



PANTH Infinity
INTENDED TO INSPIRE

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26

ANNUAL REPORT

2018 - 19



INDEX

CONTENTS	PAGE NO.
COMPANY INFORMATION	01
NOTICE	02
DIRECTORS' REPORT	16
EXTRACT OF ANNUAL RETURN	27
RATIO OF DIRECTORS' REMUNERATION TO MEDIAN EMPLOYEES' REMUNERATION AND OTHER DISCLOSURE	39
FORM MR-3- SECRETARIAL AUDITOR REPORT	40
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	44
CORPORATE GOVERNANCE REPORT	48
INDEPENDENT AUDITOR'S REPORT	69
BALANCE SHEET	77
STATEMENT OF PROFIT & LOSS	78
CASH FLOW STATEMENT	79
NOTES FORMING PART OF FINANCIAL STATEMENTS	81
ATTENDANCE SLIP	111
FORM MGT-11- PROXY FORM	112

**COMPANY INFORMATION****BOARD OF DIRECTORS**

Mr. Shwet Koradiya	Chairman & Non-Executive Director
Ms. Surbhi Mudgal	Non-Executive Independent Director
Mr. Hitesh Patel	Non-Executive Independent Director
Mr. Zubin Raja	Non-Executive Independent Director (Ceased w.e.f. 07.12.2018)
Mr. Jinay Koradiya	Additional Director (Appointed w.e.f. 14.08.2019)

CHIEF FINANCIAL OFFICER

Mrs. Mosam Mehta

CHIEF EXECUTIVE OFFICER

Mr. Rahul Jalavadiya (Ceased w.e.f. 30.05.2019)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Krishna Naik (Ceased w.e.f. 30.05.2019)

STATUTORY AUDITORS

M/s. A Biyani & Co.
Chartered Accountants
FRN - 140489W
Unit No. 411, Gundecha Industrial Complex,
Akurli Road, Next to Big Bazar,
Opp. W. E. Highway, Kandivali (E)
Mumbai - 400101, Maharashtra.

INTERNAL AUDITORS

M/s. D C Jariwala & Co.
Chartered Accountants
FRN - 104063W
330, Royal trading tower,
Opp. Ratan cinema,
Salabatpura, Surat 395003,
Gujarat.

BANKERS

South Indian Bank
Axis Bank
Kotak Mahindra Bank
Yes Bank

REGISTERED OFFICE

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.
Tel/Fax: 0731 – 4202337

Email: info@panthinfinity.com
Website: www.panthinfinity.com

CORPORATE OFFICE

S-6, VIP Plaza, VIP Road,
Near Shyam Temple,
Vesu, Surat-395007,
Gujarat.
Tel: 0261-2600331, +91-7043999011

REGISTRAR & SHARE TRANSFER AGENT

Purva Shareregistry (India) Private Limited
9, Shiv Shakti Ind. Estates, J R Boricha Marg,
Lower Parel (E), Mumbai - 400 011, Maharashtra
Tel.: (022) 2301 6761, Fax: (022) 2301 2517
Email: busicomp@gmail.com
Website: www.purvashare.com



NOTICE

Notice is hereby given that the **26th ANNUAL GENERAL MEETING** of the Members of **PANTH INFINITY LIMITED** will be held on Tuesday, 24th September, 2019 at 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Shwet Koradiya as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Shwet Koradiya (DIN: 03489858), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Jinay Koradiya (DIN: 03362317) as a Managing Director:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act and as recommended by Nomination and Remuneration Committee of the Company, approval of the Company be and is hereby accorded for the appointment of Mr. Jinay Koradiya (DIN: 03362317), who was appointed as an Additional Director of the Company w.e.f. from 14th August, 2019 and who holds office up to the date of this Annual General Meeting (AGM), in respect of whom a notice in writing under Section 160 of the Act, as amended has been received in the prescribed manner, as a Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 24th September, 2019, on the following terms and conditions:

- (a) Duration : 3 Years (24th September, 2019 to 23rd September, 2022)
- (b) Salary: Rs. 25,000 (Rupees Twenty Five Thousand) per month subject to annual increment as may be approved by the Board from time to time and as per Remuneration Policy of the Company.
- (c) Perquisites and Allowances : In addition to the salary as outlined above, the Managing Director shall be entitled to the following perquisites/allowances which shall not be included in the computation of limits for the remuneration:
 - i. Contribution to provident fund, superannuation or annuity funds, to the extent these either singly or put together are not taxable under the Income Tax Act;
 - ii. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
 - iii. Encashment of leave at the end of the tenure.

Explanation:

The said perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable; in absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration payable to Mr. Jinay Koradiya as a Managing Director at any time, such that the



aggregate of the salary (inclusive of annual increments, if any) in any financial year shall not exceed the overall ceiling laid down in Sections 197 of the Act read with the Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding the above, in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Jinay Koradiya as a Managing Director of the Company, remuneration payable to him shall be within the limits as specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution or otherwise considered by it in the best interest of the Company.”

4. Shifting of Registered Office of the Company from the State of Madhya Pradesh to the State of Gujarat:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government (Powers delegated to Regional Director), consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from **the State of Madhya Pradesh to the State of Gujarat.**”

RESOLVED FURTHER THAT the Clause-II of Memorandum of Association of the Company be altered by substituting it with the following clause:

“II. The Registered office of the Company will be situated in the State of Gujarat.”

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from **the State of Madhya Pradesh to the State of Gujarat.**

RESOLVED FURTHER THAT Directors of the Company be and are hereby jointly/severally authorized (along with the power of delegation) to appear before the concerned Regional Director/Registrar of Companies or any other Statutory Authority, to plead for the aforesaid application, to file the necessary Vakalatnama and/or Memorandum of Appearance with the concerned Authority, to sign, authenticate and make any kind of declaration and submit all kind of documents, papers, deeds, petition, forms relating to aforesaid application and to act for every purpose connected with the proceedings of the application and to take such other steps as may be required by the concerned Regional Director/Registrar of Companies or any other statutory authority or otherwise become necessary in the regard.”

5. Approval to Sale of Fixed Asset of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors to sell and transfer lands situated at Taluka: Tharad, District: Banaskantha, Gujarat at the prevailing market value.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”



By order of the Board of Directors
For **PANTH INFINITY LIMITED**

Place: Surat
Date: 14/08/2019

SHWET KORADIYA
Chairman & Director
(DIN: 03489858)

REGISTERED OFFICE:-

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.

NOTES:-

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the businesses under Item Nos. 3, 4 & 5 of the notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 & 3 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a Member before 48 hours of an AGM till the conclusion of an AGM, subject to the written notice being served to the Company.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at an AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend



the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

5. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP-ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **September 19, 2019 to September 24, 2019 (both days inclusive)**.
8. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
9. Members are requested to:
 - a. Intimate to the Company's Registrar & Share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd., situated at 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai-400011, their Depository Participant ("DP"), regarding changes if any, in their registered address and their E-mail ID at an early date.
 - b. Quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
 - c. Bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting. As a measure of economy, extra copies of the Annual Report will not be provided at the meeting.
 - d. Affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
10. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to Purva Sharegistry (India) Pvt. Ltd.
11. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.



12. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The Change in the residential status on return to India for permanent settlement.
 - b) The Particulars of the NRE account with a Bank in India, if not furnished earlier.
13. Securities and Exchange Board of India has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 08, 2018 to permit transfer of listed securities only in dematerialized form with a depository. Therefore, Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id. busicomp@gmail.com and to Company Secretary at email id info@panthinfinity.com.
14. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company's Share transfer agent. The said form can be downloaded from the Company's website www.panthinfinity.com.
15. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
16. SEBI & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of an AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made thereunder for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report for Financial Year 2018-19 will also be available on the Company's website viz. www.panthinfinity.com.
17. Members who have not registered their E-mail address with the Company so far are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.
18. At the 24th Annual General Meeting of the Company held on September 21, 2017, the Members have approved the appointment of M/s. A Biyani & Co., Chartered Accountants (FRN: 140489W) as Statutory Auditors of the Company to hold office for a period of five years from conclusion of the 24th Annual General Meeting till the conclusion of 29th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act, 2013. Vide notification dated May 07, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, hence no resolution is being proposed for ratification of appointment of statutory auditors at the 26th Annual General Meeting.
19. The route map showing directions to reach the venue of the 26th AGM is annexed hereto.
20. Voting through electronic means (i.e. remote e-voting):



- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. 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).
- II. The facility for voting through ballot paper shall be made available at an AGM and the members attending the meeting who have not cast their vote by remote E-voting will be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote E-voting prior to an AGM may also attend the AGM but will not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 21st September, 2019 (9:00 a.m.) and ends on Monday, 23rd September, 2019 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Wednesday, 18th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

A. Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in	16 Digit Beneficiary ID



demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- 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.
6. 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.



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

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of Panth Infinity Limited to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to csmanishpatel@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- IX. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- X. 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).
- XI. 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 18th September, 2019.
- XII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding Shares as of the cut-off date i.e. 18th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.



- XIII. A member may participate in an AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at an AGM.
- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote E-voting as well as voting at an AGM through ballot paper.
- XV. Mr. Manish R. Patel, Company Secretary in Practice (COP No. 9360) has been appointed as the Scrutinizer for conducting the physical voting and remote e-voting process in a fair and transparent manner.
- XVI. The Chairman shall, at the end of discussion on the resolutions in an AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” for all those members who are present at an AGM but have not cast their votes by availing the remote E-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of an AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.panthinfinity.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.
21. All relevant documents and Registers referred in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company situated at 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001 Madhya Pradesh and at the Corporate Office of the Company situated at S-6, VIP Plaza, VIP Road, Near Shyam Temple, Vesu, Surat – 395007, Gujarat during business hours between 10.00 a.m. to 5.00 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company.

ANNEXURES TO THE NOTICE:

- (I) EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

ITEM NO. 3:

Based on the recommendation of Nomination and Remuneration Committee, Mr. Jinay Koradiya was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 14th August, 2019 to hold office up to the date of ensuing Annual General Meeting. Your company has received notice in writing under Section 160 of the Act from a shareholder, in the prescribed manner, signifying his intention to propose the appointment of Mr. Jinay Koradiya as a Managing Director of the Company. Accordingly, the Board recommends the Appointment of Mr. Jinay Koradiya (DIN: 03362317) as a Managing Director for a period of three (3) years w.e.f. 24th September, 2019, subject to the approval by the members of the Company on the terms and conditions of appointment as mentioned in the Resolution. He will take remuneration of Rs. 25,000/- per month in capacity of Managing Director of the Company subject to annual increment as may be approved by the Board from time to time and as per remuneration policy of the Company.



Mr. Jinay Koradiya satisfies all the conditions set out in Schedule V to the Act and also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms section 164 of the Act.

Copy of the draft letter for appointment of Mr. Jinay Koradiya as a Managing Director setting out the terms and conditions is available in physical mode for inspection by members at the Registered Office and Corporate Office of the Company during the business hours on any working days between 10 am to 5 pm and also available at the venue of AGM.

Information required under Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

1. Nature of Industry – Jewellery Business
2. Date or expected date of commencement of Commercial Production – The Company was incorporated in the year 1993 and started its business since then.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus – Not applicable.
4. Financial performance based on given indicators as per audited financial statements as at 31.03.2019:

Particulars	31.03.2019 (Amount in Rs.)
Total Revenue	15,66,73,265.31
Net Operating Profit	11,65,174.00
Less: Interest & Finance Charges	1,12,671.00
Less: Depreciation	4,21,541.00
Net Profit Before Tax & Exceptional Items	6,30,962.02
Add: Exceptional Items	3,46,569.00
Net Profit Before Tax	9,77,531.02
Less : Provision for Taxation	
- Net Current Tax	3,00,000.00
- Deferred Tax	(19,556.00)
Net Profit After Tax	6,97,087.02

5. Foreign Investments or collaborations, if any – The Company has not made foreign investment and not entered into any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details: Mr. Jinay Koradiya, is having 7 years of experience in the field of Diamond and Jewellery Industry. He has good quality background in Diamond cutting, Polishing, Assorting and Trading. His key skills include practical application to produce a piece which is currently desirable in the marketplace.
2. Past remuneration: NIL
3. Recognition or awards: NIL
4. Job profile and his suitability: He is having 7 years of experience in the field of Diamond and Jewellery Industry. He is responsible for all the major policy decisions and also looking after day to day operations of the Company.
5. Remuneration proposed: Rs. 25,000/- per month, subject to annual increment as may be approved by the Board from time to time and as per remuneration policy
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person (in case of expatriates the relevant details would be with respect to the country of his origin): Considering the size of the Company, the profile of Mr. Jinay Koradiya, the responsibilities



entrusted upon him in his capacity as Managing Director, the remuneration proposed is commensurate with the remuneration packages paid to similar appointees in other companies.

7. Pecuniary relationship directly or indirectly with the company, relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. Jinay Koradiya does not have any pecuniary relationship with the Company. Mr. Shwet Koradiya is a relative of Mr. Jinay Koradiya. No other managerial personnel are concerned or interested.

II. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: Due to global slowdown and present scenario of the country and other reasons beyond the control of management of the Company, the Company has inadequate profits.
2. Steps taken or proposed to be taken for improvement: The Company is in continuous efforts to take appropriate steps for improvement of its business.
3. Expected increase in productivity and profits in measurable terms: The Company is very conscious about improvement in productivity and is undertaking constant measures to improve it.

IV. DISCLOSURES:

The following disclosures are mentioned in the Boards' Report under the heading "Corporate Governance" attached to the financial statement:

- a) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc., of all the directors;
- b) Details of fixed component and performance linked incentive along with the performance criteria;
- c) Service contracts, notice period, severance fees; and
- d) Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

He is not holding any equity shares of the Company and he is related to Mr. Shwet Koradiya.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 3 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Jinay Koradiya and Mr. Shwet Koradiya, are considered to be interested or concerned in the above resolution.

ITEM NO. 4:

Presently, the Registered Office of the Company is situated at Indore, Madhya Pradesh while the Corporate Office of the Company is situated at Surat, Gujarat. The Operational activities are mainly handled at Corporate Office of the Company and in order to remove operational difficulties, it would be in the interest of the Company to keep Corporate Office as the Registered Office of the Company. Hence, your Directors recommend shifting of Registered Office from the State of Madhya Pradesh to the State of Gujarat.

Further, alteration in Clause-II of the Memorandum of Association of the Company will also be required as to mention that Registered Office be situated in the State of Gujarat.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association requires the approval of the Members by the way of Special Resolution.

After obtaining approval from the Shareholders, an application is required to be made under Section 13(4) of the Companies Act, 2013, to the Central Government (Powers delegated to the Regional Director) for approval of the alteration of the Memorandum of Association of the Company pursuant to shifting of the Registered Office from the State of Madhya Pradesh to the State of Gujarat.



Accordingly, your Directors recommend the Special Resolution mentioned in item no. 4 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution.

ITEM NO. 5:

Members of the Company are requested to note that Section 180 (1) (a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of ‘substantially the whole of the undertaking’ for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the Land situated at Taluka: Tharad, District: Banaskantha, Gujarat, as the land is of no use to the company now and that the proceeds of the sale can be used for the growth of business.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 5 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution.

(II) DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

A.

Name of the Director	Mr. Shwet Koradiya (DIN: 03489858)
Designation/Category	Chairman - Non-Executive Director / Promoter
Date of Birth	23/07/1988
Age	31 Years
Nationality	Indian
Qualification	M.B.A (Finance) from University of Technology Sydney (UTS), Australia.
Date of first appointment on the Board of the Company	11/01/2013
No. of Board Meetings attended during the year 2018-19	7 (Seven)
Expertise in specific functional area	Diamond and Construction Industry
Brief Profile	Mr. Shwet Koradiya, aged 31 years, has completed his M.B.A. (Finance) from University of Technology Sydney (UTS), Australia and he has been very much instrumental



	in the field of Finance, Accounts and General administration. He has more than 8 years of experience in the field of Diamond and Construction Industry.
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation
Remuneration last drawn	Nil
Shareholding in the Company	11,09,113 Equity Shares
Directorship in the other Companies	1. Koradiya Mile Stone Private Limited 2. Pure Giftcarat Limited
Relationship with other Directors, Manager and KMP	Not related to other Directors except Mr. Jinay Koradiya
Membership / Chairmanship in Committees (Other than Panth Infinity Limited)	Nil

B.

Name of the Director	Mr. Jinay Koradiya (DIN: 03362317)
Designation/Category	Additional Director
Date of Birth	01/06/1989
Age	30 Years
Nationality	Indian
Qualification	HSC
Date of first appointment on the Board of the Company.	14 th August, 2019
No. of Board Meetings attended during the year	NA
Expertise in specific functional area	Diamond and Jewellery Industry
Brief Profile	Mr. Jinay Navichandra Koradiya, aged about 30 years, has completed his HSC from Gujarat Secondary & Higher Secondary Education Board, Gujarat. He is having 7 years of experience in the field of Diamond and Jewellery Industry. He has good quality background in Diamond cutting, Polishing, Assorting and Trading. His key skills include practical application to produce a piece which is currently desirable in the marketplace.
Terms and conditions of appointment or re-appointment	As per Explanatory Statement No. 3
Remuneration last drawn	Nil
Shareholding in the Company	Nil
Directorship in the other Companies	Koradiya Mile Stone Private Limited
Relationship with other Directors, Manager and KMP	Not related to other Directors except Mr. Shwet Koradiya
Membership/Chairmanship in Committees (Other than Panth Infinity Limited)	Nil



By order of the Board of Directors
For PANTH INFINITY LIMITED

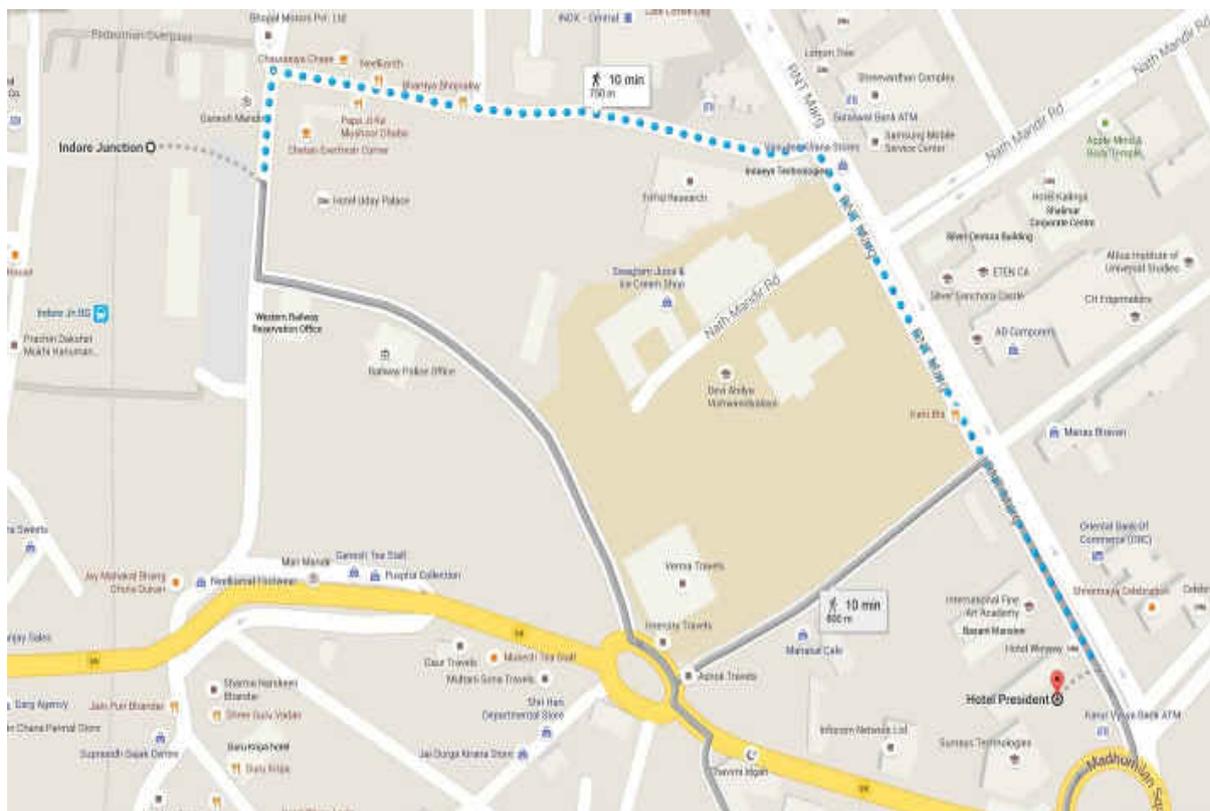
Place: Surat
Date: 14/08/2019

SHWET KORADIYA
Chairman & Director
(DIN: 3489858)

REGISTERED OFFICE

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.

Route Map of 26th AGM Venue of PANTH INFINITY LIMITED



**DIRECTORS' REPORT**

To,
The Members,

Your Directors are pleased to present the 26th Annual Report of your Company together with the Audited Financial Statements and Auditors' Report for the year ended 31st March, 2019.

1. FINANCIAL PERFORMANCE:-

The Company's financial performance during the year ended 31st March, 2019 compared to the previous year is summarized below:

(Amount in Rs.)

Particulars	F. Y. 2018-19	F. Y. 2017-18
Income From Operations	15,66,72,889.31	45,61,32,554.37
Other Income	376.00	113.00
Total Income	15,66,73,265.31	45,61,32,667.37
Profit/(Loss) before tax	6,30,962.02	(38,15,840.39)
Add/(Less): Exceptional/Extraordinary items *		71,87,120.00
- Loss on Sale of land	(4,03,431.00)	-
- Profit on sale of investment	7,50,000.00	-
Profit/(Loss) Before Tax	9,77,531.02	33,71,279.61
Less: Tax Expenses		
- Current Tax	3,00,000.00	11,00,599.00
- Deferred Tax	(19,556.00)	(44,169.12)
Net Profit/(Loss) After Tax	6,97,087.02	23,14,849.73

*Note: As per IND AS 2 and IND AS 16, Stock in Trade of Land Rs. 71,87,120 has been converted into Fixed Assets and the effect has been shown as Exceptional items in F.Y 2017-18.

The Company has adopted Indian Accounting Standards (Ind-AS) with effect from 1st April, 2017 with the transition date of 1st April, 2016. Accordingly, financial statements for the year ended 31st March, 2019 have been prepared as prescribed for Ind-AS under Section 133 of the Companies Act, 2013 and the relevant rules. Previous year's figures have been restated to make them comparable.

2. REVIEW OF OPERATIONS:-

The Income from Operation of your Company for the year 2018-19 was decreased to Rs. 15,66,72,889.31 as against Rs. 45,61,32,554.37 of the previous year. Also, the Company's Net Profit after tax has been decreased to Rs. 6,97,087.02 for the year 2018-19 as against the Net Profit after tax of Rs. 23,14,849.73 of the previous year.

3. TRANSFER TO RESERVES:-

During the year under review, your Directors have not proposed to transfer any amount to Reserves.

4. DIVIDEND:-

During the year under review, your Directors have not recommended any Dividend on Equity Shares of the Company with a view to conserve resources for expansion of business.



5. PUBLIC DEPOSITS:-

During the year under review, your Company has neither accepted nor renewed any Public Deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

6. SHARE CAPITAL:-

During the year under review, your Company's issued, subscribed & paid up Equity Share Capital remains unchanged to Rs. 12,32,50,000/- (Rupees Twelve Crore Thirty Two Lakh Fifty Thousand) divided into 1,23,25,000 (One Crore Twenty Three Lakh Twenty Five Thousand) Equity Shares of Rs. 10/-

7. BOARD OF DIRECTORS:-

Mr. Shwet Koradiya (DIN: 03489858), Ms. Surbhi Mudgal (DIN: 07289164), Mr. Jayeshkumar Pandav (DIN: 07864617) and Mr. Hitesh Patel (DIN: 07851008) were the Directors on the Board at the beginning of financial year. However, the following changes were occurred till the date of the approval of Directors Report.

- Mr. Jayeshkumar Pandav, Independent Director of the Company had resigned from the post of Directorship of the Company w.e.f. 30th May, 2018 and the same has been accepted by Board of Directors in their Meeting held on 30th May, 2018.
- Mr. Zubin Raja has been appointed as an Additional Director of the Company in Independent capacity w.e.f. 16th July, 2018 in the Board Meeting held on 12th July, 2018. The Shareholders of the Company at the 25th AGM held on 27th September, 2018 appointed Mr. Zubin Raja as an Independent Director of the Company w.e.f. 12th July, 2018 for a term of 5 years.
- Mr. Shwet Koradiya, Director of the Company liable to retire by rotation has been reappointed in the 25th Annual General Meeting of the Company held on 27th September, 2018.
- Mr. Zubin Raja, Independent Director of the Company had resigned from the post of Directorship of the Company w.e.f. 7th December, 2018 and the same had been accepted by the Board of Directors in Board Meeting held on 20th December, 2018.
- Your Company has 3 (Three) Directors as on 31st March, 2019 namely:
 1. Mr. Shwet Koradiya - Chairman and Director
 2. Ms. Surbhi Mudgal - Independent Director
 3. Mr. Hitesh Patel - Independent Director
- Mr. Jinay Koradiya has been appointed as an Additional Director of the Company in promoter capacity w.e.f. 14th August, 2019 in the Board Meeting held on 14th August, 2019. He is proposed to be appointed as a Managing Director of the Company for a period of 3 years in this ensuing AGM w.e.f. 24th September, 2019.
- As per the provisions of the Companies act, 2013, Mr. Shwet Koradiya, Chairman & Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

8. KEY MANAGERIAL PERSONNEL:-

Your Company has following KMP as on 31st March, 2019 namely:



- a. Ms. Mosam Mehta # - Chief Financial Officer
- b. Mr. Rahul Jalavadiya* - Chief Executive Officer
- c. Ms. Krishna Naik @ - Company Secretary & Compliance Officer

Ms. Mosam Mehta has been appointed as Chief Financial Officer of the Company w.e.f. 14th August, 2018.

* Mr. Rahul Jalavadiya has resigned from the post of Chief Financial Officer of the Company w.e.f. 30th May, 2019.

@ Ms. Krishna Naik has been appointed as Company Secretary & Compliance Officer of the Company w.e.f. 12th July, 2018. She has resigned from the post of Company Secretary & Compliance Officer w.e.f. 30th May, 2019.

9. DECLARATION FROM INDEPENDENT DIRECTORS AND THEIR FAMILIARISATION PROGRAM:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 and 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence.

Pursuant to the provisions of Regulation 25 of the SEBI Listing Regulations, the Company has formulated a programme for familiarising the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various initiatives. The detail of the aforementioned programme is available on the Company's website at www.panthinfinity.com.

10. DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that-

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2019, the applicable Indian Accounting Standards have been followed and no material departures have been made for the same;
- (ii) appropriate accounting policies have been selected and applied them consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2019 and of the profit of the Company for that period;
- (iii) proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a "going concern" basis;
- (v) the proper internal financial controls are laid down and are adequate and operating effectively;
- (vi) the proper systems have been devised to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:-

During the year under review, no loan or guarantee was given to any person or Body Corporate directly or indirectly by the Company and investments made by the Company are within the limits



under Section 186 of the Companies Act, 2013. The details of Investments are available in notes of Financial Statements.

12. MEETINGS OF BOARD OF DIRECTORS:-

During the year under review, 7 (Seven) Board Meetings were held. The intervening gap between the Meetings did not exceed the period prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of which are given in the Corporate Governance Report, forming part of Annual Report. The Notice along with Agenda and Agenda items of each Board Meetings were given to each Director of the Company.

13. MEETINGS OF MEMBERS:-

During the year under review, 25th Annual General Meeting of the Company was held on 27th September, 2018 and Extra Ordinary General Meeting was held on 28th April, 2018 during the financial year.

14. COMMITTEE MEETINGS:-

The details pertaining to the composition of the Audit Committee and other Committees and all meetings held during the year 2018-19 are included in the Corporate Governance Report. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

15. BOARD EVALUATION:-

In line with the Corporate Governance Guidelines of the Company, Annual Performance Evaluation was conducted for all Board Members as well as the working of the Board and its Committees. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in consonance with Guidance Note on Board Evaluation issued by SEBI in January, 2017.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance and compensation to Executive Directors, succession planning, strategic planning, etc.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representation of shareholder interest and enhancing shareholder value, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

Evaluation of Committees was based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice/recommendation to the Board, etc. The Board has also noted areas requiring more focus in the future.

16. PREVENTION OF INSIDER TRADING:-

The Company has adopted a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition & Insider Trading) Regulations, 2015, as amended from time to time, with a view to regulate the trading in securities by the Directors and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of shares of the Company by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the code. All Directors and the designated Employees have confirmed compliance with the code.

**17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:-**

The particulars required to be included in terms of Section 134(3) of the Companies Act, 2013 with regard to conservation of energy, technology absorption, foreign exchange earnings and outgo are given as below:-

A. Conservation of Energy:

The Company is not engaged in any type of production. Hence, there is no extra steps taken for energy saving. However, Regular steps have been taken to improve energy consumption by using LED lights in office premises. Company is using inverter as alternate sources of energy. During the year, the Company has not made any capital investment on energy conservation equipment.

B. Technology Absorption:

The project of your Company has no technology absorption. Hence, no particulars are offered.

C. Foreign Exchange Earning and Outgo:

The foreign Exchange earnings and expenditure of the company is NIL.

18. EXTRACT OF ANNUAL RETURN:-

As provided under Section 92(3) of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in form MGT-9 is attached to this report as “Annexure-1”. The same is being made available on the Company’s website www.panthinfinity.com.

19. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:-

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization. The Internal Audit Department monitors and evaluates the efficacy and adequacy of Internal Control Systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions suggested are presented to the Audit Committee of the Board.

20. POLICY:-**❖ RISK MANAGEMENT POLICY:-**

The composition of the Risk Management Committee is not applicable to your Company. However, the Company has adopted a Risk Management policy in accordance with the provisions of the Act and Regulation 17(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Objective of this policy is to minimize the adverse impact of various risks to business goals and objectives and to enhance the value of Stakeholders.

The Management has put in place adequate and effective system and man power for the purposes of risk management. In the opinion of the Board, there are no risks which would threaten the existence of the Company.

**❖ VIGIL MECHANISM (WHISTLE BLOWER POLICY):-**

The Company has adopted Vigil Mechanism/ Whistle Blower Policy in accordance with the Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees of the Company to report concerns about unethical behavior. The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting unethical behaviour, fraud, violations, or bribery. The Company has Vigil Mechanism (Whistle Blower) Policy under which the employees are free to report violations of applicable Laws and Regulations and the Code of Conduct, the same can be accessed through the Chairman of the Audit Committee. The employees have the right/option to report their concern/grievance to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The Policy has been uploaded on the Company's website www.panthinfinity.com.

❖ REMUNERATION POLICY:-

The Company's policy relating to Nomination and remuneration of Directors, KMPs and Senior Management as stipulated in Section 178 of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, forming part of Annual Report. The Policy has been uploaded on the Company's website www.panthinfinity.com.

❖ BOARD DIVERSITY POLICY:-

A diverse Board enables efficient functioning through differences in perspective and skill, and also fosters differentiated thought process at the back of varied industrial and management expertise, gender and knowledge. The board recognizes the importance of diverse composition and has adopted a Board Diversity Policy which sets out the approach to diversity. The Board Diversity Policy is available on our website www.panthinfinity.com.

21. JOINT VENTURES, SUBSIDIARIES AND ASSOCIATES:-

As on 31st March, 2019, your Company does not have any Joint Ventures, Subsidiaries and Associates Company.

22. CORPORATE SOCIAL RESPONSIBILITY:-

The provisions of the CSR expenditure and Composition of Committee as provided in the Section 135 of the Companies Act, 2013 are not applicable to the Company.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:-

All related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of business. All related Party Transactions were placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee has been obtained for the transactions which are of a foreseen and in repetitive nature. Policy on Transactions with Related Parties as approved by the Board is uploaded on the Company's website www.panthinfinity.com.

During the year, your Company were not entered into any significant material related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

Suitable disclosure as required under AS-18/Ind-AS-24 has been made in Note to the Financial Statement.

**24. PARTICULARS OF EMPLOYEES:-**

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be NIL as there are no employees who are in receipt of remuneration above the prescribed limit.

25. RATIO OF DIRECTORS' REMUNERATION TO MEDIAN EMPLOYEES' REMUNERATION AND OTHER DISCLOSURES:-

The table containing the names and other particulars of ratio of Directors' Remuneration to Median Employees' Remuneration in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached to this report as "Annexure-2".

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:-

Your Company has complied with provisions relating to the constitution of Internal Complaints Committee pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no complaints were received by the Company relating to sexual harassment at workplace. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace.

27. STATUTORY AUDITORS AND REPORT:-

M/s. A Biyani & Co., Chartered Accountants (FRN: 140489W), Mumbai, were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting held on 21st September, 2017 to hold office for a period of five years from conclusion of that Annual General Meeting till the conclusion of 29th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act, 2013. Vide notification dated May 07, 2018; the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 26th Annual General Meeting.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments. The Auditors has not reported any matter of an offence of fraud to the Company required to be disclosed under Section 143(12) of the Companies Act, 2013.

28. INTERNAL AUDITORS AND REPORT:-

M/s. Paras S. Shah & Co., Chartered Accountants, Surat were serving as an Internal Auditor of the Company till the closer of Financial Year 2017-18. The quarterly, half-yearly and annual report from Internal Auditors were placed before the Audit Committee Meeting and Meeting of Board of Directors respectively.

On a resignation of M/s. Paras S. Shah & Co., Chartered Accountants, Surat as an Internal Auditor of the Company, the Board of Directors at their Meeting held on 12th July, 2018 has accepted his resignation and appointed M/s. D C Jariwala & Co., Chartered Accountants, Surat as an Internal Auditor of the Company pursuant to Section 138 of Indian Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.



M/s D C Jariwala & Co., Chartered Accountants, Internal Auditors of the Company has conducted periodic audit of all operations of the Company. The Audit Committee of the Board of Directors has reviewed the findings of Internal Auditors regularly and their reports have been well received by the Audit Committee.

29. SECRETARIAL AUDIT REPORT:-

Pursuant to the provisions of Section 204 read with Section 134(3) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed Mr. Manish R. Patel, Company Secretary in Practice, Surat as a Secretarial Auditor to undertake the secretarial audit of the Company. The Secretarial Audit Report in form MR-3 for Financial Year 2018-19 is attached to this report as “**Annexure-3**”.

The Secretarial Audit Report contains the following qualification, reservation or adverse remark:

- The Company has not submitted Audited Financial Results for quarter and year ended 31st March, 2018 within 30 minutes of closure of Board Meeting held on 30th May, 2018. This is non-compliance of Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT’S VIEW ON SECRETARIAL AUDITORS QUALIFICATION:-

The Board is of the opinion that observation of the Secretarial Auditor is based on the facts and need no comments from the Board. However, the Board shall ensure and take appropriate steps for timely compliance of applicable laws.

30. ANNUAL SECRETARIAL COMPLIANCE REPORT:

Pursuant to the SEBI Circular No- CIR/CFD/CMD1/27/2019 dated 8th February, 2019, your Company has submitted the Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2019 issued by Mr. Manish R. Patel, Practicing Company Secretary, Surat with BSE Limited within the prescribed time period.

31. MANAGEMENT DISCUSSION AND ANALYSIS:-

The Management’s Discussion and Analysis Report provides a perspective of economic and social aspects material to your Company’s strategy and its ability to create and sustain value to your Company’s key stakeholders. Pursuant to the provisions of Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management’s Discussion and Analysis Report capturing your Company’s performance, industry trends and other material changes with respect to your Company is attached to this report as “**Annexure – 4**”.

32. CORPORATE GOVERNANCE:-

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements as set out under SEBI “Listing Regulations”. The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as “**Annexure – 5**” forming part of the Annual Report. The requisite certificate from M/s. A Biyani & Co. Chartered Accountants (FRN: 140489W), Mumbai, Statutory Auditor of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

**33. MATERIAL CHANGES AND COMMITMENTS:-**

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

34. CHANGE OF THE NAME OF THE COMPANY:-

Your Company has obtained Shareholders' approval for change of name of the Company from "SYNERGY BIZCON LIMITED" to "PANTH INFINITY LIMITED" by passing of Special Resolution in its Extra-Ordinary General Meeting held on 28th April, 2018.

The name of the Company has been changed from "SYNERGY BIZCON LIMITED" to "PANTH INFINITY LIMITED" consequent upon issue of fresh Certificate of Incorporation by the Registrar of Companies, Gwalior, Madhya Pradesh on 7th May, 2018.

35. SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY:-

Your Company had obtained Shareholders' approval for shifting of Registered Office of the Company from the State of Madhya Pradesh to the State of Gujarat by passing of Special Resolution in its Extra-Ordinary General Meeting held on 28th April, 2018. Your Company has filed the application for shifting of Registered Office of the Company from the State of Madhya Pradesh to the State of Gujarat in e-form INC-23. The said application was rejected vide Order No. RD (NWR)/Sec. 13/37/2018/3352 dated 8th October, 2018 by the Hon'ble Regional Director, North Western Region, Ahmedabad on the ground specified by the Registrar of Companies, Gwalior of Non-filing of Annual Accounts and Returns by the Company for financial year 2004-05 to 2006-07. However, your Company has filed Annual accounts and Returns for the said financial year within prescribed time and was incognizant about the case. The said case have been disposed off by the Hon'ble Chief Judicial Magistrate of Gwalior by giving court order dated 27th April, 2019 by imposing a penalty of Rs. 40,140/- on the Company. Your Company has paid the said penalty and seeking fresh approval of the shareholders for shifting of Registered Office in the ensuing Annual General Meeting of the Company.

36. CHANGE IN THE NATURE OF BUSINESS:-

During the year under review, there is no change in the nature of the business of the Company. However, the Board of Directors in their Board Meeting held on 12th February, 2018 has decided not to carry on business of construction and Real Estate.

After the closing of Financial Year, the Board of Directors in their Board Meeting held on 12th July, 2018 has decided to concentrate more on boundary less Business mainly based on Internet. As a part of that strategy, the Company will soon launch one of its kind e-commerce platform.

37. LISTING FEES:-

The Equity Shares of the Company are listed on the BSE Limited and the Calcutta Stock Exchange Limited. The Company has paid the necessary listing fees to the above Stock Exchanges for the F.Y. 2019-20.

38. REGISTRAR AND SHARE TRANSFER AGENT:

Your Company has appointed **Purva Shareregistry (India) Private Limited** as its Registrar and Share Transfer Agent and executed post IPO agreement between Company and Purva Shareregistry (India) Private Limited on 16th October, 2011.

**39. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:-**

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its operations in future.

However, the court case no. RCT/2100832/2009 dated 30th January, 2009 was filed against the Company by the Registrar of Companies for non-filing of Annual Accounts and Returns for financial year 2004-05 to 2006-07 before the Hon'ble Court of Chief Judicial Magistrate of Gwalior. Your Company has filed all its Annual filings, and was incognizant of the said case. The said court case was disposed by the Hon'ble Chief Judicial Magistrate of Gwalior by giving court order dated 27th April, 2019 by imposing a penalty of Rs. 40,140/- on the Company. The Company has paid the said penalty and also intimated about the said case to the Registrar of Companies, Gwalior and Stock Exchanges.

40. MAINTENANCE OF COST RECORDS:-

Your company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

41. SECRETARIAL STANDARDS COMPLIANCE:-

During the year under review, the Company has complied with all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118 of the Companies Act, 2013.

42. HUMAN RESOURCES:-

The Company treats its "Human Resources" as one of its most important assets. The Company's culture promotes an environment that is transparent, flexible, fulfilling and purposeful. The Company is driven by passionate and highly engaged workforce. This is evident from the fact that the Company continues to remain the industry benchmark for talent retention.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

During the year under review, there was a cordial relationship with all the employees. The Directors would like to acknowledge and appreciate the contribution of all employees towards the performance of the Company.

43. ACKNOWLEDGEMENTS AND APPRECIATIONS:-

Your Directors would like to express their appreciation for the assistance and co-operation received from the Financial Institutions, the Bankers, Government authorities, customers, vendors and shareholders during the year under review. Your Directors also wish to record their recognition of the customer support and patronage by the corporate houses in and around Surat.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, which enable the Company to deliver a good all-round record performance.



By order of the Board of Directors
For **PANTH INFINITY LIMITED**

Place: Surat
Date: 14/08/2019

SHWET KORADIYA
Chairman & Director
(DIN: 03489858)

REGISTERED OFFICE

404, Navneet Plaza,
5/2, Old Palasia,
Indore – 452001,
Madhya Pradesh.

**“ANNEXURE – 1” TO DIRECTORS’ REPORT****FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN****as on 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:	
CIN	L45201MP1993PLC007647
Registration Date	29/04/1993
Name of the Company	PANTH INFINITY LIMITED (Formerly known as Synergy Bizcon Limited)
Category/Sub Category of the Company	Public Company /Limited by Shares/Non-Govt Company
Address of the Registered Office and contact details	404, Navneet Plaza, 5/2, Old Palasia, Indore-452001, Madhya Pradesh. Tel. & Fax:- (0731) – 4202337 Email:- info@panthinfinity.com Website:- www.panthinfinity.com
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Ind. Estates, J. R. Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra. Tel.:- (022) 2301 6761/8261 Fax:- (022) 2301 2517 Email:- busicomp@gmail.com Website:- www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:			
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:			
Sr. No.	Name & Description of Main Products/Services	NIC Code of Product/Service	% of total turnover of the Company
1.	Wholesale trading of Precious Stones	4669	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity):									
i) Category-wise Shareholding :									
Category of Shareholders	No. of Shares held at the beginning of the year (as on 01-04-2018)				No. of Shares held at the end of the year (as on 31-03-2019)				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	11,49,113	0	11,49,113	9.32	11,49,113	0	11,49,113	9.32	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(s)									



d) Bodies Corporate	41,52,000	0	41,52,000	33.69	41,52,000	0	41,52,000	33.69	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- total (A) (1)	53,01,113	0	53,01,113	43.01	53,01,113	0	53,01,113	43.01	0.00
(2) Foreign									
a) NRI-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	53,01,113	0	53,01,113	43.01	53,01,113	0	53,01,113	43.01	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Body Corporate									
i) Indian	2,49,175	0	2,49,175	2.02	2,43,035	164000	4,07,035	3.30	1.28
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	7,37,550	4,45,100	11,82,650	9.60	9,55,688	4,35,100	13,90,788	11.28	1.69



ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	30,08,341	15,61,800	45,70,141	37.08	33,19,123	10,84,200	44,03,323	35.73	(1.35)
c) Others (specify)									
i) N.R.I. (Repat)	500	0	500	0.00	500	0	500	0.00	0.00
ii) HUF	4,21,911	0	4,21,911	3.42	4,57,531	0	4,57,531	3.71	0.29
iii) Clearing Members	5,99,510	0	5,99,510	4.86	3,64,698	0	3,64,698	2.96	(1.91)
iv) Trust	0	0	0	0	12	0	12	0.00	0.00
Sub-total (B)(2):	50,16,987	20,06,900	70,23,887	56.99	53,40,587	16,83,300	70,23,887	56.99	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	50,16,987	20,06,900	70,23,887	56.99	53,40,587	16,83,300	70,23,887	56.99	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1,03,18,100	20,06,900	1,23,25,000	100.0	1,06,41,700	16,83,300	1,23,25,000	100.0	0.00

ii) Shareholding of Promoters:								
Sr. No	Shareholder's Name	Shareholding at the beginning of the year (as on 01-04-2018)			Shareholding at the end of the year (as on 31-03-2019)			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Koradiya Mile Stone Private Limited	40,22,000	32.63	0.00	40,22,000	32.63	16.23	0.00
2	Shwet Dhirajbhai Koradiya	11,09,113	9.00	0.00	11,09,113	9.00	0.00	0.00
3	Varshaben Dhirajlal Koradiya	40,000	0.32	0.00	40,000	0.32	0.00	0.00
4	Pure Broking Private Limited	1,30,000	1.05	0.00	1,30,000	1.05	0.00	0.00
	Total	53,01,113	43.00	0.00	53,01,113	43.00	16.23	0.00



iii) Change in Promoters' Shareholding (Please Specify, if there is no change):

Sr. No	Promoter's Name	Shareholding at the beginning of the year (01-04-2018)		Date	Increase/ Decrease in the Shareholding	Reason	Cumulative Share holding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Koradiya Mile Stone Private Limited	40,22,000	32.63	01/04/2018	-	-	40,22,000	32.63
				31/03/2019	Nil	No Change	40,22,000	32.63
2	Shwet Dhirajbhai Koradiya	11,09,113	9.00	01/04/2018	-	-	11,09,113	9.00
				31/03/2019	Nil	No Change	11,09,113	9.00
3	Varshaben Dhirajlal Koradiya	40,000	0.32	01/04/2018	-	-	40,000	0.32
				31/03/2019	Nil	No Change	40,000	0.32
4	Pure Broking Private Limited	1,30,000	1.05	01/04/2018	-	-	1,30,000	1.05
				31/03/2019	Nil	No Change	1,30,000	1.05

iv) Shareholding Pattern of top ten Shareholders between 01st April, 2018 and 31st March, 2019 (other than Directors, Promoters & holders of GDRs & ADRs):

Sr. No.	Name of the Top 10 Shareholders	Shareholding at the beginning of the year (01-04-2018)		Date	Increase/ Decrease in the Shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Jainam Share Consultants Pvt. Ltd - Collateral Account	4,71,506	3.83	01-04-2018	-	-	4,71,506	3.83
				06-04-2018	450	Purchase	4,71,956	3.83
				13-04-2018	-178	Sell	4,71,778	3.83
				20-04-2018	-350	Sell	4,71,428	3.82
				27-04-2018	50	Purchase	4,71,478	3.83
				11-05-2018	530	Purchase	4,72,008	3.83
				18-05-2018	-4458	Sell	4,67,550	3.79



				25-05-2018	-145	Sell	4,67,405	3.79
				31-05-2018	64669	Purchase	5,32,074	4.32
				08-06-2018	2493	Purchase	5,34,567	4.34
				15-06-2018	1307	Purchase	5,35,874	4.35
				22-06-2018	104	Purchase	5,35,978	4.35
				29-06-2018	713	Purchase	5,36,691	4.35
				06-07-2018	-77704	Sell	4,58,987	3.72
				13-07-2018	-37126	Sell	4,21,861	3.42
				20-07-2018	-1634	Sell	4,20,227	3.41
				27-07-2018	530	Purchase	4,20,757	3.41
				03-08-2018	-25043	Sell	3,95,714	3.21
				10-08-2018	-5933	Sell	3,89,781	3.16
				17-08-2018	-127581	Sell	2,62,200	2.13
				24-08-2018	-1728	Sell	2,60,472	2.11
				31-08-2018	-113022	Sell	1,47,450	1.20
				07-09-2018	-943	Sell	1,46,507	1.19
				14-09-2018	5	Purchase	1,46,512	1.19
				20-09-2018	34	Purchase	1,46,546	1.19
				21-09-2018	30	Purchase	1,46,576	1.19
				28-09-2018	2240	Purchase	1,48,816	1.21
				05-10-2018	1210	Purchase	1,50,026	1.22
				12-10-2018	25350	Purchase	1,75,376	1.42
				19-10-2018	332	Purchase	1,75,708	1.43
				26-10-2018	-62585	Sell	1,13,123	0.92
				02-11-2018	83	Purchase	1,13,206	0.92
				09-11-2018	55	Purchase	1,13,261	0.92
				16-11-2018	45	Purchase	1,13,306	0.92
				23-11-2018	718	Purchase	1,14,024	0.93



				30-11-2018	501	Purchase	1,14,525	0.93
				07-12-2018	350	Purchase	1,14,875	0.93
				14-12-2018	205	Purchase	1,15,080	0.93
				21-12-2018	400	Purchase	1,15,480	0.94
				28-12-2018	454	Purchase	1,15,934	0.94
				04-01-2019	-189	Sell	1,15,745	0.94
				11-01-2019	-2475	Sell	1,13,270	0.92
				25-01-2019	1057	Purchase	1,14,327	0.93
				15-02-2019	81	Purchase	1,14,408	0.93
				01-03-2019	-81	Sell	1,14,327	0.93
				08-03-2019	84	Purchase	1,14,411	0.93
				22-03-2019	152510	Purchase	2,66,921	2.17
				31-03-2019	-	-	2,66,921	2.17
2.	Rahul V. Mehta	2,17,350	1.76	01-04-2018	-	-	2,17,350	1.76
				31-03-2019	-	-	2,17,350	1.76
3.	Rameshkumar Premchand Mehta	1,16,000	0.94	01-04-2018	-	-	1,16,000	0.94
				21-09-2018	-36850	Sell	79,150	0.64
				05-10-2018	-25150	Sell	54,000	0.44
				26-10-2018	-40500	Sell	13,500	0.11
				31-03-2019	-	-	13,500	0.11
4.	Shyam Stocks & Financiers Private Limited	1,06,750	0.87	01-04-2018	-	-	1,06,750	0.87
				21-09-2018	-60000	Sell	46,750	0.38
				05-10-2018	-46750	Sell	0	0.00
				02-11-2018	96750	Purchase	96,750	0.78
				08-03-2019	10000	Purchase	1,06,750	0.87
				31-03-2019	-	-	1,06,750	0.87
5.	Sonal R Mehta	97,300	0.79	01-04-2018	-	-	97,300	0.79



				23-11-2018	-52300	Sell	45,000	0.37
				31-12-2018	-45000	Sell	0	0.00
				31-03-2019	-	-	0	0.00
6.	Fort Share Broking Pvt Ltd	94,377	0.77	01-04-2018	-	-	94,377	0.77
				06-04-2018	1783	Purchase	96,160	0.78
				13-04-2018	-1845	Sell	94,315	0.77
				20-04-2018	3035	Purchase	97,350	0.79
				21-04-2018	31	Purchase	97,381	0.79
				27-04-2018	-320	Sell	97,061	0.79
				04-05-2018	-2110	Sell	94,951	0.77
				18-05-2018	-3526	Sell	91,425	0.74
				25-05-2018	-4736	Sell	86,689	0.70
				01-06-2018	-86689	Sell	0	0.00
				06-07-2018	600	Purchase	600	0.00
				13-07-2018	-600	Sell	0	0.00
				20-07-2018	1500	Purchase	1,500	0.01
				27-07-2018	-1265	Sell	235	0.00
				03-08-2018	7122	Purchase	7,357	0.06
				10-08-2018	-7357	Sell	0	0.00
				24-08-2018	30	Purchase	30	0.00
				31-08-2018	2969	Purchase	2,999	0.02
				07-09-2018	-2999	Sell	0	0.00
				28-09-2018	1013	Purchase	1,013	0.01
				05-10-2018	95737	Purchase	96,750	0.78
				26-10-2018	20	Purchase	96,770	0.79
				02-11-2018	-96745	Sell	25	0.00
				09-11-2018	-25	Sell	0	0.00



				31-03-2019	-	-	0	0.00
7.	Sanket Sevantilal Mehta	91,650	0.74	01-04-2018	-	-	91,650	0.74
				31-12-2018	-67750	Sell	23,900	0.19
				08-02-2019	-13200	Sell	10,700	0.09
				31-03-2019	-	-	10,700	0.09
8.	Edelweiss Broking Ltd	73,746	0.60	01-04-2018	-	-	73,746	0.60
				06-04-2018	2719	Purchase	76,465	0.62
				13-04-2018	1224	Purchase	77,689	0.63
				27-04-2018	-45251	Sell	32,438	0.26
				04-05-2018	2090	Purchase	34,528	0.28
				18-05-2018	1500	Purchase	36,028	0.29
				25-05-2018	2416	Purchase	38,444	0.31
				01-06-2018	-186	Sell	38,258	0.31
				08-06-2018	-1165	Sell	37,093	0.30
				13-07-2018	3605	Purchase	40,698	0.33
				27-07-2018	1747	Purchase	42,445	0.34
				03-08-2018	655	Purchase	43,100	0.35
				24-08-2018	-33152	Sell	9,948	0.08
				23-11-2018	-6258	Sell	3,690	0.03
				30-11-2018	-5	Sell	3,685	0.03
				14-12-2018	-5	Sell	3,680	0.03
				21-12-2018	-200	Sell	3,480	0.03
				28-12-2018	-4	Sell	3,476	0.03
				22-02-2019	10	Purchase	3,486	0.03
				01-03-2019	-10	Sell	3,476	0.03
15-03-2019	-1	Sell	3,475	0.03				
31-03-2019	-	-	3,475	0.03				
9.	Mamta	70,000	0.57	01-04-2018	-	-	70,000	0.57



	Rajeshkumar Shah							
				31-03-2019	-	-	70,000	0.57
10.	Dipeshkumar Mohanlal Shah	70,000	0.57	01-04-2018	-	-	70,000	0.57
				31-03-2019	-	-	70,000	0.57

(Note: The details of holding of above Top Ten Shareholders are as on 31st March, 2019 and the same have been clubbed based on PAN.)

v) Shareholding of Directors and Key Managerial Personnel:								
Sr. No.	Name of the Directors & KMP	Shareholding at the beginning of the year (01-04-2018)		Date	Increase/Decrease in the Shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Shwet Koradiya, Chairman & Director	11,09,113	9.00	01-04-2018	-	-	11,09,113	9.00
				31-03-2019	-	-	11,09,113	9.00
2	Surbhi Mudgal, Non-Executive Independent Director	0	0.00	-	Nil	No Change	0	0.00
3	Hitesh Patel, Non-Executive Independent Director	0	0.00	-	Nil	No Change	0	0.00
4	Zubin Raja, Non-Executive Independent Director #	N.A.	N.A.	-	Nil	No Change	N.A	N.A
5	Rahul Jalavadiya, CEO *	0	N.A.	-	Nil	No Change	0	0.00
6	Mosam mehta, CFO \$	N.A	N.A	-	Nil	No Change	0	0.00
7	Krishna Naik, Company Secretary £	N.A	N.A	-	Nil	No Change	0	0.00

Appointed w.e.f. 12/07/2018 and Ceased w.e.f. 07/12/2018

* Ceased w.e.f 30/05/2019

\$ Appointed w.e.f 14/08/2018

£ Appointed w.e.f. 12/07/2018 and Ceased w.e.f. 30/05/2019



V) INDEBTEDNESS:				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
• Addition	1,00,00,000	Nil	Nil	Nil
• Reduction	488855.6	Nil	Nil	Nil
Net Change	95,11,144.40	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	95,11,144.40	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	95,11,144.40	Nil	Nil	95,11,144.40

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :			
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			
Sr. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil
2	Stock option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others (specify)	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
Ceiling as per the Act		N.A.	

B. REMUNERATION TO OTHER DIRECTORS:						
Sr. No.	Particulars of Remuneration	Name of directors				Total Amount
		Mr. Zubin Raja \$	Ms. Surbhi Mudgal	Mr. Hitesh Patel	Mr. Jayeshkumar Pandav &	
1	Independent Directors					
	(a) Fee for	4,000	46,000	46,000	6,000	1,02,000



	attending Board Committee Meetings					
	(b) Commission	Nil	Nil	Nil	Nil	Nil
	(c) Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	4,000	46,000	46,000	6,000	1,02,000
2	Other Non-Executive Directors	Mr. Shwet Koradiya, Chairman & Director				
	(a) Fee for attending Board Committee Meetings			Nil		Nil
	(b) Commission			Nil		Nil
	(c) Others, please specify			Nil		Nil
	Total (2)			Nil		Nil
	Total (B)=(1+2)			N.A.		1,02,000
	Managerial Remuneration (Total A + B)					1,02,000
	Overall ceiling as per the Act	Remuneration to the Directors was within the Ceiling as per schedule V of the Companies Act, 2013.				

\$ Appointed w.e.f. 12/07/2018 and Ceased w.e.f. 07/12/2018

& Ceased w.e.f. 30/05/2018

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:					
Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary	CEO	CFO	Total
		Ms. Krishna Naik @	Mr. Rahul Jalavadiya #	Ms. Mosam Mehta \$	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. (Check salary with form 16)	1,44,000	5,95,000	1,50,000	8,89,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission				
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil



Total	1,44,000	5,95,000	1,50,000	8,89,000
--------------	-----------------	-----------------	-----------------	-----------------

@ Appointed w.e.f. 12/07/2018 and Ceased w.e.f. 30/05/2019

Ceased w.e.f 30/05/2019

\$ Appointed w.e.f 14/08/2018

VII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

By Order of the Board of Directors
For **PANTH INFINITY LIMITED**

Place: Surat
Date: 14/08/2019

SHWET KORADIYA
Chairman & Director
DIN: 03489858



“ANNEXURE – 2” TO THE DIRECTORS’ REPORT
RATIO OF DIRECTORS’ REMUNERATION TO MEDIAN EMPLOYEES’ REMUNERATION
AND OTHER DISCLOSURE

[Pursuant to Sub-Section (12) of Section 197 of The Companies Act, 2013 and Rule 5(1) of The Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014]

- (i) The percentage increase in remuneration of each Director and KMP during the financial year 2018-19 and ratio of each director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

(Rs. in Rs.)

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2018-19	% increase in Remuneration in the financial year 2018-19	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Shwet Koradiya Chairman & Director	-	--	-
2	Ms. Surbhi Mudgal Independent Director	46,000	--	0.19
3	Mr. Hitesh Patel Independent Director	46,000	--	0.19
4	Mr. Jayeshkumar Pandav ^ Independent Director	6,000	N.A.	0.02
5	Mr. Zubin Raja ^ Independent Director	4,000	N.A.	0.02
6	Mrs. Krishna Naik ^ Company Secretary	1,44,000	N.A.	N.A.
7	Mr. Rahul Jalavadiya Chief Executive Officer	5,95,000	11.11	N.A.
8	Mrs. Mosam Mehta ^ Chief Financial Officer	1,50,000	N.A.	N.A.

^ Directorship/Employment is for part of the period, either in current year or in previous year. Hence, percentage increase in remuneration is not provided.

- (ii) The Median Remuneration of employees of the Company during the financial year was Rs. 2.46 Lakh.
- (iii) In the financial year 2018-19, there was decrease of 2.43% in the median of remuneration of employees.
- (iv) As on 31st March, 2019, there were 8 permanent employees on the rolls of the Company.
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and points out if there are any exceptional circumstances for increase in the managerial remuneration: In the last financial year, average percentile was decreased in the salaries of the employees other than the managerial personnel. Further, the Company has not paid any remuneration to Managerial Personnel. Hence, comparison is not provided.
- (vi) Affirmation that the remuneration is as per the Remuneration policy of the Company: It is hereby affirmed that the remuneration is as per the remuneration policy for Directors, Key Managerial Personnel and other employees.



“ANNEXURE – 3” TO THE DIRECTORS’ REPORT
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Panth Infinity Limited
(Formerly known as Synergy Bizcon Limited)
(CIN: L45201MP1993PLC007647)
404, Navneet Plaza, 5/2, Old Palasia,
Indore – 452001, Madhya Pradesh

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

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019**, complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 (Not applicable as the Company has not issued any securities);



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable as the Company has not formulated any Employee Stock Option Scheme and Employee Stock Purchase Scheme);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued any debts securities which were listed);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not opted for delisting); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not done any Buyback of Securities).
- (vi) The Company is not attracting any sector specific laws.

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

- (i) Secretarial Standards (with respect to Board and General Meetings) issued by The Institute of Company Secretaries of India (ICSI),
- (ii) The Listing Agreement entered into by the Company with Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except to the extent as mentioned below*:

- (i) *The Company has not submitted Audited Financial Results for quarter and year ended 31st March, 2018 within 30 minutes of closure of Board Meeting held on 30th May, 2018. This is non-compliance of Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

I further report that

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

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

None of the members have communicated dissenting views, in the matters / agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.



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

I further report that during the year, the Company has taken specific actions/decisions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above are below:

1. The name of the Company has been changed from Synergy Bizcon Limited to Panth Infinity Limited consequent upon issue of Fresh Certificate of Incorporation by the Registrar of Companies, Gwalior, Madhya Pradesh on 7th May, 2018.
2. The Company has filed an application for shifting of Registered Office from the State of Madhya Pradesh to the State of Gujarat in e-form INC-23. The said application was rejected vide Order No. RD(NWR)/Sec.13/37/2018/3352 dated 8th October, 2018 by the Hon'ble Regional Director, North Western Region, Ahmedabad on the grounds specified by the Registrar of Companies, Gwalior of Non-filing of Annual Accounts and Returns by the Company for financial year 2004-05 to 2006-07. The case no. RCT/2100832/2009 dated 30th January, 2009 filed by the Registrar of Companies, Gwalior for such non-filing have been disposed off by the Hon'ble Chief Judicial Magistrate of Gwalior by giving court order dated 27th April, 2019 by imposing a penalty of Rs. 40,140/- on the Company. The Company has paid the said penalty and also intimated the same to the Registrar of Companies, Gwalior and Stock Exchanges.

Date: 14/08/2019

Place: Surat

MANISH R. PATEL

Company Secretary in Practice

ACS No.: 19885

COP No.: 9360

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



Annexure A

To,
The Members,
Panth Infinity Limited
(Formerly known as Synergy Bizcon Limited)
(CIN: L45201MP1993PLC007647)
404, Navneet Plaza,5/2, Old Palasia,
Indore – 452001, Madhya Pradesh

My report of even date is to be read along with this letter.

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

Date: 14/08/2019
Place: Surat

MANISH R. PATEL
Company Secretary in Practice
ACS No: 19885
COP No. : 9360

**“ANNEXURE – 4” TO DIRECTORS’ REPORT****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****(1) ECONOMIC OVERVIEW, INDUSTRY STRUCTURE AND DEVELOPMENTS:**

During the financial year 2018-19, India continued to grow on the back of strong economic fundamentals. As per the Ministry of Statistics and Programme Implementation, India’s GDP growth stood at 6.8% for 2018-19.

At present, the economy is on a mass formalization drive with the implementation of the Goods and Services Tax (GST). Owing to the introduction of the e-way bill, GST collections have improved. Monthly GST collections have crossed Rs. 1 trillion.

The Company is engaged in only one Business i.e Precious Metals, Stones & Jewellery. The Company expects that these businesses will persist in the coming years.

The Company is a part of an Industry, which largely operates through unorganized constituents. However, unlike the industry, the Company has attempted to operate through as systematic and organized manner as possible. Since, Diamond and Jewellery is one industry, in which India holds commendable position in the world, one can look forward to more international involvement coming up in this industry.

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country’s GDP. It also employs over 4.64 million workers. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote ‘Brand India’ in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world’s largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 75 % of the world’s polished diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India’s Gems and Jewellery sector has been contributing in a big way to the country’s foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 % Foreign Direct Investment (FDI) in the sector through the automatic route.

(2) OPPORTUNITY AND THREATS:**• Opportunities**

The industry has shown healthy signs of growth. As per-capital income in India has substantial increased, the demand of Diamond and Jewellery among the young generation has also increased. This has helped the Company in developing business opportunities.

Following can be termed as the opportunities for the Company:

- I. Growing consciousness amongst customers for branded jewellery.
- II. Limited penetration of organized jewellery in the country.
- III. Increase in purchasing power of the customers.



- IV. Increasing demand for diamond jewellery, which is a high margin product as compared to the gold jewellery.
 - V. Favorable demographics leading to increasing demand for jewellery in the country.
- **Threats**

Some of the key challenges facing the retail jewellery industry are as follows:

- I. Stringent government policies cut throat competition remains major concerns for the Gems and Jewellery Business.
- II. Adapting to fast changing consumer preferences and buying patterns.
- III. Volatility in the market prices of gold and diamonds.
- IV. Limited availability of high end retail space.

Indian Jewellery Market is overwhelming with different types of Diamonds, namely Natural Stones, Synthetic Diamonds, Artificial Diamonds, etc. The add-mixture of both - Natural Stones & Artificial Diamonds can adversely affect the reputation of the Companies.

The instability in jewellery retail sales might create imbalance to the financial position of the Company in forthcoming years. Synthetics diamonds can create new threats in high-tech and industrial applications as jewellery inputs as they can co-exist with natural stones. Synthetic Diamonds can lose customers' confidence if sold undisclosed. The two major industry initiatives aimed at mitigating this risk, are to increase use of synthetics detection technologies and more frequent certification.

Apart from this, due to recession in Real Estate Sector, Company is not being able to do its Business in Real Estate. This also affects Company's Financial Growth adversely.

(3) **OUTLOOK ON RISK AND CONCERNS:**

Your Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks and also towards the investment outlook in Indian Real Estate Sector. Some of the risks that may arise in its normal course of its business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, counter-party risk, regulatory risk, commodity inflation risk, currency fluctuation risk and market risk. Your Company has chosen business strategy of focusing on certain key products and geographical segments are also exposed to the overall economic and market conditions. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner. Regulatory changes introduced by the Government of India over last few years are likely to increase the preference towards branded jewellery and shift the scales in favour of organised sector at the cost of the unorganised sector. These changes include regulations such as introduction and reversal of 80:20 ruling on gold imports, introduction and reversal of abolition of gold on lease scheme, introduction of gold monetisation, increase in customs duty to 10%, mandatory PAN card requirement on transactions of above Rs.2 Lakh, obligatory hallmarking, levy of 1% excise duty. All these measures would shift the preference towards organised jewellers at the cost of unorganised jewellers.

As the Company is dealing in very high value goods / items, it is always exposed to operational risks. Entire inventory is computerized and is available for tracking at all times. The Company has in place a comprehensive risk management framework that helps anticipate, identify and evaluate business risks and challenges across the Company and finding ways to mitigate the same. The Company has also put in place a strong team to take care of all the required compliances and hence mitigate any compliance risk.

(4) **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition. The Company also has



adequate internal control system commensurate with its size and the nature of the business. The Company has an elaborate system of internal controls to ensure optimal utilization of Company's resources and protection thereof, facilitating accurate and speedy compilation of accounts, management information reports and compliance with laws and regulations. The Committee reviews the implementation of management policies to ensure that transaction has been accurately recorded and promptly reported. The Internal Auditors and Company's Internal Audit Department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance with laws and regulations of the country as well as to suggest improvements. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board. There were no instances of fraud which necessitates reporting in the financial statements. There have been no communications from regulatory agencies concerning non-compliance with or deficiencies in financial reporting practices.

➤ **Discussion on financial performance with respect to operational performance:**

Your Company is presently engaged in one business i.e. Precious Metals, Stones & Jewellery. The Total Income of your Company for the year 2018-19 was decreased to Rs. 1566.73 Lakh as against Total Income of Rs. 4561.33 Lakh of the previous year. Also, the Company's Net Profit after tax has been decreased to Rs. 6.97 Lakh for the year 2018-19 as against the Net Profit after tax of Rs. 23.15 Lakh of the previous year.

(5) **HUMAN RESOURCES DEVELOPMENT:**

The Company believes in establishing and building a strong performance and competency driven culture amongst its employees with greater sense of accountability and responsibility. The Company has taken various steps for strengthening organizational competency through the involvement and development of employees as well as installing effective systems for improving their productivity and accountability at functional levels. The Company acknowledges that its principal asset is its employees. The Company firmly believes that Human Resources and knowledge capital are vital for business success and creating value for stakeholders. The Company recognizes the fact that people drive business success, strengthening its efforts to build leadership at all levels. The Company has maintained cordial and harmonious relations with all Employees.

The total numbers of employees as on 31st March, 2019 were 8 (Eight).

(6) **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIO:**

- i. Inventory Turnover Ratio decreased by 47.68% due to decline in total Turnover of the Company.
- ii. Debtors Turnover Ratio decreased by 73.72% due to increase in debtors of the Company.
- iii. Current Ratio decreased by 34.59% due to increase in Current liabilities of the Company.
- iv. Operating Profit Margin (%) increased by 2283.33% due to increase in operating profit of the Company.
- v. Return on Net Worth of the Company was decreased by 69.89% due to higher net profit after tax in previous year compared to the current year.

(7) **CAUTIONARY STATEMENT:**

Certain statements made in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statements, within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Significant factors that make differences to Company's operations include



competition, change in Government policies and regulations, tax regimes and economic development within India. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent development, information or events or otherwise.

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 14/08/2019

SHWET KORADIYA
Chairman & Director
DIN: 03489858

**“ANNEXURE – 5” TO THE DIRECTORS’ REPORT****CORPORATE GOVERNANCE REPORT****A. COMPANY’S CORPORATE GOVERNANCE PHILOSOPHY :-**

Corporate Governance is essentially the management of the Company’s activities in accordance with policies that are value-accretive for all stakeholders. Corporate Governance at “PANTH INFINITY LIMITED” is a journey to constantly achieve targets, value creations at the same time following best emerging practices, standards and policies. The Management strongly believes in fostering a governance philosophy that is committed to maintaining accountability, transparency and responsibility, which are integral to the Company’s day-to-day operations. Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed.

In order to keep up the highest level of standards regarding Corporate Governance and Disclosures, the Management has constituted several committees that oversee various aspects of the Company’s administration. In accordance with the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’) the Committees inspect and resolve issues that may arise from time to time within the Company.

A well-informed Board is an important facet of responsible behaviour. On a regular basis, the Board members of the Company are apprised of all the vital issues that it comes across and the remedial actions taken in this regard. Company’s philosophy on Corporate Governance is to ensure that the:

- (i) Board and Top Management of the Company are fully apprised of the Company’s affairs which are aimed at assisting them in the efficient conduct of the Company so as to meet Company’s obligation to the Shareholders.
- (ii) Board exercises its fiduciary responsibilities towards Shareholders and Creditors so as to ensure high accountability.
- (iii) To protect and enhance Shareholders’ value.
- (iv) Disclosures of every information to present and potential Investors are maximized.
- (v) Decision making process in the Company is transparent and is backed by documentary evidence.

B. BOARD OF DIRECTORS:-**(i) Composition:**

As on 31st March, 2019, the Board of Directors of the Company comprised of 3 (three) Directors, out of which 1 (one) Director is Non-executive Promoter Director and 2 (two) Directors are Non-executive Independent Directors, including 1 (one) Woman Director. The Chairman of the Company is Non-executive Promoter Director. More than half of the Board comprises of Non-Executive Independent Directors. All members of the Board are eminent persons with considerable professional expertise, experience, knowledge and gender. The Board consists of a balanced combination of Directors in accordance with the requirements of the Companies Act, 2013 and the same is in compliance with the requirements of Regulation 17 of the Listing Regulations.

(ii) Number of Board Meetings:

During the year, 7 (Seven) Board Meetings were held and the gap between two meetings did not exceed one hundred and twenty days. The details of Board Meetings are given below:

1.	30 th May, 2018	2.	12 th July, 2018	3.	14 th August, 2018
4.	14 th November, 2018	5.	20 th December, 2018	6.	5 th February, 2019
7.	30 th March, 2019				



The 25th Annual General Meeting of the Company was held on 27th September, 2018.

(iii) Details of attendance at the Board Meetings, Last Annual General Meeting and Shareholding of each Director are as follows:

Name of Directors	Designation	Category	Attendance Particulars		No. of Equity Shares held as on 31/03/2019
			Board Meetings	Last AGM	
Mr. Shwet Koradiya (DIN: 03489858)	Chairman and Director	NEPD	7	Yes	11,09,113
Ms. Surbhi Mudgal (DIN: 07289164)	Director	NEID	7	Yes	Nil
Mr. Jayeshkumar Pandav & (DIN: 07864617)	Director	NEID	1	N.A.	N.A.
Mr. Hitesh Patel (DIN: 07851008)	Director	NEID	7	Yes	Nil
Mr. Zubin Raja ^ (DIN: 07678223)	Director	NEID	2	Yes	N.A.

NEPD – Non Executive Promoter Director

NEID – Non Executive Independent Director

& Ceased w.e.f. 30/05/2018.

^ Appointed w.e.f. 12/07/2018 and ceased w.e.f. 07/12/2018.

The necessary quorum was present for all the meetings.

Name of other listed entities where directors of the Company are Directors and the category of Directorship.

Name of the Director	Name of other Listed Companies in which the concerned Director is a Director	Category of Directorship
Mr. Shwet Koradiya	Pure Giftcarat Limited	Managing Director
Ms. Surbhi Mudgal	--	--
Mr. Hitesh Patel	--	--

(iv) Number of other Companies or Committees of which the Director is a Director/Member/Chairman:

Name of the Directors	No. of other Public Limited Companies in which Director (other than Panth) \$	No. of other Private Limited Companies in which Director	No. of Committees in which Member (other than Panth) \$	No. of Committees in which Chairman (other than Panth) \$
Mr. Shwet Koradiya	1	1	--	--
Ms. Surbhi Mudgal	--	--	--	--
Mr. Jayeshkumar Pandav &	--	--	--	--
Mr. Hitesh Patel	--	--	--	--
Mr. Zubin Raja ^	--	--	--	--

& Ceased w.e.f. 30/05/2018.

^ Appointed w.e.f. 12/07/2018 and ceased w.e.f. 07/12/2018.



§ In accordance with the Regulation 26(1) of the SEBI Listing Regulations, the number of directorship excludes directorship of private companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership/Chairmanship of only Audit Committees and Stakeholders' Relationship Committees of all Public Limited Company (excluding Panth Infinity Limited) has been considered.

- None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Public Companies in which they are Directors. All the Directors have made necessary disclosures in this regard to the Company.
- During the year 2018-19, the Company has provided minimum information to the Board as required under Part A of Schedule II of Regulation 17(7) of the Listing Regulations pertaining to Corporate Governance.
- The Agenda for the Board, General as well as Committee Meetings together with the appropriate supporting documents and relevant information were circulated in advance of the meetings to enable the Board to take the informed decisions.
- The Company has not entered into any transactions during the year under report with Promoter Directors, Senior Management Staff etc. that could have potential conflict of interest with the Company at large.
- As on 31st March, 2019, none of the Directors are related with each other.

(v) Independent Directors:

➤ **Appointment & Criteria of Selection of Independent Directors:**

Pursuant to the provisions of Companies Act, 2013 & SEBI Listing Regulations, the Nomination and Remuneration Committee considers the appointment of such a person as an Independent Director on the Board of the Company, who has an independent standing in his/her respective field or profession and possess the required skill to contribute to the maximum improvement and growth of the Company. The factors such as Qualification, positive attributes, expertise, skills, etc. are considered by the Committee for the selection of an Independent Director, in accordance to the Company's policy. At the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The template of the letter of appointment is available on the Company's website at the web link <http://www.panthinfinity.com/investors>.

➤ **Meeting of Independent Directors:**

During the year, 1 (One) Separate meeting of Independent Directors of the Company was held on 30th March, 2019 as required under Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the Listing Regulations without the presence of non-independent directors and other members of the management.

The details of attendance at the meetings are given below:

Name	Designation	No. of Meetings attended
Mr. Hitesh Patel	Chairman	1
Ms. Surbhi Mudgal	Member	1

➤ **Familiarization Program to Independent Directors:**

As per Regulation 25 (7) of the Listing Regulations, Familiarisation Program has been carried out by the Company for the Independent Directors details of which has been posted on Company's website at the web link <http://www.panthinfinity.com/investors>.



➤ **Declaration by Independent Directors and Confirmation of the Board:**

All the Independent Directors provide declaration about their independence on regular basis. As required, the terms and conditions of their appointment are disclosed on the website of the Company. None of the Independent Director is a Director in any other Company in excess of the prescribed limit.

The Board of Directors also confirmed that the Independent Directors of the Company has fulfilled all the conditions specified in Listing Regulations and they are independent of the Management.

➤ **Resignation by Independent Directors:**

During the year, Mr. Jayesh Pandav and Mr. Zubin Raja had resigned before expiry of their terms from the post of an Independent Director of the Company due to their pre-occupation in other assignments.

(vi) **Matrix of skills/expertise/competencies of the Board of Directors:**

The Board of the Company comprises of qualified members with the required skills, competence and expertise for effective contribution to the Board and its Committee. The Board members are committed to ensure that the Company is in compliance with the highest standards of Corporate Governance.

The table below summarizes the list of core skills/ expertise/ competencies identified by the Board of Directors for effectively conducting the business of the Company and are available with the Board. The table also mentions the specific areas of expertise of individual Director against each skill/ expertise/ competence:

Core skills/ expertise/ competencies	Name of Director
Operations	Mr. Shwet Koradiya
Finance	Mr. Shwet Koradiya Mrs. Surbhi Mudgal
Legal	Mr. Shwet Koradiya Mrs. Surbhi Mudgal
Compliance/ Corporate Governance	Mr. Shwet Koradiya Mrs. Surbhi Mudgal
Business Development	Mr. Shwet Koradiya Mr. Hitesh Patel
Information Technology	Mr. Hitesh Patel Mr. Shwet Koradiya

(vii) **Code of Conduct:**

The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its directors and employees. The Company has framed a Code of Conduct for Board Members and Senior Management Staff of the Company. The Board Members and Senior Management Staff have affirmed compliance with the said Code of Conduct. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on Company's website www.panthinfinity.com.

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct. A declaration to this effect signed by the Chief Executive Officer forms part of the Annual Report of the Company.



Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

(viii) Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition & Insider Trading) Regulation, 2015 with a view to regulate the trading in securities by the Directors and Designated Employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of shares of the Company by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the code. All Directors and the designated Employees have confirmed compliance with the code. The detailed Code of Conduct for Prevention of Insider Trading is posted on Company's website at the web link <http://www.panthinfinity.com/investors>.

(ix) Notes on Directors seeking Appointment/Re-appointment:

The Notes on Directors seeking Appointment/Re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 of the General Meeting are enclosed as an annexure with the Notice of 26th Annual General Meeting of the Company.

(x) Board and Director's Evaluation and Criteria for evaluation:

During the year, the Board has carried out an annual evaluation of its own performance, of its Directors, as well as of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the performance evaluation process for the Board, its Committees and Directors. The criteria for Board evaluation include inter-alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The criteria for evaluation of Individual Directors include aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to KMPs.

The criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

C. COMMITTEES OF THE BOARD:-

The Board Committees play a crucial role in the governance structure of the Company. The Board has constituted sub-committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

During the financial year, the Board has accepted the recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.



The Board has currently established the following 4 (four) statutory and non-statutory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Risk Management Committee

(i) **AUDIT COMMITTEE:**

- i. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors of the Company and oversees the financial reporting process.
- ii. The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.
- iii. The terms of reference of the Audit Committee are broadly as under:
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and reliable;
 - Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
 - Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
 - Reviewing with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - Matters disclosed in the Director's Responsibility Statement are required to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
 - Changes in accounting policies and practices, if any, and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any Related Party Transactions.
 - Qualifications in the draft Audit Report.
 - Reviewing with the management, the Quarterly Financial Statements before submission to the Board for approval;
 - Reviewing with the management, the Statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the Statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Review and monitor the Auditors' Independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Examination of the financial statement and the auditors' report thereon;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of Internal Financial Controls and Risk Management Systems;
 - Establish a vigil mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed;
 - The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of



- financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- The Audit Committee shall review the information required as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iv. The Audit Committee invites such an Executives as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.
 - v. The Company Secretary acts as the Secretary of the Audit Committee.
 - vi. During the financial year 2018-19, the Audit Committee met 6 (Six) times on 30th May, 2018, 12th July, 2018, 14th August, 2018, 14th November, 2018, 5th February, 2019 and 30th March, 2019 and the gap between two meetings does not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.
 - vii. The Chairman of the Audit Committee has attended 25th AGM held on 27th September, 2018.
 - viii. The Minutes of all the Audit Committee Meetings were noted at the respective Board Meetings of the Company.
 - ix. The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Mr. Hitesh Patel	Member	NEID	6
Mr. Jayeshkumar Pandav #	Member / Chairman	NEID	1
Ms. Surbhi Mudgal &	Member / Chairman	NEID	6
Mr. Shwet Koradiya **	Member	NEPD	5

NEID: Non-Executive Independent Director

NEPD: Non-Executive Promoter Director

Ceased w.e.f. 30/05/2018

& Appointed as Chairman w.e.f. 30/05/2018

** Appointed as Member w.e.f. 30/05/2018

(ii) **NOMINATION AND REMUNERATION COMMITTEE:**

- (a) The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- (b) The broad terms of reference of the Nomination and Remuneration Committee are as under:
 - Recommend to the Board, the setup and composition of the Board and its Committees, including the “formulation of the criteria for determining qualifications, positive attributes and Independence of a Director.” The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
 - Recommend to the Board, the appointment or reappointment of Directors.
 - Devise a policy on Board diversity.
 - Recommend to the Board, appointment of Key Managerial Personnel (“KMP” as defined by the Act) and Executive team members of the Company (as defined by this Committee).
 - Carry out evaluation of every Director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
 - Recommend to the Board, the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of the employees.
 - On an annual basis, recommend to the Board, the remuneration payable to the Directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.



- Oversee familiarization programmes for Directors.
 - Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and Executive team).
 - Provide guidelines for remuneration of Directors on material subsidiaries.
 - Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
 - Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.
- (c) During the financial year 2018-19, the Nomination and Remuneration Committee met 4 (Four) times on 12th July, 2018, 18th August, 2018, 20th December, 2018 and 30th March, 2019. The necessary quorum was present for all the meetings.
- (d) The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.
- (e) The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Ms. Surbhi Mudgal	Member/Chairman	NEID	4
Mr. Hitesh Patel	Member	NEID	4
Mr. Jayeshkumar Pandav &	Member	NEID	N.A.
Mr. Shwet Koradiya *	Member	NEPD	4

NEID: Non-Executive Independent Director

NEPD: Non-Executive Promoter Director

& Ceased w.e.f. 30/05/2018

* Appointed as Member w.e.f. 30/05/2018

- (f) Remuneration of Directors:

During the year 2018-19, the Company has not paid any remuneration to its Non-Executive Promoter Director. The details of remuneration paid to Non-Executive Independent Directors are as under:

(Amount in Rs.)

Name of Directors	Salary (Basic & DA)	Sitting Fees	Allowances including HRA, Leaves Travel & Special Allowances	Commission for the F.Y. 2018-19	Contribution to Provident and other Funds	Stock Option	Total	Tenure
Mr. Shwet Koradiya (Chairman & Non-Executive Promoter Director)	-	-	-	-	-	-	-	-
Ms. Surbhi Mudgal (Independent Director)	-	46,000	-	-	-	-	46,000	Upto 5 th November, 2020
Mr. Hitesh Patel (Independent Director)	-	46,000	-	-	-	-	46,000	Upto 10 th July, 2022



Director)								
Mr. Jayeshkumar Pandav (Independent Director)	-	6,000	-	-	-	-	6,000	Ceased w.e.f. 30 th May, 2018
Mr. Zubin Raja (Independent Director)	-	4,000	-	-	-	-	4,000	Appointed w.e.f. 12 th July, 2018 and Ceased w.e.f. 7 th December, 2018

(g) Performance Evaluation Criteria for Independent Directors:

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

(h) Remuneration Policy:

The key principles governing the Company's remuneration Policy are as follow:

➤ **Managing Director/(s), Whole time Director, Non – Executive and Independent Directors:**

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Executive and Non - Executive Directors. This will be then approved by the Board and Shareholders. Prior approval of Shareholders will be obtained wherever applicable.

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) to Managing Director(s), Whole Time Director. Remuneration is paid in accordance with the statutory provisions of the Companies Act, 2013 alongwith the ceiling approved by the Shareholders.

The remuneration shall be paid to the Directors keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

➤ **CEO, CFO, CS and other Senior management personnel:**

The remuneration of CEO, CFO, CS and other Senior Management personnel largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

**(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

- (a) The Stakeholders' Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- (b) The broad terms of reference of the Stakeholders' Relationship Committee are as under:
- Consider and resolve the grievances of security holders of the Company including Redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other security holders' related matters.
 - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- (c) During the financial year 2018-19, the Stakeholders' Relationship Committee met 5 (Five) times on 30th May, 2018, 14th August, 2018, 14th November, 2018, 5th February, 2019 and 30th March, 2019. The necessary quorum was present for all the meetings.

The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Ms. Surbhi Mudgal &	Member / Chairman	NEID	5
Mr. Jayeshkumar Pandav @	Member / Chairman	NEID	1
Mr. Hitesh Patel	Member	NEID	5
Mr. Shwet Koradiya #	Member	NEPD	4

NEID: Non-Executive Independent Director

NEPD: Non-Executive Promoter Director

& Appointed as Chairman w.e.f. 30/05/2018

@ Ceased w.e.f. 30/05/2018

Appointed as Member w.e.f. 30/05/2018

- (d) During the year, the Board of Directors in their Board Meeting held on 12th July, 2018 has appointed Ms. Krishna Naik as Company Secretary & Compliance Officer of the Company and she acted as a Compliance Officer of the Company. However, Ms. Krishna Naik has resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f. 30th May, 2019. In absence of Company Secretary, the Board has appointed Mr. Shwet Koradiya to look into the compliance matters.
- (e) During the year, the Company has not received any complaints from its Shareholders. There were no outstanding complaints as on 31st March, 2019.

(iv) RISK MANAGEMENT COMMITTEE:

The composition of the Risk Management Committee is not applicable to the Company. However, the Company has constituted a Risk Management Committee as a measure of good Corporate Governance.

During the Financial Year 2018-19, no Risk Management Committee meeting was held.

The composition of the Committee are given below:

Name	Designation	Category
Mr. Shwet Koradiya	Member/ Chairman	NEPD
Mr. Hitesh Patel	Member	NEID
Mr. Jayeshkumar Pandav &	Member	NEID
Ms. Surbhi Mudgal *	Member	NEID

NEPD: Non-Executive Promoter Director

NEID: Non-Executive Independent Director



& Ceased w.e.f. 30/05/2018

* Appointed as Member w.e.f. 30/05/2018

The role of Risk Management Committee is to:

- oversee the implementation of Risk Management Systems and Framework;
- review the Company's financial and risk management policies;
- assess risk and procedures to minimize the same;
- frame, implement and monitor the risk management plan for the Company.

D. GENERAL BODY MEETING:-

(i) Date, Time and Venue where last three Annual General Meetings were held:

Financial Year	Date of AGM	Time	Venue	Special Resolution Passed
2015-16	19/09/2016	11:30 A.M.	Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh.	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
2016-17	21/09/2017	12.30 P. M.	Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh.	Alteration in Memorandum of Association of the Company as per Companies Act, 2013
2017-18	27/09/2018	12.30 P. M.	Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh.	Alteration of the Main Object Clause in the Memorandum of Association of the Company

(ii) Extra-ordinary General Meeting:

During the year, Extra-ordinary General Meeting was held by the Company on 28th April, 2018.

Financial Year	Date of EGM	Time	Venue	Special Resolution Passed
2018-19	28/04/2018	3.00 P.M.	At the Corporate Office of the Company situated at Plot-828/829, 4 th Floor, Office-4, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat-395001, Gujarat, India.	1. To change the name of the Company. 2. To shift the Registered Office of the Company from the State of Madhya Pradesh to the State of Gujarat.

(iii) Postal Ballot

- Whether any Special Resolution passed last year through Postal Ballot : No
- Whether any Special Resolution is proposed to be conducted through Postal Ballot : No

E. DISCLOSURES: -

- (i) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of the Company at large: NIL



Transactions with the related parties are disclosed in the notes to the accounts forming part of the accounts.

- (ii) The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website at the web link www.panthinfinity.com/investors
- (iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 financial years: NIL

However, during the Financial Year 2014-15, the Company has received SEBI notice no. EAD – 6/AK/VG/35168/2014 dated 10th December, 2014 regarding adjudication Proceedings for non-compliance or delayed compliance of SEBI Takeover Code by previous promoters of the Company. In this regard, the Company has filed appropriate reply with the Court of SEBI through its duly appointed representative. The matter is pending with SEBI.

- (iv) The Vigil Mechanism of the Company as required u/s 177 (9) of the Companies Act, 2013 and a Whistle Blower Policy of the Company, as required under Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is in place. The Directors and Employees can report concerns about any unethical behaviors, actual or suspected fraud or violation within the company. The said mechanism provides adequate safeguards against victimization and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases. No event was occurred during the year, invoking the Policy. Vigil Mechanism/Whistle Blower Policy is uploaded on the Company's website at the web link www.panthinfinity.com/investors. No personnel has been denied access to the audit committee.
- (v) The Company has also adopted Policy on determination of materiality of Information Events, Policy for Preservation of documents and policy on Archival of Records and same has been disclosed on the Company's website at the web link www.panthinfinity.com/investors.
- (vi) Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has received Certificate from Chairman and CFO for the financial year ended 31st March, 2019.
- (vii) The Company has complied with all mandatory requirements of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (viii) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31st March, 2019.
- (ix) The Company has complied with the requirements of sub-paras (2) to (10) of Part C of Schedule V (Corporate Governance Report) of the Listing Regulations.
- (x) The company has complied with the corporate governance requirements of Regulation 17 to 27 of the Listing Regulations and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations.
- (xi) The Company has not adopted non-mandatory requirements of the Listing regulations.
- (xii) The Company has no subsidiary, so policy on material subsidiary is not applicable.
- (xiii) The Board has accepted all recommendation of all its Committees of the Boards in the financial year ended 31st March, 2019.



- (xiv) Total fees for all services paid by the Company to M/s. A. Biyani & Co., Statutory Auditor:- Rs.62,190/-.

F. MEANS OF COMMUNICATIONS: -

The quarterly, half-yearly and annual results of the Company are published in leading newspaper in India which includes Financial Express and Mint (English) and Indore Samachar (Hindi). Additionally, the declared results and other important information are also periodically updated on the Company's website www.panthinfinity.com.

The Company has also provided an exclusive e-mail address info@panthinfinity.com for Communication by Investors.

During the year, the Company has not made any presentation to institutional investors or to the analysts.

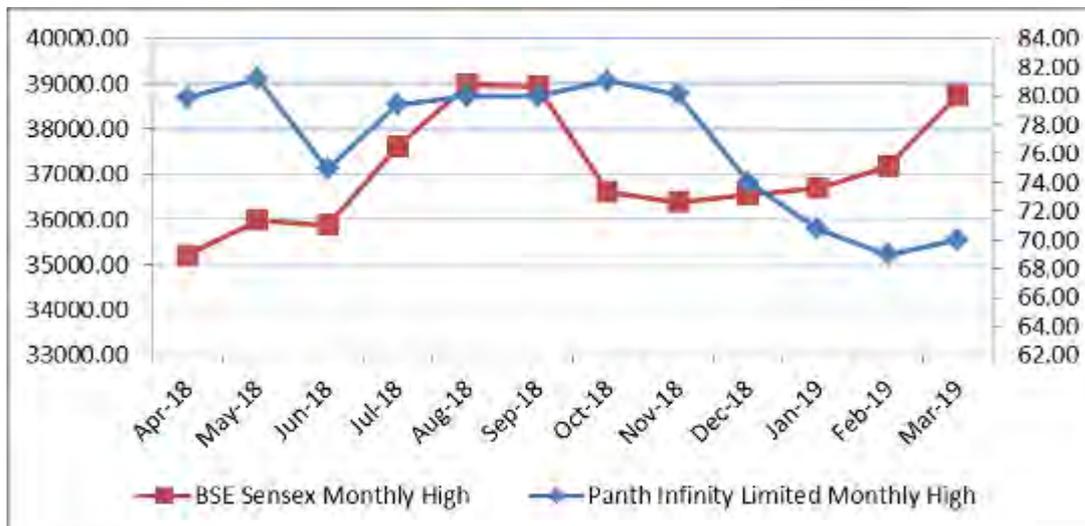
G. GENERAL SHAREHOLDERS INFORMATION: -

1	AGM : Date, Time and Venue	Tuesday, 24 th September 2019, 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh.
2	Financial Year (Proposed)	Financial Year 2019-20 consists of 12 (Twelve) months starting from 1 st April, 2019 to 31 st March, 2020.
3	Dividend Payment Date	The Company has not declared any Dividend for the Financial Year 2018-19.
4	Listing on Stock Exchange	1) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. 2) Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata-700001, West Bengal
5	Payment of Annual Listing and Custodial Fees	The custodial fees are paid to the National Securities Depository Ltd. (NSDL) and the Central Depository Securities Ltd. (CDSL) for the Financial Year 2019-20 in due time. However, the Listing fees are paid with interest due to late payment to the Stock Exchanges & Depositories respectively for the Financial Year 2019-20.
6	Stock Code	BSE: 539143, CSE: 30010
7	Security ISIN No.	INE945001019
8	Cut-off Date	18 th September, 2019
9	Date of Book Closure	The Company's Register of Members and Share Transfer Books shall remain closed from 19 th September, 2019 to 24 th September, 2019 (both days inclusive).
10	Investor Services – Queries / Complaints during the period ended	During the period from 1 st April, 2018 to 31 st March, 2019, no queries/complaints/requests were received by the Company from the Shareholders and Investors.
11	Company's Registration Number	CIN of the Company is L45201MP1993PLC007647.
12	Market Price data (At BSE & CSE)	Equity Shares of the Company are listed at BSE Limited and at the Calcutta Stock Exchange Limited (CSE). During the year, Equity Shares of the Company were not traded on CSE platform. Hence, Market Price Data of CSE are not provided.



Month	BSE	
	Month's High Price (Rs.)	Month's Low Price (Rs.)
April-2018	79.90	65.20
May-2018	81.20	72.05
June-2018	74.95	68.00
July-2018	79.40	73.00
August-2018	80.00	69.00
September-2018	80.00	76.45
October-2018	81.05	77.05
November-2018	80.10	74.00
December-2018	74.00	67.50
January-2019	70.75	68.00
February-2019	69.00	66.60
March-2019	70.00	67.25

13 Share Price Performance compared with broad based indices:- BSE



14 Distribution of Shareholding as on 31st March, 2019:-

Category	No. of Shareholders	% of total Shareholders	Amount (Rs.)	% of Shareholding
Upto 5000	1135	69.59	4018510	3.26
5001 - 10000	39	2.39	323860	0.26
10001 - 20000	70	4.29	1044060	0.85
20001 - 30000	44	2.70	1071870	0.87
30001 - 40000	42	2.58	1524380	1.24
40001 - 50000	55	3.37	2520380	2.04
50001 - 100000	65	3.99	4690620	3.81
100001 and above	181	11.10	108056320	87.67
Total	1631	100.00	123250000	100.00



	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
Physical Mode	792	47.80	1683300	13.66
Electronic Mode	839	52.20	10641700	86.34
Total	1631	100.00	12325000	100.00

15	<u>Shareholding pattern as on 31st March, 2019:-</u>			
Category Code	Category	No. of Shareholders	No. of Shares	% of total Share capital
(A)	Shareholding Promoter & Promoter Group			
(1)	Indian			
	- Individuals / Hindu Undivided Family	2	1149113	9.32
	- Bodies Corporate	2	4152000	33.69
(2)	Foreign	0	0	0.00
	Sub-Total (A)	4	5301113	43.01
(B)	Public Shareholding			
(1)	Institutions	0	0	0.00
(2)	Non-Institutions			
	- Individuals	1533	5794111	47.01
	- Hindu Undivided Family	61	457531	3.71
	- N. R. I. (REPAT)	1	500	0.00
	- Trust	1	12	0.00
	- Clearing Members	14	364698	2.97
	- Other Bodies Corporate	17	407035	3.30
	Sub-Total (B)	1627	7023887	56.99
(C)	Shares held by Custodians and against which Depository Receipts has been issued	0	0	0
	Sub-Total (C)	0	0	0
	GRAND TOTAL (A)+(B)+(C)	1631	12325000	100.00

16	<u>Dematerialization of Shares & Liquidity:-</u>	<p>As on 31st March, 2019, Equity Shares comprising 86.34% of the Company's Equity Share Capital have been dematerialised.</p> <p>The Shares of the Company are regularly traded at BSE Limited, which ensure the necessary liquidity to Shareholders.</p>
17	<u>Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:-</u>	The Company has not issued GDRs/ADRs as on 31 st March, 2019. No Warrants/Convertible Instruments were outstanding for conversion as on 31 st March, 2019.



18	<u>Registrar & Share Transfer Agent</u>	
	Registrar and Transfer Agent (RTA)	Purva Sharegistry Private Limited 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel.: 022 – 23016761; Fax: 022 – 23012517; Email: busicomp@gmail.com
	Share Transfer and Dematerialisation System	The complete work related to share transfer and dematerialisation is carried out by the above stated RTA. The Stakeholders' Relationship Committee of the Company holds its meetings regularly to monitor matters related to transfer and dematerialisation of shares and also to monitor other related matters. The Managing Director and the Company Secretary of the Company individually has been authorized to approve Transfer, Transmission, Demat request and other request to process the said requests expeditiously. The summary of share transfer and related activities is presented by the Company Secretary to the Board at its meeting. Half yearly certificate under Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 obtained from the Practicing Company Secretary is filed with the Stock Exchanges, where the Shares of the Company are listed.
19	<u>Address for Correspondence for Shareholders:-</u>	
	Registrar and Transfer Agent (RTA)	Purva Sharegistry Private Limited 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel.: 022 – 23016761; Fax: 022 – 23012517; Email: busicomp@gmail.com
	Corporate Office Address of the Company	Mr. Shwet Koradiya Chairman & Director Panth Infinity Limited S-6, VIP Plaza, VIP Road, Near Shyam Temple, Vesu, Surat – 395007, Gujarat, India. Phone: 0261-2600331, +91 7043999011 Email: info@panthinfinity.com Website: www.panthinfinity.com .

20 Credit Rating:- Company is not required to obtain Credit Rating.

21 Reconciliation of Share Capital Audit:-

In keeping with the requirement of the SEBI, an audit by a Qualified Practicing Company Secretary have been carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/paid up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

22 Certificate from Practicing Company Secretary for non-qualification of directors:

Certificate from Practicing Company Secretary regarding non-qualifications of Directors annexed as **Annexure - D**.



23 Disclosures in relation to the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013:

The Company has duly constituted Internal Complaints Committee pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, the Company had not received any complaints and no complaints were pending as on 31st March, 2019.

24 Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account:

Not Applicable

25 Non-Mandatory Requirements:-

(i) The Board:

At present, there is no separate office in the Company for use of Chairman nor any expenditure reimbursed in performance of his duty.

(ii) Shareholders' Right:

The Company has published Quarterly and Half Yearly financial results in the newspapers and uploaded the same in its website under the head of Financials. Hence, the same results are not separately circulated to the Shareholders.

(iii) Audit Qualification:

For the financial year 2018-19, there are no Audit Qualifications to the Company's financial statements.

(iv) Reporting of the Internal Auditors:

The reports of Internal Auditors are placed before to the Audit Committee for its review.

26 Auditors' Certificate on Corporate Governance:-

The Auditors' Certificate on Compliance with Corporate Governance, as stipulated under Schedule V-E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure - C to this Report.

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 14/08/2019

SHWET KORADIYA
Chairman & Director
DIN: 03489858



DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

[As per regulation 34(3) read with Part D of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Panth Infinity Limited

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct, framed pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2019. These Codes are available on the Company's website.

By order of the Board of Directors
For PANTH INFINITY LIMITED

Place: Surat
Date: 14/08/2019

MOSAM MEHTA
Chief Financial Officer
PAN: BOAPM5768N



CEO / CFO CERTIFICATION

(Issued in accordance with the provisions of Regulation 17(8) read with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors of
Panth Infinity Limited

- (A) We have reviewed the financial statements and the cash flow statement of Panth Infinity Limited for the year ended 31st March, 2019 and to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the year ended 31st March, 2019;
 - (2) Significant changes, if any, in accounting policies made during the year ended 31st March, 2019 and the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For PANTH INFINITY LIMITED

Place: Surat
Date: 14/08/2019

MOSAM MEHTA
Chief Financial Officer
PAN: BOAPM5768N

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To
The Members of
Panth Infinity Limited
(Formerly known as Synergy Bizcon Limited)

1. We, **A Biyani & Co.**, Chartered Accountants, the Statutory Auditors of PANTH INFINITY LIMITED (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Management’s Responsibility for compliance with the conditions of Listing Regulations

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2019.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

A BIYANI & CO.
Chartered Accountant
FRN: 140489W

Place: Surat
Date: 14/08/2019

ASHUTOSH BIYANI
Proprietor
Membership Number: 165017



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

To,
The Members of
Panth Infinity Limited
(Formerly known as Synergy Bizcon Limited)
404, Navneet Plaza, 5/2, Old Palasia,
Indore – 452001, Madhya Pradesh

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Panth Infinity Limited having CIN L45201MP1993PLC007647 and having Registered office at 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company (as per MCA records)
1	Mr. Shwet Koradiya	03489858	11/01/2013
2	Mr. Hitesh Patel	07851008	11/07/2017
3	Mrs. Surbhi Mudgal	07289164	06/11/2015

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

Place: Surat
Date: 14/08/2019

MANISH R. PATEL
Company Secretary in Practice
ACS No: 19885
COP No. : 9360



Independent Auditor's Report

To the Members of M/s. Panth Infinity Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Panth Infinity Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended.

Basis for Opinion

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

Key Audit Matters

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard



Responsibilities of management and those charged with governance for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- c) The Balance Sheet, the Statement of Profit and Loss (including comprehensive income), Statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the standalone IND AS financial statements. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

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

For A Biyani & Co.

Chartered Accountants

Firm Registration No. : 140489W

Ashutosh Biyani

Partner

Membership No. 165017

Place: Surat

Date – 30/05/2019

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF PANTH INFINITY 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 **PANTH INFINITY LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone IND AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 the Institute of Chartered Accountants of India 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for



external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 A Biyani & Co.

Chartered Accountants

Firm Registration No. : 140489W

Ashutosh Biyani

Partner

Membership No. 165017

Place: Surat

Date – 30/05/2019

**“Annexure B” to the Independent Auditors’ Report**

(Referred to in our report of even date to the members of **PANTH INFINITY LIMITED** as at and for the year ended 31st March, 2019).

- i) In respect of its Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, the Company has physically verified assets, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification as compared with the available records.
 - c) According to the information and explanations given to us and on the basis of our examination, the title deeds of immovable properties are held in the name of the Company.
- ii) In our opinion, the physical verification of inventory has been conducted at reasonable intervals by the management during the year. No discrepancies were noticed on such physical verification. In respect of materials lying with outside parties confirmations have been obtained.
- iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in register maintained under section 189 of the Act and hence sub-clause (a), (b) and (c) of clause iii of Para 3 of the Order are not applicable.
- iv) In respect of loans, investment, guarantees and security the Company has complied with provision of section 185 and 186 of the Act.
- v) The company has not accepted any deposit from public and hence clause (v) of Para 3 of the order is not applicable.
- vi) According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under sub-Section (1) of Section 148 of the Act in respect of activities carried on by the Company. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.
 - a) The company is 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 appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
 - b) According to the records of the company, there are no dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute.
- vii) The company has not defaulted in repayment of any dues to a financial institution, bank, and government. The company has not borrowed any amount by way of debentures.
- viii) The company has not raised any money by way of Initial public offer or further Public offer (Including debt instruments). Moneys raised by way of Term Loan were applied for the purpose for which the loan was obtained.
- ix) On the basis of our examination and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers/employees has been noticed or reported during the year.



- x) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013
- xi) The company is not Nidhi Company and accordingly the information and explanations given to us, provisions of Nidhi Rules, 2014 are not applicable to the company.
- xii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and Section 188 of the Act, and the details have been disclosed in the Financial statements in Note no. 30(E) as required by the applicable accounting standards.
- xiii) The company has not made any preferential allotment/ private placement of share or fully or partly paid convertible debentures during the year and accordingly provisions of clause (xiv) of Para 3 of the Order are not applicable.
- xiv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xv) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act,1934 and accordingly, provisions of clause (xvi) of Para 3 of the Order are not applicable.

For A Biyani & Co.

Chartered Accountants

Firm Registration No. : 140489W

Ashutosh Biyani

Partner

Membership No. 165017

Place: Surat

Date – 30/05/2019



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
BALANCE SHEET AS AT 31ST MARCH 2019

Amount in Rupees			
Particulars	Notes	As at 31-03-2019	As at 31-03-2018
ASSETS			
(1) Non-Current Assets			
a) Property, Plant and Equipment	2	2,753,329.59	3,174,870.59
b) Investment Property	3	5,801,485.00	7,187,120.00
c) Intangible Assets under development	4	31,030,238.00	29,921,050.00
d) Financial Assets			
(i) Investments	5	62,350,618.72	50,099,681.40
e) Deffered Tax Assets (net)	6	113,276.12	93,720.12
f) Other non current assets	7	-	615,490.00
(2) Current Assets			
a) Inventories	8	35,038,720.33	53,373,787.53
b) Financial Assets			
(i) Trade Receivables	9	112,259,502.80	85,885,080.80
(ii) Cash and cash Equivalents	10	924,955.72	275,156.62
c) Other current assets	11	4,685,727.32	365,195.00
TOTAL ASSETS		254,957,853.60	230,991,152.06
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	SOCE (12)	123,250,000.00	123,250,000.00
b) Other Equity	SOCE (12)	112,985,791.20	96,537,766.86
Liabilities			
(1) Current Liabilities			
a) Financial Liabilities			
(i) Short Term Borrowings	13	9,511,144.00	-
(ii) Trade Payables	14	7,959,042.00	9,677,789.20
b) Other current liabilities	15	951,876.00	564,997.00
c) Provisions	16	300,000.00	960,599.00
TOTAL EQUITY AND LIABILITIES		254,957,853.20	230,991,152.06
The accompanying notes are intergral part of these financial statements			
In terms of our report attached			
For A Biyani & Co		For and on behalf of the Board of Directors	
Chartered Accountant			
Firm Regd. No. 140489W			
Ashutosh Biyani		Shwet Koradiya	Surbhi Mudgal
Partner		Chairman & Director	Director
Membership No-165017		DIN: 03489858	DIN: 07289164
		Rahul Jalavadiya	Krishna Naik
		CEO	Company Secretary
		PAN: ARBPJ0742Q	ACS No.: 45523
Place: Surat		Place: Surat	
Date : 30-05-2019		Date : 30-05-2019	



PANTH INFINITY LIMITED (Formerly Known as Synergy Bizcon Limited) (CIN : L45201MP1993PLC007647) STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019			
			Amount in Rupees
Particulars	Notes	2018-2019	2017-18
I INCOME			
Revenue from Operations	17	156,672,889.31	456,132,554.37
Other Income	18	376.00	113.00
TOTAL INCOME		156,673,265.31	456,132,667.37
II EXPENSES			
Purchase of Stock in Trade	19	133,857,679.11	473,473,278.21
Changes in inventories of Finished Goods and Stock-in-Trade	20	18,335,067.20	(17,874,771.06)
Employee Benefit expenses	21	864,276.00	1,873,454.00
Finance Cost	22	112,671.00	-
Depreciation and Amortisation expenses	2	421,541.00	560,919.12
Other Expenses	23	2,451,068.98	1,915,027.49
TOTAL EXPENSES		156,042,303.29	459,947,907.76
PROFIT (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX		630,962.02	(3,815,240.39)
III. EXCEPTIONAL ITEMS			
PROFIT (LOSS) BEFORE TAX	24	346,569.00	7,187,120.00
IV TAX EXPENSE			
TOTAL TAX EXPENSE	25	977,531.02	3,371,879.61
(1) Current Tax		300,000.00	1,100,599.00
(2) Deferred Tax		(19,556.00)	(44,169.12)
(3) Short Provision for Income Tax of Earlier Year		-	-
TOTAL TAX EXPENSE		280,444.00	1,056,429.88
PROFIT (LOSS) FOR THE PERIOD		697,087.02	2,315,449.73
V OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to Profit or Loss	26	15,750,937.32	19,111,828.46
VI TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (IV+V) (Comprising Profit/Loss and Other Comprehensive Income for the period)		16,448,024.34	21,427,278.19
VII EARNINGS PER EQUITY SHARE OF RS 10 EACH (BASIC AND DILUTED)		0.06	0.19
The accompanying notes are intergral part of these financial statements			
In terms of our report attached			
For A Biyani & Co		For and on behalf of the Board of Directors	
Chartered Accountants			
Firm Regd. No. 140489W			
Ashutosh Biyani		Shwet Koradiya	Surbhi Mudgal
Partner		Chairman & Director	Director
Membership No-165017		DIN: 03489858	DIN: 07289164
		Hitesh Patel	
		Director	
		DIN: 07851008	
		Rahul Jalavadiya	Krishna Naik
		CEO	Company Secretary
		PAN: ARBPJ0742Q	ACS No.: 45523
Place: Surat		Place: Surat	
Date : 30-05-2019		Date : 30-05-2019	



PANTH INFINITY LIMITED (Formerly Known as Synergy Bizcon Limited) (CIN : L45201MP1993PLC007647) STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2019					
Amount in Rupees					
Particulars		2018-2019		2017-18	
Cash flow from operating activities					
Net Profit before Tax			977,531.02		3,371,879.61
Discontinued operations			-		-
Profit before income tax including discontinued operations			977,531.02		3,371,879.61
Adjustments for					
Depreciation and amortisation expense	421,541.00			560,919.12	
Dividend Income	(376.00)		421,165.00	(113.00)	560,806.12
Operating Profit before Working Capital Changes			1,398,696.02		3,932,685.73
(Increase)/Decrease in trade receivables	(26,374,422.00)			21,867,181.73	
(Increase)/Decrease in inventories	18,335,067.20			(17,874,771.06)	
(Increase)/decrease in other current assets	(4,320,532.32)			(209,855.70)	
(Increase)/decrease in other non-current assets	615,490.00				
Increase/ (Decrease) in trade payables	(1,718,747.20)			(4,274,542.00)	
Increase/(decrease) in provision	(660,599.00)			476,053.00	
Increase in other current liabilities	386,879.00			13,892.00	
Increase in Deferred Tax Liability	(19,556.00)			(44,169.00)	
Cash generated from operations			(13,756,420.32)		(46,211.03)
Income taxes paid			(280,444.00)		(1,056,429.88)
Net cash inflow from operating activities			(12,638,168.30)		2,830,044.82
Cash flows from investing activities					
(Increase)/Decrease in investments	(12,250,937.32)			(19,111,828.46)	
Fair Valuation of Equity Instruments reconsided through OCI	15,750,937.32			19,111,828.46	
(Increase)/Decrease in Property, Plant & Equipment	(26,500.00)			(26,500.00)	
Purchase of Tangible / Intangible Assets, Capital Work in Progress and Capital Advances	(1,109,188.00)			(260,050.00)	
Addition (Deduction) in investment property	1,385,635.00			(7,187,120.00)	
Dividend Received	376.00			113.00	
Net cash used in investing activities			3,750,323.00		(7,473,557.00)
Cash flow from financing activities					
Increase/(Decrease) Loan	9,511,144.00			-	
Net cash from financing activities			9,511,144.00		-
Net increase (decrease) in cash and cash equivalents			623,298.70		(4,643,512.18)
Cash and cash equivalents at the beginning of the year			275,156.62		4,918,668.92
Cash and cash equivalents at end of the year			898,455.32		275,156.74
<p>In terms of our report attached</p> <p>For A Biyani & Co For and on behalf of the Board of Directors</p> <p>Chartered Accountant</p> <p>Firm Regd. No. 140489W</p>					
<p>Ashutosh Biyani</p> <p>Partner</p> <p>Membership No-165017</p>		<p>Shwet Koradiya</p> <p>Chairman & Director</p> <p>DIN: 03489858</p>		<p>Surbhi Mudgal</p> <p>Director</p> <p>DIN: 07289164</p>	
				<p>Hitesh Patel</p> <p>Director</p> <p>DIN: 07851008</p>	
				<p>Rahul Jalavadiya</p> <p>CEO</p> <p>PAN: ARBPJ0742Q</p>	
<p>Place: Surat</p> <p>Date : 30-05-2019</p>		<p>Place: Surat</p> <p>Date : 30-05-2019</p>		<p>Krishna Naik</p> <p>Company Secretary</p> <p>ACS No.: 45523</p>	



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
Statement of Changes in Equity for the year ended 31st March 2019

Particulars	Equity Instruments through Other Comprehensive Income	Reserves and Surplus		
		Securities Premium Reserve	Retained Earnings	TOTAL Amount in Rupees
Balance as at 1st April, 2017	(7,515,240.14)	80,000,000.00	2,625,728.81	75,110,488.67
Addition during the year	-	-	-	-
Profit for the year			2,315,449.73	2,315,449.73
Other Comprehensive Income for the year 2017-18	19,111,828.46	-	-	19,111,828.46
Balance as at 31st March 2018	11,596,588.32	80,000,000.00	4,941,178.54	96,537,766.86
Addition during the year				
Profit for the year 2018-19	-	-	697,087.02	697,087.02
Other Comprehensive Income for the year 2018-19	15,750,937.32	-	-	15,750,937.32
Balance as at 31st March, 2019	27,347,525.64	80,000,000.00	5,638,265.56	112,985,791.20

In terms of our report attached
For A Biyani & Co
Chartered Accountant
Firm Regd. No. 140489W

For and on behalf of the Board of Directors

Ashutosh Biyani
Partner
Membership No-165017

Shwet Koradiya
Chairman & Director
DIN: 03489858

Surbhi Mudgal
Director
DIN: 07289164

Hitesh Patel
Director
DIN: 07851008

Rahul Jalavadiya
CEO
PAN: ARBPJ0742Q

Place: Surat
Date : 30-05-2019

Place: Surat
Date : 30-05-2019

Krishna Naik
Company Secretary
ACS No. 45523



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)

Accounting policies and explanatory notes to the financial statements

Note 1 – Accounting Policies under Ind AS

1. General information:

Panth Infinity Limited is a Public company incorporated on 29th April, 1993 under Companies Act 1956. The Registered Office of the Company is situated at 404, Navneet Plaza, 5/2, Old Palasia, Indore-452001 (M.P.) and Corporate Office situated at Office S-6, VIP Plaza, VIP Road, Near Shyam Temple, Vesu, Surat – 395007, Gujarat. Its shares are listed on BSE (BSE Limited) and CSE (The Calcutta Stock Exchange Limited.) The Company is currently engaged in business of Precious Metals, Stones & Jewellery Trading. The financial statements were approved and authorised for issue in accordance with the resolution of the Company's Board of Directors on 30th May, 2019.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation of financial statements:

(i) Compliance with Ind AS

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

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following: - Certain financial assets and liabilities (including derivative instruments) that is measured at fair value.

(iii) New and amended standards adopted by the Company

The Company has applied the following standards and amendments for the first time for their annual reporting period commencing 1 April 2018:

- Ind AS 115, Revenue from Contracts with Customers · Appendix B, Foreign Currency Transactions and Advance Consideration to Ind AS 21, The Effects of Changes in Foreign Exchange Rates
- Amendment to Ind AS 12, Income Taxes
- Amendment to Ind AS 40, Investment Property

The Company had to change its accounting policies following the adoption of Ind AS 115. The above amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

A. An assets treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after a reporting period, or



- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after a reporting period.

All other assets are classified as non-current.

B. Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

C. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b. Use of Estimates and judgment

In the application of accounting policy, the management is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

i. Property, Plant and Equipment:

Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

ii. Income Taxes:

Significant judgement is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iii. Inventories:

Inventory Obsolescence is based on assessment of the future uses. In all cases, inventory is carried at the lower of cost and net realisable value.

iv. Impairment of Non-financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the



Company estimates the asset's recoverable amount. An asset's recoverable amount is higher of an asset's or cash-generating unit's (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

v. **Impairment of Financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

3. **Summary of Significant Accounting Policies**

i. **Property, plant and equipment:**

For transition to Ind AS, the Company has elected to continue with the carrying value of property, plant and equipment ('PPE') recognised as of 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price after deducting trade discount / rebate, import duty, non-refundable taxes, cost of replacing the component parts, borrowing cost and other directly attributable costs of bringing the asset to its working condition in the manner intended by the management.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when the asset is de-recognised.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognised.

Depreciation is charged so as to allocate the cost of assets less their residual values, if any, over their estimated useful lives, using the written down value method except for intangible assets. Depreciation on intangible assets is provided on a straight-line basis. The following useful lives are considered for the depreciation of property, plant and equipment:

Description of the Asset	Estimated Useful Life
Furniture & fixtures	10 Years
Buildings	60 Years
Office Equipment	5 Years
Air Conditioner	10 Years
Electricity Fittings	10 Years



If there is an indication that there has been a significant change in useful life or residual value of an asset, the depreciation of that asset is revised accordingly to reflect the new expectations.

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

ii. Investment properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

On disposal of an investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

iii. Intangible assets under development:

The amount disclosed as 'Intangible asset under development' represents assets purchased/acquired and not available for use, as at the date of Statement of Financial Position.

An item of Intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from de-recognition of an intangible asset measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is de-recognised.

iv. Impairment of Tangible (PPE) and Intangible Assets:

At each reporting date, property, plant and equipment and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets where it is not possible to estimate the recoverable amount of an individual asset), is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in Statement of Profit and Loss.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

If an impairment loss subsequently reverses, the carrying amount of the asset (or group of related assets) is increased to the revised estimate of its recoverable amount (selling price less costs to complete and sell, in the case of inventories), but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset (or group of related assets) in prior years. A reversal of an impairment loss is recognised immediately in Statement of Profit and Loss.



v. **Inventories:**

Inventories are valued at the lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- **Rough Diamonds** – Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Rough diamonds are valued at Specific Identification.

- **Finished Goods and Work – in – progress:**

Cost of all certified large cut and polished diamonds is determined on specific identification basis. Other uncertified cut and polished diamonds of similar characteristics in a certain range are grouped as a mixed lot and cost is determined on weighted average basis.

- In determining the cost of stores FIFO method is used.

- In respect of Jewellery division, Metal is valued at FIFO and Cut and Polished Diamond is valued at weighted average basis.

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

Obsolete and slow moving items are subjected to continuous technical monitoring and are valued at lower of cost and estimated net realisable value.

vi. **Leases:**

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

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased items (i.e. PPE), are generally capitalised at the inception of the lease at the fair value of the leased assets or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance cost in the Statement of Profit and Loss.

Lease in which significant portion of the risks and rewards of ownership are not transferred to the Company as lessee is classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss over the period of lease on straight line basis other than those cases where the escalation are linked to expected general inflation in which case they are charged on contractual terms.

vii. **Provisions, contingent liabilities, contingent assets:**

Provisions are recognised when the Company has a present or constructive obligation as a result of past events, when it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to



reflect the current best estimate. When the Company expects some or all of the provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

Where effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial information. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company. The Company does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

viii. Share Capital and share premium:

Ordinary shares

Proceeds from issuance of ordinary shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

ix. Cash Flows and Cash and Cash Equivalents:

Statement of cash is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with banks, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, book over drafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

x. Trade receivables

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment

xi. Trade payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 180 days of



recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

xii. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period

xiii. Revenue recognition

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

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

Sale of Goods:

Revenue from the sale of goods is recognised when the significant risk and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Sale is recognised when no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Dividend Income:

Dividend is recognised when right to receive is established, which is generally when shareholders approve the dividend.

Interest Income:

Interest income on financial assets measured at amortised cost is recognised on time proportion basis, using effective interest method.

xiv. Employee benefits:

Short term employee benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the year in which the associated services are rendered by employees. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the



employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

xv. Income tax

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised directly in equity or in other comprehensive income.

Current Income Tax:

Current tax includes provision for Income Tax computed under special provision (i.e. Minimum Alternate Tax) or normal provision of Income Tax Act provisions. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the basis of estimated taxable Income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future. Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered. The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to the income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

xvi. Earnings per Share:

Basic Earnings per share is computed by dividing the profit from continuing operations and total profits, both attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

xvii. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

xviii. Fair value Measurement:

Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is



directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A Fair value measurement of a non-financial asset takes in to account a market participants ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (Unadjusted) market prices and active market for identical assets and liabilities

Level 2 – Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by the assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

xix. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a. Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial Assets other than investment in subsidiaries

Financial assets of the Company comprise trade receivables. Cash and cash equivalents, bank balances, investment in equity shares of Companies other than in subsidiaries, investment other than in equity shares, loans / advances to employees / related parties / others, security deposit, claims recoverable etc.



Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognised in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

Subsequent measurement

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

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

Financial assets measured at amortised cost

Financial assets are measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortised using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

Financial assets at fair value through profit or loss (FVTPL)

Any financial asset that does not meet the criteria for classification as at amortised cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all



the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds receivables.

Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income (FVTOCI)
ECL is measured through a loss allowance on a following basis:-
 - The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)
 - Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

b. Financial liabilities and equity instruments:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

The Company's financial liabilities includes loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

**Initial Recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the “Expenditure Attributable to Construction” if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

Subsequent measurement

Subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial Liabilities classified at Amortised Cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair value through profit and loss (FVTPL)

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

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



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019

Amount in Rupees

Note 2 Property, Plant and Equipment						
Particulars	Building Owned	Air Condition Owned	Computer & Printer Owned	Electricity Fitting Owned	Furniture & fixtures Owned	Total
Cost						
Balance as at 01st April, 2017	2,266,850.00	99,000.00	365,010.00	149,140.00	2,139,180.00	5,019,180.00
Additions		39,350.00	10,200.00	28,000.00		77,550.00
Disposals						
Other adjustments						
Balance as at 31st March, 2018	2,266,850.00	138,350.00	375,210.00	177,140.00	2,139,180.00	5,096,730.00
Additions	-	-	-	26,500.00	-	26,500.00
Disposals	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-
Balance as at 31st March, 2019	2,266,850.00	138,350.00	375,210.00	203,640.00	2,139,180.00	5,123,230.00
Depreciation Block						
As at 01.04.2017	220,558.87	55,297.46	302,148.81	77,243.66	732,191.49	1,387,440.29
Depreciation for the year	99,654.38	21,502.22	46,245.16	29,248.03	364,269.33	560,919.12
Disposals						
Accumulated depreciation as at 31.03.2018	320,213.25	76,799.68	348,393.97	106,491.69	1,096,460.82	1,948,359.41
Depreciation for the year	94,801.00	14,454.19	15,692.76	22,750.63	273,842.42	421,541.00
Disposals	-	-	-	-	-	-
Accumulated depreciation as at 31.03.2019	415,014.25	91,253.87	364,086.73	129,242.32	1,370,303.24	2,369,900.41
Net Block						
As at 01.04.2017	2,046,291.13	83,052.54	73,061.19	99,896.34	1,406,988.51	3,709,289.71
As at 31.03.2018	1,946,636.75	61,550.32	26,816.03	97,148.31	1,042,719.18	3,174,870.59
As at 31.03.2019	1,851,835.75	47,096.13	11,123.27	74,397.68	768,876.76	2,753,329.59

Note:-

a) In accordance with the Indian Accounting Standard (Ind AS 36) on "Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS. On the basis of review carried out by the management, there was no impairment loss on property, plant and equipment during the year ended 31st March, 2019.



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019
Amount in Rupees

Note 3 Investment Property		
Particulars	Freehold Land	Total
At Cost		
Balance as at 01st April, 2017	-	-
Additions	7,187,120.00	7,187,120.00
Acquisitions	-	-
Disposals	-	-
Balance as at 31st March, 2018	7,187,120.00	7,187,120.00
Additions	-	-
Acquisitions	-	-
Disposals	1,385,635.00	1,385,635.00
Balance as at 31st March, 2019	5,801,485.00	5,801,485.00
Depreciation Block		-
Depreciation for the year	-	-
Disposals	-	-
Accumulated Depreciation as at 31.03.2019	-	-
Net Block		-
As at 01.04.2017	-	-
As at 31.03.2018	7,187,120.00	7,187,120.00
As at 31.03.2019	5,801,485.00	5,801,485.00

Note:-

1) Company have total 49 N.A. Plot at various places which total value Rs. 71,87,120 as on 31.03.2018, Current year Company sell 11 N.A. Plot Total Value Rs. 13,85,635 and suffer loss Total Rs. 4,03,431 and loss shown under Exceptional Items.

2) As per Management of Company due to low demand and slow-down of Real State other Land Value approx 30% down from cost price but management valued at cost and not book any impairment of loss as on 31st March, 2019 because management view hold property on long term basis and not any plan to sell in near future any land if any better value not receive.

3) The Company has acquired Land for trading purpose till 31-03-2017, the Company was showing it under Inventories head. However, due to poor market of real state from last two years, the Board of Directors of the Company in its Meeting held on 12-02-2018 for approving Unaudited Financial Results for the Quarter ended 31-12-2017, in this board of director has decided to convert and transfer the same into Fixed Assets. Hence, the credit amount is being showed under exceptional items under the Profit and Loss head of Rs. 71,87,120 and Assets has been transferred to Investment Property.



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019

Amount in Rupees

Note 4 Intangible Assets Particulars	Broadband Development Contract	Coding Contract	Development Contract	Development Salary	Total
Intangible Assets under Development Cost					
Balance as at 01st April, 2017	14,730,000.00	8,050,000.00	6,881,000.00	-	29,661,000.00
Additions	-	-	-	260,050.00	260,050.00
Acquisitions	-	-	-	-	-
Revaluation adjustment, if any	-	-	-	-	-
Disposals	-	-	-	-	-
Reclassification to Tangible asset	-	-	-	-	-
Balance as at 31st March, 2018	14,730,000.00	8,050,000.00	6,881,000.00	260,050.00	29,921,050.00
Additions	-	-	-	1,109,188.00	1,109,188.00
Acquisitions	-	-	-	-	-
Revaluation adjustment, if any	-	-	-	-	-
Disposals	-	-	-	-	-
Reclassification to Tangible asset	-	-	-	-	-
Balance as at 31st March, 2019	14,730,000.00	8,050,000.00	6,881,000.00	1,369,238.00	31,030,238.00
Intangible Assets under Development					-
As at 01.04.2017	14,730,000.00	8,050,000.00	6,881,000.00	-	29,661,000.00
As at 31.03.2018	14,730,000.00	8,050,000.00	6,881,000.00	260,050.00	29,921,050.00
As at 31.03.2019	14,730,000.00	8,050,000.00	6,881,000.00	1,369,238.00	31,030,238.00

Note:-

1. Intangible assets under development represents software other than self generated.



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019

Note 5

Non-Current Investments

Name of the Body Corporate	Subsidiaries / Associates / Joint Ventures / Structured Entities / Others	No. of Shares and Face Value of Shares				Amount in Rupees	
		31.03.2019		31.03.2018		31.03.2019	31.03.2018
		Nos.	Face Value (Rs.)	Nos.	Face Value (Rs.)		
Non Current Investments							
(a) Investments in Equity Instruments (Unquoted and fully paid)-measured at fair value through FVOCI							
(i) Pure Ites Limited	Group Co.	9,90,000	10	9,90,000	10	76,72,500.00	99,00,000.00
(ii) Shreekay Tax Processor Pvt Ltd	Others	1,25,000	10	1,25,000	10	-	25,00,000.00
(iii) Acqua Green Reality Pvt Ltd	Others	1,00,000	10	1,00,000	10	-	10,00,000.00
						76,72,500.00	1,34,00,000.00
(b) Investments in Equity Instruments (Quoted and fully paid)-measured at fair value through FVOCI							
(i) Pure Giftcarat Limited	Group	15,75,000	10			5,44,95,000.00	3,59,10,000.00
(ii) Sita Shree Food Products Limited	Others	2,66,666	10	2,66,666	10	1,62,666.22	7,73,331.40
(iii) Dabur India Limited	Others	50	1	50	1	20,452.50	16,350.00
						5,46,78,118.72	3,66,99,681.40
						6,23,50,618.72	5,00,99,681.40
Aggregate amount of unquoted investments						99,00,000.00	1,34,00,000.00
Aggregate amount of quoted investments						2,51,03,093.08	2,51,03,093.08
Aggregate market value amount of unquoted investments						76,72,500.00	1,34,00,000.00
Aggregate market value amount of quoted investments						5,46,78,118.72	3,66,99,681.40
						6,45,78,118.72	5,00,99,681.40



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019

Amount in Rupees

Note 6**Deferred tax assets / (Liabilities)****The balance comprises temporary differences attributable to:**

PARTICULARS	As at 31.03. 2019	As at 31.03. 2018
At the start of the year	93,720.12	49,551.00
Change/(Credit) to Statement of Profit and Loss	19,556.00	44,169.12
Net deferred tax assets / liabilities	113,276.12	93,720.12

Note 7**Other non current assets**

Particulars	As at 31.03. 2019	As at 31.03. 2018
Unsecured Considered Good unless otherwise stated		
Advances	-	615,490.00
Total	-	615,490.00

Notes:- Advances outstanding more than 365 days Total amount Rs. 615490 are not recoverable, as per management decision current year charged in Profit and Loss account under Bad Debts account.

Note 8**Inventories**

Particulars	As at 31.03.2019	As at 31.03.2018	Mode of Valuation
Stock in Trade			
Finished goods in possession			
Polished Diamond Stock	18,184,924.92	36,519,992.12	Cost or NRV whichever is lower
Gold Bar & Jewellery	16,853,795.41	16,853,795.41	
Total	35,038,720.33	53,373,787.53	



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019

Amount in Rupees

Note 9		
Trade Receivables		
Particulars	As at 31.03.2019	As at 31.03.2018
a. Current trade receivables		
Debtors Exceeding Six Months:-		
Unsecured, considered good	45,179,091.00	-
Not Exceeding Six Months:-		
Unsecured, considered good	67,080,411.80	85,885,080.80
Total	112,259,502.80	85,885,080.80

Note 10		
Cash and Cash Equivalents		
Particulars	As at 31.03.2019	As at 31.03.2018
Balances with Banks in current accounts (of the nature of cash and cash equivalents)	703,316.41	83,608.31
Cash on hand	221,639.31	191,548.31
Total	924,955.72	275,156.62

Note 11		
Other Current Assets		
Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, Considered Good, unless otherwise stated:-		
Amount pending from parties to Equity Shares Sale	4,250,000.00	-
Security Deposits	74,000.00	85,000.00
VAT / GST Receivable	361,727.32	280,195.00
Grand Total	4,685,727.32	365,195.00



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

Amount in Rupees

Note 12

A. EQUITY SHARE CAPITAL	31.03.2019		31.03.2018	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital	2,00,00,000	20,00,00,000	2,00,00,000	20,00,00,000
Issued Subscribed and Paid-up Share Capital	1,23,25,000	12,32,50,000	1,23,25,000	12,32,50,000
Subscribed Share Capital	1,23,25,000	12,32,50,000	1,23,25,000	12,32,50,000
Fully Paid-up Share Capital	1,23,25,000	12,32,50,000	1,23,25,000	12,32,50,000
Subscribed but not fully paid-up			-	-
a.) Reconciliation of Shares outstanding at the beginning and at the end of the year				
Balance at the beginning of the year	1,23,25,000	12,32,50,000	1,23,25,000	12,32,50,000
Issued during the year (Refer foot note 2)	-	-		
Balance at the end of the year	<u>1,23,25,000</u>	<u>12,32,50,000</u>	<u>1,23,25,000</u>	<u>12,32,50,000</u>

b.) Terms/Rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per equity share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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.

c.) Shares in the Company held by each shareholder holding more than five per cent shares

Name of the Shareholder	31.03.2019		31.03.2018	
	No. of Shares	% of holding	No. of Shares	% of holding
Koradiya Mile Stone Private Limited (32.63%)	40,22,000	32.63%	40,22,000	32.63%
Shwet Koradiya (9%)	11,09,113	9.00%	9,32,000	7.63%
Others holding less than 5%	71,93,887	58.37%	73,71,000	59.74%
Total	<u>1,23,25,000</u>	<u>100.00%</u>	<u>1,23,25,000</u>	<u>100.00%</u>

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders

d) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

e) There is no dividend paid or proposed during the year and during the previous year.

B. OTHER EQUITY	Equity Instruments through Other Comprehensive Income	Changes in Own Credit Risk of Financial Liabilities measured at FVPL	Reserves and Surplus		
			Securities Premium Reserve	Retained Earnings	TOTAL
			Amount in Rupees		
Balance as at 1st April, 2017	(75,15,240.14)	-	8,00,00,000.00	26,25,728.81	7,51,10,488.67
Profit for the year 2017-18	-	-	-	23,15,449.73	23,15,449.73
Other Comprehensive Income for the year 2017-18	1,91,11,828.46	-	-	-	1,91,11,828.46
Balance as at 31st March, 2018	1,15,96,588.32	-	8,00,00,000.00	49,41,178.54	9,65,37,766.86
Profit for the year 2018-19	-	-	-	6,97,087.02	6,97,087.02
Other Comprehensive Income for the year 2018-19	1,57,50,937.32	-	-	-	1,57,50,937.32
Balance as at 31st March, 2019	<u>2,73,47,525.64</u>	<u>-</u>	<u>8,00,00,000.00</u>	<u>56,38,265.56</u>	<u>11,29,85,791.20</u>

**Nature and Purpose of Reserve****1. Securities Premium Reserve:**

Securities Premium reserve is created on issue of equity share capital. The reserve will be utilised in accordance with provisions of the Companies Act, 2013.

In terms of our report attached

For A Biyani & Co

Chartered Accountant

Firm Regd. No. 140489W

For and on behalf of the Board of Directors

Ashutosh Biyani

Partner

Membership No.165017

Shwet Koradiya

Chairman & Director

DIN: 03489858

Surbhi Mudgal

Director

DIN: 07289164

Hitesh Patel

Director

DIN: 07851008

Rahul Jalavadiya

CEO

PAN: ARBPI0742Q

Krishna Naik

Company Secretary

ACS No. 45523

Place: Surat

Date : 30-05-2019

Place: Surat

Date : 30-05-2019



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019

Amount in Rupees

Note 13**Short Term Borrowings**

Particulars	As at 31.03.2019	As at 31.03.2018
Secured Loans		
Business Loan	9,511,144.00	-
Grand Total	9,511,144.00	-

Note:- (Secured loan take from South India Bank of Rs. 100/- Lakhs and Primary Security provided Hypothecation of Current Assets (Stock and Book Debts) and Collateral Security provided which standing in the name of Varshaben Dhirajbhai Koradiya)

Note 14**Trade Payables**

Particulars	As at 31.03.2019	As at 31.03.2018
Micro and Small Enterprise	-	-
Others		
Payables within next 12 months	7,959,042.00	9,677,789.20
Payables after 12 months	-	-
Grand Total	7,959,042.00	9,677,789.20

Micro, Small and Medium Enterprises:-

Based on the information available with the company, there are no amounts outstanding to Micro, Small and Medium Enterprises as at 31st March 2019 and no amount were overdue during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development act 2006, are applicable.

Note 15**Other Current Liabilities**

Particulars	As at 31.03.2019	As at 31.03.2018
Statutory Liabilities	30,020.00	35,790.00
Outstanding Expenses Payable	921,856.00	529,207.00
Grand Total	951,876.00	564,997.00

Note 16**Provisions- Current**

Particulars	As at 31.03.2019	As at 31.03.2018
Income Tax Payable	300,000.00	960,599.00
Grand Total	300,000.00	960,599.00



PANTH INFINITY LIMITED
(Formerly Known as Synergy Bizcon Limited)
(CIN : L45201MP1993PLC007647)
NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019
Amount in Rupees

Note 17		
Revenue from Operations		
Particulars	2018-19	2017-18
Sales of Products		
Sales - Polished and Rough Diamonds	156,672,532.00	456,130,128.20
Other Operating Revenue		
Discount	357.31	2,426.17
Total	156,672,889.31	456,132,554.37
Note 18		
Other Income		
Particulars	2018-19	2017-18
Dividend Income	376.00	113.00
Total	376.00	113.00
Note 19		
Purchase of Stock in trade		
Particulars	2018-19	2017-18
Purchase of Stock in trade		
Rough Diamonds, Cut and Polished Diamonds	133,857,679.11	473,473,278.21
Total	133,857,679.11	473,473,278.21
Note 20		
Changes in inventories of finished goods and stock-in-trade		
Particulars	2018-19	2017-18
A. Stock-in-Trade		
Finished Goods		
Opening Stock of Finished Goods	53,373,787.53	35,499,016.47
Closing Stock of Finished Goods	35,038,720.33	53,373,787.53
Total	18,335,067.20	(17,874,771.06)



Note 21 Employee Benefits Expense		
Particulars	2018-19	2017-18
Salaries and Wages	864,276.00	1,873,454.00
Total	864,276.00	1,873,454.00
Note 22 Finance Cost		
Particulars	2018-19	2017-18
Interest Expense	55,831.00	-
Bank Processing Fees	56,840.00	-
Total	112,671.00	-
Note 23 Other Expenses		
Particulars	2018-19	2017-18
Adminstrative and General Expenses		
Bad Debts Expense	615,490.00	-
Rates and Taxes	558,658.00	597,043.00
Legal and Professional	286,000.00	578,500.00
Rent	228,934.00	168,000.00
Electricity Expenses	178,645.00	87,320.00
Miscellaneous Expenses	312,559.98	232,323.49
Selling and Distribution Expenses		
Advertisement and Sales promotion	131,782.00	100,841.00
Auditor's Remuneration:		
(i) For audit	100,000.00	80,000.00
(ii) For taxation matters	39,000.00	55,000.00
(iii) For Certification services	-	16,000.00
Total	2,451,068.98	1,915,027.49
Note 24 Exceptional Items		
Particulars	2018-19	2017-18
Convert stock in trade (Land) in to Investment Property	-	7,187,120.00
Profit on Sale of Equity Shares	750,000.00	-
Loss on Sale of Land	(403,431.00)	-
Total	346,569.00	7,187,120.00
Note 25 Tax Expense		
Particulars	2018-19	2017-18
Current tax expense	300,000.00	1,100,599.00
Deferred Tax	(19,556.00)	(44,169.12)
Adjustment in respect of Previous Year	-	-
Total	280,444.00	1,056,429.88
Income tax expense attributable to:		
Profit from Continuing Operations	697,087.02	2,315,449.73
Profit from Discontinuing Operations	-	-
Total	697,087.02	2,315,449.73



Note 26		
Other Comprehensive Income		
Particulars	2018-19	2017-18
a) Items that will not be reclassified to Profit or Loss		
i) Profit / (Loss) of Fair value of Non current Investment	1,57,50,937.32	1,91,11,828.46
Total	1,57,50,937.32	1,91,11,828.46

27	<p>Contingent Liabilities and Capital Commitment</p> <p>(i) There is no contingent liabilities as at 31st March, 2019 and as at 31st March, 2018</p> <p>(ii) Capital Commitments There is no capital commitments as at 31st March, 2019 and as at 31st March, 2018</p>
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28	Earnings Per Share:	Amount in Rupees	
	Particulars	2018-19 Amount	2017-18 Amount
	Net Profit after tax attributable to Equity Shareholders for Basic	6,97,087.02	23,15,449.73
		6,97,087.02	23,15,449.73
	Weighted Average Number of Equity Shares (Face Value Rs. 10/-)	1,23,25,000.00	1,23,25,000.00
	Earning Per Share in Rupees - Basic and Face Value of per Equity Share (in Rs.)	0.06 10.00	0.19 10.00

29	Employee Benefit Expenses:		
	Particulars	2018-19 Amount	2017-18 Amount
	Salary & Wages Expenses	8,64,276.00	17,24,254.00
	Total	8,64,276.00	17,24,254.00



30	Segment Information:			2018-19 Amount	2017-18 Amount
			Particulars		
	1		Segment Revenue (Income)		
			(a) Real Estate	-	-
			(b) Precious Metals, Stones & Jewellery	15,66,73,265.31	45,61,32,667.37
			(c) Unallocated	-	-
			Total Segment Revenue	15,66,73,265.31	45,61,32,667.37
			Less: Inter Segment Revenue	-	-
			Revenue From Operation	15,66,73,265.31	45,61,32,667.37
	2		Segment Results		
			(Profit)(+) / Loss (-) before tax and interest from each segment)		
			(a) Real Estate	-	-
			(b) Precious Metals, Stones & Jewellery	9,77,531.02	33,71,879.61
			(c) Unallocated	-	-
			Total Profit Before Tax and finance cost	9,77,531.02	33,71,879.61
			Less: (i) Finance Cost	1,12,671.00	-
			(ii) Other Un-allocable Expendiure Net off Un-allocable	-	-
			Profit Before Tax	8,64,860.02	33,71,879.61
	3		Capital Employed		
	3(i)		Segment Assets		
			(a) Real Estate	-	71,87,120.00
			(b) Precious Metals, Stones & Jewellery	16,14,63,720.76	14,30,74,090.54
			(c) Unallocated	9,34,94,132.84	8,07,29,941.52
			Total	25,49,57,853.60	23,09,91,152.06
	3(ii)		Segment Liabilities		
			(a) Real Estate	-	-
			(b) Precious Metals, Stones & Jewellery	1,87,22,062.00	1,12,03,385.20
			(c) Unallocated	-	-
			Total	1,87,22,062.00	1,12,03,385.20
			Total Capital Employed	23,62,35,791.60	21,97,87,766.86

31	Provisions:		
		Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-	
	Movement in Provisions:		
	Nature of Provision	2018-2019	2017-2018
	Income Tax Provision:		
	Provision during the year	3,00,000.00	9,60,599.00
	Total	3,00,000.00	9,60,599.00



32	Related Party Disclosure:			
	Parties which significantly influence / are influenced by the company (either individually or with others) -			
	(i)	<u>Key Management Personnel</u>	<u>Designation</u>	
		a Mr. Rahul Jayantibhai Jalavadiya b Mr. Shwet Dhirajbhai Koradiya c Miss. Surbhi Ashok Mudgal d Mr. Hitesh Shivlal Patel e Ms. Krishna Naik f Mr. Mosam Mehta	Chief Executive Officer Managing Director Independent Director Independent Director Company Secretary Chief Financial Officer	
(iv)	Companies/Entities under the Control of Key Management Personnel			
	a Pure Giftcarat Limited b Pure ites Limited			
	Note:- Related party transaction with related parties:			
	Transactions With :	20118-2019 Amount	2017-2018 Amount	
	1 Companies/Entities under the Control of Key Management Personnel Purchase of Polished Diamand	4,66,363	-	
	2 Remuneration to Key Management Personnel	8,97,613	5,88,413	
	3 Outstanding Investment in Shares	2,56,50,000	2,56,50,000	

33	<p>Operating Leases :</p> <p>The Company has taken certain premises under cancellable lease which later than one year but not later than five years. The rental expense under such operating leases during the year Rs.2,28,934/- (Previous Year 1,68,000/-).</p>
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34	<p>In accordance with the India Accounting Standards (AS-2) "Valuation of Inventories", in relation to opening stock of finished goods of cut and polished diamonds, the company has valued it at lower of cost and net realisable value which is determined consistently on the basis of technical assessment by the management in accordance with the prevalent trade practice considering the peculiar characteristics of the diamond trade.</p>
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**A. Financial risk management**

The Company's activities are exposed to a variety of market risk (including foreign currency risk and interest risk), credit risk and liquidity risk. The Company's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

i. Market Risk

Market rate is the risk that arises from changes in market prices, such as commodity prices, foreign exchange rates, interest rates etc. and will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns.

a. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Currently company take loan facility for business purpose from south bank of india with minimal rate as compare to market

b. Foreign Currency Exchange Rate Risk

Company not do any transaction in foreign currency so company has no risk.

ii. Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The Company performs ongoing credit evaluation of its counterparties' financial conditions. The Company's major classes of financial assets are cash and bank balances, trade receivables, Security deposits, Advances to Suppliers and Employees, Unbilled Revenues and prepayments.

As at the reporting date, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

As at the reporting date, substantially all the cash and bank balances as detailed in Note 8 to the financial information are held in major Banks which are regulated and located in the India, which management believes are of high credit quality.

iii. Liquidity Risk

Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

The Company has obtained fund based working capital credit facility from various banks. Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The principal liabilities of the Company arise in respect of the trade and other payables. Trade and other payables are all payable within 12 months.

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowing facilities by continuously monitoring forecasts and actual cash flows.

The Company has a system of regularly forecasting cash inflows and outflows and all liquidity requirements are planned.

Forecast for trade and other payables is regularly monitored to ensure timely funding.
All payments are made within due dates.

The Board receives cash flow projections on a regular basis as well as information on cash balances.



36

Capital Risk Management

The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholder value. To achieve this objective, the Company may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

37

Financial Instruments measurements and disclosures

a)

Financial Instruments by Category	FVTPL	FVOCI	Amortised cost	Total carrying value
As on March 31, 2019				
Amount in Rupees				
Financial Assets:				
Non-Current Assets				
Investments				
Quoted and Unquoted Equity Share	-	6,23,50,618.72	-	6,23,50,618.72
Current Assets				
Trade Receivables	-	-	11,22,59,502.80	11,22,59,502.80
Cash and cash equivalents	-	-	9,24,955.72	9,24,955.72
Amount pending from parties to Equity Share	-	-	42,50,000.00	42,50,000.00
Security Deposit	-	-	74,000.00	74,000.00
Other Current Assets	-	-	3,61,727.32	3,61,727.32
Total	-	6,23,50,618.72	11,78,70,185.84	18,02,20,804.56
Financial liabilities:				
Not measured at fair value				
Short Term Borrowings	-	-	95,11,144.00	95,11,144.00
Trade Payable	-	-	79,59,042.00	79,59,042.00
Other Current Liabilities	-	-	9,51,876.00	9,51,876.00
Total	-	-	1,84,22,062.00	1,84,22,062.00

Financial Instruments by Category	FVTPL	FVOCI	Amortised cost	Total carrying value
As on March 31, 2018				
Amount in Rupees				
Financial Assets:				
Non-Current Assets				
Investments				
Quoted and Unquoted Equity Share	-	5,00,99,681.40	-	5,00,99,681.40
Current Assets				
Trade Receivables	-	-	8,58,85,080.80	8,58,85,080.80
Cash and cash equivalents	-	-	2,75,156.62	2,75,156.62
Advances	-	-	6,15,490.00	6,15,490.00
Security Deposit	-	-	85,000.00	85,000.00
Other Current Assets	-	-	2,80,195.00	2,80,195.00
Total	-	5,00,99,681.40	8,71,40,922.42	13,72,40,603.82
Financial liabilities:				
Not measured at fair value				
Trade Payable	-	-	79,59,042.00	79,59,042.00
Other Current Liabilities	-	-	9,51,876.00	9,51,876.00
Total	-	-	89,10,918.00	89,10,918.00



b) **Fair value hierarchy**
The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis, it also includes the financial instruments which are measured at amortised cost for which fair values are disclosed.

As on March 31, 2019	Level 1	Level 2	Level 3	Total
Amount in Rupees				
Financial Assets:				
Investments				
Equity Share	5,46,78,118.72	-	76,72,500.00	6,23,50,618.72
Not Measured at Fair Value (Refer				
Total	5,46,78,118.72	-	76,72,500.00	6,23,50,618.72
Financial liabilities:				
Not Measured at Fair Value (Refer				
As on March 31, 2018				
Financial Assets:				
Measured at Fair Value				
Investments				
Equity Share	3,66,99,681.40	-	1,34,00,000.00	5,00,99,681.40
Not Measured at Fair Value (Refer				
Total	3,66,99,681.40	-	1,34,00,000.00	5,00,99,681.40
Financial liabilities:				
Not Measured at Fair Value (Refer				

i) The Company has not disclosed the fair value of financial instruments such as trade receivables, trade payables, advances, security deposits, other current assets and liabilities etc. because their carrying amounts are a reasonable approximation of fair value.

c) **Fair value hierarchy:**
The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Quoted Price in active markets
Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

i) **Level 2: Significant observable inputs**
Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/ debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level

ii) **Level 3: Significant unobservable inputs**
If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

d) **Valuation technique used to determine fair value**
Specific valuation techniques used to value financial instruments include:

a) the use of quoted market prices for the equity instruments

b) the fair value of the unlisted shares are determined based on the income approach or the comparable market approach. For these unquoted investments categorised under Level 3, their respective cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

c) the fair value of the remaining financial instruments is determined using the discounted cash flow analysis



38

i. Non-current assets

All non-current assets of the company are located in India.

ii Going Concern-

The annual financial statement have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realization of assets and settlement of liabilities, contingent obligations will occur in ordinary course of business

iii Events after the reporting period-

There are no events after the balance sheet date that require disclosure.

iv. Approval of financial statements

These financial statements were approved by the board of directors and authorised for issue on 30th May, 2019.

In terms of our report attached

For A Biyani & Co

Chartered Accountant

Firm Regd. No. 140489W

For and on behalf of the Board of Directors

Ashutosh Biyani

Partner

Membership No.165017

Shwet Koradiya

Chairman & Director

DIN: 03489858

Surbhi Mudgal

Director

DIN: 07289164

Hitesh Patel

Director

DIN: 07851008

Rahul Jalavadiya

CEO

PAN: ARBPJ0742Q

Krishna Naik

Company Secretary

ACS No. 45523

Place: Surat

Date : 30/05/2019

Place: Surat

Date : 30/05/2019

**PANTH INFINITY LIMITED**

(CIN: L45201MP1993PLC007647)

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh,
Tel/fax.: 0731 – 4202337, Email: info@panthinfinity.com, Website: www.panthinfinity.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

(Joint shareholders may obtain additional Slip at the venue of the meeting.)

DP. Id		Name & Address of The Registered Shareholder /Proxy
Regd. Folio No		
No. of Share(s) held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 26th ANNUAL GENERAL MEETING of the Company held on Tuesday, 24th September, 2019 at 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore - 452001, Madhya Pradesh.

Name of Shareholder/Proxy: _____

Signature of Shareholder/Proxy: _____

Notes:

- Members/Proxy holders are requested to bring this slip duly signed with them when they come to the Meeting and hand over it at the time of the Meeting.
- Remote e-voting facility is available during the period:

Commencement of Remote e-voting	End of Remote e-voting
21st September, 2019 at 09:00 a.m.	23rd September, 2019 at 05:00 p.m.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
111934		



PANTH INFINITY LIMITED
(CIN: L45201MP1993PLC 007647)

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh,
Tel/fax. 0731 – 420233, E-mail: info@panthinfinity.com, Website: www.panthinfinity.com

Form No. MGT-11

PROXY FORM

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

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

I/We, being the member (s) ofshares of the above named Company, hereby appoint.

Name			
Address			
E-mail Id		Signature	
	or failing him/her		
Name			
Address			
E-mail Id		Signature	
	or failing him/her		
Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, the 24th September, 2019 at 12.30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution No.	Resolution
Ordinary Business	
1	Adoption of financial statement.
2	Appointment of Mr. Shwet Koradiya as a Director liable to retire by rotation
Special Business	
3	Appointment of Mr. Jinay Koradiya (DIN: 03362317) as a Managing Director.
4	Shifting of Registered Office of the company from the state of Madhya Pradesh to the state of Gujarat
5	Approval of Sale of Fixed Asset of the Company

Affix a Rs.
1/-
Revenue
Stamp

As witness my / our hand(s) this _____ day of _____ 2019

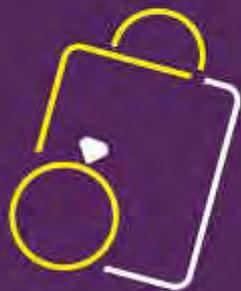
Signature of Shareholder: _____ Signature of Proxy: _____

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

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Panth Infinity Limited

Corporate Office:

S-6, VIP Plaza, VIP Road, Near Shyam Temple,
Vesu, Surat - 395007, Gujarat.



Tel: +91 7043999011



www.panthinfinity.com