



KOME-ON COMMUNICATION LIMITED

**26th Annual Report
2018-2019**

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Introduction

Board of Directors:

Shri Gajendra Kalulal Salvi (DIN: 07904814)
Managing Director

Smt. Apeksha Manoj Jadhav (DIN: 07899665)
Non-Executive Independent Director

Shri Badri Prasad Joshi (DIN: 07850687)
Executive Director & CFO (KMP)

Shri Mukesh Ramesh Chandra Bunker (DIN: 07999904)
Non-Executive Director

Shri Parashuram Hanumant Katwe (DIN: 08022233)
Non-Executive Director

Share Transfer Agent & Registrar Satellite Corporate Services Pvt. Ltd. CIN: U65990MH1994PTC077057

Unit No. 49, Bldg. No. 13-A-B, 2nd Floor, Samhita
Commercial Co-Op. Soc. Ltd. Off. Andheri Kurla Lane,
MTNL Lane, Sakinaka, Mumbai - 400072
Ph: 022 28520461/462 Fax: 022 28511809
Email: service@satellitecorporate.com

Statutory Auditors M/s. SSRV & Associates (Firm No. 135901W)

Chartered Accountants
Office No. 215, Gundecha Ind. Estate,
Akruli Road, Kandivali (East),
Mumbai - 400101.

Company Secretary Shri Balkrishna G. Pandya (FCS): Company Secretary (Memb. No: 791)

Registered Office

Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat – 396001.

Secretarial Auditor M/S. CS Brajesh Gupta & Co Practicing Company Secretary

Banker

Axis Bank Limited

Notice

NOTICE is hereby given that the **26th ANNUAL GENERAL MEETING of KOME-ON COMMUNICATION LIMITED** will be held on Monday, 30th September, 2019 at 11:00 a.m. at Block No. 338/Paiky, 6/2, Dhamdachi Village, Valsad, Gujarat - 396001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2019, the Profit and Loss account for the year ended on 31st March 2019 and the reports of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Gajendra Kalulal Salvi (DIN: 0790814) who retires on rotation and being eligible offers himself for re-appointment.

3. Appointment of Statutory Auditor to fill Casual Vacancy:

To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 31st Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, or/and any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. PMPK & Company, Chartered Accountants, (Firm’s Registration No. 019681N) of FA-23, Lake City Mall, Kapurbawadi JN, GB road, Thane (West) Mumbai- 400607, be and are hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. SSRV & Associates, Chartered Accountants (Firm’s Registration No. - 135901W) of Office No. 215, Gundecha Ind. Estate, Akruli Road, Kandivali(East), Mumbai-400101 at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. PMPK & Company, Chartered Accountants plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Thirty-first Annual General Meeting subject to ratification of appointment by the members in every Annual General Meeting.”

SPECIAL BUSINESS:

4. Service of Approval of charges for service of documents on the shareholders:

To consider and if thought fit, to pass with or without modification the following resolution as a **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by courier, by electronic mode, or any other modes as may be prescribed depending on event and circumstance of each case from time to time.

RESOLVED FURTHER that consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service, by electronic mode, or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER that the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

5. Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) /person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 50,00,00,000 (Rupees Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. Approval Of Related Party Transaction:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts and/or agreements with parties with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the Company, or its associate Company or any other transactions of whatever nature during the financial year 2019-2020.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be involved in the transaction, to increase the value of the transactions (upto 10%) and to finalize the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. Authorizing board of directors for borrowing monies and authorization limit to secure the borrowings under section 180(1)(c) and 180(1)(a) respectively, of the Companies Act, 2013.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT subject to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the Company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores only) for the Company at any time”.

“RESOLVED FURTHER THAT any of the directors of the board be and are hereby authorized either severally or jointly to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

Date : 21st August, 2019

Registered Office:
338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

Explanatory Statement

As required under Section 102 of Companies Act, 2013

ITEM NO: 3

The Board of Directors at the Board Meeting held on August 21, 2019 appointed M/s. PMPK & Company, Chartered Accountants, Mumbai, with registration number 019681N to fill the casual vacancy caused due to resignation of M/s. SSRV & Associates, Chartered Accountants, Mumbai.

As per the provisions of Companies Act, 2013 read with rules made there under a causal vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of M/s. PMPK & Company, Chartered Accountants, Mumbai to the members of the Company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting .

M/s. PMPK & Company, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 3 except to the extent of their shareholding.

ITEM NO: 4

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by registered post, by speed post, by courier, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, The Board recommends the resolutions set forth in the Item No. 4 of the Notice for approval of the members. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 of the Notice.

ITEM NO: 5

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security for an amount not exceeding Rs. 50 crores. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

ITEM NO: 6

The Company, in the Ordinary course of its business enters into various transactions, contracts, arrangements which are at arm's length basis with various affiliates ["Related Party" as per the provisions of the Companies Act, 2013 (the Act) and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBIRegulations")].

The Transaction with related parties inter-alia includes sale, purchase, leasing of properties, availing or rendering of services, reimbursement of expenses, lease rent payments, lending or borrowing of monies (as may be permissible under the provisions of the Act), etc., which are entered into, in the ordinary course of business, are at arms' length basis and in the best interest of the Company.

Considering the future business projections, the Company envisages the transactions with related parties may exceed the materiality threshold of 10% of the annual turnover of the Company. Thus, in terms of explanations of the SEBI Regulations, by way of abundant caution, approval of the shareholders is being sought.

The Board recommends the Special Resolutions as set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO: 7

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to approve the maximum borrowing limits upto Rs. 500 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be approved upto Rs. 500 Crores for the Company.

Hence, the Special Resolution at Item No.7 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

| | |
|--|---------------------|
| Particulars | Gajendra Salvi |
| Director Identification Number (DIN) | 0790814 |
| Date of Birth | 08/05/1988 |
| Date of Appointment | 23/10/2017 |
| Experience in functional Area | Finance & Marketing |
| Qualification | Graduation |
| Directorship in other Companies (Public Limited Companies) | NIL |
| Membership of Committees of other public limited companies (Audit Committee and Shareholder's /Investor's Grievance Committee only) | NA |
| No. of Shares held in the Company | NIL |
| Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NA |

Notes:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. Proxies in order to be effective must be received by the Company not less than forty eight hours before the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
4. The details of person seeking appointment/re-appointment/continuation of appointment, as required in sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.
5. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
6. The business set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 24. The Company will also send communication relating to remote e-voting which, inter alia, would contain details about user ID and password, along with a copy of this notice to the members, separately.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
8. Members holding shares in physical form are requested to notify immediately any change in their address, including Pin code, etc. to the Company's Registrar and Share Transfer Agent ("RTA") - M/s. Satellite Corporate Services Pvt. Ltd., Mumbai.
9. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
10. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore requested to notify their PAN details to their depository participants. Members holding shares in physical form are requested to submit self-attested copy of their PAN to the Company's RTA - M/s. Satellite Corporate Services Pvt. Ltd, Mumbai.
12. SEBI has amended relevant provisions of the Listing Regulations to debar listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with Company / its RTA for further transfer. They will need to convert them to demat form compulsorily if

they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs. All shareholders holding shares in physical form have been duly notified of the same by Postal mode of communication and have been provided with the requisite form for furnishing PAN and Bank details. Further, two subsequent reminders thereof, have also been sent to the shareholders.

13. Pursuant to Section 72 of the Act readwith the Rules thereunder, members holding shares in physical form are advised to file/update nomination in the prescribed Form SH-13 or SH-14 (as applicable), with the Company's RTA. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
14. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/ Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
15. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
16. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.
17. The Company has designated an exclusive e-mail id, viz: info@komeon.in to enable investors to register their complaints/ queries, if any and for the redressal of their queries/redressal of complaints.
18. (i) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting and (ii) Annual Report for the Financial Year 2018-19 - are 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 said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website <http://komeon.in/> for download by the shareholders. We, request shareholders to update their e-mail address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred e-mail address. Shareholders holding shares in physical form may intimate us their email address along with name, address and folio no. for registration at investors@ info@ komeon.in.
19. Members, desiring any information pertaining to account, are requested to write to the Company 10 days before the date of meeting, so that the information can be made available at the meeting.
20. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same with the registrars M/s. Satellite Corporate Services Pvt. Ltd., Mumbai, of the Company. The members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only.

VOTING THROUGH ELECTRONIC MEANS:

- a) Pursuant To The Provisions Of Section 108 Of The Companies Act, 2013 And Rule 20 Of The Companies (Management And Administration) Rules, 2014, The Company Is Pleased To Provide Members The Facility To Exercise Their Right To Vote At The Annual General Meeting (Agm) By Electronic Means And The Business May Be Transacted Through E-Voting Services Provided By Central Depository Services Limited (Cdsl).
- b) A member may exercise his vote at any annual general meeting (agm) by electronic means and Company may pass any resolution by electronic voting system in accordance with the rule 20 of the companies (management and administration) rules, 2014.
- c) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 20th september, 2019 may cast their vote electronically.
- d) The e-voting period commences at 9:00 a.m. on Friday, 27th September, 2019, and ends at 5:00 p.m on Sunday, 29th september, 2019. the e-voting module shall be disabled by nsdl for voting thereafter.

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- e) Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- g) The board of directors at their meeting has appointed Mr. Nitesh Chaudhary, practicing Company secretary, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- h) The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a scrutinizer's report at the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- i) The results shall be declared on or after the AGM of the Company. The result declared along with the scrutinizer's report shall be placed on the Company's website and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- I. The voting period begins on 9:00 a.m. on Friday, 27th September, 2019, and ends at 5:00 p.m. on Sunday, 29th September, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (20th September, 2019) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- II. How do I vote electronically using NSDL e-Voting system?

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

- Step 1** : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2** : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below: How to Log-in to NSDL e-Voting website?

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

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.

- (iv) Your User ID details are given below :

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

- (v) 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.
- (vi) 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.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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.

- (i) 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.
- (ii) Select "EVEN" of Company for which you wish to cast your vote.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

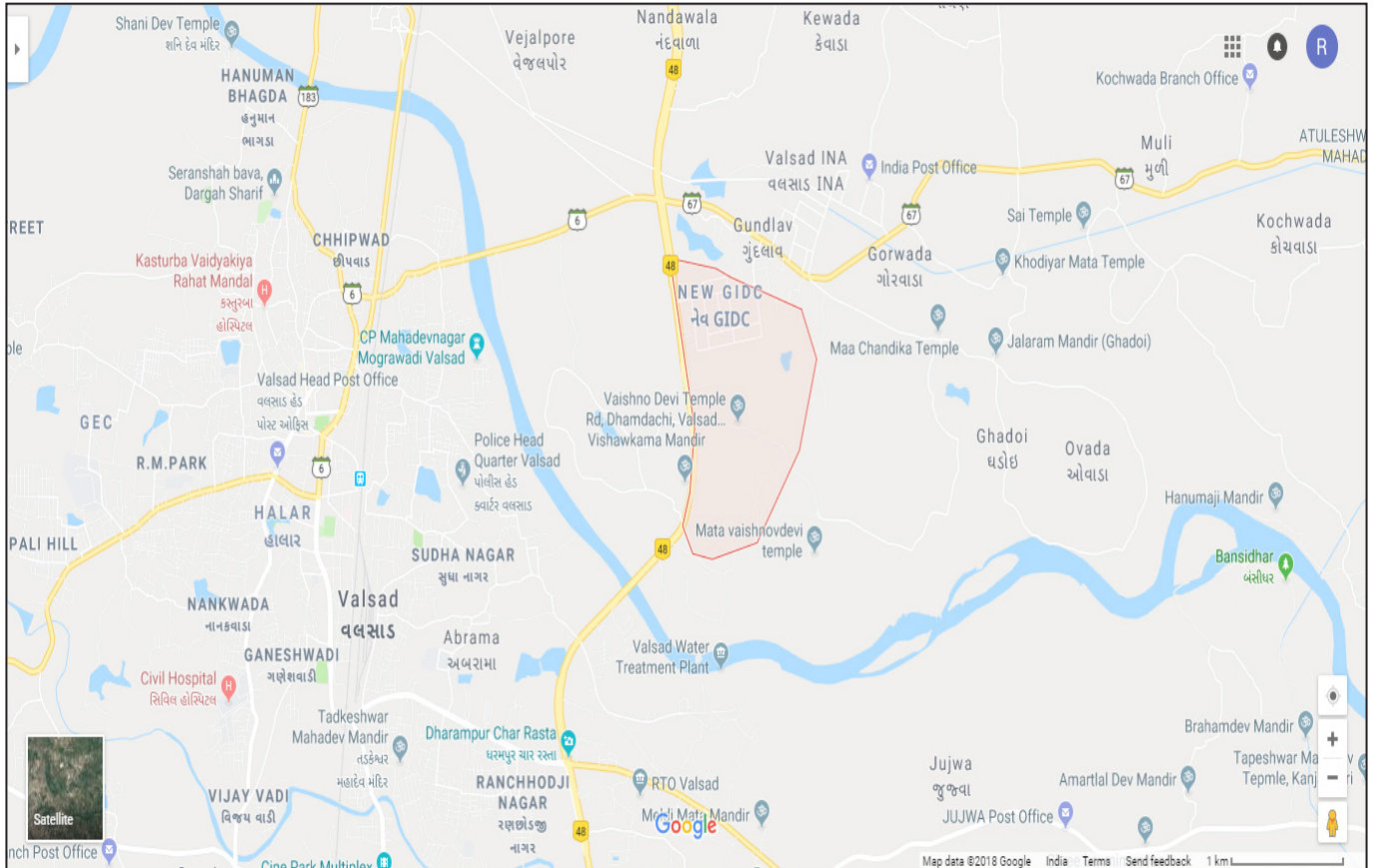
Date : 21st August, 2019

Registered Office:

338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

MAP

[Route Map for Venue of 26th Annual General Meeting of the Company]



Director's Report

To
The Members

The Directors place before member 26th Annual Report of Kome-on Communication Limited (The "Company" or "KOCL") along with Audited Financial for the year ended 31st March, 2019.

OPERATIONS:

The Company in this fiscal year has incurred loss of Rs. 13,71,115 in comparison to the previous year loss of Rs. 5,82,333. Your Company operates its business in the field of Entertainment Industry by providing consultation to various production houses and also operates in the area of developing and marketing serials, feature films software for electronic channels also lets out studio equipments related to entertainment.

Performance of your Company as under:

| Particulars | Year ended 31 st March, 2019 | Year ended 31 st March, 2018 |
|----------------------------------|--|--|
| Turnover | - | 6.63 |
| Profit/(Loss) before taxation | (13.65) | (5.82) |
| Less: Tax Expense | | |
| a) Current Tax | | |
| b) Deferred tax | (0.06) | - - |
| Profit/(Loss) after tax | (13.71) | (5.82) |

FINANCIAL RESULT:

During the year under review, your Company has earned gross total income is NIL against Rs. 6,63,166 in the previous year. The Company had a net loss of Rs. 13,65,191 as compared to net loss of Rs. 5,82,333 in the previous year.

*Gross Income includes Sales from operations, other income and increase/decrease in stock.

DIVIDEND:

Based on the Company's performance your Directors could not consider declaring dividend to the equity shareholders of the Company during the financial year in view of the inadequate profits.

AMOUNTS TRANSFERRED TO RESERVES:

During the year, the Company had a loss of Rs. 13,65,191. Hence, the Company did not propose to transfer to the General Reserves.

COMPANY'S PERFORMANCE:

Company's revenue from operations for F.Y. 2018-19 is NIL as compared to Rs. 6,12,674 in F.Y. 2017-18. Earnings before interest, tax, depreciation and amortisation ("EBITDA") for F.Y. 2018-19 is Rs. (13,65,191) as compared to Rs. (5,82,333) in F.Y. 2017-18. Profit after tax ("PAT") for F.Y. 2018-19 is Rs. (13,71,115) as compared to Rs. (5,82,333) of F.Y. 2017-18.

SHARE CAPITAL:

The paid up Equity Share Capital of the Company as on 31st March 2019 was Rs. 15,00,81,070. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity.

SUBSIDIARY COMPANIES:

There are no Subsidiary Companies as on 31st March, 2019. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act").

Hence, Company is not required to present consolidated financial statement in respect to subsidiary companies in pursuance to provisions of section 129(3) of the Act.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

During the financial year 2018-19, the Company has not given any loan to any Company including Associate Concern.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 IN THE PRESCRIBED FORM:

All related party transactions, contracts or arrangements that were entered into, during the financial year under review, were on an arms-length basis and in the ordinary course of business.

The Company has adhered to its "Policy on Related Party Transactions and Materiality of Related Party Transactions" while perusing all Related Party transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Further, during the year under review, the Company has not entered into any contract/arrangement/transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

RELATED PARTY TRANSACTION:

As per Ind AS 24, the list of related parties are given below:

| Sr. No. | Name of Related Parties | Nature of Relationship |
|---------|--------------------------|----------------------------|
| 1 | Mr. Badri Joshi | Executive Director and CFO |
| 2 | Ms. Apeksha Jadhav | Non-Executive Director |
| 3 | Mr. Gajendra Salvi | Non-Executive Director |
| 4 | Mr. Mukesh Bunker | Non-Executive Director |
| 5 | Mr. Parashuram Katwe | Non-Executive Director |
| 6 | Mr. Balkrishna Pandya | Company Secretary |
| 7 | Artlink Vintrade Limited | Parent Company |
| 8 | Indigo Tech Ind limited | Parent Company |

During the year under review, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material as per listing agreement with stock exchanges. Further, there are no materially significant related party transactions during the year made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons. Hence disclosure under Section 188(1) of the Companies Act, 2013, as prescribed in Form AOC-2 is not required.

FIXED DEPOSITS:

During the year under review, the Company has not accepted any Fixed Deposit from Public within the meaning of section 73 of the Companies Act, 2013 under Chapter V.

DIRECTORS:

Your Directors dedicate themselves to the principles and ideals to meet the expectation of the stakeholders of the Company. In accordance with the provisions of Section 152 of Companies Act, 2013, and the Articles of Association, Mr. Gajendra Kalulal

KOME-ON COMMUNICATION LIMITED

Salvi (DIN: 07904814) retires by rotation, at the forthcoming AGM and, being eligible offers himself for re-appointment. Brief profile of Mr. Gajendra Kalulal Salvi has been given in the notice convening Annual General Meeting.

Mr. Mukesh Bunker, Parshuram Katwe and Apeksha Jadhav are appointed as independent director. They hold office for a period of 5 yrs from the conclusion of 25th Annual General Meeting.

KEY MANAGERIAL PERSON:

Your Company has already complied with the provision under section 203 of the Companies Act, 2013 by appointing Shri Gajendra Salvi (DIN: 07904814) as Managing Director, Shri Badri Prasad Joshi (DIN: 07850687) as CFO & Whole-time Director & Shri Balkrishna G. Pandya (FCS: 791) as Company Secretary.

EXTRACT OF THE ANNUAL RETURN:

The Extract of the Annual Return as on the financial year ended on 31st March, 2019, in Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 (hereinafter referred to as the "Act") and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is appended to the Directors' Report in Annexure-I. Further, the Annual Return in Form MGT-7 for the financial year ended 31.03.2019 will be uploaded on the website of the Company via the link: <http://komeon.in/> after the same is filed with the Registrar of Companies.

DIRECTORS REMUNERATION:

As prescribed under section 134(1)(e) of Companies Act, 2013, it is to inform that none of the Directors are drawing salary in view of low turnover of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

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

- 1) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- 2) they have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit and loss of the Company for that period.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the annual accounts have been prepared on a going concern basis; and
- 5) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 6) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD MEETINGS:

As required under section 134(3)(b) of Companies Act, 2013 we would like to inform that the Board of Directors met 7 (Seven) times during the current financial year 2018–2019. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

BOARD EVALUATION:

The board of Directors has carried out an annual evaluation of its own performance, board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"). The performance of the board was evaluated by the board after seeking inputs from all the Directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board in its meeting held on 29th March, 2019 after seeking inputs from the committee members on the basis of the criteria such as the composition committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors held on 22nd January, 2019, performance of non-independent Directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive Directors and non-executive Directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the board, its committees and individual Directors was also discussed. Performance evaluation of independent Directors was done by the entire board, excluding the independent Director being evaluated.

REPORTING OF FRAUD BY AUDITOR:

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of fraud committed in the Company by its Officers or Employees to the Audit Committee under section 143(2) of the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Company's policy on Directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

All new Directors inducted into the board attend an orientation program. The details of training and familiarization program are provided in Corporate Governance Report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

AUDIT COMMITTEE CONSTITUTION:

During the financial year under review, the Audit Committee of the Company comprises of three Non-Executive Independent Directors. The Committee is chaired by a Non-Executive Independent Director, Ms. Apeksha Jadhav.

The details of the same are more fully provided in the Corporate Governance Report.

NOMINATION AND REMUNERATION COMMITTEE CONSTITUTION:

During the financial year under review, the Nomination and Remuneration Committee of the Company comprises of three Non-Executive Independent Directors as on March 31, 2019. The Committee is chaired by a Non-Executive Independent Director, Ms. Apeksha Jadhav.

The details of the Committee are provided in the Corporate Governance Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE CONSTITUTION:

During the financial year under review, the Stakeholders Relationship Committee of the Company comprises of three Non-Executive Independent Directors as on March 31, 2019. The Committee is under the Chairpersonship of Mr. Mukesh Bunker, Non-Executive Independent Director.

The details of the Committee are provided in the Corporate Governance Report.

WEBSITE:

Pursuant to Regulation 46 of (LODR) Regulation 2015 your Company as required is updating all the documents necessary to keep the stakeholders updated on the official website. <http://komeon.in/>

MANGEMENT DISCUSSION AND ANALYSIS

In terms of the provision of Regulation 34 of the Listing Regulations and Pursuant to section 134(3)(n) of Companies Act, 2013, the Management's discussion and Analysis as set out in this report as ANNEXURE - II.

STOCK EXCHANGE LISTINGS:

The Company's equity is listed on BSE and members are allowed and permitted to trade on BSE platform vide Company Code: KOCL and No: 539910.

DEMATERIALISATION OF SHARES:

The Company's Registrar & Transferring Agent (Electronic Transfer) has established connectivity to both the Depositories to facilitate trading in the electronic mode. As on 31.3.2019, 97.38% of Equity shares were held in demat form. M/s Satellite Corporate Services Pvt. Ltd., Mumbai is a Common Agency to maintain the Electronic connectivity with both Depositories and Physical transfer of share.

CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the norms laid down under section 135 of Companies Act, 2013; the Company is not liable to constitute a Corporate Social Responsibility Committee (CSR Committee) as your Company does not meet the eligibility criteria for framing its Corporate Social Responsibility policy accordingly.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard and the same will be furnished on request.

Particulars of Employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 1,02,00,000/- per annum or more. Therefore, Rule 5(2)(i) of the captioned Rules is not applicable.
- b) None of the employees was employed throughout the financial year, who was in receipt of remuneration exceeding Rs. 8,50,000/- per month. Therefore, Rule 5(2)(ii) of the captioned Rules is not applicable.
- c) None of the employee posted outside India and in receipt remuneration of Rs. 60 lakhs or more per annum or Rs. 50 lakhs or more a month.
- d) No employee is a relative of any Director or Key Managerial personnel of the Company.

Therefore, Rule 5(2)(iii) of the captioned Rules is not applicable to any employee.

Affirmation that the remuneration is as per the remuneration policy of the Company.

The Board of Directors hereby affirm that the remuneration paid to all directors, Key Managerial Personnel is in accordance with the Nomination and Remuneration Policy of the Company.

OTHER DISCLOSURES:

The Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.
- No significant or material orders were passed by the Regulators, Courts or Tribunals which impact the going concern status and Company's operations in future.
- No complaint received from any employee, pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under.
- Company does not fall into the criteria to provide Business Responsibility Report as required under Regulation 34 of the SEBI Listing Regulations, therefore no such report forms part of this annual report.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Kome-on Communication Limited has modified the erstwhile policy for Prevention of Sexual Harassment at the Workplace and the Board of Directors has unanimously adopted the same w.e.f. July 23, 2014.

Vide notification dated December 9, 2013 Ministry of Women and Child Development have introduced Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013. The earlier policy has been amended by incorporating the rules and procedures as mandated in the said notification. The revised policy is in effect from July 23, 2014. Company has appointed Smt. Apeksha Manoj Jadhav (DIN: 07899665) to redress the issues regarding Sexual Harassments at work place.

During the Financial year no complaint was received of Sexual Harassments at work place.

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company keeping in view the nature of business carried out by the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

| | | |
|---------------|---|-----|
| Current Year | : | Nil |
| Previous Year | : | Nil |

RISK MANAGEMENT POLICY:

In compliance with Section 134(3)(n) of the Act, the Company has a Risk Management Policy which provides for the identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company.

Pursuant to Schedule IV(II)(4) of the Act, the Independent Directors, inter-alia amongst others, review the system from time to time to ensure that Risk Management is robust and satisfactory.

Further, in terms of Regulation 17(9)(b) of Listing Regulations, the Board of Directors is responsible for framing, implementing and monitoring the Risk Management Plan of the Company and have delegated the power of monitoring and reviewing of the risk management plan to the Risk Management Committee.

The Risk Management Committee is responsible for laying down procedures to inform Board members about the risk assessment and minimization procedures. This is morefully described in Corporate Governance Report.

POLICY ON CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

Pursuant to provisions of Section 135 of the Act, the Company is not required to constitute a Corporate Social Responsibility Committee or to undertake any CSR activities.

Therefore, the Company is not required to make any disclosure as specified in Section 134(3) (o) of the Act.

CORPORATE GOVERNANCE:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 a separate report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is furnished as a part of the Annual Report along with the Auditors Certificate on its Compliance Annexure - III.

Under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Directors are pleased to inform that your Company has complied with all major Regulations prescribed under said Regulation of SEBI (LODR), Reg. 2015. A certificate from the Practicing Company Secretary Ms. Shiwali Jhanwar in the line with Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to and forms part of the Director's Report.

STATUTORY AUDITORS:

M/s. SSRV & Associates, Chartered Accountants, Mumbai have resigned as a Statutory Auditor of the Company w.e.f 21st August, 2019. As per the provisions of Companies Act, 2013 read with rules made thereunder a casual vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of M/s. PMPK & Company, Chartered Accountants, Mumbai, to the members of the Company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting .

M/s. PMPK & Company, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

AUDITORS & AUDITORS' REPORTS:

The Auditors Report for fiscal 2019 contains certain qualification, reservation or adverse remark which is annexed to this Report.

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

- As per section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, Company is required to appoint Internal Auditor; however the Company has not appointed Internal Auditor for the year ended March 2019.

Management's representation to the Auditors qualification, reservation or adverse remark:

- The Company is in the process of appointing suitable candidate for the post of Internal Auditor.

INDEPENDENT AUDITORS' REPORT

The Self Explanatory Independent Auditors' Report does not contain any adverse remarks or qualification.

MAINTENANCE OF COST RECORDS:

Maintenance of Cost record as specified by the Central Government under sub section 1 of Section 148 of Companies Act, 2013 is not required by the Company.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act read with the Rules made thereunder, CS Brajesh Gupta & Co. , Company Secretary Firm, was appointed for the issuance of the Secretarial Audit Report for the Financial Year ended 31st March 2019.

SECRETARIAL AUDIT REPORT:

The Secretarial Audit Report is appended to the Directors' Report in Annexure - IV.

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

1. The Company has not been registered under the Gujarat Professions Tax Act, 1976;
2. The Company has not appointed Internal Auditor as per Section 138(1) of Companies, Act 2013;
3. The Company has not complied with regulation for holding entire shareholding in dematerialization for the promoters of the Company;
4. The Company fails to publish Financial Results for the quarter ended June, 2018 & September, 2018 with respect to the Regulation 47 of SEBI (LODR) Regulations 2015;
5. The Company has not disseminated to the exchange the newspaper publications made by the Company during the year as required under regulation 47(1) and (3) of SEBI (LODR) Regulation, 2015.

Management's representation to the Auditors qualification, reservation or adverse remark:

- i. The Company is in the process of registering itself with Gujarat Professions Tax Act, 1976
- ii. The Company is in the process of appointing suitable candidate for the post of Internal Auditor.
- iii. The Company is in the process of dematerialising the entire shareholding of the promoters.
- iv. The Company was not aware of the respective regulation of SEBI (LODR) Regulations 2015. However, as soon as it came to knowledge of the management, the necessary actions were taken from the quarter ended December, 2019.
- v. The Company has published the result in the newspaper as required under Regulation 47 of the SEBI (LODR) Regulation, 2015 within the prescribed time. Also the result were uploaded on exchange within prescribed time. However the dissemination of newspaper publications to the exchange is not a mandatory requirement as per the LODR Regulations. Thus, the Company has not violated the provision of SEBI (LODR) Regulation, 2015.

MANNER OF FORMAL ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, other applicable provisions of the Act, and various applicable clauses of the Listing Regulations, and the disclosure regarding the manner of formal annual evaluation by the Board of its own performance and that of its various committees and individual directors is provided hereto:

Evaluation Criteria

Pursuant to Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee has formulated the criteria for evaluation of the performance of the Independent Directors and the Board. The Nomination and Remuneration Committee also identifies persons qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommends to the Board their appointment and removal and carries out the evaluation of every director's performance in accordance with Section 178(2) of the Act read with the Rules framed there under and Part D of Schedule II of the Listing Regulations.

The Board shall monitor & review the Board Evaluation Framework and evaluate the performance of all the Board Committees.

Further, the Nomination and Remuneration Committee has formulated criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy, relating to the remuneration of the directors, key

managerial personnel and other employees. The details of the same are morefully described in the Corporate Governance Report.

Further, the Nomination and Remuneration Committee has also devised a Policy on Board Diversity in accordance with Regulation 19(4) of the Listing Regulations.

Performance Evaluation of the individual directors

Pursuant to section 178(2) of the Act, the Nomination and Remuneration Committee of the Company carries out the performance evaluation of the individual directors.
Board of Directors

A separate meeting of the Independent Directors of the Company was held on 22/03/2019, pursuant to Clause VII of Schedule IV to the Act and Regulation 25 of the Listing Regulations, for transacting the following businesses as set forth in the Agenda:

Review the performance of the non-Independent Directors and the Board as a whole.

Review the performance of the Chairman of the Company, taking into account the views of the executive directors and Non-Executive directors.

Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The same was perused in accordance with the Evaluation criteria determined by the Nomination and Remuneration Committee.

The Independent Directors of the Company in fulfilling their role and functions as specified in Clause II of Schedule IV to the Act, help in bringing an objective view in the evaluation of the performance of the Board and management.

The Independent Directors expressed satisfaction over the performance of all the non-Independent Directors and the Chairman.

Performance Evaluation of the Independent Directors

Pursuant to Clause VIII of Schedule IV to the Act and Regulation 19 of the Listing Regulations, read with Part D of Schedule II thereto the performance evaluation of the Independent Directors is perused by the entire Board of Directors, excluding the director being evaluated.

On the basis of the report of performance evaluation, the extension of the term of appointment or its continuance in respect of the Independent Directors is being considered.

Performance Evaluation of the Committee

The Board of Directors evaluates the performance of all the Board Committees, based on the Company's Performance Evaluation Policy.

NOMINATION AND REMUNERATION POLICY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have adopted a Nomination and Remuneration Policy in terms of Section 178 of the Act, read with Rules made thereunder and read with part-D of schedule II of the Listing Obligation as amended from time to time.

The shareholders may visit the Company's website to view The Nomination and Remuneration Policy, viz; for the detailed Nomination and Remuneration Policy of the Company.

WHISTLE BLOWER & VIGIL MECHANISM:

As per Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations your Company a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. (Refer Corporate Governance).

CAUTIONARY STATEMENT:

Statements in this Board's Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include change in government relations, tax laws, economic & political developments within and outside the country and such other factors.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

Date : 21st August, 2019

Registered Office:

338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

ANNEXURE - I**FORM NO. MGT-9****Extract of Annual Return as on the financial year ended on 31st March, 2019**

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

I. REGISTRATION AND OTHER DETAILS:

| | | | |
|------|--|---|--|
| i) | CIN | : | L74110GJ1994PLC021216 |
| ii) | Registration Date | : | 3 rd February, 1994. |
| iii) | Name of the Company | : | KOME-ON COMMUNICATION LTD. |
| iv) | Category / Sub-Category of the Company Category | : | Company Limited by Shares |
| | Sub-Category | : | Indian Non-Government Company |
| v) | Address of the Registered office & contact details | : | Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad, Gujarat - 396001. |
| vi) | Whether listed Company Yes / No | : | Yes |
| vii) | Name & Contact details of Registrar | : | M/s Satellite Corporate Services Pvt. Ltd. and Transfer Agent, if any Unit No. 49, Bldg. No. 13-A-B, 2nd Floor, Samhita Commercial Co-Op. Soc. Ltd., Off. Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai-400072. |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

| Sr. No. | Name and Description of main products/services | NIC Code of the Product/service | % of total turnover of the Company |
|---------|--|---------------------------------|------------------------------------|
| 1. | Entertainment and Media | Division 59, 60 Group 591, 602 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NOT APPLICABLE

| Sr. No. | Name and address of the Company | CIN/ GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|---------------------------------|----------|--------------------------------|------------------|--------------------|
| -- | -- | -- | -- | -- | -- |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 1482555 | 900 | 1483455 | 9.88 | 2000 | 900 | 2900 | 0.02 | -9.87 |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt (s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 1851351 | 0 | 1851351 | 12.34 | 3279406 | 0 | 3279406 | 21.85 | 9.52 |
| e) Banks/FI | - | - | - | - | - | - | - | - | - |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|----------------|-----------------|-------------------|---|---------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| f) Any Other.. | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1):- | 3333906 | 900 | 3334806 | 22.22 | 3281406 | 900 | 3282306 | 21.87 | -0.35 |
| (2) Foreign | - | - | - | - | - | - | - | - | - |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b) Other - Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2):- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A) (2) | 3333906 | 900 | 3334806 | 22.22 | 3281406 | 900 | 3282306 | 21.87 | -0.35 |
| B. Public Shareholding | - | - | - | - | - | - | - | - | - |
| 1. Institutions | - | - | - | - | - | - | - | - | - |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | - | - | - | - | - | - | - | - | - |
| a) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| i) Indian | 6118190 | 0 | 6118190 | 40.77 | 7955719 | 34500 | 7990219 | 53.24 | -12.47 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 716538 | 1039300 | 1755838 | 11.70 | 514991 | 357000 | 871991 | 5.81 | -5.89 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 3419063 | 182000 | 3601063 | 23.99 | 2835381 | 0 | 2835381 | 18.89 | -5.10 |
| c) Others (HUF) | 198210 | 0 | 198210 | 1.32 | 28210 | 0 | 28210 | 0.19 | -1.13 |
| Sub-total (B)(2):- | 10452001 | 1221300 | 11673301 | 77.78 | 11334301 | 391500 | 11725801 | 78.13 | 0.35 |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 10452001 | 1221300 | 11673301 | 77.78 | 11334301 | 391500 | 11725801 | 78.13 | 0.35 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 13785907 | 1222200 | 15008107 | 77.78 | 14615707 | 392400 | 15008107 | 100 | 0.00 |

(ii) Shareholding of Promoters

| Sr No | Promoters Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|-------|--------------------------|---|----------------------------------|---|--------------------------------------|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged/ encumbered to total shares | |
| 1. | Daya Bhatnagar | 100 | 0.00 | - | 100 | 0.00 | - | - |
| 2. | Kartik Vadwala | 1000 | 0.01 | - | 1000 | 0.01 | - | - |
| 3. | Kuntal Bhatnagar | 2500 | 0.02 | - | 0 | 0.00 | - | -100 |
| 4. | Bhagyesh Bhatnagar | 1026604 | 6.84 | - | 0 | 0.00 | - | -100 |
| 5. | Monica Bhatnagar | 451451 | 3.01 | - | 0 | 0.00 | - | -100 |
| 6. | Dr. Kiran Saxena | 100 | 0.00 | - | 100 | 0.00 | - | - |
| 7. | Suchita Shah | 500 | 0.00 | - | 500 | 0.00 | - | - |
| 8. | Parulben Javia | 1000 | 0.01 | - | 1000 | 0.01 | - | - |
| 9. | Dr Ravi Saxena | 100 | 0.00 | - | 100 | 0.00 | - | - |
| 10. | Manju Bhatnagar | 100 | 0.00 | - | 100 | 0.00 | - | - |
| 11. | Indigo Tech Ind. Limited | 1851351 | 12.31 | - | 3279406 | 21.85 | - | 9.54 |
| | Total | 3334806 | 22.22 | - | 3282306 | 21.87 | - | -90.46 |

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

| Sr. No. | Promoters Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | | |
|---------|------------------|--|----------------------------------|---|----------------------------------|-------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 1. | Daya Bhatnagar | At the beginning of the year | 100 | 0.00 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 100 | 0.00 |
| 2. | Kartik Vadwala | At the beginning of the year | 1000 | 0.01 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 1000 | 0.01 |
| 3. | Kuntal Bhatnagar | At the beginning of the year | 2500 | 0.02 | | |
| | | Decrease in Shares on 01.03.2019 (Sale of Shares in Open Market) | 2500 | 0.02 | 0 | 0.00 |
| | | At the end of the year | | | 0 | 0.00 |

| Sr. No. | Promoters Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | | |
|---------|--------------------|--|----------------------------------|---|----------------------------------|-------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 4. | Bhagyesh Bhatnagar | At the beginning of the year | 1026604 | 6.84 | | |
| | | Decrease in Shares on 30.11.2018 (Sale of Shares in Open Market) | 1026604 | 6.84 | 0 | 0.00 |
| | | At the end of the year | | | 0 | 0.00 |
| 5. | Monica Bhatnagar | At the beginning of the year | 451451 | 3.01 | | |
| | | Decrease in Shares on 01.04.2018 (Sale of Shares in Open Market) | 451451 | 3.01 | 0 | 0.00 |
| | | At the end of the year | | | 0 | 0.00 |
| 6. | Dr. Kiran Saxena | At the beginning of the year | 100 | 0.00 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 100 | 0.00 |
| 7. | Suchita Shah | At the beginning of the year | 500 | 0.00 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 500 | 0.00 |
| 8. | Parulben Javia | At the beginning of the year | 1000 | 0.01 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 1000 | 0.01 |
| 9. | Dr Ravi Saxena | At the beginning of the year | 100 | 0.00 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 100 | 0.00 |

| Sr. No. | Promoters Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | | |
|---------|--------------------------|--|----------------------------------|---|----------------------------------|-------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 10. | Manju Bhatnagar | At the beginning of the year | 100 | 0.00 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 100 | 0.00 |
| 11. | Indigo Tech Ind. Limited | At the beginning of the year | 1851351 | 12.34 | - | - |
| | | Increase in Shares on 01.04.2018 (Purchase of Shares in Open Market) | 1428055 | 22.86 | 3279406 | 21.85 |
| | | At the end of the year | | | 3279406 | 21.85 |

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

| Sr No | Top ten Shareholders Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | | |
|-------|--|--|----------------------------------|---|----------------------------------|-------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 1. | Artlink Vintrade Limited | At the beginning of the year | 3344500 | 22.28 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 3344500 | 22.28 |
| 2. | Basant Marketing Limited | At the beginning of the year | 1818969 | 12.12 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | 829800 | (Increase in Shares as on _____) | 5.53 | |
| | | At the end of the Year | | | 2648769 | 17.65 |
| 3. | Database Software Technology Private Limited | At the beginning of the year | 901395 | 6.01 | | |
| | | Increase in Shares on 07.12.2018 (Purchase of Shares in Open Market) | 111900 | 0.75 | 1013295 | 12.41 |
| | | Increase in Shares on 01.02.2019 (Purchase of Shares in Open Market) | 410000 | 2.73 | 1423295 | 9.49 |
| | | At the end of the year | | | 1423295 | 9.49 |

| Sr No | Top ten Shareholders Name | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | | |
|-------|-------------------------------|--|----------------------------------|---|----------------------------------|-------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of the Company | |
| 4. | Vanrajsinh Dadabhai Kahor | At the beginning of the year | 750000 | 5.00 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 750000 | 5.00 |
| 5. | Aneri Fincap Limited | At the beginning of the year | 507200 | 3.38 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 507200 | 3.38 |
| 6. | Neeraj Kumar Singh | At the beginning of the year | 0 | 0 | | |
| | | Increase in Shares on 27.07.2018 (Purchase of Shares in Open Market) | 47000 | 0.31 | 47000 | 0.31 |
| | | Increase in Shares on 14.09.2018 (Purchase of Shares in Open Market) | 134000 | 0.89 | 181000 | 1.20 |
| | | At the end of the year | | | 181000 | 1.21 |
| 7. | Jigish Nagindas Doshi | At the beginning of the year | 170000 | 1.13 | | |
| | | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | | At the end of the year | | | 170000 | 1.13 |
| 8. | Vikash Kumar Gupta | At the beginning of the year | 0 | 0.00 | 0 | 0.00 |
| | | Increase in Shares on 01.03.2019 (Purchase of Shares in Open Market) | 163698 | 1.09 | 163698 | 1.09 |
| | | At the end of the year | | | 163698 | 1.09 |
| 9. | Maheshbhai Narottambhai Patel | At the beginning of the year | 492633 | 3.28 | | |
| | | Decrease in Shares on 31.08.2018 (Sale of Shares in Open Market) | 341465 | 2.28 | 151168 | 1.01 |
| | | At the end of the year | | | 151168 | 1.01 |
| 10. | Jyoti Vasant Shetty | At the beginning of the year | 100000 | 0.67 | | |
| | | At the end of the year | | | 100000 | 0.67 |

(v) Shareholding of Directors and Key Managerial Personnel : NIL

| Sr. No. | Directors and KMP Name | Shareholding at the beginning/end of the year | | | Changes during the year | | | Cumulative Shareholding during the year | |
|---------|------------------------|---|---------------|----------------------------------|-------------------------|----------------------------|--------|---|----------------------------------|
| | | Date | No. of Shares | % of total Shares of the Company | Date | (+) Increase/ (-) Decrease | Reason | No. of Shares | % of total Shares of the Company |
| - | - | - | - | - | - | - | - | - | - |

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 | - | 3165400 | - | 3165400 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 3165400 | - | 3165400 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | 1919584 | - | 1919584 |
| • Reduction | - | - | - | - |
| Net Change | - | 1919584 | - | 1919584 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 5084984 | - | 5084984 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 5084984 | - | 5084984 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Name of MD/ WTD/ Manager | Gross salary | | | Stock Option | Sweat Equity | Commission | | Others, Please specify | Total | Ceiling as per the Act |
|--------------------------|---|---|--|--------------|--------------|----------------|-----------------|------------------------|-----------------|------------------------|
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | as % of profit | others, specify | | | |
| *Gajendra Salvi | 57,000 | 86,000 | - | - | - | - | - | - | 1,43,000 | N.A. |
| Total | 57,000 | 86,000 | - | - | - | - | - | - | 1,43,000 | N.A. |

* Gajendra Salvi Joshi appointed as Managing Director w.e.f. 2nd January, 2018.

B. Remuneration to other Directors:

| Name of Directors | Fee for attending board/ committee meetings | Commission | Others, please specify | Total Amount |
|--|---|------------|------------------------|-----------------|
| Independent Directors | | | | |
| Apeksha Jadhav | - | - | - | - |
| Mukesh Bunker | 40,000 | - | - | 40,000 |
| Parashuram Katwe | 84,000 | - | - | 84,000 |
| TOTAL (1) | 1,24,000 | - | - | 1,24,000 |
| Other Non-Executive Directors | | | | |
| TOTAL (2) | - | - | - | - |
| TOTAL (B)=(1+2) | - | - | - | - |
| TOTAL MANAGERIAL REMUNERATION | - | - | - | 1,24,000 |
| Ceiling as per the act (1% of profits calculated under Section 198 of Companies Act, 2013) | - | - | - | - |

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

(In Rs.)

| Key Managerial Personnel | Name | Gross salary | | | Stock Option | Sweat Equity | Commission | | Others, Please specify | Total |
|--------------------------|-------------------|---|---|--|--------------|--------------|----------------|-------------------|------------------------|--------------|
| | | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | (c) Profits in lieu of salary under section 17(3) Income-Tax Act, 1961 | | | as % of profit | others, specify.. | | |
| Company Secretary | Balkrishna Pandya | 95483 | - | - | - | - | - | - | - | 95483 |
| Total | | 95483 | - | - | - | - | - | - | - | 95483 |

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NOT APPLICABLE

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

ANNEXURE – II

ANNEXURE TO DIRECTORS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

A) FAST FORWARD LOOKING STATEMENTS:

Statements in this Management Discussion and Analysis of financial Condition and results of Operations of the Company describing the Company's objectives, expectations or predictions may be forwarded looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include such allegation, charges levied by the regulatory authority, changes in government regulations, tax laws, economic developments within the country and such other factors.

The financial statements are prepared on accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013, (the Act) and comply with the IND AS read with Companies (Accounting Standards). The Management of Kome-on Communication Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profits for the year. The following discussions on our financial condition and results of operations should be read together with financial statements and the SCHEDULES to these statements included in the Annual Report.

Unless otherwise specified or the context otherwise requires, all references herein to 'we', 'us', 'our', 'the Company', 'Kome-on', 'kcl' are to Kome-on Communication Limited.

B) INDUSTRY STRUCTURE AND DEVELOPMENTS, OPPORTUNITY AND THREATS, PERFORMANCE OUTLOOK AND RISKS AND CONCERNS:

The philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, customers, associates and community at large which has always propelled the Company towards higher horizons.

From our last year performance outlook report, you all shall appreciate that the exploration activities in the Electronic Media Industry had shown signs of improvement in Domestic market of event & reality based program followed by public responses through SMS, Telephones, email etc. which has great mileage in the viewer ship of channels. It is being observed that very next program shown on the channels is event & reality based. Therefore, looking to the great demand, Company has eventually entered into consulting the event & reality based programs.

The Company faces threat due to high domestic & international competitors & regular advancement in technology. The Company also faces threat from piracy, copying of creative idea, by an individual, Company or any person related to the field.

C) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Internal Control System comprises of exercising controls at various stages and is established in order to provide reasonable assurance for:

- i) Safeguarding Assets and their usage.
- ii) Maintenance of Proper Accounting Records and Adequacy and Reliability of Information used for carrying on Business Operations.

The Key elements of the system are as follows:

- a) Existence of Authority Manuals and periodical updating of the same for all Functions.
- b) Existence of Clearly defined Organizational Structure and Authority.
- c) Existence of Corporate Policies for Financial reporting and Accounting.
- d) Existence of Management Information System updated from time to time as may be required
- e) Existence of Annual Budgets and Long Term Business Plans.
- f) Periodical Review of Opportunities and Risk Factors depending on the Global/Domestic Scenario and to undertake measures as may be necessary

D) HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company continued with its Policy of Human Resources Development and retention. To enrich the skills of employees and enrich their experience, the Company arranges practical training courses by internal faculty. The Company is maintaining good employee relations and no man days are lost during the year due to employee's unrest.

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

Date : 21st August, 2019

Registered Office:

338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of
Kome-On Communication Limited

We have examined the compliance of conditions of Corporate Governance by Quest Financial Services Limited for the year ended on March 31, 2019 as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") of the Stock Exchanges with relevant records and documents maintained by the Company and furnished to us.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations. We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S S R V & ASSOCIATES
Chartered Accountants
Firm Reg. No.: 135901W

Vishnukant Kabra
Partner
M. No.: 403437

Place : Mumbai
Date : 21th August, 2019

ANNEXURE – III**ANNEXURE TO DIRECTORS REPORT
REPORT ON CORPORATE GOVERNANCE****a) Company's Philosophy**

Corporate Governance is a value based framework to manage the Company affairs in a fair and transparent manner. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

At Kome-On Communication Ltd., Corporate Governance practices are based on the principles of adoption of transparent procedures and practices and complete and timely disclosures of Corporate, financial and operational information to its stakeholders.

The Directors present the Company's report on Corporate Governance pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Board of Directors

- i) The Composition of the Board consists of Five Directors as on March 31, 2019. Out of Five Directors, two (i.e. 40.00%) are Executive Directors and three (i.e. 60.00%) are Non-Executive Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015 read with Section 149 of the Act.
- ii) None of the Directors on the Board hold Directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Directors are related to each other.
- iii) Independent Directors are non-executive Directors as defined under Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015 read with Section 149(6) of the Act. The maximum tenure of independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

BOARD, COMMITTEE MEETINGS HELD DURING THE YEAR:

The Board of Directors met 7 (Seven) times during the year on 16th April, 2018, 30th May, 2018, 31st July, 2018, 15th October, 2018, 2nd November, 2018, 13th February, 2019 and 29th March, 2019 respectively.

The maximum gap between two meetings was less than four months.

DIRECTORS ATTENDANCE AND DIRECTORSHIP HELD:

The composition of the Board of Directors and attendance of Directors at the Board meeting, Annual General Meeting and also number of other Directorships/committee memberships including Chairmanships in Indian Public Limited Companies are as follows:

| S r . No. | Name | DIN No. | Category | Board Meeting | Last AGM | Other Directorship | Committee Membership | Committee Chairmanship |
|--------------|----------------|----------|----------------------------------|------------------|-------------|-----------------------|-------------------------|---------------------------|
| 1. | Badri Joshi | 07850687 | Whole-time ED | 7 | No | -- | -- | -- |
| 2. | Apeksha Jadhav | 07899665 | Independent Women Director | 7 | N.A. | 1 | 3 | 2 |
| 3. | Gajendra Salvi | 07904814 | CMD | 7 | N.A. | -- | -- | -- |
| 4. | Mukesh Bunker | 07999904 | Independent Director | 7 | N.A. | 1 | 3 | 1 |

KOME-ON COMMUNICATION LIMITED

| S r . No. | Name | DIN No. | Category | Board Meeting | Last AGM | Other Directorship | Committee Membership | Committee Chairmanship |
|-----------|------------------|----------|----------------------|---------------|----------|--------------------|----------------------|------------------------|
| 5. | Parashuram Katwe | 08022233 | Independent Director | 7 | N.A. | 1 | 3 | -- |

CMD - Chairman & Managing Director, NED - Non-Executive Director, Non-Ex - Non Executive, Ex - Executive Director.

- i. The necessary quorum was present for all the meetings.
- ii. During the year 2018-19, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- iii. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
- iv. During the year, one meeting of the Independent Directors was held on 22nd March, 2019. The Independent Directors, inter-alia, reviewed the performance of non-independent Directors, Chairman of the Company and the Board as a whole.
- v. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.
- vi. The details of the familiarization programme of the Independent Directors are available on the website of the Company (<http://komeon.in/>).
- vii. Details of equity shares of the Company held by the Directors as on March 31, 2019 are given below:

| Name | Category | No. of shares held |
|----------------------|---------------------------|--------------------|
| Mr. Badri Joshi | Whole-time Executive | - |
| Mr. Apeksha Jadhav | Non Executive Independent | - |
| Mr. Gajendra Salvi | Executive Non-Independent | - |
| Mr. Mukesh Bunker | Non Executive Independent | - |
| Mr. Parashuram Katwe | Non Executive Independent | - |

BOARD AGENDA AND MINUTES:

Agenda papers are generally circulated to the Board members well in advance before the Meeting of the Board of Directors. All material information is incorporated in the agenda papers for facilitating focused discussions at the Meeting.

Matters of urgent nature, if any are approved by the Board by passing resolutions through circulation.

INFORMATION TO THE BOARD:

The Board has complete access to all information with the Company. Inter alia the following information is regularly provided to the Board as part of the agenda papers.

- Quarterly results of the Company.
- Annual operating plans, budgets, capital budgets, updates and all variances.
- Materially important show cause notices, demand, prosecutions or other legal notices if any.
- Materially relevant default in financial obligations to and by the Company.
- Compliance of any regulatory, statutory nature or listing requirements.
- Minutes of the Meeting of the Board of Directors and Committees of the Board of Directors.
- Details of Related Party Transactions, if any.
- Quarterly Compliance Report on Regulation 27(2) and other non-compliance.

REVIEW OF LEGAL COMPLIANCE REPORTS:

The Board periodically reviews during the year the Compliance Reports in respect of the various Statutory enactment's applicable to the Company.

RE-APPOINTMENT OF THE DIRECTORS:

According to the Articles of Association of the Company one third of the Directors are liable to retire every year and if eligible, offer themselves for re-appointment at every Annual General Meeting.

The table below shows the list of the Directors retiring by rotation and being re-appointed and the Directors whose tenure of Directorship is extended.

| Name of the Directors | Date of Birth | Last Re-appointment date | Qualifications & Experience | Director-ship in other Company (Only Public Cos.) | Membe-rship of committee of the Board in other Company |
|----------------------------|---------------|--------------------------|--|---|--|
| Mr. Gajendra Kalulal Salvi | 23/07/1996 | - | XII/SSC/High/Equivalent. Having wide experience in Finance | NIL | NIL |

RESPONSIBILITY OF THE DIRECTORS:**Responsibilities of the Board:**

The primary role of the Board is that of trusteeship to protect and enhance shareholders value. As trustee, the Board ensures that the Company has clear goals and policies for achievement. The Board oversees the Company's strategic direction, reviews corporate performance, authorizes and monitors strategic decision, ensures regulatory compliance and safeguards interests of the stakeholders.

Responsibilities of the Chairman and Managing Director:

The Board of Directors at their meeting delegated the powers to Shri Gajendra Salvi, Director (DIN: 07904814) to enable him carry out the day to day operations of the Company. The powers en-compasses all areas such as personnel, legal, general and miscellaneous powers.

PLEDGE OF SHARES:

The Company in compliance of the amended SEBI (Substantial acquisition of shares and takeovers) Regulations, 1997 made necessary disclosures to the Stock Exchanges intimating the details of the shares pledged by the promoter and every person forming part of the promoter group. No shares are pledged.

TRAINING FOR THE BOARD

As part of ongoing knowledge sharing and updating, the Board of Directors are updated with relevant statutory amendments and landmark judicial pronouncements encompassing important laws such as Company Law, SEBI Law, Income Tax Law etc, at meetings of the Board of Directors.

PERFORMANCE EVALUATION:

Pursuant to the provisions of Companies Act, 2013 and Corporate Governance, a board evaluation policy has been framed and approved by the Independent Directors and by the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

COMMITTEES TO THE BOARD:

The Board of Directors has constituted various Committees with adequate delegation to focus on specific areas and take decisions so as to discharge day to day affairs of the Company. Each Committee is guided by its charter, which defines the composition, scope and powers of the committee. All decisions recommendations of the Committees are placed before the Board of Directors.

The Committees constituted by the Board as on date are: (a) Audit Committee, (b) Stakeholders' Relationship & Grievance Committee (c) Nomination and Remuneration Committee. The Committees meet as per the business needs.

(A) AUDIT COMMITTEE**i) The Audit Committee of Directors consists of well-qualified and Independent Directors.**

The activities of the Committee are in conformity as are set out in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act. All the members of the committee possess adequate knowledge of finance and accounts.

ii) The composition of the Audit Committee and the details of meetings attended by its members are given below:

The Committee comprises of 3 Non-Executive Independent Directors Ms. Apeksha Jadhav (Chairperson), Mr. Mukesh Bunker (Member) and Mr. Parashuram Katwe (Member).

The Secretary of the Company also acts as Secretary to the Committee. The External Auditors are also invited to attend the meetings of the Committee.

The Committee met 4 times in the financial year 2018–2019. The attendance of members at the meetings was as follows:

The table shows the list of members of Audit Committee and attendance in particular.

| Number of meeting held & Attended: Dates of Meeting | Apeksha Jadhav Non-Executive Independent Director | Mukesh Bunker Non-Executive Independent Director | Parashuram Katwee Non-Executive Independent Director |
|--|--|---|---|
| 30-05-2018 | √ | √ | √ |
| 31-07-2018 | √ | √ | √ |
| 02-11-2018 | √ | √ | √ |
| 13-02-2019 | √ | √ | √ |

Ms. Apeksha Jadhav is Chairman of Audit Committee.

iii) The broad terms of reference of the Audit committee are as under:

- Oversight of the Company's financial reporting system and process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and the fixation of Audit Fees.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing with the management the Annual Financial Statements before submission to the Board for approval with particular reference to:
 - a) Matter required to be included in the Directors Responsibility statement to be included in the Board's Report in terms of clause 3(c) of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgement by management.

- d) Significant adjustments made in the financial statements arising out of audit findings.
- e) Compliance with listing and other legal requirements relating to financial statements.
- f) Disclosure of any related party transactions.
- g) Qualifications in the draft Audit Report.
- h) Review regarding the going concern assumption and compliance with the accounting standards.

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management performance of the Statutory and internal Auditors and discuss their findings, suggestions, internal control systems, scope of audit, observations of the auditors and other related matters etc.,
- The minutes of the Audit Committee meeting are circulated to the Board of Directors.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To review the Company's financial and risk management policies.

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise, when considered necessary.

Report of the Audit Committee of Directors for the year ended on March 31, 2019

To the shareholder of Kome-on Communication Limited.

- During the year under review, the Statutory Auditors audited the Company's accounts and the reports placed before the Audit committee for consideration.
 - The audits were carried out pursuant to an Audit Calendar and approved by the Audit Committee in the beginning of the year.
 - The Audit Committee noted the Audit Report the view of the Audit and the Management.
 - The Audit committee's suggestions from time to time were implemented by the Company during the course of the year.
 - The Audit Committee sought clarifications from the Auditors and the Management of the Company, whenever required, in relation to the financial matters of the Company as per the scope and powers of the Audit Committee.
 - The Audit Committee meetings were interactive and met Four times in the financial year and the gap between two meetings did not exceed 4 months.
- iv) The Committee recommends the Board to appoint M/s. PMPK & Company, Chartered Accountants, Mumbai as statutory auditors of the Company.

(B) STAKEHOLDERS RELATIONSHIP COMMITTEE:

- i) The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act."
- ii) The broad terms of reference of the stakeholders' relationship committee are as under:

KOME-ON COMMUNICATION LIMITED

- (a) To review the reports submitted by the registrars if any, and share transfer agents of the Company at half yearly intervals.
 - (b) To interact periodically with the Registrars and Share transfer Agents to ascertain and look into the quality of the Company's shareholders / investors grievances redressal system and to review the report on the functioning of the said investors grievance redressal system relating to transfer/ transmission of shares.
 - (c) issue of duplicate certificates
 - (d) non-receipt of balance sheet and
 - (e) all such complaints directly concerning the shareholders/investors as stakeholders of the Company.
 - (f) And such other matters that may be considered necessary in relation to shareholders of the Company.
- iii) The Stakeholders Relationship Committee of Directors met five times during the financial year 2018-2019.
- iv) The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

The Committee was reconstituted to 3 Non-Executive Independent Directors viz. Mr. Mukesh Bunker (Chairperson), Ms. Apeksha Jadhav (Member), and Mr. Parashuram Katwe (Member).

| Dates of Meeting | Apeksha Jadhav Non-Executive Independent Director | Mukesh Bunker Non-Executive Independent Director | Parashuram Katwe Non-Executive Independent Director |
|------------------|---|--|---|
| 30-05-2018 | √ | √ | √ |
| 31-07-2018 | √ | √ | √ |
| 02-11-2018 | √ | √ | √ |
| 13-02-2019 | √ | √ | √ |

Mr. Mukesh Bunker is the Chairman of the Stakeholders' Relationship & Grievance Committee.

v) Name, Designation & Address of Compliance Officer:

| | | |
|--------------------|--|---|
| Name | Mr. Balkrishna Pandya | Mr. Gajendra Salvi |
| Designation | Company Secretary | Managing Director |
| Address | I-64, Satellite Park, Jodhpur Char Rasta, B/H. Star Bazaar, Gujarat - 380009 | Flat No. 302, House No 34/405, Prime View Building, Fanaspada, Near Syndicate Bank, Waliv, Vasai Palghar - 401208 |
| Telephone | 079-26562049 | 079-26562049 |
| Email | info@komeon.in info@komeon.in | |

Disclosure

- During the year Company has received shares for transfer in physical form.
- The Company has received no complaints in relevant financial year from the shareholders.
- No shares are pending for transfer as on 31.3.2019.

(C) NOMINATION & REMUNERATION COMMITTEE:

- i) The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- ii) 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 familiarisation 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.
- iii) The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

The Committee was reconstituted to 3 Non-Executive Independent Directors viz. Ms. Apeksha Jadhav (Chairperson), Mr. Mukesh Bunker (Member) and Mr. Parashuram Katwe (Member).

The Committee met on four occasion during the year. Dates and attendance is tabulated as below:

Number of meeting held & Attended:

| Dates of Meeting | Apeksha Jadhav Non-Executive Independent Director | Mukesh Bunker Non-Executive Independent Director | Parashuram Katwe Non-Executive Independent Director |
|-------------------------|--|---|--|
| 30-05-2018 | √ | √ | √ |
| 31-07-2018 | √ | √ | √ |
| 02-11-2018 | √ | √ | √ |
| 13-02-2019 | √ | √ | √ |

Ms. Apeksha Jadhav is Chairman of Nomination and Remuneration Committee.

Mr. Mukesh Bunker is the Chairman of the Stakeholders’ Relationship & Grievance Committee.

- a) The Company does not have any Employee Stock Option Scheme.
- b) Performance Evaluation Criteria for Independent Directors:

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

REMUNERATION COMMITTEE REPORT FOR THE YEAR ENDED MARCH 31, 2019

To the shareholders of Kome-on Communication Limited

The Committee is responsible for considering and recommending to the Board of Directors the remuneration paid to Executive Directors. The Committee ensures compliance under section 178 of Companies Act, 2013 and other applicable provisions.

DETAIL OF REMUNERATION OF DIRECTORS:

It is informed that the Non-Executive Directors of the Company, whether Independent or Non Independent, are eligible for sitting fees for attending the Meetings of the Board of Directors/Committees of Board of Directors. Unfortunately, due to low turnover sitting fees of was not paid to Non-Executive Directors.

None of the Directors are drawing salary in view of low turnover of the Company.

- The Company during the year 2018-2019 did not advance any loans to any of its Directors.
- There is no additional payment being made towards performance of any executives.
- The Company does not have any stock option scheme for the managerial personnel.

MANAGEMENT:

The Management identifies, measures, monitors and minimizes the risk factors in the business and ensures safe, sound and efficient operation. Your Company has developed and implemented policies, procedures and practices that attempt to translate the Company's core purpose and mission into reality.

All these policies, procedures and practices are elaborated hereunder.

a) Policy of Corporate Governance:

The Company always makes conscious efforts to inculcate best Corporate Governance practices and goes beyond adherence to regulatory framework.

The Company towards its commitment to trusteeship, transparency, accountability and equality in all its dealings and to maintain positive bonding has put in place a 'Policy of Corporate Governance'.

b) Legal Compliance Policy:

The Company has a legal compliance policy for duly complying with Central, State and Local Laws and Regulations to achieve and maintain the highest business standards and benchmark the internal legal practices.

c) Board Charter:

This charter sets out the role, structure, responsibilities and operations of the Board of the Company and its delegation of authority to the management.

The charter sets out the role of the Board as a Trustee of the stakeholders and the Company, who provides strategic direction, review corporate performance, authorize and monitor strategic decisions, ensure regulatory compliances and safeguard their interest.

d) Management discussion and analysis:

The Annual Report has a detailed chapter on Management Discussion and analysis.

e) Management Disclosures:

Directors and Senior management personnel of the Company as well as certain identified key associates make annual disclosures to the Board relating to material financial and commercial transactions where they have interest, conflicting with the interest of Company. The interested Directors do not participate in the discussion nor do they vote on such matters when the matter is considered by the Board of Directors.

STAKEHOLDERS:**Dissemination of Information:**

The Company has established systems and procedures to disseminate relevant information to its stakeholders including shareholders, auditors, suppliers, customers, employees and financiers.

The primary source of information regarding the operations of the Company including the quarterly results is advertisement in leading newspapers.

The Quarterly and annual results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors and published in widely circulated English and in vernacular newspaper.

Quarterly Results:

The Company through this Annual Report requests all the shareholders to inform the Company about their email IDs, so as to keep them updated. As an investor friendly measure the un-audited financial results of the Company can be emailed in addition to being published in the newspaper.

The Company is trying to choose this channel of communication, for carrying out substantial correspondence with the shareholders to reduce costs while maintaining reach to the shareholders. Shareholders, who have not yet registered their email IDs, may immediately do so to info@komeon.in

LEGAL PROCEEDINGS:

There are no legal proceedings pending against the Company.

MEANS OF COMMUNICATION:

Financial Results are published in leading Newspaper as well as copies of the same are also being sent to all the Stock Exchanges when required where the shares of the Company are listed for the benefit of the Public at large. Financial Results are published normally in English Newspapers and in Vernacular daily Newspaper. The results are also displayed on the Company's website.

SHARE TRANSFER SYSTEM:

The Company's transfer of shares is handled by the Registrars.

The dematerialized shares are directly transferred to the beneficiaries by the depositories.

NOMINATION FACILITY:

Shareholders holding physical shares may file nominations in prescribed Form SH-13. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debenture) Rules 2014, to the Registrar and Transfer Agents of the Company. Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The shares of the Company are under the category of compulsory delivery in dematerialized mode by all categories of investors.

The Company has signed agreements with both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2019, 91.86% of the shares of the Company are already dematerialized.

PREVENTION OF INSIDER TRADING:

The Company has adopted an Insider Trading policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading), Regulations, 2015. This Policy also includes practices and procedures for fair disclosure of un-published price-sensitive information, initial and continual disclosure.

The Shares Transfer Status During 2018–2019:

| Particulars As on 31.03.2019 | 2018–2019 |
|-------------------------------------|------------------|
| Total Shares Demat in NSDL | 12962026 |
| Total Shares Demat in CDSL | 1653681 |
| Total Shares in Physical form | 392400 |
| Total number of Shares | 15008107 |
| % of Shares Demat | 97.39% |

The Company's ISIN No. for dematerialization for both NSDL and CDSL is INE833C01012

The table below shows the distribution of promoter and non-promoter shareholding as on March 31, 2019:

| Category | Voting Strength % | No of shares held |
|--------------------------|--------------------------|--------------------------|
| Individuals | 24.70 | 3707372 |
| Companies | 53.43 | 8018429 |
| FIIS | - | - |
| OCBS and NRIs | - | - |
| Promoters | 21.68 | 3254096 |
| HUF | 0.19 | 28210 |
| Mutual Funds, Banks, FIs | - | - |
| TOTAL | 100.00 | 15008107 |

DISTRIBUTION OF SHARE HOLDINGS:

This table below shows the distribution of shareholding of various groups as on March 31, 2019:

| No. of Equity Shares Held | As on 31.03.2019 | | | |
|----------------------------------|-----------------------------|--------------------------|--------------------------|---------------------------|
| | No. of Share-holders | % of Share-holder | No of Shares held | % of Share Holding |
| Upto – 2500 | 99 | 10.388 | 93790 | 0.062 |
| 2501 –5000 | 516 | 54.145 | 2568000 | 1.711 |
| 5001-10000 | 176 | 18.468 | 1577640 | 1.051 |
| 10001-20000 | 31 | 3.253 | 548730 | 0.366 |
| 20001-30000 | 18 | 1.889 | 471940 | 0.314 |
| 30001-40000 | 6 | 0.630 | 207760 | 0.138 |
| 40001 –50000 | 17 | 1.784 | 844000 | 0.562 |
| 50001 – 100000 | 35 | 3.463 | 2789700 | 1.859 |
| 100001 & above | 57 | 5.981 | 140979510 | 93.936 |
| TOTAL | 953 | 100.000 | 150081070 | 100.000 |

Monthly High and Low Quotation along with volume of shares traded at BSE & Trading Status:

the table below shows monthly High and Low quotation along with volume of total traded shares up to 31st March 2019.

| MONTH | HIGH | LOW | VOLUME |
|-------|------|------|--------|
| Apr | 0.86 | 0.9 | 7615 |
| May | 0.94 | 1.1 | 5377 |
| June | 1.05 | 0.85 | 48777 |
| July | 0.85 | 0.77 | 131054 |
| Aug | 0.75 | 0.57 | 704583 |
| Sept | 0.55 | 0.45 | 23547 |
| Oct | 0.43 | 0.43 | 6200 |
| Nov | 0.43 | 0.43 | 10 |
| Dec | -- | - | - |
| Jan | 0.41 | 0.43 | 13515 |
| Feb | 0.43 | 0.41 | 8965 |
| Mar | 0.39 | 0.38 | 12500 |

General Body Meetings:

| Financial Year | Date | Time | Location |
|-------------------|-----------|------------|---|
| 25th AGM -2017-18 | 28-9-2018 | 10.00 a.m. | Block No. 338/Paiky, 6/2, Dhamdachi Village, Valsad, Gujarat – 396001. |
| 24th AGM- 2016-17 | 21-8-2017 | 12.30 p.m. | Topaz Restaurant (Banquet) Ronak Complex, 120 Feet Ring Road, Dr Vikram Sarabhai Marg, Panjara Pole, Panchavati Society, Gulbai, Ambavadi, Gujarat, Gujarat – 380015. |
| 23rd AGM-2015-16 | 16-9-2016 | 1.30 p.m. | Quaraar Restaurant (Banquet), Shyamal, Shivranjani Cross Rd. Satellite Rd. Gujarat-15. |

INVESTOR'S CORRESPONDENCE MAY BE ADDRESSED TO:

The shareholders in large are informed that for any correspondence related to shares of the Company they must send applications to Registrar and share transferring agents M/s. Satellite Corporate Services Pvt. Ltd. or can email to info@komeon.in

POSTAL BALLOT:

The Postal Ballot notice was issued on 17.10.2018 and the details are as follows:

Number of Special Resolution passed: 3

1. Shifting of Registered Office
2. Appointment of Mr. Gajendra Salvi as Chairman cum Managing Director (DIN: 07904814)
3. Alteration of Main Objects of the Company

DETAILS OF PUBLIC FUNDING IN THE LAST THREE YEARS:

The Company has not raised any funds from the public in last three years.

DISCLOSURES:

- a) There is no related party transaction recorded during the fiscal year.
- b) Details of non-compliance by the Company, penalties, strictu res imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2016-17, 2017-18 and 2018-19 respectively: Nil

c) Whistle Blower and Vigil Mechanism Policy:

As per Section 177 of the Companies Act, 2013 the Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for Directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link - <http://komeon.in/>.

d) Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

e) Disclosures of accounting treatment:

In the preparation of financial statements the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.

f) Code of Conduct:

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2019. The annual report of the Company contains a certificate by the Chairman and Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.

GENERAL SHAREHOLDERS INFORMATION:

| | | |
|--|--|----------------------------------|
| 26th Annual General Meeting Venue | Friday, 30 th day of September, 2019 at 3.00 p.m. Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat – 396001. | |
| Registered Office | Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad, Gujarat – 396001 | |
| Compliance Officer | Mr. Balkrishna G. Pandya (CS) Mr. Gajendra Kalulal Salvi | |
| Share Transfer Agent Electronic & Physical | M/s Satellite Corporate Services Pvt Ltd. Unit No. 49, Bldg. No. 13-A-B, 2 nd Floor, Samhita Commercial Co-Op. Soc. Ltd., Off. Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400072 Email: service@satellitecorporate.com | |
| Dividend history for the last five years | Nil | |
| Tentative Dates for considering Financial Results | Results for the Quarter ending | |
| | June 30, 2019 | Last fortnight of August, 2018 |
| | September 30, 2019 | Last Fortnight of November 2018 |
| | December 31, 2019 | Last Fortnight of February, 2019 |
| | March 31, 2020 | Audited Results in May 2019 |

| | |
|--|---|
| Listing on Stock Exchanges & Stock Code | The Bombay Stock Exchange Limited Stock Code: 539910 Listing & Trading Approval received from BSE in the month of July, 2016 |
| ISIN No. | INE 833C01012 |
| CIN No. | L92110GJ1994PLC021216 |
| Website | http://komeon.in/ |
| Email | info@komeon.in |

COMPLIANCE CERTIFICATE OF THE PRACTICING COMPANY SECRETARY:

The Company has voluntarily subjected itself to Secretarial Audit and obtained Secretarial Compliance Report from Practicing Company Secretary, for the financial year ended on March 31, 2019, confirming the compliance of the applicable provisions of the various corporate laws which is annexed with this report.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

The above disclosure is annexed herewith this report.

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website. I confirm that the Company has in respect of the year ended March 31, 2019, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them. For the purpose of this declaration, Senior Management Team means the Chief Financial Officer and the Company Secretary as on March 31, 2019.

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

Date : 21st August, 2019

Registered Office:

338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

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,
Kome-On Communication Limited
Office No. Block No. 338/Paiky 6/2,
Dhamdachi Village, Tal & Dist. Valsad,
Ahmedabad-396001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kome-On Communication Limited having CIN L74110GJ1994PLC021216 and having registered office at Office No. Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad Valsad Ahmedabad-396001, (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 and 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.

| Sr. No | Name of Directors | DIN | Date of Appointment in the Company |
|--------|----------------------------------|----------|------------------------------------|
| 1 | Mr. Badri Prasad Joshi | 07850687 | 14/07/2017 |
| 2 | Ms. Apeksha Manoj Jadhav | 07899665 | 23/10/2017 |
| 3 | Mr. Gajendra Kalulal Salvi | 07904814 | 23/10/2017 |
| 4 | Mr. Mukesh Ramesh Chandra Bunker | 07999904 | 02/01/2018 |
| 5 | Mr. Parashuram Hanumant Katwe | 08022233 | 02/01/2018 |

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

For CS Brajesh Gupta & Co

Sd/-
Brajesh Gupta
Practising Company Secretary
Membership No -33070
COP No. 21306

Place : Indore
Dated : 21st August, 2019

ANNEXURE - IV**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,
M/s Kome-On Communication Limited,
Block No. 338/Paiky 6/2, Dhamdachi Village,
Tal & Dist. Valsad, Ahmedabad-396001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. KOME-ON COMMUNICATION LTD** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate/statutory compliances and expressing my opinion thereon.

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

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by 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 to the Company during the Audit Period);
 - (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 to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable to the Company during the Audit Period);
 - (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 to the Company during the Audit period);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the Audit period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);
- (vi) Having regards to the compliance system prevailing in the Company, information representation provided by

management and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on Company;

- i. Gujarat Professions Tax Act, 1976;
- ii. Gujarat Shops and Establishment Act, 1948;
- iii. The Equal Remuneration Act, 1976;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (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 subject to following observations:

1. The Company has not been registered under the Gujarat Professions Tax Act, 1976;
2. The Company has not appointed Internal Auditor as per Section 138(1) of Companies, Act 2013;
3. The Company has not complied with regulation for holding entire shareholding in dematerialization for the promoters of the Company;
4. The Company fails to publish Financial Results for the quarter ended June, 2018 & September, 2018 with respect to the Regulation 47 of SEBI (LODR) Regulations 2015;
5. The Company has not disseminated to the exchange the newspaper publications made by the Company during the year as required under regulation 47(1) and (3) of SEBI (LODR) Regulation, 2015.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made 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.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee 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.
- (iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- (iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (v) 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 Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

For CS Brajesh Gupta & Co

**Sd/-
Brajesh Gupta
Practising Company Secretary
Membership No -33070
COP No. 21306**

Place : Indore
Dated : 10th August, 2019

Annexure to the Secretarial Audit Report

To,
The Members,
M/s Kome-On Communication Limited,
Block No. 338/Paiky 6/2, Dhamdachi Village,
Tal & Dist. Valsad, Ahmedabad-396001

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

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 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 the 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 our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

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

For CS Brajesh Gupta & Co.

**Sd/-
Brajesh Gupta
Practising Company Secretary
Memb. No. 33070
CP No. 21306**

Place : Indore
Dated : 10th August, 2019

Declaration Regarding Compliance by Members of the Board of Directors and Senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its Members of the Board of Directors and Senior Management Employees including the Managing Director. The Company has also adopted the Code of Conduct for Non-Executive Directors. Both these Codes are posted on the Company's website.

I confirm that the Company has for the financial year ended March 31, 2019, received from its Members of the Board of Directors and Senior Management Employees a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Employees means the Members of the Management one level below the Managing Director as on March 31, 2019.

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

Date : 21st August, 2019

Registered Office:

338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

CEO & CFO COMPLIANCE CERTIFICATE

To The Board of Directors,
Kome-On Communication Ltd.
Block No. 338/Paiky 6/2,
Dhamadachi Village, Tal & Dist,
Valsad, Gujarat – 396001

Re: CEO and CFO Compliance Certificate on Financial Statements for the year ended on March 31, 2019

We, Mr. Gajendra Salvi, Managing Director & Mr. Badri Prasad Joshi, CFO, certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year ended on March 31, 2019 and that 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 listed entity'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 ending on March 31, 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 we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting, and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.
- D. We further certify that:**
1. There have been no significant changes in the internal control over financial reporting during this year;
 2. There have been no significant changes in accounting policies during this year and requiring disclosures in the notes to the financial statements; and
 3. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board of Directors
For Kome-On Communication Ltd**

**Sd/-
Mr. Gajendra Salvi
DIN: 07904814
Chairman Cum Managing Director**

**Sd/-
Mr. Badri Joshi
DIN: 07850687
CFO cum Whole-Time Director**

Date : 21st August, 2019

Registered Office:
338/Paiky, 6/2,
Dhamdachi Village,
Valsad, Gujarat - 396001

Auditors' Report

To The Members of KOME-ON COMMUNICATION LIMITED Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of KOME-ON COMMUNICATION LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Statement of Cash Flows, the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information 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, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

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

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

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

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

Management's Responsibility for the Standalone Ind AS 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including cash flows in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, its cash flows and the change in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule

11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no amount which is required to transfer to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
3. As per management confirmation, Preliminary expenses to be written off during the next financial year.
4. As per information received from management, Bank Account has been declared NPA since from last so many years, however and as per management confirmation, we have not received letter from bank.
5. As per section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, Company is required to appoint Internal Auditor; however Company not appointed Internal Auditor for the year ended March, 2019.

Report on Other Legal and Regulatory Requirements

6. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the Directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2019 from being appointed as a Director 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no amount which is required to transferred to the Investor Education and Protection Fund by the Company.

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
8. As per management confirmation, Preliminary expenses to be written off during the next financial year.
9. As per section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, Company is required to appoint Internal Auditor; however Company not appointed Internal Auditor for the year ended March, 2019.

For S S R V & ASSOCIATES
Chartered Accountants
Firm Reg. No.: 135901W

Vishnukant Kabra

Place : Mumbai
Date : 30th May, 2019

Partner
M. No.: 403437

Annexure 'A' to the Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **KOME-ON COMMUNICATION LIMITED** of even date)

- i. (a) As explained to us, Fixed Assets have been physically verified during the period by the management at reasonable intervals
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of the business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of Fixed Assets. No material discrepancy was noticed on physical verification of Fixed Assets by the management as compared to book records.
- ii. (a) As explained to us, inventories have been physically verified during the period by the management at reasonable intervals
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of the business.
- (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us, the Company has not taken/granted any loan from parties listed in Register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods And Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material Statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payables in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- viii. Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For S S R V & ASSOCIATES
Chartered Accountants
Firm Reg. No.: 135901W

Vishnukant Kabra

Place : Mumbai
Date : 30th May, 2019

Partner
M. No.: 403437

Annexure 'B' to Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **KOME-ON COMMUNICATION LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 KOME-ON COMMUNICATION 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 S S R V & ASSOCIATES
Chartered Accountants
Firm Reg. No.: 135901W

Vishnukant Kabra

Place : Mumbai
Date : 30th May, 2019

Partner
M. No.: 403437

BALANCE SHEET

| Particulars | Note No. | 31st March, 2019 | 31st March, 2018 |
|---|-----------|--------------------|--------------------|
| I. ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 1 | 183,433 | - |
| (b) Capital work-in-progress | | | |
| (c) Investment Property | | | |
| (d) Goodwill | | | |
| (e) Other Intangible assets | | | |
| (f) Intangible assets under development | | | |
| (g) Biological Assets other than bearer plants | | | |
| (h) Financial Assets | | | |
| (i) Investments | 2 | 2,950,000 | 2,950,000 |
| (ii) Trade receivables | | | |
| (iii) Loans & Advances | 3 | 139,027,952 | 139,027,952 |
| (iv) Deposits | 4 | 34,200 | 34,200 |
| (i) Deferred tax assets (net) | | | |
| (j) Other non-current assets | | | |
| (2) Current Assets | | | |
| (a) Inventories | 5 | 8,551,074 | 8,551,074 |
| (b) Financial Assets | | | |
| (i) Investments | | | |
| (ii) Trade receivables | 6 | 9,187,311 | 9,187,311 |
| (iii) Cash and cash equivalents | 7 | 158,809 | 185,581 |
| (iv) Bank balances other than (iii) above | 8 | 54,527 | 1,542 |
| (v) Loans and Advances | 9 | - | 52,699 |
| (vi) Others | | | |
| (c) Current tax asset (Duties & taxes) | 10 | 24,029 | 16,537 |
| (d) Other current assets | 11 | 3,356,323 | 2,946,323 |
| TOTAL | | 163,527,658 | 162,953,218 |
| II. EQUITY & LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (i) Equity Share Capital | 12 | 150,081,070 | 150,081,070 |
| (ii) Other Equity & Reserves | 13 | 8,196,511 | 9,567,625 |
| (2) Liabilities | | | |
| (i) Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 14 | 4,465,984 | 3,165,400 |
| (ii) Trade payables | | | |
| (iii) Other financial liabilities (other than those specified in item (b), to be specified) | | | |
| (b) Provisions | | | |
| (c) Deferred tax liabilities (Net) | 15 | 5,924 | - |
| (d) Other non-current liabilities | | | |
| (ii) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Short Term Borrowings | 16 | 619,000 | - |
| (ii) Trade payables | 17 | 72,943 | 14,896 |
| (iii) Other financial liabilities (other than those specified in item (c)) | | | |
| (b) Other current liabilities | | | |
| (c) Deferred tax liabilities (Net) | | | |
| (d) Provisions | 18 | 86,227 | 124,227 |
| TOTAL EQUITY AND LIABILITIES | | 163,527,658 | 162,953,218 |
| Significant accounting policies | 26 | | |

As per our separate report of even date
For S R V and Associates
Chartered Accountants
Firm Reg. No: 135901W

Vishnukant Kabra
Partner
Membership No. 403437

Place : Mumbai
Date : 30th May, 2019

For and on behalf of the Board of Directors
Kome-on Communication Limited

Gajendra Salvi
Chairman Cum Managing Director
DIN: 7904814

Badri Joshi
CFO

Balkrishna Pandya
Company Secretary

Place : Mumbai
Date : 30th May, 2019

STATEMENT OF PROFIT & LOSS

| Particulars | Note No. | 31-03-2019 | 31-03-2018 |
|---|-----------|--------------------|------------------|
| I. Revenue from Operations | 19 | - | 612,674 |
| II. Other Income | 20 | - | 50,492 |
| III. Total Revenue (I+II) | | - | 663,166 |
| IV. Expenses | | | |
| Cost of material consumed | | | |
| Purchases of traded goods | | | |
| Changes in inventories of finished goods | 21 | (0) | 112,482 |
| Work in progress and stock in trade | | | |
| Employee Benefit Expense | 22 | 50,795 | 227,349 |
| Financial Cost | | - | - |
| Depriciation and amortization expense | | 5,564 | - |
| Other expenses | 23 | 1,308,832 | 905,668 |
| Total Expenses | | 1,365,191 | 1,245,499 |
| V. Profit before exceptional items and tax (I-IV) | | (1,365,191) | (582,333) |
| VI. Exceptional Items | | | |
| VII. Profit before tax (V – VI) | | (1,365,191) | (582,333) |
| VIII. Tax Expenses | | | |
| 1. Current tax | | - | |
| 2. Deferred tax | | (5,924) | |
| IX. Profit/(Loss) for the period from continuing operations (VII-VIII) | | (1,371,115) | |
| X. Earning per equity share: | | | |
| 1. Basic | 24 | (0.09) | (0.04) |
| 2. Diluted | 24 | (0.09) | (0.04) |
| Significant accounting policies | 26 | | |

As per our separate report of even date
For S S R V and Associates
Chartered Accountants
Firm Reg. No: 135901W

Vishnukant Kabra
Partner
Membership No. 403437

Place : Mumbai
Date : 30th May, 2019

For and on behalf of the Board of Directors
Kome-on Communication Limited

Gajendra Salvi
Chairman Cum Managing Director
DIN: 7904814

Badri Joshi Balkrishna Pandya
CFO Company Secretary

Place : Mumbai
Date : 30th May, 2019

CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2019

| Sl. No. | Particulars | 31-03-2019 | 31-03-2018 |
|----------|--|--------------------|--------------------|
| A | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Net Profit Before Tax | | |
| | Adjustments for changes in :- | (1,365,191) | (582,333) |
| | Depreciation | | |
| | Miscellaneous expenses | 5,564 | - |
| | Interest & Finance Charges | - | - |
| | Dividend Income | - | - |
| | Operating Profit before Working Capital Changes | - | - |
| | Adjustments for changes in :- | | |
| | (Decrease)/Increase in Trade Payables | 58,047 | - |
| | (Increase)/Decrease in Trade receivables | - | 3,739,188 |
| | (Increase)/Decrease in Current tax asset | (7,492) | - |
| | (Increase)/Decrease in Short-term Loans & Advances | 52,699 | (52,699) |
| | (Increase)/Decrease in Inventories | - | 112,482 |
| | (Decrease)/Increase in Short Term Borrowings | 619,000 | - |
| | (Decrease)/Increase in Other Current Liabilities & Provisions | (38,000) | (1,866,159) |
| | (Increase) in other current Assets | (410,000) | (28,084) |
| | Cash generated from operations | (1,085,373) | 1,322,395 |
| | Income tax paid | - | - |
| | Direct tax provision | - | - |
| | Net Cash flow from Operating activities (A) | (1,085,373) | 1,322,395 |
| B | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Sale of Fixed Assets | - | 1,005,896 |
| | Purchase of Fixed Assets | (189,000) | - |
| | Net Cash used in Investing activities (B) | (189,000) | 1,005,896 |
| C | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Increase/(Decrease) in Long term borrowings | 1,300,584 | (4,150,000) |
| | Net Cash used in financing activities (C) | 1,300,584 | (4,150,000) |
| | Net increase or Decrease in cash & Cash Equivalents (A+B+C) | 26,211 | (1,821,709) |
| | Openings cash and Bank Balance | 187,123 | 2,008,831 |
| | Closing cash and Bank Balance | 213,334 | 187,123 |
| | Cash Balance | 158,810 | 185,581 |
| | Bank Balance | 54,527 | 1,542 |

As per our separate report of even date
For S S R V and Associates
Chartered Accountants
Firm Reg. No: 135901W

Vishnukant Kabra
Partner
Membership No. 403437

Place : Mumbai
Date : 30th May, 2019

For and on behalf of the Board of Directors
Kome-on Communication Limited

Gajendra Salvi
Chairman Cum Managing Director
DIN: 7904814

Badri Joshi
CFO

Balkrishna Pandya
Company Secretary

Place : Mumbai
Date : 30th May, 2019

SCHEDULE FORMING PART OF ACCOUNTS

1. Fixed Assets as on 31st March, 2019

| Sr. No. | Particulars | Gross Block | | | Depreciation | | | | Net Block | | |
|-------------------------------------|-------------------|------------------|--------------------------|--------------------------|------------------------|-----------------|--------------|--------------------------|------------------------|------------------|------------------|
| | | As on 01.04.2018 | Addition during the year | Deletion during the year | Total as on 31.03.2019 | Upto 01.04.2018 | For the Year | Ajustment for sale & W/o | Total as on 31.03.2019 | As on 31.03.2019 | As on 31.03.2018 |
| 1 | Office Equipments | | 189,000 | | 189,000 | | 5,567 | | 5,567 | 183,433 | - |
| Figures for the Current year | | | 189,000 | | 189,000 | | 5,567 | | 5,567 | 183,433 | - |

2. Non-Current Investments

| Particulars | 31st March, 2019 | 31st March, 2018 |
|-------------------------------|------------------|------------------|
| a) Gurjar Grauers Pvt Ltd | 1,500,000 | 1,500,000 |
| b) Sunrise Synthetic Pvt. Ltd | 850,000 | 850,000 |
| c) Suraj Chemtech | 600,000 | 600,000 |
| Total | 2,950,000 | 2,950,000 |

3. Long term Loans & Advances

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--|--------------------|--------------------|
| (Recoverable in cash and or in kind and considered good) | | |
| Advances given for Capital Expenditure | 136,713,692 | 136,713,692 |
| Serial Production | 2,314,260 | 2,314,260 |
| Total | 139,027,952 | 139,027,952 |

4. Deposits

| Particulars | 31st March, 2019 | 31st March, 2018 |
|------------------------|------------------|------------------|
| Deposit with Bank | 30,000 | 30,000 |
| Deposit with Telephone | 4,200 | 4,200 |
| Total | 34,200 | 34,200 |

5. Inventories

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--|------------------|------------------|
| (As taken, valued & certified by the Management) | 8,551,074 | 8,551,074 |
| Total | 8,551,074 | 8,551,074 |

6. Trade Receivables

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--|------------------|------------------|
| (Considered Good) | | |
| Sundry Debtors (for less than six months) | - | 88,500 |
| More than six months | 9,187,311 | 9,098,811 |
| Total | 9,187,311 | 9,187,311 |

7. Cash and cash equivalents

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--------------|------------------|------------------|
| Cash on hand | 158,810 | 185,581 |
| Total | 158,810 | 185,581 |

8. Bank Balance

| Particulars | 31st March, 2019 | 31st March, 2018 |
|-------------------|------------------|------------------|
| Balance with Bank | 54,527 | 1,542 |
| Total | 54,527 | 1,542 |

9. Loans & Advances

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--------------|------------------|------------------|
| Loans | - | 52,699 |
| Total | - | 52,699 |

10. Current Tax Assets (Duties & taxes)

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--------------|------------------|------------------|
| GST & TDS | 24,029 | 16,537 |
| Total | 24,029 | 16,537 |

11. Other Current Assets

| Particulars | 31st March, 2019 | 31st March, 2018 |
|---------------------------|------------------|------------------|
| Fixed deposit with Bank | 7,952 | 7,952 |
| Office Deposit | 410,000 | - |
| TDS Receivable F.Y. 17-18 | 3,595 | 3,595 |
| Preliminary Expenses | 2,934,776 | 2,934,776 |
| Total | 3,356,323 | 2,946,323 |

12. Share Capital

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--|--------------------|--------------------|
| Authorised capital | | |
| 1,50,10,000 Equity Shares of Rs. 10/- each | 150,100,000 | 150,100,000 |
| Issued, subscribed and fully paid up capital | | |
| 1,50,08,107 Equity Shares of Rs. 10/- each | 150,081,070 | 150,081,070 |
| Total | 150,081,070 | 150,081,070 |

a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

| Particulars | 31st March, 2019 | | 31st March, 2018 | |
|------------------------------------|------------------|------------|------------------|------------|
| | (No. of Shares) | Amt.(Rs.) | (No. of Shares) | Amt.(Rs.) |
| At the beginning of the year | 15,008,107 | 15,008,107 | 15,008,107 | 15,008,107 |
| Add: Issued during the year | - | - | - | - |
| Outstanding at the end of the year | 15,008,107 | 15,008,107 | 15,008,107 | 15,008,107 |

b) Details of shareholders holding more than 5% shares in the Company

| Name of the shareholder | 31st March, 2019 | | 31st March, 2018 | |
|----------------------------|------------------|------------------------|------------------|------------------------|
| | (No. of Shares) | % holding in the class | (No. of Shares) | % holding in the class |
| Sweta B Doshi | | | | |
| Artlink Vintrade Pvt. Ltd. | 3,344,500 | 32.81% | 3,344,500 | 32.81% |
| Indigo Tech Ind Limited | 3,279,406 | 32.17% | 3,279,406 | 32.17% |
| Basant Marketing Limited | 1,784,469 | 17.51% | 1,784,469 | 17.51% |

13. Reserves & Surplus

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--|------------------|------------------|
| Equity Share premium of Rs. 1/- per Equity Share for 100,00,000 Equity Shares. | 10,000,000 | 10,000,000 |
| Revaluation Reserve | 118,724 | 118,724 |
| Profit & Loss Account: | | |
| Opening balance (loss) | (551,098) | 31,235 |
| Add: Surplus Profit (Loss) during the year | (1,371,115) | (582,333) |
| Total | 8,196,511 | 9,567,626 |

14. Long Term Borrowings

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--------------------------|------------------|------------------|
| Inter Corporate Deposits | 4,465,984 | 3,165,400 |
| Secured loan from SIDBI | - | - |
| Total | 4,465,984 | 3,165,400 |

15. Deferred Tax Liability

| Particulars | 31st March, 2019 | 31st March, 2018 |
|------------------------------|------------------|------------------|
| Depreciation as per Co's Act | 5,567 | |
| Depreciation as per IT Act | 28,350 | - |
| Difference | (22,783) | |
| Deferred Tax@26% | (5,924) | |
| Add: Opening Balance | | |
| Total | 5,924 | - |

16. Short Term Borrowings

| Particulars | 31st March, 2019 | 31st March, 2018 |
|--------------|------------------|------------------|
| Unsecured | 619,000 | - |
| Total | 619,000 | - |

17. Trade Payable

| Particulars | 31st March, 2019 | 31st March, 2018 |
|------------------|------------------|------------------|
| Sundry Creditors | 72,943 | 14,896 |
| Total | 72,943 | 14,896 |

18. Short Term Provisions

| Particulars | 31st March, 2019 | 31st March, 2018 |
|-------------------------------|------------------|------------------|
| Provision for Accounting Fees | 64,000 | 64,000 |
| Audit Fees Payable | | 34,000 |
| Provision for Income Tax | 6,227 | 6,227 |
| Salary Payable | 16,000 | 20,000 |
| Total | 86,227 | 124,227 |

19. Revenue From Operations

| Particulars | 31st March, 2019 | 31st March, 2018 |
|-------------------|------------------|------------------|
| Concept Designing | - | 25,424 |
| Sales of Services | - | 375,000 |
| CD Sales | - | 212,250 |
| Total | - | 612,674 |

20. Other Income

| Particulars | 31st March, 2019 | 31st March, 2018 |
|----------------|------------------|------------------|
| Discounts | - | 14,542 |
| Interest on FD | - | 35,950 |
| Total | - | 50,492 |

21. Changes in Inventories

| Particulars | 31st March, 2019 | 31st March, 2018 |
|---------------|------------------|------------------|
| Opening Stock | 8,551,074 | 8,663,556 |
| Closing Stock | 8,551,074 | 8,551,074 |
| Total | (0) | 112,482 |

22. Employee benefits expenses

| Particulars | 31st March, 2019 | 31st March, 2018 |
|------------------------|------------------|------------------|
| Salaries and wages | 9,123 | 224,000 |
| Staff welfare expenses | 41,672 | 3,349 |
| Total | 50,795 | 227,349 |

23. Administration and other expense

| Particulars | 31st March, 2019 | 31st March, 2018 |
|---------------------------------|-------------------------|-------------------------|
| Production Charges | - | 21,000 |
| Advertising Exp | 11,718 | 44,480 |
| Accounting Exp | | |
| ROC Charges | 20,000 | |
| Compliance Exp | 13,000 | |
| Agm Exp | | 3,826 |
| Audit Fees | 34,220 | |
| Book & Periodicals | | |
| Bank Charges | 4,084 | 1,034 |
| Ballot Box | | 190 |
| Cdsl Fees | 69,401 | |
| Conveyance Exp. | 51,828 | |
| Digital Signature | | |
| Directors Salary | 176,000 | |
| Donation | 1,111 | |
| Directors Traveling Exp. | 15,900 | 133,635 |
| Directors Travelling Ticket Exp | | |
| Electricity Exp | | 3889 |
| Filing Fees | | |
| E Voting Expenses | 5,900 | |
| Internet Exp. | | |
| Legal & Professional Fees | 96,274 | 51,800 |
| Nsdl Fees | 295,000 | 95,000 |
| Office Exp. | | 14,011 |
| Office Rent | 412,500 | |
| Petrol Exp. | | 9,139 |
| Postage & Courier Exp. | 28,249 | 8,942 |
| Preliminary Exp. Written Off | | |
| Printing & Stationary | | 1,233 |
| Listing Fees | | |
| Registrar Fees | 47,972 | 22,900 |
| Repairs & Maintenance Exp | | |
| Sales Promotion Exp. | | 163,850 |
| Service Tax Expenses | | 51,000 |
| Stamping Fees | | |
| Stock Exchange Fees | | 250,000 |
| Telephone Exp. | 10,676 | 4,240 |
| Sitting Fees To Dir. Exp | | 10,500 |
| Travelling Exp. | | |
| Web Designing Exp. | 15,000 | 15,000 |
| Total | 1,308,832 | 905,668 |

Note 24
Earning Per Share

| Earning per Share | 31st March, 2019 | 31st March, 2018 |
|---|-------------------------|-------------------------|
| (A) Profit after tax and taxation adjustment of earlier years | (1,371,115) | (582,333) |
| (B) Total no. of equity shares | 15,008,107 | 15,008,107 |
| (C) Weightage average no. of equity shares | 15,008,107 | 15,008,107 |
| (D) Basic Earning per share (EPS) (A/B) | (0.09) | (0.04) |
| (E) Diluted Earning per Share (EPS)(A/C) | (0.09) | (0.04) |
| (F) Nominal value of equity shares | 10 | 10 |

Note 25
Related Party Disclosures:

As per Ind AS 24, the disclosures of the transactions with the related parties are given below:

List of related parties:

| Sr. No. | Name of Related Parties | Nature of Relationship |
|----------------|--------------------------------|-------------------------------|
| 1 | Mr. Badri Joshi | Executive Director & CFO |
| 2 | Ms. Apeksha Jadhav | Non-Executive Director |
| 3 | Mr. Gajendra Salvi | Non-Executive Director |
| 4 | Mr. Mukesh Bunker | Non-Executive Director |
| 5 | Mr. Parashuram Katwe | Non-Executive Director |
| 6 | Mr. Balkrishna Pandya | Company Secretary |
| 7 | Artlink Vintrade Limited | Parent Company |
| 8 | Indigo Tech Ind Limited | Parent Company |

Note 26
Significant Accounting Policies and Notes thereon

Corporate information:

KOME-ON COMMUNICATION LIMITED (the Company) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, Corporate Identity Number: L74110GJ1994PLC021216, the register office of the Company is located at Block No. 338/Paiky 6/2, Dhamdachi Village, Tal & Dist. Valsad – 396001.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

a. Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act.

Upto the year ended 31st March, 2019, The –financial statements of the Company have been prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards noti–ed under Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013 (“the 2013 Act”).

The accounting policies adopted in the preparation of financial statements are consistent with those of previous period.

b. Basis of preparation of financial statements

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2019, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

c. Use of estimates and judgements

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

d. Income taxes

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the sufficient period.

d. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from the Site services are recognised pro-rata over the period of the contract as and when services are rendered. It is difficult to identify the completion of the work due to the complexity of the services rendered. Hence the management's confirmation is accepted in identifying the above.

Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

e. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the

weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

f. Cash flow statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

g. Provisions, Contingent Liabilities & Contingent Assets

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

h. Cash and cash equivalent

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

i. Event occurring after the date of balance sheet

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of Director.

j. Recoverability of trade receivables

Required judgements are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

As per our separate report of even date

For S S R V and Associates
Chartered Accountants
Firm Reg. No: 135901W

Vishnukant Kabra
Partner
Membership No. 403437

Place : Mumbai
Date : 30th May, 2019

For and on behalf of the Board of Directors
Kome-on Communication Limited

Gajendra Salvi
Chairman Cum Managing Director
DIN: 7904814

Badri Joshi
CFO

Balkrishna Pandya
Company Secretary

Place : Mumbai
Date : 30th May, 2019

**Form No. SH-13
Nomination Form**

**[Pursuant to section 72 of the Companies Act, 2013 and rule
19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

To
Kome-On Communication Limited
Block No. 338/Paiky 6/2,
Dhamdachi Village,
Valsad, Gujarat – 396001.

I/We The holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in who shall vest all the rights in respect of such securities in the event of my /our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

| Nature of securities | Folio No. No. of securities | No. of Securities | Certificate No. | Distinctive No. |
|----------------------|-----------------------------|-------------------|-----------------|-----------------|
| | | | | |

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address :
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name :
Address :

Name of the Security _____
Holder (s) Signature
Address:



Kome-On Communication Limited

CIN: L92110GJ1994PLC021216

Registered Office: Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat - 396001

Folio No/Client ID & DP Id:

**Attendance Slip
26th ANNUAL GENERAL MEETING**

**Day : Monday
Date : 30th September, 2019
Time : 11.00 a.m.
Place : Block No. 338/Paiky 6/2,
Dhamdachi Village, Valsad,
Gujarat – 396001.**

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

**I record my presence at the
Twenty-Sixth Annual General Meeting**

**Name of Proxy in BLOCK LETTERS
(If the Proxy attends instead of the Member)**

Signature of Member/Proxy



Kome-On Communication Limited

CIN: L92110GJ1994PLC021216

Registered Office: Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat - 396001

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]

CIN: L92110GJ1994PLC021216

Name of the Company: Kome-on Communication Limited

Registered Office: Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat - 396001

Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No./Client Id & DP. Id : _____

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature:, or failing him

2. Name :
Address :
E-mail Id :
Signature:, or failing him

3. Name :
Address :
E-mail Id :
Signature:

Signed this day of 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th ANNUAL GENERAL MEETING of KOME – ON COMMUNICATION LIMITED to be held on Monday, 30th September, 2019 at 11:00 a.m. at Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat - 396001 adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Resolution No: 1 To receive, consider and adopt the Audited Balance Sheet as on 31st March 2019, the Profit and Loss account for the year ended on 31st March 2019 and the reports of Directors and Auditors thereon.

Resolution No: 2 To appoint a Director in the place of Shri Gajendra Kalulal Salvi (DIN: 0790814) who retires on rotation and being eligible offers himself for re-appointment.

Resolution No: 3 To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 31st Annual General Meeting and to fix their remuneration and to pass with or without modification(s).

Resolution No 4: Service of Approval of charges for service of documents on the shareholders.

Resolution No 5: Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013.

Resolution No 6: Approval of Related Party Transactions.

Resolution No 7: Authorizing board of directors for borrowing monies and authorization limit to secure the borrowings under section 180(1)I and 180(1)(a) respectively, of the Companies Act, 2013.

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the twenty Fifth Annual General Meeting.



Kome-On Communication Limited

CIN: L92110GJ1994PLC021216

Registered Office: Block No. 338/Paiky 6/2, Dhamdachi Village, Valsad, Gujarat - 396001

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) I of the Companies (Management and Administration) Rules, 2014]

Ballot Paper

S No:

Particulars Details :

1. Name of the first named Shareholder (In block letters)
2. Postal address
3. Registered folio no. / *Client ID No.
(*Applicable to investors holding shares in dematerialized form)
4. Class of Share

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| Sr. No | Item No | No of Shares held | I assent to the resolution | I dissent from the resolution |
|--------|------------------|-------------------|----------------------------|-------------------------------|
| 1. | Resolution No: 1 | | | |
| 2. | Resolution No: 2 | | | |
| 3. | Resolution No: 3 | | | |
| 4. | Resolution No: 4 | | | |
| 5. | Resolution No: 5 | | | |
| 6. | Resolution No: 6 | | | |
| 7. | Resolution No: 7 | | | |

Date:

Place:

(Signature of the shareholder)

Book - Post

From,

If undelivered, please return to:

Kome-on Communication Limited

Reg. Off: Block No. 338/Paiky 6/2,
Dhamdachi Village, Valsad,
Gujarat - 396 001.