven Product Presentations presented during the conference were attended by 200+ delegates. A large number of Product Presentations, some with Case Studies, were built in.

Show covering the Entire Value Chain of the LED Industry

LED Expo

6th to 8th December, 2018

Halls 1, 3, 5 & 7

The show, organised by Messe Frankfurt, hosted 341 exhibitors and attracted 10,257 business visitors, proving to be the country's leading platform to source LED lights, components and other related products and technologies. The show brought in high-tech lighting solutions and gears from countries like China, Finland, Japan, Hong Kong, Italy, Korea, Turkey, Taiwan and home ground-India. The aisles were busy with curious business visitors focussing on gaining knowledge about the latest trends and sourcing technologies offered by top companies from the LED industry. Many generated leads, which they were confident will get converted into long term business deals. This edition saw interest in new verticals like app based lighting, mood lighting, deli controls and other automated products gaining popularity.



Congregation of India's Pharma Machinery, Technology and Ingredients Industries

CPHI & P-MEC

12th to 14th December, 2018
Entire Facility

Known as South Asia's largest Pharma event, the CPhI & P-MEC India expo has been comprehensively assisted in its endeavors by governing bodies such as Pharmexcil, CIPI and IDMA. The 2018 edition featured over 1,600 exhibitors from 42 countries. Special pavilions by Pharmaceuticals Export Promotion Council of India (Pharmexcil), China Chamber of Commerce for Import & Export of Medicines & Health Products (CCCMHPIE) and China Council for the Promotion of International Trade (CCPIT) formed an intrinsic part of the expo. This was inaugurated by Mr. Satish W. Wagh, Chairman-CHEMEXCIL; Dr. Dinesh Dua, Chairman, Nectar Life Sciences Ltd; Ravi Uday Bhaskar, DG, Pharmexcil; Mr. KV Rajendranath Reddy, IPS, DG, Drugs Control Administration, Govt. of Andhra Pradesh; Mr Michael Duck, Executive VP, UBM Asia Ltd; Mr. Yogesh Mudras, MD, UBM India; Mr. Adam Andersen, Group Brand Director Pharma, Informa; and Mr. Rahul Deshpande, Group Director, UBM India. Onsite, innovative engagement platforms and Innovation Gallery among others made the visitor experience an engaging and memorable one.



World's third largest Photo Fair

Consumer Electronic Imaging Fair

10th to 12th January, 2019
Halls 1, 3 & 5

This was organised by All India Photography Trade and Industry Association (AIPTIA) that came into

being with an intention to interconnect individuals, corporates and firms related to photographic trade. The association strives consistently to provide opportunities to its members and towards the betterment of the photography industry at large and gathers thousands of professional photographers, photography enthusiasts, filmmakers, students and educators from around the world. Every year thousands of professional photographers, photography enthusiasts, filmmakers, students and educators from around the world attend the conference and expo. At CEIF, one can explore over 200 exhibits and see thousands of new products and attend special events & much more.



Vital platform for
Global Food Buyers to
Source, Network &
Connect

Indus Food

14th to 15th January, 2019
Halls 2, 4 & 6

Union Food Processing Minister,
Ms. Harsimrat Kaur Badal,
inaugurated Indus Food, the second
in the edition, held at India Expo

Centre. This is a mega event for the F&B industry and is a reverse buyer-seller meet, organised by the Trade Promotion Council of India. More than 800 leading supermarket chains, wholesale importers and Government representatives participated. The show had 14 zones and witnessed 2,500 business meetings between Indian producers and foreign buyers. Over 10 MoUs were signed during 14 B2B meetings and one multilateral dialogue on Indian tea. There were three government-to-government meetings with Vietnam, Iraq and UAE and one government-to-business meeting with Bangladesh. Odisha Government was the state partner which had organised investor meet. The fair focused on small and medium enterprises (SMEs) for export business by bringing buyers to their doorsteps and creating opportunities for producers of value-added and organic products.

Avenue to promote
Inbound, Outbound
and Domestic Tourism

SATTE

16th to 18th January, 2019
Halls 9, 10, 11 & 12

SATTE, South Asia's leading B2B travel trade engagement show organised by UBM India, was held at India Expo Mart for the first time ever. The expo witnessed a tremendous response from the industry with participation from over 1,000 exhibitors and representation from over 50 countries, 28 Indian States and 90 cities from across India. The partner Indian states were Rajasthan, Gujarat, Goa, Uttarakhand, West Bengal, Odisha, Karnataka and Madhya Pradesh. Uttar Pradesh was the host state. Among international tourism boards, Indonesia was the feature country destination and Azerbaijan was the focus country for SATTE 2019. Thailand, Malaysia, Dubai and Sri Lanka were the partner countries. This was inaugurated by Union Minister for State for Culture (I/C), Govt. of India, Dr. Mahesh Sharma, along with key dignitaries from tourism organisations in Sri Lanka, Malaysia, Indonesia; Ms. Eunji Tae, Officer, Regional Department for Asia and the Pacific, UNWTO; and Mr. Subhash Goyal, Member, National Tourism Advisory Committee.



Leading fair for the
Indian Garment Export
Industry

India International Garment Fair

16th to 18th January, 2019
Halls 1, 3 & 5

India International Garment Fair (IIGF) is a specialised biannual fair.

The fair for Autumn/Winter season is organised in the month of January and for Spring/Summer season, this fair is organised in the month of July, every year. IIGF has been globally recognised as one of the leading fairs for the Indian Garment Export Industry and is one of Asia's biggest apparel fairs. This year IIGF has achieved another important milestone as it has completed more than three decades of providing world-class business platform to Indian exporter's fraternity and meeting sourcing requirements of major global buyers in Ready-made Garments & Fashion Accessories. This edition was inaugurated by Hon'ble Minister for Textiles, Govt. of India, Smt. Smriti Irani.



Foundry Technology,
Equipment, Supplies &
Services and Indian
Casting

India Foundry Congress, IFEX and Cast Expo

18th to 20th January, 2019
IFFEX - Halls 14 & 15
IFC - Hall 2 & Banquet Hall

The 67th Indian Foundry Congress was inaugurated by Minister of State (IC) Culture, Environment, Forest and Climate Change, Dr. Mahesh Sharma, at India Expo Mart. This 67th Indian Foundry Congress, organised by The Institute of Indian Foundrymen was held concurrently to the IFEX 2019 – 15th edition of International Exhibition on Foundry Technology, Equipment, Supplies, Services and 10th edition of Cast India Expo – exhibition for Indian Casting. About 1,200 delegates from 15 nations, including Germany, Italy, China, Japan, the UK and US, took part in the 67th IFC, according to the organisers. The International Exhibition on Foundry Technology, Equipment, Supplies, Services and 10th edition of Cast India Expo were inaugurated by Minister of State for Micro, Small and Medium Enterprises, Shri Giriraj Singh in the presence of Mr. P. Udayakumar, Director P & M, NSIC; Mr. Ravi Sehgal, Chairman, EEPC; and many industry leaders and exhibitors.



International exhibition
on Printing and
Packaging

Printpack India

1st to 6th February, 2019

Halls 1, 3, 5, 7, 2, 9-12,
14 & 15

IPAMA, which is completely devoted to its one point programme for promotion of the entire Indian Graphic Arts Industry, included all

the segments of the industry in the exhibitor profile of PPI 2019. Having grown over the years, this edition featured 510 exhibitors in a display area of 65,000 sq. mts. Showcased products included In-Press, Post press, finishing, converting, digital and signage and packaging machines, etc. in the Packaging Materials, Printing & Publishing, Paper and Paper Products, Logistics & Transportation industries. Visitor numbers at the show stood at over 70,000. Delegates visited from Palestine, Uzbekistan, Sri Lanka and Nepal. Seminars and workshops were planned during the show, alongwith renowned industry personalities among guest speakers. Printpack India was organised by Indian Printing, Packaging and Allied Machinery Manufacturers' Association (IPAMA) with sister associations like Association of Label Printers & Suppliers, Screen Printers Association of India, All India Federation of Masters' Printers and other allied associations.

Biennial platform for
experts in Oil & Gas
Industry

Petrotech

10th to 12th February, 2019

Halls 1-8, 9 & 14

The 13th International Oil and Gas Conference & Exhibition, considered to be India's flagship hydrocarbon conference was organised at the India Expo Centre by ONGC Videsh

under the aegis of the Ministry of Petroleum & Natural Gas, Government of India.

The mega event showcased the recent market and investor friendly developments in India's oil and gas sector. Over 95 Energy Ministers from partner countries and 7000 delegates from around 70 countries were part of the 3-day mega event. The event had a concurrent exhibition spread over 20,000 square meters. Hon'ble Prime Minister of India, Shri Narendra Modi inaugurated the event and addressed the inaugural session. The event was also graced by Governor of UP, Shri Ram Naik; and Minister for Petroleum and Natural Gas, Mr. Dharmendra Pradhan, among others. This Petrotech series of International Oil and Gas Conference and Exhibition is a biennial platform for national and international experts in oil and gas Industry.



World's Largest Handcrafted Products Export and B2B Show IHGF Delhi Fair-Spring

18th to 22nd February, 2019
Entire Facility

It was 360° sourcing with display of India's best at IHGF Delhi Fair-Spring 2019, that saw a flurry of exhibitor-buyer activity and concluded with new ties made. Confirming to 14 different show sectors with 3200+ exhibitors, the display was spread out in 15 expansive halls. Besides, trade visitors enjoyed access to the 900 showrooms (Marts) of leading exporters, located across three levels at the India Expo Centre. Over 6500 buyers from all over the world with impressive numbers from USA, Europe, Australia, South America, Middle East and Asia, as well as new markets thronged the entire expanse of the plush India Expo Centre & Mart, venue for IHGF Delhi Fair. A definitive sourcing destination for the international gifting and lifestyle products industry, IHGF Delhi Fair has been providing an unmatched opportunity to importers, departmental store chains and specialty stores to meet a cross section of manufacturer exporters from India. Supporting events like 10 knowledge seminars with experts from various fields and Ramp Presentations, made the experience wholesome.



Biggest international exhibition for Plastic Industries

India Plast

28th February to 4th March, 2019

Halls 1, 3, 5, 7, 9-15

This first edition of Indiaplast, with sprawling display of live machines, hosted 945 exhibitors from over 18 countries. The show also had

dedicated country pavilions, recycling pavilion, innovation pavilion and more. It was a platform for entrepreneurs and industrial giants from across the world not only to promote their business, but also to introduce new innovations by the business houses. Indiaplast 2019 also provided an opportunity to students from various institutes of India and they too set up their stalls at the exposition to showcase their innovations. From a 100 per cent bio-degradable plastic film to a lightweight, anti-riot uniform for security forces, there were several innovative products on display. Inaugurating the event, Amitabh Kant, IAS, CEO, NITI Aayog, congratulated the organising team for bringing all stakeholders from the industry together.

Glimpses of **IHGF Delhi Fair-Spring**

18th to 22nd February, 2019



Prestigious show for Fashion and Clothing IPF B2B Women Wear Expo

11th to 12th March, 2019
Halls 1, 2, 3 and 5

This fashion and clothing related prestigious show by IPF ventures was successfully concluded at IEML from 11th -12th March, 2019. IPF B2B women wear expo 2019 was covered in halls 1,2,3 and 5 at the venue. Starred by celebrities, the show received a tremendous footfall during the event days.



Dedicated international show for the Wood Industry Delhi Wood

13th to 16th March, 2019
Halls 9-12, 14 & 15

More than 550 exhibitors from over 35 countries showcased modern cutting-edge technologies, machinery, tools, fittings, accessories, raw materials and products for furniture production and

wood-based manufacturing, housed in 42,000 sq. mts. at Delhi Wood 2019, making it the biggest ever woodworking industry show in India. This was organised by NuernbergMesse, in cooperation with PDA Trade Fairs and supported by Eumabois. The international flavour of Delhi Wood was reflected in the many country pavilions at the show representing, Canada, China, Germany, Italy, Japan, Malaysia, Russia, Sweden, Taiwan, Turkey and USA. Among other highlights, Delhi Wood 2019 hosted an International Timber Forum that aimed to bring furniture manufacturers, builders, architects, interior designers, civil engineers and construction project consultants to connect with international timber suppliers to understand the different species of timber suitable for India, engineered wood and their properties and availability. While dissemination of latest technologies was one of the biggest achievements of the show, skill demonstrations for small furniture manufacturers, carpenters and craftsmen were conducted live in association with the Furniture and Fittings Skill Council (FFSC).

Training & Management Education

ACTERM - Academy of Convention, Trade Fair, Event Research & Management

The Chairman, Mr. Rakesh Kumar's vision to create an academy for imparting quality expo management education while providing experience in international trade fairs, global conventions and universal events, took the form of Academy of Convention Trade Fair, Event Research and Management (ACTERM).



The academy was inaugurated on 17th April 2018 by Smt. Smriti Zubin Irani, Hon'ble Union Minister of Textiles and Information & Broadcasting, in the presence of the Chairman, Mr. Rakesh Kumar and Mr. Sunil Sethi, President (Academics), members of the trade as well as faculty members, guests and management students from select invited institutes.

1 Certificate and 2 Diploma Programs were started during the year for which 144 students enrolled; 95 for the Certificate Program, 6 for the Diploma Program and 43 for the PG Diploma Program. Additionally, during the year, over 2000 students from graduate and post graduate management institutions visited the Academy and IEML complex.

The academy has curated a unique learning experience that focuses on all round student development through practical sessions, classroom teaching, industrial tours and live projects. The certificate, diploma and post graduate diploma courses have been designed with equal importance in theoretical, practical and experiential learning. The varied international events held at the India Expo Centre would offer wholesome learning opportunities to the students. ACTERM's strength lies in imparting knowledge and experience to the students through practical training by making them work on the ground zero during international events at IEML. Students receive global experience while they are still engaged in studies which keeps them ahead of their peer group when they join the industry.

Awards & Recognition



SATTE T3 Initiative Recognition - Exhibition Venue of the Year at SATTE Awards on 17th January 2019. The Award was presented by Shri Yogendra Tripathi, Secretary, Ministry of Tourism, Government of India and Mr. Yogesh Mudras, MD, UBM India Pvt. Ltd.



Best MICE Venue of the Year at the 14th Annual International Hospitality India and Travel Awards-2018, held on 5th October 2018. The Award was presented by Shri Ramdas Athawale, Minister of State for Social Justice and Empowerment.



Best MICE Venue of India by TravTour MICE Guide on 4th Oct, 2018. The Award was presented by Shri Subodh Kant Sahay, Former Union Minister for Tourism.



On 1st July 2019 GST Annual Day, Central Goods & Service Tax Commissioner, Gautam Budh Nagar felicitated India Expo Centre & Mart for **Best Compliance of GST in the Region.**



IEML was awarded the 1st Runner Up Award for being **India's Leading Exhibition Venue** at the Exhibition Excellence Awards 2019, held on 23 March, 2019, at the India Expo Centre. Supported by The Ministry of MSME, Ministry of Tourism, Ministry of Skill Development and National Small Industries Corporation (NSIC) and organised by Exhibition Showcase, Exhibition Excellence Awards honours and acknowledges the contribution of distinguished achievers in the Indian exhibition industry.

Marketing Initiatives - Event Utility Kits



As part of its marketing initiatives, IEML distributes Utility Kits to team members of show organisers, prior to their events at India Expo Centre.



Privileged Patron Card

for IEML's valued clientele to avail special service and access to its exhibitions and conventions venue, whenever they visit.



Statutory Reports

DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

CSR POLICY

CORPORATE GOVERNANCE REPORT

Directors' Report

To,
The Members,
India Exposition Mart Limited

The Directors take pleasure in presenting the 18th Annual Report together with the audited financial statements for the year ended March 31, 2019. The Management Discussion and Analysis has also been incorporated into this report.

Financial Highlights of the Company

On the basis of the financial statements, the performance of the Company appears as follows:

Financial Results

Particulars	2018-2019 (Rs.)	2017-2018 (Rs.)
Total income	1,278,580,558	1,008,018,495
Total expenses excluding Depreciation	749,247,995	559,470,151
Depreciation	91,678,887	127,415,901
Profit/Loss before tax	437,653,676	321,132,443
Less: Provision for current tax/ deferred tax	134,697,866	110,942,355
Exceptional and extraordinary Items	(321,598)	7,028,375
Profit/Loss after tax	302,634,212	217,218,463
Appropriation made as under		
Transfer to reserve	NIL	NIL
Profit / Loss Account available for appropriation	732,713,269	486,423,859
Adjustment on account of depreciation	(922,666)	–
Provision for CSR expenditure	(3,706,555)	(2,402,451)
Provision for Mart maintenance Reserve	(5,694,355)	(9,410,021)
Proposed Dividend including Corporate Dividend Tax	(48,985,563)	(44,532,330)
Share Premium	26,127,000	26,127,000
Profit / Loss Account balance carried forward	699,531,150	456,206,057

Summary of Operations / Performance (State of affairs)

During the year under review, the Company has earned Rs. 1,278,580,558 as compared to Rs. 1,008,018,495 for the financial year 2017-18. The Net profit for the current year is Rs. 302,634,212 as compared to the profit Rs. 217,218,463 for FY 2017-18. Your Directors are continuously looking for avenues for future growth of the company. There has been no change in the business of the Company during the financial year ended 31st March, 2019.

Select Performance Indicators

Ratios	2018-2019	2017-2018
Return on net worth	27.35%	26.29%
Net profit to total Income	23.67%	21.55%
Book value per share (Rs.)	29.03	22.33



Dividend

During the year under review, the company has earned sufficient revenue to serve its shareholders. Keeping in view the overall performance of the company, the Board of directors recommends a dividend of Rs. 1.1 per share (11 percent) on the share capital for the financial year 2018-19.

Transfer to Reserves

No amount was transferred to the reserves during the financial year ended March 31st, 2019.

Deposits

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V-Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company have occurred between 1st April, 2019 and the date on which this report is signed.

Board Meetings

The Board of Directors of the company met four times during the financial year. The details of various Board Meetings are provided in the Corporate Governance Report.

Committees of the Board

Currently, the Board has nine committees, the audit committee, the stakeholders' relationship committee, the corporate social responsibility committee, the nomination and remuneration committee being the statutory committees and the marketing committee, the project execution committee, the mart promotion committee, solo exhibition committee and the operations and maintenance committee being the operational committees of the Board. A detailed note on the composition of the Board and its committees along with their objections has been provided in the Corporate Governance Report section of this Annual Report.

Composition of the Board of Directors & Key Managerial Personnel

As on date of this report, there are 19 (Nineteen) directors on the Board of the Company.

Induction

During the year under review, Mr. Tafsir Ahmad was appointed as non-executive director at the AGM held on September 27, 2018 on Board of Directors of the company.

Retirement / Resignation

Mr. Bal Krishna Tripathi, Addl. CEO, GNIDA resigned as director of the company with effect from September 11, 2018.

Mr. Ikramul Haq Shamsi retired as director of the company with effect from September 27, 2018.

The Board places on record its gratitude for the valuable services rendered and guidance extended during their tenure with the Company.

Retirement by Rotation

In accordance with provisions of the Companies Act, 2013, Mr. Mukesh Kumar Gupta, Mr. Anil Mansharamani, Mr. Dinesh Kumar, Mr. Sunil Sethi and Mr. Sudheshwar Saran are liable to retire by rotation at the ensuing Annual General Meeting.

Key Managerial Personnel

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are- Mr. Sudeep Sarcar, Chief Executive officer, Mr. Sachin Kumar Sinha, Chief Financial Officer and Ms. Anupam Sharma, Company Secretary. Mr. Sudeep Sarcar, Vice president of the Company was appointed as the Manager of the company defined in section 2(53) of the Companies Act 2013 with effect from September 30, 2016 till June 1, 2018. The Board of Directors vide its meeting held on June 01, 2018 decided to promote and appoint Mr. Sudeep Sarcar as Chief Executive officer of the Company.

Particulars of Employees and Related disclosures:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of the Company is earning a remuneration upto Rupees one crores and two lakhs per financial year and/or Rupees eight lakh and fifty thousand per month or more.



Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

The particulars as prescribed under sub-section (3)(m) of the Section 134 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, are as below:

- (a) IEML is committed to conservation of energy and takes all possible steps & initiatives to reduce the carbon footprint and be environmentally friendly.

IEML has installed 40 standalone solar lights of 16 watt each. These solar streetlights are spread over the entire premises including the entry/exit gates. These provide illumination dusk to dawn, which is essential for Security of the premises during night time.

India Expo Centre and Mart has been proactive in doing its bit to save the environment. Taking step in this direction, IEML had installed a 2,515.2 KWp Rooftop Solar Power Plant that became functional on 1st July 2017. This year this solar power has been further enhanced by 932.52 KWp, thus achieving a total of 3,447.72 KWp - DC. There is a total of 10,596 modules and 45 of SMA 60 KW inverters, installed within IEML premises. IEML is thus able to generate 50% of its power consumption through solar energy. The NPCL Power consumption saw a reduction of nearly 77,050 units. This translates into a financial gain of approximately Rs 1.85 Crores in the year 2018-19.

Through this initiative India Expo Centre & Mart has brought about reduction of 74,631 tons of CO₂, saving of 1,72,787 barrels of crude oil. This saves the environment as much as 19,34,158 trees would, grown for 10 years.

- (b) Foreign exchange earnings and Outgo: The detail of Foreign Exchange earned in terms of actual inflows during the financial year 2018-19 and the Foreign Exchange Outgo during the year in terms of actual outflows are as below:

Particulars	Current Year - March 31, 2019	Previous Year - March 31, 2018
Earnings in Foreign Currency		
Income from Fairs and Exhibitions	\$ 413,985.31 (₹ 28,330,195) € 149 (₹ 11,912)	\$ 226,528.83 (₹ 14,557,744) € 8,956 (₹ 661,327)
Expenditure in Foreign Currency		
Membership Fees	€ 2,894 (₹ 233,777) £ 5,304.40 (₹ 478,460)	€ 5,874 (₹ 477,381) —
Event Participation Fees	AED 6,525 (₹ 127,825)	€ 13,741 (₹ 1,039,196)

Internal Control

The Company also has a proper and adequate system of internal controls. This ensures that all assets of the Company are safeguarded and protected against loss from unauthorised use or disposition and those transactions are authorised, recorded and reported correctly.

Declaration by Independent Directors

The Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of independence.

Statutory Auditors & Audit Report

M/s. Sarvam & Associates, Chartered Accountants (Firm Registration No. 007146N), who are Statutory Auditors of the Company, hold office until the conclusion of the 21st Annual General Meeting to be held in the year 2022. The Statutory Auditor M/s. Sarvam & Associates, Chartered Accountants (Firm Registration No. 007146N), have submitted the Audit Report for the financial year 2018-19. The observations made in the Auditor's Report are self-explanatory and does not call for any further comment.



Management Discussion and Analysis

Marketing Initiatives

The Company had adopted various modes to promote India Expo Centre & Mart. These includes circulating/ dispatching of printed company literature, Audio Visual advertisement, Privilege card, and participating in industry related fairs etc.

In terms of percentage, there has been an increase of over 29% in event revenue in FY 2018-19 over FY 2017-18. Also, there has been increase of 38% in total occupancy days in FY 2018-19 over FY 2017- 18.

In most of the events held during the year, the venue was visited by Central Government Ministers, UP Government Ministers and Bureaucrats. It is pertinent to mention here that Hon'ble Prime Minister of India, Shri Narendra Modi inaugurated PETROTECH 2019- the 13th International Oil & Gas Conference & Exhibition and was attended by Shri Yogi Adityanath, Chief Minister of UP and Shri Dharmendra Pradhan, Minister for Petroleum and Natural Gas. The 12th edition of South Asia's largest Pharma event CPhI & P-MEC shifted from Mumbai to Greater Noida and witnessed participation from more than 1,600 exhibitors from 42 countries. The 2nd Global RE-INVEST India-ISA Partnership Renewable Energy Investors Meet & Expo was held with 20,000+ participant (Conference & Expo) from 115 countries. It also hosted the First Assembly of International Solar Alliance (ISA) and the 2nd Indian Ocean Rim Association (IORA) Renewable Energy Ministerial Meeting. 46th edition of IHGF-Delhi Fair was inaugurated by former Minister of State for Textiles Shri Ajay Tamta and saw participation by over 3,200 exhibitors and visit of overseas buyers from over 110 countries. The 26th edition of SATTE was inaugurated by Former Union Minister of State for Tourism and Union Minister of State for Culture (I/C), Dr. Mahesh Sharma. The leading B2B travel trade engagement show was shifted from New Delhi to India Expo Centre & Mart.

Mega events that were held at the company during the year were the first edition of INDIAPLAST - international plastic exhibition for the packaging, printing, converting and rubber industries held at India Expo Centre & Mart. The 14th edition of PRINTPACK INDIA held on an area of 65,000 square meters (Gross). The overall growth in space booking in comparison to previous edition was 47%. The sixth edition of the woodworking industry's eagerly anticipated biennial event DelhiWood 2019 was held with 42,000 square metres of space. World's 3rd largest Consumer Electronic and Imaging show - Consumer Electronic Imaging Fair (CEIF) 2019 was shifted to India Expo Centre & Mart from New Delhi. The 19th edition of LED Expo 2018 hosted 341 exhibitors and 10,257 business visitors at India Expo Centre & Mart.

Organisers of major events such as CPhI & P-MEC, SATTE, CEIF, LED, PRINTPACK, Re-invest, Plast Focus have also confirmed for the next edition to be held at India Expo Centre & Mart after the success of 2018-19 editions.

3rd Exhibition Excellence Showcase Award was held on 23rd March 2019 and India Expo Centre & Mart was the Venue & hospitality partner. Various participants in the form of speakers, exhibition organisers, associations and service providers visited the venue. The event witnessed congregation of the entire exhibition industry/MICE industry. Delegations led by topmost officials from the organising committee visited India Expo Centre & Mart to assess the MICE facilities available that resulted in rich dividend in the form of queries to the company.

During the FY 2018-19, India Expo Centre & Mart was visited by important dignitaries like- Mr. Corrado Peraboni, UFI President and Mr. Kai Hattendorf, UFI Managing Director/CEO; Mr. Amitabh Kant, CEO, Niti Aayog during India Plast 2019; Mr. Jime Essink - President & CEO and Ms. Margaret Ma-Connolly - CEO from UBM Asia; Mr. Ajay Shah, Chairman and

Financial Year	No. of Events	No. of Set up & Dismantle Days	No. of Events Days	No. of total Occupancy Days
2017-18	18	72	70	142
2018-19	34	114	115	229
2019-20 (Projected)	33	145	124	269



Mr. Jayesh K. Rambhia, Honorary Treasurer from Plastindia Foundation; Cdr. V. Malhan, Defence Exhibition Organisation, Ministry of Defence and Mr. Jigmet Takpa, Joint Secretary, Ministry of Environment, Forest and Climate Change for UNCCD CoP 14 event.

In the course of the year, the Company had undertaken various mass emailing and e-campaigns on company website and across various social media platforms to showcase various events happening at India Expo Centre & Mart. Visitor promotion was done for events like LED Expo, ALUCAST and CEIF. "EXPONENT" - Newsletter about all the events and updates was published in the last quarter and was circulated among all the event organisers. Advertisement in the leading industry magazines like Events Venues & Avenues, IGCC, Exhibits & Exhibition Showcase was released to promote the venue.

India Expo Centre & Mart had also participated in

the following national/international events/conferences:

1. UFI European Conference 2018 at Vekronafiere, Verona, Italy from 2nd - 4th May 2018
2. 8th IEIA Open Seminar held at HITEX, Hyderabad from 9th - 11th May 2018
3. IMEX 2018 at Frankfurt, Germany from 17th - 18th May 2018
4. 11th Conventions India Conclave 2018 at Biswa Bangla Convention Centre, Kolkata from 29th - 31st August 2018
5. 85th UFI Global Congress at Expoforum, Saint Petersburg, Russian Federation from 31st October - 3rd November 2018
6. 57th ICCA Congress at Dubai, UAE from 11th - 14th November 2018
7. UFI Asia - Pacific Conference 2019 at Tokyo Big Sight, Tokyo, Japan from 14th - 15th March 2019

Events in the Financial Year 2019-20

S. No.	Event Days		Name of Event	Facilities	Name of the Organiser
	From	To			
1	16-Apr-19	18-Apr-19	Home Expo India 2019	Mart Area	Export Promotion Council for Handicrafts(EPCH)
2	15-Jun-19	16-Jun-19	CFA Exam-June 2019	Halls 1,3,5,7,6 & 8	CFA Institute & British Council
3	4-Jul-19	6-Jul-19	Indian Fashion Jewellery and Accessories Show (IFJAS) 2019	Halls 2,4,6 and CFB Ground Floor	Export Promotion Council for Handicrafts(EPCH)
4	4-Jul-19	6-Jul-19	63rd India International Garment Fair(IIGF) 2019	Halls 1,3,5,7	International Garment Fair Association
5	7-Aug-19	10-Aug-19	India International Hospitality Expo 2019 (IHE'19)	Halls 1,3,5,7,9,10,11,12 , Banquet Hall and allied facility	India Exposition Mart Limited
6	8-Aug-19	11-Aug-19	Delhi Machine Tools Expo 2019	Halls 14 & 15	Indian Machine Tool Expo 2019
7	19-Aug-19	20-Aug-19	International Ethnic Week 2019	Halls 9,10,11,12 & 14	Dreamz India
8	29-Aug-19	13-Sep-19	UNCCD-COP 14	Halls 1-8 and allied facilities	Ministry of Environment, Forest & Climate Change
9	29-Aug-19	31-Aug-19	EA WATER 2019	Hall 9	EA Water Pvt Ltd.
10	5-Sep-19	7-Sep-19	SinoCorrugated -IndiaCorr Expo 2019	Halls 9,10 & 11	Reed Manch Exhibitions Pvt. Ltd.
11	18-Sep-19	20-Sep-19	Renewable Energy India (REI)-2019	Halls 1, 2, 3, 5, 7, 9,10,11,12 Banquet Hall & allied facilities	UBM India Pvt. Ltd.
12	25-Sep-19	27-Sep-19	Electronica & Productonica 2019	Halls 10-11,14 & 15	Messe Muenchen India Pvt. Ltd.
13	25-Sep-19	27-Sep-19	SmartCards Expo 2019	Hall 9	Messe Muenchen India Pvt. Ltd.
14	29-Sep-19	2-Oct-19	Congress of Asian Society of Transplantation 2019	Halls 2,4,6 & Banquet Hall	CAST Association
15	5-Oct-19	6-Oct-19	Inner Engineering Program 2019	Halls 14 & 15	ISHA Yoga Centre

Events in the Financial Year 2019-20

S. No.	Event Days		Name of Event	Facilities	Name of the Organizer
	From	To			
16	16-Oct-19	20-Oct-19	IHGF Delhi Fair (Autumn) 2019	Entire Area with all facilities	Export Promotion Council for Handicrafts (EPCH)
17	31-Oct-19	2-Nov-19	3rd RE-INVEST 2019	Halls 1-8	Ministry of New and Renewable Energy
18	7-Nov-19	10-Nov-19	WAAYN 2019	Halls 2, 4, 5, 6, 7, 8 & allied facilities	India Exposition Mart Limited
19	7-Nov-19	9-Nov-19	BIOFACH 2019	Halls 1, 3	Nürnberg Messe India Pvt. Ltd.
20	13-Nov-19	15-Nov-19	Advantage Healthcare India (AHC) 2019	Halls 2, 4 & Banquet Hall	FICCI, Ministry of Commerce and Industry, Govt of India and Services Export Promotion Council (SEPC)
21	14-Nov-19	16-Nov-19	LED EXPO 2019	Halls 1, 3, 5, 7	Messe Frankfurt Trade Fairs India Pvt Ltd
22	26-Nov-19	28-Nov-19	CPHI & PMEC 2019	Entire Area with all facilities	UBM India Pvt. Ltd.
23	7-Dec-19		CFA Exam-Dec. 2019	Halls 1, 2, 4 & 6	CFA Institute & British Council
24	8-Jan-20	10-Jan-20	SATTE 2020	Halls 9, 10, 11 & 12	UBM India Pvt. Ltd.
25	8-Jan-20	10-Jan-20	IndusFood 2020	Halls 1, 3, 5, 2, 4 & 6	Trade Promotion Council of India
26	18-Jan-20	22-Jan-20	ELEC RAMA 2020	Entire Area with all facilities	Indian Electrical and Electronics Manufacturers' Association (IEEMA)
27	5-Feb-20	12-Feb-20	Auto Expo - The Motor Show 2020	Entire Area with all facilities	Society of Indian Automobiles Manufacturers Association (SIAM), CII, ACMA
28	27-Feb-20	29-Feb-20	ACREX 2020	Halls 9, 10, 11, 12 and Banquet Hall & allied facilities	Nürnberg Messe India Pvt. Ltd., Messe Frankfurt & ISHRAE
29	27-Feb-20	29-Feb-20	Fire Security India Expo (FIREX) 2020	Halls 14 & 15	Nürnberg Messe India Pvt. Ltd.
30	2-Mar-20	8-Mar-20	International Geological Congress (IGC) 2020	Halls 1-8 and allied facilities	Ministry of Earth Science, Govt. of India

Mart Activities & Mart Promotion Initiatives

Mart Maintenance and Upkeep

As part of maintenance and upkeep of the Mart building, a water proofing system using high strength polyuria has been executed mainly at the expansion joints. In the year, refurbishment and maintenance of existing restrooms facilities in the front side of the aisle of the Mart area was carried out.

Aimed at ensuring safety in operations and that of the manpower deployed, stage-wise repair and maintenance job of DG Cooling towers is being performed. Issues occurring in the ventilation systems of the Mart restrooms on account of damage in the ventilation of the single liner exhaust fans of the toilets interconnected through ducts were identified, fixed and revamped. The twelve-monthly maintenance work of phase 1 and 2 of HVAC plant installed in the company was done for effective running of the machine throughout the year. IEML also took up the repair work of another 13 chillers combined with the job of upgradation of its mother board for meliorated operations. For preparedness towards firefighting 77 CO2 and 20 M/Foam stored pressure fire extinguishers were procured which can fight fires more powerfully and efficiently.

Mart Owners given access to Digital Ledger Accounts (Mart Owners Accounting Portal/ERP)

IEML has provided all existing Mart owners with access to the accounting procedures of their respective ledgers pertaining to Mart maintenance and electricity, and is in the process of digitising more Mart owners' accounts. Subsequently, the owners would be able to access their password protected, updated accounts at any time. Further, their feedback shall also be taken into account and they will be facilitated towards making online payments. This will be tremendously fruitful to IEML as well, as this arrangement will assist in generating MIS reports, quarterly electricity & maintenance bills, acknowledging their receipts and sending payment reminders to Mart owners.

Performance Evaluation of Board, Committees and Individual Directors

In terms of the requirement of the Act, the Board conducted its own formal performance evaluation as well as that of Committees and individual Directors including Chairman of the Board as mentioned in the Board's Report. The criteria to evaluate the performance of the Board, Committees, Independent Directors and Non-Independent Directors were:

- Vision, strategy & role clarity of the Board,
- Board dynamics & processes, contribution towards development of the strategy,
- Risk management, functioning, performance & structure of Board Committees,
- Ethics & values, skill set, knowledge & expertise of Directors, leadership, etc.

The Directors were satisfied with the evaluation results which reflected the overall engagement of the Board and its Committees with the company.

The performance evaluation of the Board, Directors and respective Committees was done by the Board and the Directors expressed satisfaction with the evaluation process.

Extract of Annual Return

An extract of Annual Return as on the financial year ended on March 31, 2019 in Form MGT-9 as required under section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management & Administration) Rules 2014, is given in Annexure 1 to the Director's Report. It is available on the website of company at <http://indiaexpomart.com/wp-content/uploads/2019/08/Form-MGT-9.pdf>.

Directors' Responsibility Statement

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

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable Accounting Standards had been followed along

- with proper explanation relating to material departures;
- b) for the financial year ended March 31, 2019, such accounting policies as mentioned in the Notes to the Financial Statements have been applied consistently and judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended March 31, 2019;
 - c) 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;
 - d) the annual financial statements have been prepared on a going concern basis;
 - e) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Nomination & Remuneration Policy of the Company

The Nomination & Remuneration policy of the Company comprising the appointment & remuneration of the Directors, KMP and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters is given in Annexure 2 to this Report. It is available on the website of company at: <http://indiaexpomart.com/wp-content/uploads/2018/08/Nomination-Remuneration-Policy.pdf>.

Corporate Social Responsibility

In accordance with the requirements of Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee. Your Company has also formulated a Corporate Social Responsibility Policy which is available on the website of the company at <http://indiaexpomart.com/wp-content/uploads/2017/06/csr.pdf>. Annual Report on CSR policy and CSR activities undertaken during the year under

the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as Annexure 3 to this Report.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

The Company has not entered into any transactions as mentioned under the provisions of Section 186 of the Companies Act, 2013.

Particulars of Contracts or Arrangements with related parties under Section 188 of the Companies Act, 2013

The Company has not entered into any transactions as mentioned under the provisions of Section 188 of the Companies Act, 2013.

Cost Records

The provisions regarding maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013.

Risk Management Policy

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested, and no material weakness was observed by the auditor of the Company.

Significant & Material Orders passed by the Regulators or Courts or Tribunals impacting the Going Concern Status of the Company

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.



Compliance with Secretarial Standards on Board and General Meetings

The company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. Your Company has zero tolerance for sexual harassment at workplace and has adopted a "Policy on Prevention of Sexual Harassment" as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. During

the financial year 2018-19, Company did not receive any complaint relating with sexual harassment issues. Your Company during the year under review, complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgement

The Directors wish to express their deep appreciation for the continued co-operation of the Ministries of Central and State Govt., Export Promotion Council for Handicrafts, Greater Noida Industrial Development Authority, Govt. of U.P., Ministry of Textiles and Bankers to the company, as well as other institutions for their esteemed co-operation. The Directors also wish to thank all the employees for their contribution, support and continued co-operation throughout the year. Above all, the Board expresses a deep sense of gratitude to the Members of the Company who have reposed faith in their Board and the Management.

On behalf of Board of Directors

August 24, 2019
Delhi

Sd/-
RAKESH KUMAR
(CHAIRMAN)

Sd/-
SUDHIR TYAGI
(DIRECTOR)

Sd/-
D KUMAR
(DIRECTOR)

Annexure 1 to Board's Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31st March, 2019**

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

I. REGISTRATION AND OTHER DETAILS

Corporate Identification Number	U99999DL2001PLC110396
Registration Date	12/04/2001
Name of the Company	India Exposition Mart Ltd.
Category / Sub-Category of the Company	Public Company Limited by Shares / Indian Non-Government Company
Address of the Registered office and contact details	India Exposition Mart Ltd. Plot No. 1; 210 - Atlantic Plaza, 2 nd Floor, Local Shopping Centre, Mayur Vihar Phase-I, Delhi - 110091 Ph.: 011-22711497 Website: www.indiaexpomart.com Email: cs@indiaexpocentre.com
Whether Listed Company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 Telephone: 040-67161604 Fax No. 040-23420814 Email: einward.ris@karvy.com Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Exhibitions	9214	88.79%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					



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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
a) Individual/HUF									
b) Central Govt.									
c) State Govt. (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other....									
Sub-total (A) (1)									
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other...									
Sub-total (A) (2)									
Total share-holding of Promoter (A)= (A)(1)+(A)(2)									
B. Public Shareholding									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt.									
d) State Govt.(s)									
e) Venture Capital funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	–	11,198,295	11,198,295	30.266	1,090,199	10,070,507	11,160,706	30.164	0.102
ii) Overseas									



b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh		2,602,952	2,602,952	07.035	264,364	1,643,248	1,907,612	05.156	1.879
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh		23,198,753	23,198,753	62.699	9,344,046	14,587,636	23,931,682	64.680	(1.981)
c) Others (specify)									
Sub-total (B)(2)		37,000,000	37,000,000	100	10,698,609	26,301,391	37,000,000	100	—
Total Public Shareholding (B)=(B)(1)+ (B)(2)		37,000,000	37,000,000	100	10,698,609	26,301,391	37,000,000	100	—
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		37,000,000	37,000,000	100	10,698,609	26,301,391	37,000,000	100	—

(ii) Shareholding of Promoters - NOT APPLICABLE

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			Shares of % change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	

(iii) Change in Promoters' Shareholding (please specify, if there is no change) - NOT APPLICABLE

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	At the beginning of the year				
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.):				
3.	At the end of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Particulars	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.	Vectra Investments Private Limited	8,417,529	22.75	8,417,529	22.75
2.	Overseas Carpets Limited	1,049,589	2.84	1,049,589	2.84
3.	Greater Noida Industrial Development Authority (GNIDA)	800,521	2.16	800,521	2.16
4.	Vikas Kumar	785,217	2.12	785,217	2.12
5.	Naveen Mehrotra	562,604	1.52	562,604	1.52
6.	Navratan Samdria	545,837	1.48	545,837	1.48
7.	Subhash Kawatra	533,212	1.44	533,212	1.44
8.	Rahul Vadera	531,048	1.44	531,048	1.44
9.	Pankaj Garg	526,110	1.42	526,110	1.42
10.	Narendra Jain	525,068	1.42	525,068	1.42

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Rakesh Kumar - Chairman				
	At the beginning of the year	501,100	1.35	501,100	1.35
	Transaction during the year	—	—	—	—
	At the end of the year	501,100	1.35	501,100	1.35
2.	Raj Kumar Malhotra, Director				
	At the beginning of the year	568,915	1.54	568,915	1.54
	Transaction during the year	—	—	—	—
	At the end of the year	568,915	1.54	568,915	1.54
3.	Satinder P. Vadera, Director (Shares Jointly held with Mr. Rahul Vadera)				
	At the beginning of the year	521,307	1.41	521,307	1.41
	Transaction during the year	—	—	—	—
	At the end of the year	521,307	1.41	521,307	1.41
4.	Dinesh Kumar, Director				
	At the beginning of the year	560,431	1.51	560,431	1.51
	Transaction during the year	—	—	—	—
	At the End of the year	560,431	1.51	560,431	1.51
5.	Lekhranj Maheshwari, Director				
	At the beginning of the year	253,392	0.68	253,392	0.68
	Transaction during the year	—	—	—	—
	At the end of the year	253,392	0.68	253,392	0.68



6.	Sudhir Tyagi, Director				
	At the beginning of the year	88,355	0.24	88,355	0.24
	Transaction during the year	–	–	–	–
	At the end of the year	88,355	0.24	88,355	0.24
7.	Babu Lal Dosi, Director				
	At the beginning of the year	409,284	1.11	409,284	1.11
	Transaction during the year	–	–	–	–
	At the end of the year	409,284	1.11	409,284	1.11
8.	Ravinder Kumar Passi, Director				
	At the beginning of the year	545,523	1.47	545,523	1.47
	Transaction during the year	–	–	–	–
	At the end of the year	545,523	1.47	545,523	1.47
9.	Ikramul Haq Shamsi, Director @				
	At the beginning of the year	261,739	0.71	261,739	0.71
	Transaction during the year	–	–	–	–
	At the end of the year	261,739	0.71	261,739	0.71
10.	Sudeshwar Saran, Director				
	At the beginning of the year	523,478	1.41	523,478	1.41
	Transaction during the year	–	–	–	–
	At the end of the year	523,478	1.41	523,478	1.41
11.	Vivek Vikas, Director				
	At the beginning of the year	785,731	2.12	785,731	2.12
	Transaction during the year	–	–	–	–
	At the end of the year	785,731	2.12	785,731	2.12
12.	Satish Dhir, Director				
	At the beginning of the year	17,856	0.05	17,856	0.05
	Transaction during the year	–	–	–	–
	At the end of the year	17,856	0.05	17,856	0.05
13.	Tafsir Ahmad, Director #				
	At the beginning of the year	533,259	1.44	533,259	1.44
	Transaction during the year	–	–	–	–
	At the end of the year	533,259	1.44	533,259	1.44

@ Mr. Ikramul Haq Shamsi retired as director w.e.f. September 27, 2018

Mr. Tafsir Ahmad appointed as Director w.e.f. September 27, 2018

NOTE: The following Directors / Key Managerial Personnel (KMP) did not hold any shares during financial year 2018-19

- Mr. Anil Mansharamani, Director
- Mr. Sunil Sikka, Director
- Mr. Mukesh Gupta, Director
- Ms. Swati Rishi, Director
- Mr. Sunil Sethi, Director
- Mr. Bal Krishna Tripathi, Nominee Director, GNIDA (resigned w.e.f. September 11, 2018)
- Ms. Vibha Chahal, Nominee Director, GNIDA (resigned w.e.f. June 19, 2019)
- Mr. Ratnesh Kumar Jha, Nominee Director, Ministry of Textiles
- Mr. Sudeep Sarcar, KMP
- Mr. Sachin Kumar Sinha, KMP
- Ms. Anupam Sharma, KMP



V. INDEBTEDNESS

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	241,422,434	–	–	241,422,434
ii) Interest due but not paid	2,028,217	–	–	2,028,217
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	243,450,651	–	–	243,450,651
Change in Indebtedness during the financial year				
Addition	–	–	–	–
Reduction	(75,400,000)	–	–	(75,400,000)
Net Change	(75,400,000)	–	–	(75,400,000)
Indebtedness at the end of the financial year				
i) Principal Amount	165,518,725	–	–	165,518,725
ii) Interest due but not paid	1,433,814	–	–	1,433,814
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	166,952,539	–	–	166,952,539

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director, Whole time Director and/or Manager:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Manager	Total Amount
		Sudeep Sarcar*	
1.	Gross Salary**	575,600	575,600
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	–	–
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–
2.	Stock Option	–	–
3.	Sweat Equity	–	–
4.	Commission	–	–
	- as % of profit		
	- others, specify...		
5.	Others, please specify	–	–
	Total (A)	575,600	575,600
	Ceiling as per the Act	5% of net profit	

*Note: Mr. Sudeep Sarcar, was appointed as Chief Executive Officer of the Company w.e.f June 1, 2018

**The gross salary above is for two months, i.e. April and May 2018



B. Remuneration to other Directors - Contd.

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Raj Kumar Malhotra Non-Executive Director	Sudhir Tyagi Non-Executive Director	Ravinder Kumar Passi Non-Executive Director	
1.	Independent Directors Fee for attending Board / Committee Meetings	410,000	290,000	420,000	1,120,000
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	Total B(1)	410,000	290,000	420,000	1,120,000
2.	Other Non-Executive Directors	Rakesh Kumar Non-Executive Chairman	Dinesh Kumar Non-Executive Director	Anil Mansharamani Non-Executive Director	Total Amount
	Fee for attending Board / Committee Meetings	480,000	440,000	490,000	1,410,000
	Commission	–	–	–	–
	Others, Perquisite (Sweat Equity)	–	–	–	–
	Total B(2)	480,000	440,000	490,000	1,410,000

Remuneration to other Directors: - Contd.

(Amount in Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
Executive Directors	Mukesh Gupta Non-Executive Director	Babu Lal Dosi Non-Executive Director	Satish Dhir Non-Executive Director	
Fee for attending Board / Committee Meetings	240,000	20,000	190,000	450,000
Commission	–	–	–	–
Others, please specify	–	–	–	–
Total B(3)	240,000	20,000	190,000	450,000

Remuneration to other Directors: - Contd.

(Amount in Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
Other Non-Executive Directors	Sunil Sethi Non-Executive Director	Ikramul Haq Non-Executive Director*	Vivek Vikas Non-Executive Director	
Fee for attending Board / Committee Meetings	110,000	170,000	350,000	630,000
Commission	–	–	–	–
Others, please specify	–	–	–	–
Total B(4)	110,000	170,000	350,000	630,000

Note:

- Details of other Non-Executive Directors continues on next page
- None of the Directors of the Company draws remuneration except sitting fees within prescribed limits of the Act for attending Board / Committee Meetings.



Remuneration to other Directors: - Contd.

(Amount in Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
Other Non-Executive Directors	Sunil Sikka Non-Executive Director	Lekhranj Maheshwari Non-Executive Director	Sudeshwar Saran Non-Executive Director	
Fee for attending Board / Committee Meetings	240,000	250,000	110,000	600,000
Commission	—	—	—	—
Others, please specify	—	—	—	—
Total B(5)	240,000	250,000	110,000	600,000

Remuneration to other Directors: - Contd.

(Amount in Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
Other Non-Executive Directors	Satinder Prakash Vadera Non-Executive Director	Swati Rishi Non-Executive Director	Vibha Chahal Nominee Director, GNIDA	
Fee for attending Board / Committee Meetings	150,000	80,000	NIL	230,000
Commission	—	—	—	—
Others, please specify	—	—	—	—
Total B(6)	150,000	80,000	NIL	230,000

Remuneration to other Directors: - Contd.

(Amount in Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
Other Non-Executive Directors	Bal Krishna Tripathi Nominee Director, GNIDA #	Mr. Ratnesh Kumar Jha Addl. DC(H), Ministry of Textiles	Tafsir Ahmad Non-Executive Director %	
Fee for attending Board / Committee Meetings	Nil	Nil	40,000	40,000
Commission	—	—	—	—
Others, please specify	—	—	—	—
Total B(7)	Nil	Nil	40,000	40,000
Total (B)= B(1)+B(2)+B(3)+B(4)+B(5)+B(6)+B(7)	4,480,000			
Total Managerial Remuneration (A) + (B)	5,055,600			
Overall Ceiling as per the Act	11% of the net profits of the Company			

* Retired as Director w.e.f. September 27, 2018

Resigned as Nominee Director w.e.f. September 11, 2018

% Appointed as Director w.e.f. September 27, 2018

Note: None of the Directors of the Company draws remuneration except sitting fees within prescribed limits of the Act for attending Board/Committee Meetings

C. Remuneration of Key Managerial Personnel other than MD/WTD/Manager:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Sudeep Sarcar* Chief Executive Officer	Sachin Kumar Sinha Chief Financial Officer	Anupam Sharma Company Secretary	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,588,831	3,962,859	807,900	9,359,590
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	–
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission	–	–	–	–
	- as % of profit				
	- others, specify...				
5.	Others, please specify	–	–	–	–
	Total (C)	4,588,831	3,962,859	807,900	9,359,590

*Note: Mr. Sudeep Sarcar, was appointed as Chief Executive Officer of the Company w.e.f June 1, 2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.



NOMINATION & REMUNERATION POLICY

The philosophy for remuneration of Directors, KMP and all other employees of India Exposition Mart Limited ("Company") is based on commitment demonstrated by the Directors, KMP's and other employees towards the Company and truly fostering a culture of leadership with trust.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act"). While formulating this Policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

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

Definitions

- a) **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time
- b) **Board** means Board of Directors of the Company
- c) **Directors** mean Directors of the Company
- d) **Key Managerial Personnel** means
 - Chief Executive Officer or the Managing Director or the Manager;
 - Chief Financial Officer;
 - Company Secretary; and
 - such other officer as may be prescribed.
- e) **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

Role of Committee

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- a) formulate the criteria for determining qualifications, positive attributes and independence of a director;
- b) identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- c) recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

Key Principles governing this Remuneration Policy are as follows:

Board Membership Criteria

The Board of Directors and shareholders are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criterion for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with companies portfolio and its status as a public company;
- size of the Board with optimal balance of skills and experience in specific area of business;
- desired age and diversity on the Board;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mind-set;
- balance of skills and expertise in view of the objectives and activities of the Company; and



- avoidance of any present or potential conflict of interest.

The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business and represent stakeholders' interests through the exercise of sound judgement, using its diversity of experience.

In determining whether to recommend a Director for re-election, the Committee shall consider the Director's past attendance at meetings, participation in meetings and contributions to the activities of the Board. Board members are expected to rigorously prepare for, attend and participate in all Board and applicable Committee Meetings.

Performance Evaluation of Board, Committees and Individual Directors

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors shall be carried out by the Nomination & Remuneration Committee, with evaluation through use of individual questionnaires covering amongst others, vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership, etc.

As part of the evaluation process, the performance of Non-Independent Directors, the Chairman and the Board shall be done by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non-Independent Directors shall be done by the Board excluding the Director being evaluated.

The NRC shall recommend to the Board, the performance of each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee Meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while

performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board / Board Committee Meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a Director.

Remuneration for Non-Executive and Independent Directors

Non-Executive and Independent Directors are eligible for sitting fees not exceeding the limits prescribed under the Companies Act, 2013. The remuneration payable to Non-Executive and Independent Directors, if any, is decided by the Board of Directors shall be subject to the overall approval of members of the Company and Central Government, wherever required.

Within the parameters prescribed by law, any change in the payment of sitting fees will be recommended by the Nomination and Remuneration Committee and approved by the Board. As per earlier decision, Non-Executive Directors and Independent Directors to be currently paid sitting fees of Rs. 20,000 for attending every meeting of the Board and Rs. 10,000 towards attending Committee Meetings. The travelling expenses for attending meetings and other related expenses to be paid to Non-Executive Directors &/or Independent Directors do not constitute part of remuneration.

Remuneration for KMP/rest of the Employees

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:

- competitive that attracts talent;
- based on the role played by the individual in managing the Company including responding to the challenges faced by the Company;
- reflective of size of the Company, complexity of the sector/industry/company's operations and the Company's capacity to pay;
- consistent with recognised best practices and aligned to any regulatory requirements.

Remuneration payable to Director for Services Rendered in Other Capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- a) the services rendered are of a professional nature; and
- b) the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

Voting

- a) matters arising for determination at Committee Meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) in the case of equality of votes, the Chairman/ Convener of the meeting shall have a casting vote.

Convener

- a) Chairman of the Company may be appointed as a member of the Committee but shall not be a Convener of the Committee;
- b) In the absence of the Convener, the members of the Committee present at the meeting shall choose one amongst them to act as Convener;
- c) Convener of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member of the committee to answer the shareholders' queries.

Policy Implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

Review of the Policy

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

CORPORATE SOCIAL RESPONSIBILITY

(Pursuant to Section 135 of the Companies Act, 2013)

1. Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programmes

Your Company is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas. The CSR policy adopted by the Board of Directors is appended and is also available on the website at <http://indiaexpomart.com/wp-content/uploads/2017/06/csr.pdf>.

2. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board is responsible for overseeing the execution of the Company's CSR policy, recommend the amount of expenditure to be incurred on the activities and ensuring that the

objectives of the Company are met. The members of the CSR Committee are:

- Mr. Tafsir Ahmad, as Chairperson
- Mr. Rakesh Kumar
- Mr. Sudhir Tyagi, Independent Director
- Mr. R. K. Passi, Independent Director
- Mr. R. K. Malhotra, Independent Director
- Mr. Anil Mansharamani
- Mr. Sunil Sikka
- Mr. Vivek Vikas
- Mr. Satish Dhir
- Mr. Mukesh Gupta
- Mr. Lekhraj Maheshwari
- Mr. Satinder Prakash Vadera

3. Average net profit of the company for last three financial years: Rs. 183,277,294

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 3,665,546



5. Details of CSR spent during the financial year

- (a) Total amount to be spent for the financial year: Rs. 3,665,546
 (b) Amount unspent, if any: NIL
 (c) Manner in which the amount spent during the financial year is detailed below:

(Amount in Rs.)

(1) S. No.	(2) CSR project or activity undertaken	(3) Sector in which the Project or Program is covered	(4) Projects or Programs (1) Local area or other (Specify the State or district where the Projects or Programs were undertaken)	(5) Amount outlay (budget) Project or Program- wise	(6) Amount spent on the Project or Program Sub heads (1) Direct expenditure on the Projects or Programs (2) Overheads	(7) Cumulative expenditure upto the reporting period	(8) Amount spent Direct or through implementing Agency
1	Promoting Education	Schedule VII(ii)	Delhi	51,000	51,000	51,000	Direct
2	Promoting Sanitation, Hygiene & Education	Schedule VII(i)	Noida & Greater Noida (Uttar Pradesh)	2,655,555	2,655,555	2,655,555	Through implementing agency- M/s Gautam Budh Society for Social Welfare, Greater Noida
3	Promoting Sanitation, Hygiene & Education	Schedule VII(i)	Noida & Greater Noida (Uttar Pradesh)	1,000,000	1,000,000	1,000,000	Through implementing agency- Moga Devi Minda Charitable Trust
	TOTAL			3,706,555	3,706,555	3,706,555	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's report.

7. Responsibility Statement

The Corporate Social Responsibility Committee of the Company hereby confirms that the implementation and monitoring of the CSR policy, is in compliance with the CSR objectives and policy of the Company.

For India Exposition Mart Ltd.

Sd/-

Tafsir Ahmad

Chairperson, CSR Committee



Glimpses of CSR Activities during 2018-19



CORPORATE SOCIAL RESPONSIBILITY POLICY

1. Policy Objective

India Exposition Mart Ltd ('the Company') is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

2. Policy Details

The CSR activities of the Company will be implemented in accordance with the following core values:

Protecting Stakeholder Interests

- Proactively engage with relevant stakeholders, understand their concerns and be responsive to their needs.
- Use & promote systematic processes to engage with the stakeholders and address their issues in a just, fair and equitable manner.

Inclusive Development

- Channelising resources & efforts towards making positive and sustainable contribution in social and economic development.
- Aligning CSR practices & programs to complement and support the developmental priorities at local, state and national levels.
- Inclusive approach towards stakeholders and promote diversity through affirmative action.

3. Focus Areas

- a) To promote and support the artisans and craftspersons and to initiate such activities that would be required for welfare of artisans and their education and training.
- b) To give financial or other assistance in kind by way of distribution of books, clothes to the artisans.

- c) To promote and support such activities that would help in protecting and maintaining the environment concerns of the citizens.
- d) Eradicating hunger, poverty and malnutrition.
- e) Promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water.
- f) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- g) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- h) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga.
- i) Slum area development.

4. Planning, Implementation & Monitoring of CSR Activities

- a) The conduction of CSR activities shall be executed by CSR Committee.
- b) The CSR Committee shall periodically report its decision to Board of Directors.



- c) All the CSR activities shall be monitored regularly by CSR Committee through its Convener/ Chairman of the Company.

5. Budget

The Board of IEML will ensure that in each financial Year (FY), at least two percent of the average net profit (calculated as per Section 198 of the Act) accrued during the three immediately preceding Financial Years, is spent on CSR activities / projects / programs.

In the event, that amount indicated in para above is not spent in its entirety in that Financial Year, the reasons thereof will be outlined as per section 134 (3) (o) of the Act to be shared with all the stakeholders through the Annual Report and the unspent amount shall be carried forward to next year.

6. Monitoring and Assessment

- a) The Board shall decide the spending of CSR expenditure towards the project.
- b) Every six months, the Board of Directors and CSR Committee shall review the implementation of CSR.
- c) The evaluation of major projects may be carried out by a third party to critically assess the fulfilment of project objectives.
- d) Annual audit of all activities undertaken by

the Company would be done by Internal Auditor of the Company.

- e) CSR policy and initiatives of the Company will be reported in the Annual Report of the Company. All the CSR & Sustainability projects would be documented and hosted on Company's website also.

7. Review Mechanism

The CSR Policy outlines the framework within which CSR & Sustainability activities would be undertaken. Further, any or all provisions of the CSR & Sustainability Policy would be subject to revision/ amendment in accordance with the guidelines on the subject as may be issued from Ministry of Corporate Affairs or any other authorities, from time to time.

8. Disclosure

Company shall comply with Section 135 of the Act thereby ensuring that it makes a full disclosure of its CSR Policy, Projects / Programmes, Activities, monitoring mechanism, Implementing Agencies, Expenditure details as well as the composition of the CSR Committee of the Board.

9. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

Corporate Governance Report

For the Year 2018-19

Brief Statement of Company's Philosophy on Code of Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

Our corporate governance policies recognise the accountability of the Board and the importance of its decisions to all our constituents, including investors, employees and the regulatory authorities and to demonstrate that the shareholders are the cause of and ultimate beneficiaries of our economic activities. The functions of the Board and the executive management are well defined and are distinct from one another. We have taken a series of steps including the setting up of sub-committee of the Board to oversee the functions of executive management.

Board of Directors

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Board acts with autonomy and independent in exercising strategic supervision, discharging its fiduciary responsibilities and in ensuring that the management observes high standards of ethics, transparency and disclosure.

Composition

As on March 31, 2019, the Board had 19 Directors, comprising of One Non-Executive Chairman, One Nominee Director from Greater Noida Industrial Development Authority ('GNIDA'), One Nominee Director from Ministry of Textiles and 16 Non-Executive Directors. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of the Board include:

- Approving corporate philosophy and vision;
- Formulation of strategic and business plans;
- Reviewing and approving financial plans and budgets;
- Monitoring corporate performance against strategic and business plans, including overseeing operations;
- Ensuring ethical behaviour and compliance with laws and regulations;
- Reviewing and approving borrowing limits;
- Formulating exposure limits; and
- Keeping shareholders informed regarding plans, strategies and performance.

Board Meetings

During the financial year 2018-19, the Board met 4 (four) times as per the statutory requirements. The dates of Board Meetings being June 01, 2018; August 28, 2018; November 02, 2018; and February 22, 2019. The Company had its 17th Annual General Meeting for FY 2017-18 on September 27, 2018.



The particulars of Directors and their attendance for the Financial Year 2018-19 are given below:

Name of Director	Designation	Category	Attendance	
			Board Meeting	Last AGM
Mr. Rakesh Kumar	Chairman	Non-Executive	4	Yes
Mr. Anil Mansharamani	Director	Non-Executive	4	Yes
Mr. Vivek Vikas	Director	Non-Executive	3	Yes
Mr. Raj Kumar Malhotra	Director	Non-Executive	3	Yes
Mr. Sudhir Tyagi	Director	Non-Executive	3	Yes
Mr. Lekhraj Maheshwari	Director	Non-Executive	2	No
Mr. R K Passi	Director	Non-Executive	4	Yes
Mr. Babu Lal Dosi	Director	Non-Executive	1	Yes
Mr. Satinder Prakash Vadera	Director	Non-Executive	3	No
Mr. Ikramul Haq*	Director	Non-Executive	2	Yes
Mr. Mukesh Gupta	Director	Non-Executive	4	Yes
Mr. Sunil Sikka	Director	Non-Executive	3	No
Mr. D. Kumar	Director	Non-Executive	4	Yes
Mr. Satish Dhir	Director	Non-Executive	4	Yes
Mr. Sunil Sethi	Director	Non-Executive	2	No
Mr. Sudeshwar Saran	Director	Non-Executive	4	Yes
Ms. Swati Rishi	Director	Non-Executive	3	No
Mr. Tafsir Ahmad#	Director	Non-Executive	2	N.A
Mr. Bal Krishna Tripathi, ACEO, GNIDA, %	Nominee from GNIDA	Non-Executive	0	No
Ms. Vibha Chahal, OSD, GNIDA &	Nominee from GNIDA	Non-Executive	0	No
Mr. Ratnesh Kumar Jha ADDL. DC(H), Ministry of Textiles	Nominee from Ministry of Textiles	Non-Executive	0	No

* Mr. Ikramul Haq Shamsi retired as director w.e.f. September 27, 2018

Mr. Tafsir Ahmad appointed as Director w.e.f. September 27, 2018

% Mr. Bal Krishna Tripathi, Nominee Director, GNIDA (resigned w.e.f. September 11, 2018)

& Ms. Vibha Chahal , Nominee Director, GNIDA (resigned w.e.f. June 19, 2019)

Committees of Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees :

A. Audit Committee

The Audit Committee is headed by Mr. Mukesh Gupta as Convener and Mr. Anil Mansharamani, Mr. R.K. Passi, Mr. Raj Kumar Malhotra and Mr. Sudhir Tyagi as members. Representatives of Statutory and Internal Auditors are invitees to Audit Committee meetings.

The Committee is responsible for:

- over viewing of the Company's financial reporting process and the disclosure of its financial information;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors as well as Internal Auditors of the Company and approval for payment of any other services;
- reviewing with management the annual financial statements before submission to the Board, focussing primarily on accounting policies and practices;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- evaluating internal financial controls and risk management systems;
- to look into any other matters that requires monitoring or review of the functioning pertaining to accounts and audit of the Company.

B. Project Execution Committee

Project Execution Committee constituted by the Board of Directors is headed by Mr. Sudhir Tyagi, as Convener, Mr. Rakesh Kumar, Mr. Raj Kumar Malhotra, Mr. R.K. Passi, Mr. Anil Mansharamani, Mr. D. Kumar, Mr. Lekhraj Maheshwari, Mr. Satish Dhir, Mr. Sunil Sikka and Mr. Mukesh Gupta as members.

The Committee is primarily concerned with:

- Deciding any matter pertaining to tendering, consideration of architects, consideration of non-scheduled items, extra items, quality matters;
- Working in coordination with Project management Consultants for taking various inputs and to decide any other incidental or related matter effecting construction work at site as it may deem fit, and to engage temporarily or permanent, material and resources for the projects and borrowing such amount as may be required from time to time for the purpose of the business of the company within the limits specified in the Act.

C. Operations & Maintenance Committee

Operations & Maintenance Committee constituted by the Board of Directors consists of Mr. Anil Mansharamani, as Convener, Mr. Rakesh Kumar, Mr. Vivek Vikas, Mr. Raj Kumar Malhotra, Mr. Sudhir Tyagi, Mr. Lekhraj Maheshwari, Mr. R.K. Passi, and Mr. B.L. Dosi as members.

The Committee is primarily concerned with:

- Taking speedy and on the spot decisions on various O&M matter i.e. Housekeeping services, security services,
- To verify and review the quality of maintenance as per the requisite standards, opening of various tender document, award of contract and to take all necessary decisions that are required for achieving the set target and borrowing such amount as may be required from time to time for the purpose of the business of the company within the limits specified in the Act.

D. Mart Promotion Committee

Mart Promotion Committee constituted by the Board of Directors consists of Mr. Vivek Vikas, as Convener, Mr. Rakesh Kumar, Mr. Raj Kumar Malhotra, Mr. Babu Lal Dosi, Mr. Anil Mansharamani, Mr. Sunil Sikka, Mr. Satish Dhir and Mr. R.K. Passi as members.



The Committee is authorised to deal with all the steps on promotion of Marts, taking necessary decisions for continuous growth and development of the Marts. Mart Promotion Committee further looks into sorting out the Mart owners' grievances and matters relating to their pending dues including settlement/waiver of amounts, sale/ rent/lease/ registry & pricing of Marts, resolving the disputes pending in Court or otherwise, to arrive at amicable settlements amongst the parties and within the interest of the company or taking any such decision which the committee may consider fit to run operations of the company smoothly, in a hassle free environment and to minimise/prevent the legal recourses.

E. Marketing Committee

Marketing Committee constituted by the Board of Directors consists of Mr. Raj Kumar Malhotra, as Convener, Mr. Rakesh Kumar, Mr. Anil Mansharamani, Mr. Sunil Sethi, Mr. Vivek Vikas, Mr. D. Kumar, Mr. Satish Dhir, Mr. Lekhraj Maheshwari, Mr. Sunil Sikka and Mr. Satinder Prakash Vadera as members.

The Committee is authorised to take decisions on matters relating to developing more business opportunity for the company, F&B policies, creating revenue models for the Company.

F. Stakeholders Relationship Committee

Stakeholder Relationship Committee constituted by the Board of Directors consists of Mr. D. Kumar, as Convener, Mr. Rakesh Kumar, Mr. Lekhraj Maheshwari, Mr. R.K. Passi, Mr. Raj Kumar Malhotra, Mr. Sunil Sikka and Mr. Mukesh Gupta as members.

The function of the Committee is primarily dealing with approval/refusal/rejection of matters related with the transfer and transmission of shares, consolidation of share folios, issue of duplicate share certificates, resolving the grievances of security holders of the Company in the best interest of the shareholders of the Company and other related issues of the investors, taking opinion of legal experts on any Company law matter and to deal with other consequential matters.

G. Nomination & Remuneration Committee

Nomination and Remuneration Committee constituted by the Board of Directors is headed by Mr. Anil Mansharamani, as Convener, Mr. Rakesh Kumar, Mr. R.K. Passi, Mr. Sudhir Tyagi and Mr. Raj Kumar Malhotra as members.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, pension, etc;
- determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole.

H. Corporate Social Responsibility Committee

Corporate Social Responsibility Committee constituted by the Board of Directors consists of Mr. Lekhraj Maheshwari as Convener, Mr. Rakesh Kumar, Mr. Sudhir Tyagi, Mr. Anil Mansharamani, Mr. Sunil Sikka, Mr. R.K. Passi, Mr. Raj Kumar Malhotra, Mr. Vivek Vikas, Mr. Satish Dhir, Mr. Mukesh Gupta and Mr. Satinder Prakash Vadera as members.

The role of Corporate Social responsibility is as follows:

- Formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as prescribed in the act;
- recommend the amount of expenditure to be incurred on the activities;
- monitor the Corporate Social Responsibility Policy of the company from time to time;
- to carry out responsibilities and formulating policies prescribed under the Act.

I. Solo Exhibition Committee

Solo Exhibition Committee constituted by the Board of Directors consists of Mr. Sunil Sethi as Convener, Mr. Rakesh Kumar, Mr. Anil Mansharamani,



Mr. D. Kumar, Mr. Vivek Vikas, Mr. Raj Kumar Malhotra and Mr. Sunil Sikka as members.

The role of Solo Exhibition Committee is as follows:

- Developing the exhibition/event/conference with complete blueprint.
- Identifying and implementation with communicating purpose, goals and objectives, expectations, timelines, and budget, along with milestones and deliverables.
- Successful organisation of solo exhibitions.
- Post show follow up with other related activities.

General Body Meeting

Location and time, where last three Annual General Meetings held:

AGM Number	Date & Time	Location
15 th	30 th September, 2016 10 a.m.	Govt. Servants Co-operative Housing Building Society Ltd.
16 th	26 th September, 2017 10 a.m.	Kalyan Kendra, 9, Paschimi Marg, Vasant Vihar, New Delhi - 110057
17 th	27 th September, 2018 10 a.m.	

- Whether Special Resolutions were put through postal ballot last year: No
- Are polls proposed to be conducted through postal ballot this year: No
- The Company has not entered in to any transaction with related parties, which is materially significant.
- No penalty has been imposed by any Statutory Authority nor has any statutory authority passed any strictures against the company.

Disclosure regarding Directors

All the Directors of the Company are non-executive Directors and are paid only sitting fees for attending the meetings of the Board/ committee thereof. Details on the remuneration paid has been mentioned in the extract of Annual Return.

General shareholder Information

• Dematerialization of shares

Pursuant to Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014, the International Securities Identification Number (ISIN) allotted to the Company is INE01JH01013. The Company's shares are being dematerialised and the Equity shares representing approximately 28.92 % of the Company's share capital are dematerialised as at March 31, 2019.

• Registrar and Transfer Agents

The Company has appointed Karvy Fintech Private Limited Members as Registrar and Transfer agent.

During the Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form.

Therefore, Members holding shares in physical form were requested to consider converting their shareholding to dematerialised form. During the year, the Company has sent necessary intimations to its shareholders regarding the restriction on transfer of securities in the physical form. Share transactions in electronic form can be effected in a simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participant ('DP') with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account.

• Unclaimed dividends

Financial Year	Date of Declaration	Due Date of Transfer to IEPF
2015-16	September 30, 2016	November 06, 2023
2016-17	September 26, 2017	October 26, 2024
2017-18	September 27, 2018	November 03, 2025



- **Transfer of unclaimed or unpaid amounts to Investor Education and Protection Fund ('IEPF')**

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of such dividends which have not been claimed for a period of seven (7) consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

In the interest of shareholders, the Company is sending periodical reminders to the shareholders to claim their dividends in order to avoid transfer

of dividends / shares to IEPF. The Company has also uploaded the details of unclaimed dividends as at the date of the AGM i.e. September 27, 2019 on the website of IEPF and on the 'Investor Relations' section of the Company's website.

- **Project Location:**

Plot No. 23-25, 27-29, Knowledge Park-II,
Greater Noida, Gautam Budh Nagar,
Uttar Pradesh - 201306

Ph: 0120 2328011-20, Fax: 0120-2328010

E-mail: cs@indiaexpocentre.com;

info@indiaexpocentre.com

- **Regd. Office & Address for correspondence:**

Plot No. 1, 210, Atlantic Plaza, 2nd Floor,
Local Shopping Centre, Mayur Vihar Phase-I,
Delhi-110091

Ph: 011-22711497



Financial Statements

AUDITORS' REPORT

BALANCE SHEET

CASH FLOW STATEMENT

STATEMENT OF PROFIT AND LOSS

ACCOUNTING POLICIES

Independent Auditors' Report

TO THE MEMBERS OF
INDIA EXPOSITION MART LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of INDIA EXPOSITION MART LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit & Loss Account and 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 Management 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.

Auditors' 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 Management, 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 March 31, 2019, and its Statement of Profit & Loss Account and its Cash Flow for the year ended on that date.

Emphasis of Matter

1. Balances under Sundry Debtors / Claims Recoverable / Loans & Advances / Sundry Creditors / Other Liabilities in many cases have not been confirmed and consequent reconciliation / adjustments if any, required upon such confirmation are not ascertainable.

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.

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, Profit & Loss Account and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained by Company;

- 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 Director as on March 31, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2019 from being appointed as a Director;
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 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 to Note No. 26 of the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SARVAM & ASSOCIATES

Chartered Accountants
(Firm Registration No. 007146N)

UDIN: 19091916AAAABC8597

New Delhi

Date: August 24, 2019

Sd/-

Arun Jain

Partner

M. No. 091916



"Annexure A" to the Independent Auditor's Report of even date on the Financial Statements of India Exposition Mart Limited

1. Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:
 - (a) The Company has maintained 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 three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. As explained to us,
 - (a) Management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed (if any) on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. 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 complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
5. 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. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, 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, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are following dues of income tax, sales tax, service tax value added tax outstanding on account of dispute.



The Company has following pending litigations:

S. No.	Name of the Statute	Nature of the dues	Amount (INR in Lacs)	Period	Forum of Dispute
1.	Service Tax Laws	Service Tax & Penalty	172.45	2005-06 & 2006-07	Appellate Tribunal
2.	Income Tax Act	Expenses Disallowed	105.65	2008-09	Appellate Tribunal
3	Sales Tax Act	WCT	7.49	2006-07	Joint Commissioner (Appeal)
		Total	349.94		

An Amount INR 21.22 Lacs has been deposited with respect to income tax in which litigation is pending before CIT Appellate.

An Amount INR 7.49 Lacs has been deposited with respect to sale tax in which litigation is pending before Joint Commissioner Appeal.

An Amount of INR 20.00 Lacs has been deposited with respect to service tax in which litigation is pending before Service Tax Appellate Tribunal.

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has taken a loan from Federal Bank of which INR 16.55 Crores is outstanding as of March 31, 2019.
9. Based upon the audit procedures performed and 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. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and 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. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
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.
14. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and 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 SARVAM & ASSOCIATES

Chartered Accountants
(Firm Registration No. 007146N)

UDIN: 19091916AAAABC8597

New Delhi
Date: August 24, 2019

Sd/-
Arun Jain
Partner
M. No. 091916



"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of India Exposition Mart Limited

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

We have audited the internal financial controls over financial reporting of INDIA EXPOSITION MART LIMITED ("the Company") as of March 31, 2019 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management of the Company; and (3) provide reasonable

assurance regarding prevention or timely detection of unauthorised 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 or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For SARVAM & ASSOCIATES

Chartered Accountants
(Firm Registration No. 007146N)

UDIN: 19091916AAAABC8597

New Delhi
Date: August 24, 2019

Sd/-
Arun Jain
Partner
M. No. 091916

Balance Sheet as at 31st March, 2019

Particulars	Note No.	As at 31st March, 2019 ₹	As at 31st March, 2018 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	1	370,000,000	370,000,000
(b) Reserves and Surplus	2	882,100,738	645,266,640
		1,252,100,738	1,015,266,640
Share Application Money Pending Allotment		–	–
Non-current Liabilities			
(a) Long-term Borrowings	3	100,098,882	176,596,994
(b) Deferred Tax Liability (net)	4	489,440	–
(c) Other long-term Liabilities		–	–
(d) Long-term Provisions		–	–
		100,588,322	176,596,994
Current Liabilities			
(a) Short-term Borrowings		110,915,069	76,428,905
(b) Trade Payables	5	262,146,599	206,897,205
(c) Other Current Liabilities	6	175,351,216	163,331,427
(d) Short-term Provisions	7	548,412,884	446,657,537
TOTAL		1,901,101,944	1,638,521,171
ASSETS			
Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	863,326,163	949,190,465
(ii) Intangible Assets	8	1,929,497	1,995,874
(iii) Capital Work in Progress (CWIP)		9,349,813	1,312,307
		874,605,473	952,498,646
(b) Non-current Investments		–	–
(c) Deferred Tax Assets (net)	4	–	7,842,773
(d) Long-term Loans and Advances	9	14,282,319	9,870,613
(e) Other non-current Assets	10	41,230	38,750
		14,323,549	17,752,136
Current Assets			
(a) Current Investments		–	–
(b) Inventories	11	4,826,068	6,465,295
(c) Trade Receivables	12	204,196,266	188,654,014
(d) Cash and Bank Balances	13	614,309,911	328,275,168
(e) Short-term Loans and Advances	14	185,460,515	141,784,947
(f) Other Current Assets	15	3,380,162	3,090,964
		1,012,172,922	668,270,388
TOTAL		1,901,101,944	1,638,521,171

Notes '1' to '32' forms integral part of these Financial Statements

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
ANIL MANSHARAMANI
DIRECTOR

Sd/-
RAJ KUMAR MALHOTRA
DIRECTOR

Sd/-
SUDEEP SARCAR
CHIEF EXECUTIVE OFFICER

Sd/-
SACHIN KUMAR SINHA
CHIEF FINANCIAL OFFICER

Sd/-
ANUPAM SHARMA
COMPANY SECRETARY

AS PER OUR SEPARATE REPORT OF EVEN DATE

For SARVAM & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 007146N

Sd/-
ARUN JAIN
MEMBERSHIP NO. 091916
PARTNER

Place: Delhi
Date: August 24, 2019



Statement of Profit & Loss

for the year ended 31st March, 2019

Particulars	Note No.	For the year ended 31st March, 2019 ₹	For the year ended 31st March, 2018 ₹
CONTINUING OPERATIONS			
Revenue from Operations	16	1,226,228,614	976,231,449
Other Income	17	52,351,944	31,787,046
Total Revenue (1)		1,278,580,558	1,008,018,495
Expenses			
(a) Change in Inventories of Stock in Trade	18	—	—
(b) Employee Benefits Expense	19	52,071,799	44,956,981
(c) Finance Costs	20	20,554,267	27,760,938
(d) Depreciation and Amortisation Expense	8	91,678,887	127,415,901
(e) Other Expenses	21	676,621,929	486,752,232
Total Expenses (2)		840,926,882	686,886,052
Profit / (Loss) before Exceptional and Extraordinary Items and Tax 3 = (1 + 2)		437,653,676	321,132,443
Exceptional Items (4)	22	(321,598)	7,028,375
Profit / (Loss) before Extraordinary Items and Tax 5 = (3 ± 4)		437,332,078	328,160,818
Extraordinary Items (6)		—	—
Profit / (Loss) Before Tax 7 = (5 ± 6)		437,332,078	328,160,818
Tax Expense: (8)			
(a) Current Tax			
- Provision for Taxation	23	126,365,653	118,799,097
(b) Deferred Tax		8,332,213	(7,856,742)
Profit/(Loss) from Continuing Operations (7 ± 8)		302,634,212	217,218,463
Profit/(Loss) for the Year		302,634,212	217,218,463
Earning Per Equity Share			
Basic		8.18	5.87
Diluted		8.18	5.87

Notes '1' to '32' forms integral part of these Financial Statements.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
ANIL MANSHARAMANI
DIRECTOR

Sd/-
RAJ KUMAR MALHOTRA
DIRECTOR

AS PER OUR SEPARATE REPORT OF EVEN DATE

For SARVAM & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 007146N

Sd/-
SUDEEP SARCAR
CHIEF EXECUTIVE OFFICER

Sd/-
SACHIN KUMAR SINHA
CHIEF FINANCIAL OFFICER

Sd/-
ANUPAM SHARMA
COMPANY SECRETARY

Sd/-
ARUN JAIN
MEMBERSHIP NO. 091916
PARTNER

Place: Delhi
Date: August 24, 2019



Cash Flow Statement

	As at 31st March 2019 ₹	As at 31st March 2019 ₹	As at 31st March 2018 ₹	As at 31st March 2018 ₹
Cash Flow from Operating Activities				
<u>Net Profit/(Loss) before Taxation & Extraordinary Items</u>	437,332,078		328,160,818	
Adjustments for:				
Depreciation	91,678,887		127,415,901	
Provision for CSR expenditure	(3,706,555)		(2,402,451)	
Provision for Mart Maintenance Reserve	(5,694,335)		(9,410,021)	
(Profit)/Loss on Sale/Disposal of Assets	321,598		(7,028,375)	
Interest Income	(23,367,729)		(7,239,529)	
Interest Expenses	20,554,267		27,760,938	
<u>Operating Profit before Working Capital changes</u>	517,118,211		457,257,281	
Decrease/(Increase) in Debtors	(15,542,252)		(49,459,177)	
Decrease/(Increase) in Other Current Assets	1,347,549		5,180,629	
(Decrease)/Increase in Current Liabilities	(24,610,306)		1,679,457	
Decrease/(Increase) in Loan & Advance	(48,087,274)		(54,622,280)	
Cash Generated from Operating	430,225,929		360,035,910	
Income Tax Paid	—		—	
Wealth Tax Paid	—		—	
Cash generated from Operations	430,225,929	430,225,929	360,035,910	360,035,910
Cash Flow from Investing Activities				
Purchase of Fixed Assets	(12,827,760)		(17,572,882)	
Addition of CWIP	(9,349,813)		(1,312,307)	
Interest Received	23,367,729		7,239,529	
Sale of Fixed Assets	656,600		7,247,178	
Net Cash from Investing Activities	1,846,756	1,846,756	(4,398,482)	(4,398,482)
Cash Flow from Financing Activities				
Proceeds from Issuance of Share Capital	—		7,101,000	
Proceeds from Long-term Borrowings	—		—	
Repayment of Secured Loan	(76,498,113)		(72,905,833)	
Grant Received during the year	—		—	
Interest Paid	(20,554,267)		(27,760,938)	
Dividend Paid	(40,700,000)		(37,000,000)	
Tax on Dividend	(8,285,563)		(7,532,330)	
Net Cash from Financing Activities	(146,037,943)	(146,037,943)	(138,098,101)	(138,098,101)
Net Increase / Decrease in Cash & Cash Equivalents		286,034,743		217,539,326
Cash & Bank Balances at beginning of the year		328,275,168		110,735,842
Cash & Bank Balances at the end of the year		614,309,911		328,275,168

Note: i. Previous year's figures have been rearranged wherever necessary to conform to the current year's presentation.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

AS PER OUR SEPARATE REPORT OF EVEN DATE

Sd/-
ANIL MANSHARAMANI
DIRECTOR

Sd/-
RAJ KUMAR MALHOTRA
DIRECTOR

For SARVAM & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 007146N

Sd/-
SUDEEP SARCAR
CHIEF EXECUTIVE OFFICER

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CHIEF FINANCIAL OFFICER

Sd/-
ANUPAM SHARMA
COMPANY SECRETARY

Sd/-
ARUN JAIN
MEMBERSHIP NO. 091916
PARTNER

Place: Delhi
Date: August 24, 2019



Significant Accounting Policies

A. BASIS FOR PREPARATION OF FINANCIAL STATEMENT

The financial statements have been prepared under the historical cost convention in accordance with Generally Accepted Accounting Principle (GAAP) on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules 2014, the provisions of the Act (to the extent notified) as adopted consistently by the Company during the year.

B. USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C. OWN FIXED ASSETS

- a) Fixed assets are stated at cost less accumulated depreciation. All costs relating to & including financing cost till commencement of commercial start up of the project including adjustments arising from exchange rate variations relating to borrowing attributable to the fixed assets are capitalized.
- b) Asset valuing upto Rs. 5000/- excluding furniture, fixture and wooden crates are charged to revenue in the year of its purchase.

D. LEASED ASSETS

The cost of the leasehold land is capitalized on the basis of cost plus future interest payable to the Greater Noida Industrial Development Authority (GNIDA). Appropriate disclosures have been provided in the notes of accounts. Liability in respect of time extension fee leviable by GNIDA shall be accounted for on completion of the project / issuance of completion certificate.

E. INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition less accumulated amortisation.

F. DEPRECIATION

- i. Depreciation on all fixed assets of the company are provided on Written Down Method .The Company has revised depreciation rate on fixed assets w.e.f. 01st April. 2014 as per useful life speceified in schedule II of the Compannies Act, 2013 as reassessed by the Company.
- ii. Cost of Leasehold land not exceeding 90 years is amortized over the lease term. Interest cost on leasehold land is capitalized with retrospective date. The effect due to capitalization on financial statement are given in the notes to accounts which are self explanatory in nature.
- iii. The Management estimates the useful life of Mobile phone (Electrical & Office Equipments) to be 3 years.
- iv. The Management estimates the useful life of Helipad (temporary structure) to be 3 years.

G. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimates of recoverable amount.

H. REVENUE RECOGNITION

- I. All incomes are recognized on accrual basis.
- II. Receipts on account of sale of marts are recognized in the year of transfer of rights / handing over of possession.

I. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets



are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the revenue.

J. FOREIGN CURRENCY TRANSACTIONS

- (a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (b) Monetary items denominated in foreign currencies at the year end are the re-stated at the year-end rates.
- (c) Non-monetary foreign currency items are carried at cost.
- (d) Any income and expenses on account of exchange difference either on settlement or on translation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

K. EMPLOYEE BENEFITS

Short term employee benefits are recognised as expenses in the statement of profit and loss of the year in which the related service is rendered. The retirement benefits arising to the employees is provided on the basis of the actuarial valuation as and when the same accrues.

Post Employemnet & other long term employee benefits: The Company's contribution to Employees Provident Fund is charged to the statement of profit and loss. In respect of gratuity, the Company funds the benefits through annual contributions to the Life Insurance Corporation of India (LIC). The Company provides for a long term defined benefit schemes for payment of earned leave on the basis of an actuarial valuation on the balance sheet date. The actuarial valuation of the liability towards the earned leave benefits of the employees is made

on the assumptions of discount rate and salary growth rate. The Company recognises the actuarial gains and losses in the statement of profit & loss account as income and expenses in the period in which they occur.

L. COMMON EXPENDITURE

Capitalization / allocation of costs to various fixed assets has been made on the basis of technical evaluation conducted by a technical expert.

M. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that their will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

N. PROVISION FOR CURRENT AND DEFERRED TAXES

Provisions for current tax is made, if applicable, after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

O. GRANT IN AID

Grant in aid received on account of or towards capital expenditure is capitalized under the head building reserve account. The depreciation is accordingly reduced from the building reserve account.

Notes to the Financial Statements

Note 1 Share Capital

Particulars	As at 31 March 2019 ₹	As at 31 March 2018 ₹
Authorised 50,000,000 Equity Shares of ₹ 10/- each	500,000,000	500,000,000
Issued 37,000,000 Equity Shares of ₹ 10/- each	370,000,000	370,000,000
	370,000,000	370,000,000
Subscribed & Paid up 37,000,000 Equity Shares of ₹ 10/- each, fully paid up (Out of the above, 767,802 Equity Shares were issued for consideration other than cash to Greater Noida Industrial Development Authority for Lease of Land) (Previous year 37,000,000 Equity Shares of ₹ 10/- each, fully paid up)	370,000,000	370,000,000
Total	370,000,000	370,000,000

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

Reconciliation of Number of Shares:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	Amount ₹	Number of shares held	Amount ₹
Balance at the beginning of the year	37,000,000	370,000,000	36,700,000	367,000,000
Add: Shares issued during the year			300,000	3,000,000
Balance as at the end of the year	37,000,000	370,000,000	37,000,000	370,000,000

Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% of holding	Number of shares held	% of holding
M/s Vectra Investments Private Limited	8,417,529	22.750	8,417,529	22.750

Note 2 Reserves and Surplus

Particulars		As at 31 March 2019 ₹	As at 31 March 2018 ₹
(a) Building Reserve			
Opening Balance	189,060,583		196,276,881
Grant Received during the year	–		
Less: Utilised / Transferred during the year	(6,490,995)	182,569,588	(7,216,298)
Closing Balance Total (a)		182,569,588	189,060,583
(b) Share Premium			
Balance at the beginning of the year	26,127,000		–
Add: on Shares issued during the year	–	26,127,000	26,127,000
(c) Profit & Loss Account			
Balance as per last financial statements	430,079,057		269,205,396
Profit / (Loss) for the year	302,634,212		217,218,463
Less: Appropriations			
Adjustment on account of Depreciation	(922,666)		–
Provision for CSR Expenditure	(3,706,555)		(2,402,451)
Proposed Dividend on Equity Shares for the year	(40,700,000)		(37,000,000)
Dividend Distribution Tax on Proposed Dividend on Equity Shares	(8,285,563)		(7,532,330)
Provision for Mart Maintenance Reserve	(5,694,335)	673,404,150	(9,410,021)
Total (b)		699,531,150	456,206,057
Total (a)+(b)		882,100,738	645,266,640

Note 3 Long-term Borrowings

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Term Loans		
From Banks - Secured Loan	100,098,882	176,596,994
Total	100,098,882	176,596,994

Nature of Security and Terms of Repayment for Long Term Secured Borrowings:**Nature of Security**

During the year 2015-16 the Company has taken Term loan amounting to ₹ 36.51 crores, (March 31, 2015: Nil) on equitable mortgage of leasehold rights of land admeasuring 48194.94 square meter & 151487.46 square meter & construction of building at Plot no. 23,24, 28 & 29 at Knowledge Park-II, Greater Noida U.P.

During the year 2018-19 the Company has been sanctioned Term Loan amounting to ₹ 52 crores on equitable mortgage of leasehold rights of land admeasuring 151487.46 square meter & construction of building at Plot no. 25 & 27 at Knowledge Park-II, Greater Noida U.P.

During the year 2015-16 the Company has taken Vehicle loan amounting to ₹ 15.51 lacs (March 31, 2015: Nil) on hypothecation of Honda CRV.

During the year 2016-17 the Company has taken Vehicle loan amounting to ₹ 7.35 lacs (March 31, 2016: Nil) on hypothecation of Maruti Ertiga.

Terms of Repayment

Repayable in 24 quarterly installments commenced from April 2016, Last instalment due in April,2022. Rate of Interest 10.15% p.a. as at year end (Previous year 10.63%).

Repayable in 96 quarterly installments commencing after 24 months moratorium period. Rate of Interest 9.50% p.a.

In May,2018, the loan has been paid fully.

In September,2018, the loan has been paid fully.



Note 4 Deferred Tax Liability

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Depreciation	(1,090,037)	7,256,989
Brought Forwarded Losses	—	—
Brought Forwarded Unabsorbed Depreciation	—	—
WCT Provison	—	—
Leave Enchisement	600,597	585,784
Total DTA / (DTL)	(489,440)	7,842,773
Opening DTA/(DTL)	7,842,773	(13,969)
DTA/(DTL) Created during the Current Financial Year	(8,332,213)	7,856,742

Note 5 Trade Payables

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Trade Payables	110,915,069	76,428,905
Total	110,915,069	76,428,905

Note 6 Other Current Liabilities

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
(a) Current Maturities of Long Term Debts	66,853,657	66,853,657
(b) Unpaid Dividends	2,692,910	2,692,910
(c) Other Payables		
"(i) Statutory Remittances (Contributions to PF and ESIC, Withholding Taxes, "Excise Duty, VAT, Service Tax, etc.)"	12,838,274	13,917,981
(ii) Provision for Employee Benefit (Note - 24)	8,913,586	1,692,528
(iii) Trade / Security Deposits Received	6,299,618	4,099,212
(iv) Advances from Customers	108,232,677	54,410,416
(v) Stale Cheques	353,946	677,954
(vi) Expenses Payable	3,852,243	16,137,193
(vii) Provision for Mart Maintenance Reserve	52,109,688	46,415,353
Total	262,146,599	206,897,205

Note 7 Short Term Provisions

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Provision for Taxation	126,365,653	118,799,097
Proposed Equity Dividend	40,700,000	37,000,000
Provision for Tax on Proposed Equity Dividend	8,285,563	7,532,330
Total	175,351,216	163,331,427



Note 8 Fixed Assets

	GROSS BLOCK				DEPRECIATION							NET BLOCK		
Tangible Assets	Balance As at April 1, 2018	Additions/ Adjustments During the Year	Sale/ Adjustments During the Year	As At March 31, 2019	Upto April 1, 2018	Depreciation/ Amortisation During the Year	Depreciation Transfer to Building Reserve During the Year	Excess Depreciation (Already Charged)	Adjusted with Retained Earning	Depreciation Adjustment of the Previous Year	Adjustments During the Year	Upto March 31, 2019	As at March 31, 2019	As at March 31, 2018
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Land	161,843,485			161,843,485	25,874,062	1,798,261						27,672,323	134,171,162	135,969,423
(b) Buildings	1,245,069,182	4,195,493		1,249,264,675	569,035,099	58,418,959	6,490,995		922,666			634,867,719	614,396,956	676,034,083
(c) Plant and Equipment	297,572,824	35,484		297,608,308	208,577,161	16,368,377						224,945,538	72,662,770	88,995,663
(d) Furniture and Fixtures	19,728,874	2,906,100	3,431,363	19,203,611	15,522,057	1,981,694					2,950,123	14,553,628	4,649,983	4,206,817
(e) Vehicles	6,598,799	4,356,088	2,417,066	8,537,821	5,646,681	1,664,660					1,920,108	5,391,233	3,146,588	952,118
(f) Computers and Related Systems	26,418,446	1,388,384		27,806,830	21,009,142	2,398,343						23,407,485	4,399,345	5,409,304
(g) Electrical & Office Equipments	288,482,160	1,258,518		289,740,678	251,962,130	8,732,884						260,695,014	29,045,664	36,520,030
(h) Kitchen Equipments	9,628,792			9,628,792	8,525,765	249,332						8,775,097	853,695	1,103,027
Total	2,055,342,562	14,140,067	5,848,429	2,063,634,200	1,106,152,097	91,612,510	6,490,995	-	922,666	-	4,870,231	1,200,308,037	863,326,163	949,190,465
Previous Year	2,038,357,045	18,943,378	1,957,861	2,055,342,562	973,329,833	127,345,024	7,216,298	1,739,058	-	-		1,106,152,097	949,190,465	1,065,027,212
Intangible Assets														
Brands/Trademarks	3,145,948		-	3,145,948	1,150,074	66,377						1,216,451	1,929,497	1,995,874
Total	3,145,948	-	-	3,145,948	1,150,074	66,377	-				-	1,216,451	1,929,497	1,995,874
Previous Year	1,767,240	1,378,708		3,145,948	1,079,197	70,877						1,150,074	1,995,874	688,043

Note 9 Long-term Loans and Advances

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
<u>Security Deposits</u>		
Secured, Considered Good	14,282,319	9,870,613
Total	14,282,319	9,870,613

Note 10 Other Non Current Assets

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
<u>Other Bank Balance</u>		
Security against UP VAT	41,230	38,750
Total	41,230	38,750

Note 11 Inventories

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Stores and Spares	4,826,068	6,465,295
Total	4,826,068	6,465,295

Note 12 Trade Receivables

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, Considered Good	77,245,777	75,548,229
Other Trade Receivables		
Unsecured, Considered Good	126,950,489	113,105,785
Total	204,196,266	188,654,014

Note 13 Cash and Bank Balances

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
<u>(i) Cash and Cash Equivalents</u>		
(a) Cash on Hand	45,642	2,970
(b) Balance with Banks		
- In Current Account	11,254,741	14,707,911
- In Term Deposits with original maturity upto 6 months	594,372,555	306,250,828
(c) Ear marked Balance with Bank (Unpaid Dividend)	3,758,568	2,735,212
<u>(ii) Other Bank Balances</u>		
Term Deposits (Security against Guarantee) (Maturity more than 12 months)	4,878,405	4,578,247
Total	614,309,911	328,275,168

Note 14 Short-term Loans and Advances

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
<u>Other Loan & Advances</u>		
<u>Advances to Employees</u>		
Secured, considered good	43,764	26,889
<u>Other Loan & Advances</u>		
Others	(2,246)	30,419
Unsecured, considered good		
Advance to creditors		
Unsecured, considered good	–	967,286
Prepaid Expenses	3,641,631	3,351,479
Deposit against Demand of Work Contract Tax (F.Year: 2006-07)	748,668	748,668
Deposit against Demand of Service Tax (F.Year-2006-07 to 2007-08)	2,000,000	2,000,000
Trade Tax	68,720	68,720
Income Tax Refundable (Asst. Year-2007-08)	–	1,751,264
Income Tax Refundable (Asst. Year-2009-10)	294,916	294,916
Income Tax Refundable (Asst. Year-2010-11)	795,232	795,232
Income Tax Refundable (Asst. Year-2011-12)	2,250	2,250
Income Tax Refundable (Asst. Year-2013-14)	17,632,290	17,632,290
Income Tax Refundable (Asst. Year-2014-15)	608,634	608,634
Tax Deducted at Source (Asst. Year-2016-17)	2,485	2,485
Tax Deducted at Source (Asst. Year-2017-18)	23,218,292	23,252,699
Tax Deducted at Source (Asst. Year-2018-19)	2,379,845	71,980,217
Tax Deducted at Source (Asst. Year-2019-20)	100,824,535	–
Advance Tax	33,201,500	18,271,500
Total	185,460,515	141,784,947

Note 15 Other Current Assets

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Balances with Government Authorities		
CENVAT Credit Receivable	773,945	951,138
Input Credit - GST	2,606,217	2,139,826
Total	3,380,162	3,090,964

Note 16 Revenue from Operations

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
<u>Sale of Services</u>		
Income From Fairs & Exhibitions	1,006,480,226	826,371,154
Income From Conferences & Other Services	128,774,706	55,323,701
Income From Maintenance	90,973,682	92,753,447
Income Sale of Mart	–	1,783,147
Total	1,226,228,614	976,231,449



Note 17 Other Income

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Interest Income	23,367,729	7,239,529
Other Non-operating Income	27,492,018	23,465,551
Prior Period Income	1,492,197	1,081,966
Total	52,351,944	31,787,046

Note 18 Change in Inventories

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Opening Inventories	—	—
Less: Closing Inventories	—	—
Change in Inventories	—	—
Total	—	—

Note 19 Employee Benefits Expense

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Salaries and Wages	46,988,005	40,565,458
Contribution to Provident and Other Funds	2,335,619	3,066,030
Staff Welfare Expenses	2,748,175	1,325,493
Total	52,071,799	44,956,981

Note 20 Finance Costs

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Interest Paid on Term Loan	20,524,751	27,650,455
Interest on Others	29,516	110,483
Total	20,554,267	27,760,938

Note 21 Other Expenses

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Fairs & Exhibitions Expenses	291,566,356	150,004,038
Housekeeping & Technical	129,288,918	146,455,431
Power and Fuel [#]	65,450,158	61,634,417
Repairs and Maintenance - Buildings	59,339,343	39,616,039
Marketing Expenses	44,755,147	10,474,221
Legal and Professional	17,538,202	15,095,063
General Office Expenses	13,002,922	4,211,947
Advertisement & Publicity	11,815,741	3,944,492
AMC Lift & Escalators	6,167,464	6,199,330
Insurance	5,143,394	4,616,152
Lease Rent	4,889,509	5,107,372
Sitting Fees	4,480,000	4,900,000
Hospitality	3,973,445	5,717,580
Hiring Charges	2,904,173	2,379,755
Printing and Stationery	2,565,194	2,010,104
Vehicle Hiring Charges	2,252,555	1,463,477
Repairs and Maintenance - Machinery/Others	1,479,170	2,174,966
Travelling and Conveyance	1,386,472	776,520
Internet Expenses	1,341,333	2,029,706
Water Expenses	1,071,168	950,458
Software Expenses	784,201	1,180,174
Telephone Expenses	769,204	841,328
Internal Audit Fee	550,000	480,000
Payment to Auditors (Refer Note 21a)	522,500	522,500
Rent	510,621	836,083
Gift Expenses	426,219	5,071,943
Annual Maintenance Charges	139,473	492,938
Prior Period Expenses	76,261	2,778,311
Bad Debt written off	33,984	—
Rebate	—	2,144,234
Miscellaneous Expenses	2,398,801	2,643,653
Total	676,621,929	486,752,232

[#]During FY 2017-18, the Company has entered into Solar Power Purchase Agreement with M/s Amplus Energies Solutions Pvt Ltd (Seller) for supply of electricity for a period of 25 years. The facility is also connected with the state owned grid through Net Metering Agreement.



Note 21a Payment to Auditors

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Payment to Auditors		
a) Statutory Audit Fees	467,500	467,500
b) Tax Audit Fees	55,000	55,000
Total	522,500	522,500

Note 22 Exceptional Items

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Profit/(Loss) on Sale/Disposal of Fixed Assets	(321,598)	7,028,375
Total	(321,598)	7,028,375

Note 23 Current Tax

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
Current Tax	126,365,653	118,799,097
Less: Mat Credit Entitlement	—	—
Net Current Tax	126,365,653	118,799,097

Note 24 Post Employment Benefit Plans

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

Changes in the Present Value of the Obligation

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
a) Present Value of Obligation as at the beginning of the period	1,692,528	1,446,895
b) Acquisition Adjustment		
c) Interest Cost	130,832	130,832
d) Past Service Cost		
e) Current Service Cost	408,626	337,882
f) Curtailment Cost/(Credit)		
g) Settlement Cost/(Credit)		
h) Benefits Paid	(104,254)	(435,299)
i) Actuarial (Gain)/Loss on Obligation	(65,243)	233,954
j) Present Value of Obligation as at the end of period	2,062,489	1,714,264

Expense Recognised in the Statement of Profit and Loss

Particulars	For the year ended 2019 ₹	For the year ended 2018 ₹
a) Current Service Cost	408,626	337,882
b) Past Service Cost		
c) Interest Cost	130,832	109,096
d) Expected Return on Plan Assets		
e) Curtailment Cost / (Credit)		
f) Settlement Cost / (Credit)		
g) Net Actuarial (Gain)/Loss recognised in the period	(65,243)	233,954
h) Expenses Recognised in the statement of Profit & Losses	474,215	680,932

Changes in the Fair Value of Plan Assets

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
a) Fair Value of Plan Assets at the beginning of the period	—	—
b) Acquisition Adjustment	—	—
c) Expected Return on Plan Assets	—	—
d) Employer Contributions	—	—
e) Benefits Paid	—	—
f) Actuarial (Gain)/Loss on Plan Assets	—	—
g) Fair Value of Plan Assets at the end of the period	—	—

Principal Assumptions used in determining post-employment benefit obligations are shown below:

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
a) Discounting Rate	7.66	7.73
b) Future Salary Increases	5.50	5.50
c) Expected Rate of Return on Plan Assets	—	—

Note 25 Proposed Dividend

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
On Equity Share of Rs.10 each		
Amount of Dividend Proposed	40,700,000	37,000,000
Dividend per Equity Share	Re 1.10 per share	Re 1 per share

Note 26 Contingent Liabilities

Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
I) Service Tax Liabilities	17,245,252	17,245,252
II) Income Tax Liability	17,000,497	30,998,765
III) Work Contract Tax	748,668	748,668
Grand Total	34,994,417	48,992,685



Note 27 Income/Expenditure in Foreign Currency

	2018-19		2017-18	
Earning in Foreign Currency				
Income From Fairs & Exhibitions	\$ 413,985.31	(₹ 28,330,195)	\$ 226,528.83	(₹ 14,557,744)
	€ 149	(₹ 11,912)	€ 8,956	(₹ 661,327)
Expenditure in Foreign Currency				
Membership Fees	€ 2,894	(₹ 233,777)	€ 5,874	(₹ 477,381)
Membership Fees	£ 5,304.40	(₹ 478,460)		
Event Participation Fees	AED 6,525	(₹ 127,825)	£ 13,741	(₹ 1,039,196)

28) The Company has remunerated its Managerial personnel in accordance with Schedule V of Companies Act 2013.

29) Sundry debtors which are more than six months old are being considered as good by the management.

30) Sundry debtors, sundry creditors, advances recoverable and deposits given are subject to confirmation and reconciliation if any and its impact if any on accounts cannot be ascertained at this stage.

31) Balance Sheet abstract has been annexed separately.

32) The previous year figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

AS PER OUR SEPARATE REPORT OF EVEN DATE

Sd/-
ANIL MANSHARAMANI
DIRECTOR

Sd/-
RAJ KUMAR MALHOTRA
DIRECTOR

For SARVAM & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 007146N

Sd/-
SUDEEP SARCAR
CHIEF EXECUTIVE OFFICER

Sd/-
SACHIN KUMAR SINHA
CHIEF FINANCIAL OFFICER

Sd/-
ANUPAM SHARMA
COMPANY SECRETARY

Sd/-
ARUN JAIN
MEMBERSHIP NO. 091916
PARTNER

Place: Delhi

Date: August 24, 2019

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

COMPANY : INDIA EXPOSITION MART LIMITED**YEAR - 2018-19****I. Registration Details**

Registration No.

U 9 9 9 9 9 D L 2 0
0 1 P L C 1 1 0 3 9 6

State Code

5 5

Balance Sheet Date

3 1 - 0 3 - 2 0 1 9

II. Capital raised during the year (Rupees in thousands)

Public Issue

N I L

Rights Issues

N I L

Bonus Issue

N I L

Private

N I L

Placements

III. Position of the mobilisation and Development of Funds (Rupees in thousands)

Total Liabilities

1 9 0 1 1 0 2

Total Assets

1 9 0 1 1 0 2

Sources of Funds

Paid up Capital

3 7 0 0 0 0

Reserves & Surplus

8 8 6 5 5 4

Secured Loans

1 0 0 0 9 9

Unsecured Loans

N I L

Deferred Tax Liability

N I L

Application of Funds

Net Fixed Assets

8 7 4 6 0 5

Investments

N I L

Loans & Advances

1 4 2 8 2

Other Non-
Current Assets

4 1

Net Current Assets

4 6 8 2 1 3

Miscellaneous
Expenditure

N I L

Accumulated Losses

N I L

Deferred Tax Asset

N I L

IV. Performance of Company (Rupees in thousands)

Turnover

1 2 7 8 5 8 1

Total Expenditure

8 4 1 2 4 8

Profit before tax

4 3 7 3 3 2

Profit after tax

3 0 2 6 3 4

Earning per share (in Rs.)

8 . 1 8

Dividend Rate %

1 1

V. Generic name of Three principal products / Services of the company (As per monetary terms)

Item code no. (ITC code no.)

3 7 0 6 9 0 9 2

Product

E X H I B I T I O N S

Description

Sd/-
ANIL MANSHARAMANI
DIRECTORSd/-
RAJ KUMAR MALHOTRA
DIRECTORSd/-
SUDEEP SARCAR
CHIEF EXECUTIVE OFFICERSd/-
SACHIN KUMAR SINHA
CHIEF FINANCIAL OFFICERSd/-
ANUPAM SHARMA
COMPANY SECRETARYPlace: Delhi
Date: August 24, 2019

INDIA'S LARGEST INTEGRATED VENUE FOR CONVENTIONS & EXHIBITIONS

INDIA EXPO CENTRE & MART

GREATER NOIDA EXPRESSWAY, DELHI-NCR, INDIA



INDIA EXPOSITION MART LIMITED

Registered Office:

Plot No. 1, 210, Atlantic Plaza, 2nd Floor, Local Shopping Centre, Mayur Vihar Phase-I, Delhi - 110091

Corporate Office:

Plot No. 23-25 & 27-29, Knowledge Park-II, Greater Noida, Gautam Budh Nagar, U.P. 201306

Phone: +91-120-2328011-20 | Fax: +91-120-2328010 | E-mail: info@indiaexpocentre.com

CIN: U99999DL2001PLC110396