

INFONATIVE SOLUTIONS PRIVATE LIMITED

Regd. Off.: 410/90, 90 Mansarovar Chamber No Internal Road, Nehru Place,
Near Modi Tower, New Delhi-110019, India
CIN: U72900DL1998PTC096508
Email: yg@infonative.net, Tel No.: 011-41030441

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the company will be held on **Friday, 30th September, 2022** at 10:30 A.M. at the registered office of the company at 410/90, 90 Mansarovar Chamber No Internal Road, Nehru Place, Near Modi Tower, New Delhi-110019, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Accounts:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022, and the Statement of Profit and Loss for the year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon. In this respect, to consider and if thought fit, to pass, with or without modification(s), if any, the following **Ordinary Resolution:**

"RESOLVED THAT the Audited Balance Sheet and Statement of Profit & Loss along with schedules and notes thereto for the year ended 31st March 2022 together with Directors' Report and Auditor's Report, be and are hereby approved and adopted."

2. Appointment of Auditors:

To appoint Auditors for the five consecutive F.Y's 2022-23 to 2026-27 and to hold office from the conclusion of ensuing 24th Annual General Meeting, until the conclusion of the 29th Annual General Meeting of the Company, to be held in calendar year 2027, and to fix their remuneration. In this respect, to consider and if thought fit, to pass with or without modification(s) if any, the following **Ordinary Resolution:**

"RESOLVED that pursuant to the provision of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, **M/s Gupta Atul & Co**, Chartered Accountants, New Delhi (FRN: 029126N), be and is hereby appointed as Statutory Auditors of the company for five consecutive F.Y's 2022-23 to 2026-27 and to hold office from the conclusion of 24th

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Annual General Meeting until the conclusion of 29th Annual General Meeting of the company, to be held in calendar year 2027, on a remuneration to be decided by the Board of Directors after taking into consideration the volume of work involved."

By Orders of the Board

For Infonative Solutions Private Limited,



Yogeshh Goel
Director
DIN: 06821170

Date: 01.09.2022
Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the meeting to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company, not later than 48 hours before the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. All relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays & Sundays, during business hours up to the date of the Annual General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars etc. from the company electronically.

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DIRECTOR'S REPORT

The Members
Infonative Solutions Private Limited
New Delhi

The directors have the pleasure in presenting their 24th Annual Report and Audited accounts for the year ended 31st March 2022 for your approval.

1. FINANCIAL HIGHLIGHTS:

Particulars	(Amount in INR)	
	2021-22	2020-21
Total Income	18,62,06,751.83	9,47,01,990.72
Profit/(Loss) Before Depreciation, prior period, exceptional items and tax	4,09,76,255.22	1,90,49,700.85
Depreciation and amortization expenses	32,71,066.91	19,10,542.48
Profit/(Loss) before prior period, exceptional items and tax	3,77,05,188.31	1,71,39,158.37
Prior Period Expense/ (Income)	-	-
Exceptional items (Tax for earlier years)	-	-
Profit/(Loss) Before Tax	3,77,05,188.31	1,71,39,158.37
Current Tax	1,07,92,567.00	47,94,501.00
Previous Tax	1,51,650.00	(2,61,183.60)
Deferred Tax Expense/(Income)	(2,46,211.51)	(16,356.95)
Profit/(Loss) After Tax	2,70,07,182.82	1,26,22,197.92

2. STATE OF THE COMPANY'S AFFAIRS:

During the year under review, the company has made profit of Rs.2,70,07,182.82/- as compared to the profit of Rs.1,26,22,197.92/- in the previous year. The company expects to generate good revenue and profits in the coming years.

3. NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors met Six (06) times during the year under review. The intervening gap between the Meetings was within the period prescribed under the Companies Act.

4. CHANGE IN NATURE OF BUSINESS:

During the year under review, there is no change in the Nature of Business of the company.

5. TRANSFER TO RESERVES:

The Company has not transferred any amount to any specific reserve during the year under consideration.

6. DIVIDEND:

The Directors have not recommended any dividend for the financial year under review.

7. BUY-BACK OF SHARES

The company has not bought back any shares during the year under review.

8. CHANGES IN SHARE CAPITAL:

There was no change in the share capital of the company on account of issue of further shares, right issue of shares, buy-back or reduction of share capital during the year under consideration.

9. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

There are no equity shares which have been issued by the company, during the year under review, with differential rights.

10. EMPLOYEE STOCK OPTIONS:

During the year under review, the company has not issued any share to any of its employees or directors under Employees' Stock Option Scheme.

11. ISSUE OF SWEAT EQUITY SHARES:

In pursuance to Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014) the company has not issued any Sweat equity shares during the year under consideration.

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

There provision of the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are applicable to the company. The company has constituted the Internal Complaint Committee, headed by women (Presiding Officer) and other members as required under the Act and its rules. The disclosure required under Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 is given below:

S No	Particulars	Outcome
1	Number of Complaints of sexual harassment receiving in the year	Nil
2	Number of complaints disposed off during the year	N.A.
3	Number of cases pending for more than 90 days	Nil
4	Number of Workshops or awareness programme against sexual harassment carried out	
5	Nature of action taken by the employer or District Officer	

13. WEBSITE & ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act and Rule 12 of Companies (Management and Administration) Rules, 2014, the annual return is available on the company's website at <https://infonative.net/>

14. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) 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.

15. STATUTORY AUDITORS:

M/s Gupta Atul & Co. (FRN: 029126N), Chartered Accountants were appointed as Statutory Auditors of the Company at 19th AGM for five consecutive financial years 2017-18 to 2021-22 and holds office until the conclusion of ensuing 24th Annual General Meeting.

As per Section 139(1) of Companies Act, 2013 the auditor needs to be appointed for a term of five consecutive financials years from 2022-23 to 2026-27. M/s Gupta Atul & Co. (FRN: 029126N), Chartered Accountants, being eligible offer themselves for appointment as auditor. As required under the provisions of Section 139(1) of the Companies Act, 2013, the company has received a written consent from M/s Gupta Atul & Co. (FRN: 029126N), Chartered Accountants to their appointment and a certificate, to the effect that their appointment, if made, would be in accordance with the Act and the Rules framed there under and that they satisfy the criteria provided in Section 141 of Companies Act, 2013.

16. EXPLANATIONS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE—

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The Auditors in its report has not made any Qualification, Reservation or adverse remark or disclaimer.

Provisions relating to submission of Secretarial Audit Report are not applicable to the Company.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans, guarantees and Investments made by the Company under Section 186 of the Companies Act, 2013 during the period under review.

18. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED:

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party (ies) are in the ordinary course of business and on arms' length basis. The disclosure as required under section 134(3)(h) read with rule 8(2) of the companies (Accounts Rules), 2014, are provided in the Form AOC-2 and annexed herewith as **Annexure A** and forms part of Board report.

19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No such event has occurred between the end of the financial year to which the financial statements relate and the date of the report.

20. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of energy-

- (i) Steps taken or impact on conservation of energy; **NIL**
- (ii) Steps taken by the company for utilizing alternate sources of energy; **NIL**
- (iii) Capital investment on energy conservation equipment's; **NIL**

(B) Technology absorption-

- (i) Efforts made towards technology absorption; **NIL**
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution; **NIL**
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- (a) Details of technology imported; **N.A.**
 - (b) Year of import; **N.A.**
 - (c) Whether the technology been fully absorbed; **N.A.**
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; **N.A.**
- and
- (iv) Expenditure incurred on Research and Development. **N.A.**

(C) Foreign exchange earnings and Outgo-

Particulars	(Amount in INR)	
	2021-22	2020-21
Earning	1,80,18,172.71	1,27,53,043.67
Outgo	Nil	Nil

21. RISK MANAGEMENT POLICY:

The Company does not have any Risk Management Policy as the elements of risk for the Company's existence are very minimal at the present stage.

22. CORPORATE SOCIAL RESPONSIBILITY:

The Company has not taken any initiatives towards Corporate Social Responsibility as the provisions of Section 135 of Act does not apply to your company.

23. DIRECTORS OR KEY MANAGERIAL PERSONNEL:

During the year under review, there is no change in the Board of Directors of the company.

24. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

During the year under review, there are no companies which has become or ceased to be company's Subsidiaries, joint-ventures or associate company.

25. DEPOSITS:

The details of deposits accepted, remained unpaid or unclaimed etc. hereby mentioned below:

- (a) Accepted during the year; NIL
- (b) Remained unpaid or unclaimed as at the end of the year; NIL
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year; NIL
and if so, number of such cases and the total amount involved-

- (i) at the beginning of the year; N.A.
- (ii) maximum during the year; N.A.
- (iii) at the end of the year; N.A.

There exists no deposits which are not in compliance with the requirement of Chapter V of the Act as company has not accepted such deposits from anyone.

26. SIGNIFICANT ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

Your company has complied with all applicable laws and regulations in letter and the spirit and there are no such orders which has been passed by any Regulators, Courts or Tribunals which may affect the going concern status and company's operations in future.

27. VIGIL MECHANISM:

The Company has not established any Vigil Mechanism Process for directors and employees to report their genuine concerns or grievances as requirement of establishment of the same is not applicable to your company as company has neither accepted any Deposits from public nor borrowed money from Banks and Financial Institutions in excess of INR 50 Crore.

28. NOMINATION & REMUNERATION COMMITTEE:

The provisions establishment of Nomination and Remuneration Committee does not apply to your company.

29. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board has adopted the policies the policies and procedures for insuring the orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

30. INDEPENDENT DIRECTORS:

The provisions related to appointment of Independent directors are not applicable to your company.

31. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND :

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

32. PARTICULARS OF EMPLOYEES:

The particulars of employees required limits as prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is applicable to the company since there are employees who drew remuneration of Rs.1,02,00,000 for a financial year or no employee who drew remuneration of Rs.8,50,000 per month. The details required are given in Annexure B.


33. FRAUD REPORTED BY AUDITORS

During the year under review, no fraud is reported by the auditors under sub-section (12) of Section 143 other than those which are reportable to Central Government.

34. ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers

On behalf of the Board of
Infonative Solutions Private Limited


Yogeshh Goel
Director
DIN: 06821170


Saurabh Kathuria
Director
DIN: 06821189

Place: New Delhi
Date: 01/09/2022

ANNEXURE – A

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:
(Amount in INR)

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Yogeshh Goel (Director)	Salary	12 Months	95,00,000	25.04.2021	
Saurabh Kathuria (Director)	Salary	12 Months	1,45,00,000	25.04.2021	
Abdur Rauf Rahmani (Director)	Salary	12 Months	95,00,000	25.04.2021	
Shabana Rahmani (Relative of Director)	Salary	12 Months	9,00,000	25.04.2021	
Infonative Solutions SDN BHD (Enterprises over which the Key Management Personnel exercise control)	Professional Receipts	12 Months	85,27,721.81	25.04.2021	
Infonative Solutions Inc (Enterprises over which the Key Management Personnel exercise control)	Professional Receipts	12 Months	53,11,639.32	25.04.2021	
Learnzippy E-Learning Services Private Limited (Enterprises over which the Key	Software Subscription Payments	12 Months	11,00,462.00	25.04.2021	

Management Personnel exercise control)					
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On behalf of the Board of
Infonative Solutions Private Limited



Yogeshh Goel
Director
DIN: 06821170



Saurabh Kathuria
Director
DIN: 06821189

Place: New Delhi
Date: 01/09/2022

ANNEXURE TO BOARD REPORT

Annexure B

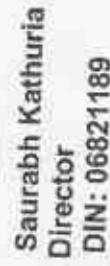
STATEMENT SHOWING THE PARTICULARS OF EMPLOYEE WHO ARE IN RECEIPT OF NOT LESS THAN RS 1,02,00,000/- PER ANNUM DURING THE FINANCIAL OR NOT LESS THAN RS 8,50,000/- PER MONTH DURING THE PART OF THE FINANCIAL YEAR 2021-22

S. No.	Name of the employee	Designation	Age	Date of Joining	Experience (Yrs.)	Qualifications	Months worked	Gross Remuneration In (INR)	Previous employment- designation
1.	Mr. Saurabh Kathuria	Director	43 Years	28/02/2014	16+ Years	Project Management Consultant (PMP), Microsoft certified trainer (MCT), MCA, EPGDIB, BBA	12 Months	1,45,00,000	

On behalf of the Board of
Infonative Solutions Private Limited



Yogeshh Goel
Director
DIN: 06821170



Saurabh Kathuria
Director
DIN: 06821189

Place: New Delhi
Date: 01/09/2022

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List of Directors of Infonative Solutions Private Limited as on 31.03.2022

Sr. No.	Name of Director	DIN	Designation	Address
1.	Yogeshh Goel	06821170	Director	H. N.o-51 S.F. Block-V, Eros Garden Charmwood Village Surajkund, Faridabad, Haryana- 121001
2.	Saurabh Kathuria	06821189	Director	B-4/2, Krishna Nagar, New Delhi-110051
3.	Abdur Rauf Rahmani	06821179	Director	C-155, B Gali No-12 North Ghonda, Bhajanpura, New Delhi-110053

For and on behalf of the Board of
Infonative Solutions Private Limited


Yogeshh Goel
Director
DIN: 06821170


Saurabh Kathuria
Director
DIN: 06821189

Date: 30.09.2022
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List of Shareholders of Infonative Solutions Private Limited as on 31.03.2022

Sr. No.	Name of Shareholder	Address	No. of shares	Nominal Value per share (Rs.)
1.	Yogeshh Goel	H. N.o-51 S.F. Block-V, Eros Garden Charmwood Village Surajkund, Faridabad, Haryana-121001	29,066	10
2.	Saurabh Kathuria	B-4/2, Krishna Nagar, New Delhi-110051	58,132	10
3.	Abdur Rauf Rahmani	C-155, B Gali No-12 North Ghonda, Bhajanpura, New Delhi-110053	58,132	10
	Total		1,45,330	

For and on behalf of the Board of
Infonative Solutions Private Limited


Yogeshh Goel
Director
DIN: 06821170


Saurabh Kathuria
Director
DIN: 06821189

Date: 30.09.2022
Place: New Delhi