

MANAGEMENT & ADMINISTRATION

DIRECTORS : Harish Chandra Tandon, Yash Bhardwaj, Ashok Kumar Patni, Mir Prakash Jain

Registered Office: S. No. 1-A, F-1, Irani Market Compound, Yerawada, Pune - 411 106.

CIN : U72900PN2004PLC019448

DIRECTORS' REPORT

The Members,

PCS POSITIONING SYSTEMS (INDIA) LIMITED

Your Directors of the Company are pleased to present you the Fourteenth Annual Report with the statement of Audited financial accounts for the financial year ended 31st March, 2018.

FINANCIAL RESULTS

(Rs in lakhs)

Particulars	Financial Year ended 31.03.2018	Financial Year ended 31.03.2017
Sales and other Income	-	-
Expenses	0.24	0.27
Profit/ (Loss) before interest, depreciation & taxation	(0.24)	(0.27)
Interest	-	-
Depreciation	-	-
Profit/(Loss) before taxation	(0.24)	(0.27)
Provision for Taxation (Net)	-	-
Net Profit/(Loss) for the year	(0.24)	(0.27)

OPERATIONS

During the year under review, the management is evaluating various options to restructure the activities in the best interest of the Company.

EXTRACTS OF ANNUAL RETURN

The details forming part of the extracts of the Annual return in Form MGT-9 is enclosed in Annexure I

DIVIDEND

In view of accumulated losses incurred by the Company, your Directors express their inability to recommend any dividend for the financial year ended 31st March 2018.

RESERVES

Since the Company do not recommend any dividend, it is not required to transfer any amount to the General Reserve of the Company for the year under review.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITIONS OF THE COMPANY

No, material changes & Commitments have occurred between the end of Financial year of the Company to which the Financial statement relates and the date of this report which affects the financial position of the Company.

SUBSIDIARY COMPANY

As on March 31, 2018, the Company does not have any subsidiary

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility

DECLARATION BY INDEPENDENT DIRECTORS

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained

DIRECTORS

Retirement by Rotation

As per Article 105 of the Articles of Association of the Company, Mr. A.K Patni and Mr.H.C Tandon, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment on the Board of your company.

Meetings

During the year under review, four Board Meetings were convened and held as on 15th May, 2017, 8th August, 2017, 27th November, 2017, 9th February, 2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Statutory Auditors

The Company's Auditors, Mr. S. C Bandi of M/s. S.C Bandi & Co., Chartered Accountants, Mumbai were appointed by the shareholders at the 11th Annual General Meeting Annual to hold office until the conclusion of the 16th Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3C) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- Appropriate accounting policies have been selected and applied consistently and have 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, 2018 and of the profit of the company for the said year;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- Annual Accounts have been prepared on a going concern basis.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

All the Details regarding Loans, Guarantees and Investments as required under provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

All the Related party transactions are presented to the Audit Committee and the Board approval is obtained for the transactions made by the Company.

DEPOSITS

Your Company has neither invited nor accepted any deposits from the public so far.

PARTICULARS OF EMPLOYEES

During the financial year, there were no employees drawing remuneration in excess of the monetary ceiling prescribed under Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

Since the Company has not carried out any business activity, it is not required to disclose information under the Section 134 (3) (m) of the Companies Act, 2013.

ACKNOWLEDGEMENTS

Your Directors express their warm appreciation to all the stakeholder of the Company for their co-operation extended to the Company.

On behalf of the Board of Directors

A.K Patni **H.C Tandon**
Director **Director**
(DIN: 00014194) (DIN :00037611)

Place: Mumbai,
Date: 23rd May, 2018

ANNUAL REPORT 2017-2018

PCS POSITIONING SYSTEMS (INDIA) LTD.



Annexure 1

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

CIN	U72900PN2004PLC019448
Registration Date	29/06/2004
Name of the Company	PCS POSITIONING SYSTEMS (INDIA) LIMITED
Category/Sub-category of the Company	Information Technology & Information Technology Enabled Services
Address of the Registered office & contact details	S. No. 1A, F-1, Irani Market Compound, Yerawada, Pune- 411006
Whether listed company	No
Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer software and related Activities	6202	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	N.A	N.A	N.A	N.A	N.A

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 [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	10,004	10,004	0.57%	-	10,004	10,004	0.57%	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	17,49,996	17,49,996	99.43%	-	17,49,996	17,49,996	99.43%	-
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Director/ Relatives	-	-	-	-	-	-	-	-	-
g) Any other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	-	17,60,000	17,60,000	100%	-	17,60,000	17,60,000	100%	-
(2) Foreign									
a) Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total A(2)	-	-	-	-	-	-	-	-	-

PCS POSITIONING SYSTEMS (INDIA) LIMITED



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	-	-	-	-	-	-	-	-	-
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Any Other	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Other Directors / Relatives	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
OCB	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1760000	1760000	100%	-	1760000	1760000	100%	-

ii. Shareholding of Promoter & Promoter Group

Sn	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	M/s PCS Technology limited	17,49,996	99.43%	-	17,49,996	99.43%	-	-
2	Mr. Arihant G Patni	9990	0.57%	-	9990	0.57%	-	-
3	Mr. Pramod Jain	10	0%	-	10	0%	-	-
4	Mr. D.K Jain	1	0%	-	1	0%	-	-
5	Mr. Yash D.Bhardwaj	1	0%	-	1	0%	-	-
6	Mr. Harish C.Tandon	1	0%	-	1	0%	-	-
7	Mr. Mir Prakash Jain	1	0%	-	1	0%	-	-

ANNUAL REPORT 2017-2018

PCS POSITIONING SYSTEMS (INDIA) LTD.



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

There is no change in the Promoter's Shareholding pattern.

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

SN	For Each of the Top 10 Shareholders	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.	N.A.	N.A.	N.A.	N.A.	N.A.

iv. Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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	Mr. Ashokkumar S. Patni	0	0%	0	0%
2	Mr. Harish C. Tandon	1	0%	1	0%
3	Mr. Yash Bhardwaj	1	0%	1	0%
4	Mr. Mir Prakash Jain	1	0%	1	0%

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,50,00,000	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,50,00,000	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	2,50,00,000	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2,50,00,000	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of Managing Director	Total Amount Rs.
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act		

B. Remuneration to other directors (Independent) (Rupees)

SN.	Particulars of Remuneration	Name of Directors						Total Amount
1	Independent Directors	-	-	-	-	-	-	-
	Fee for attending board & committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Name of the KMP		
1	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

ANNUAL REPORT 2017-2018

PCS POSITIONING SYSTEMS (INDIA) LTD.

TO THE MEMBERS OF PCS POSITIONING SYSTEMS (INDIA) LIMITED **Report on the Standalone Financial Statements**

1. I have audited the accompanying standalone financial statements of PCS Positioning Systems (India) Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. My responsibility is to express an opinion on these standalone financial statements based on our audit.

4. I 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.

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

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

7. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In my opinion and to the best of our information and according to the explanations given to me, the aforesaid standalone 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 31st March, 2018, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016' issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure-"A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, I report that:

1. I have sought and obtained all the information and explanations which to the best of I knowledge and belief were necessary for the purposes of my audit.

2. In my 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.
3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
6. 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 my separate report in Annexure-"B" and
7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
 - i. There were no pending litigations on Company's financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with books of accounts maintained by the Company.

For S.C. Bandi & Co.

Chartered Accountants
Firm Reg. No.130850W

S.C. BANDI

(Proprietor)

M. No.16932

Place: Mumbai

Date : 22 May 2018

ANNEXURE-A TO THE AUDITOR'S REPORT

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The assets have been physically verified by the management during the year and no major discrepancies were noticed on such verification.
- (ii) The Company do not hold any physical inventories during the current financial year covered under audit and also in immediately preceding financial year. Therefore, the provisions of sub-clauses (a) to (c) of clause (ii) of paragraph 3 of the Order are not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act. Therefore, the provisions of sub-clauses (a) and (b) of clause (iii) of paragraph 3 of the Order are not applicable.
- (iv) In respect of loans, investments, guarantees, and securities, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with by the Company.
- (v) The Company has not accepted any deposits, hence, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act 2013 for any of the products of the Company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31st March 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to me, there are no cases in which dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute as at 31st March 2018.
- (vii) According to the information and explanations given to me, the Company has not defaulted in repayment of dues to financial institutions, banks or Government.
- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and has not raised term loan during the year. Hence, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- (x) According to the information and explanations given to me, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to me, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company. Hence the provisions of the clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to me, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of clause (xv) of paragraph 3 of the Order 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. Hence the provisions of clause (xvi) of paragraph 3 of the Order are not applicable to the Company.

For S.C. Bandi & Co.
Chartered Accountants
Firm Reg. No.130850W

S.C. BANDI
(Proprietor)
M. No.16932

Place: Mumbai
Date : 22 May 2018

ANNEXURE-B TO THE AUDITOR'S REPORT

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

I have audited the internal financial controls over financial reporting of PCS Positioning Systems (India) Limited ("the Company") as of 31st March 2018 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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.C. Bandi & Co.
Chartered Accountants
Firm Reg. No.130850W

S.C. BANDI
(Proprietor)
M. No.16932

Place: Mumbai
Date : 22 May 2018

ANNUAL REPORT 2017-2018

PCS POSITIONING SYSTEMS (INDIA) LTD.

BALANCE SHEET AS AT 31ST MARCH 2018

(Amount in Rs.)				
Particulars	Note	As at 31-Mar-18	As at 31-Mar-17	As at 1-Apr-16
I ASSETS				
1 Non-Current Assets				
(a) Other assets	3	441,627	441,627	441,627
Total non-current assets		441,627	441,627	441,627
2 Current assets				
(b) Financial assets				
(i) Trade receivables	4	1,842,687	1,842,687	3,062,965
(ii) Cash and cash equivalents	5	1,178,165	56,694	36,416
(iii) Loans	6	133,503	133,503	133,503
(c) Other assets	7	525,461	545,503	545,503
Total current assets		3,679,816	2,578,387	3,778,387
TOTAL ASSETS		4,121,443	3,020,014	4,220,014
II EQUITY AND LIABILITIES				
1 Equity				
(a) Share capital	8	17,600,000	17,600,000	17,600,000
(b) Other equity	9	(51,562,569)	(51,538,578)	(51,512,039)
Total Equity		(33,962,569)	(33,938,578)	(33,912,039)
2 Current Liabilities				
(a) Financial liabilities				
(i) Trade and other payables	10	12,710,638	11,585,218	12,758,679
(b) Other liabilities	11	25,373,374	25,373,374	25,373,374
Total current liabilities		38,084,012	36,958,592	38,132,053
		4,121,443	3,020,014	4,220,014

The accompanying notes are an integral part of the financial statements

As per my Report of even date

For **S C BANDI & CO.**
(Chartered Accountants)

S C Bandi
(Proprietor)

Membership No.16932

Place : Mumbai

Date : 22nd May, 2018

For and on behalf of the Board of Directors

A.K. Patni Director

H. C. Tandon Director

Yash Bharadwaj Director

Place : Mumbai

Date : 23rd May, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rs.)				
Particulars	Note	Year ended 31-Mar-18	Year ended 31-Mar-17	
I. Revenue from Operations (net)		-	-	
II. Other Income		-	-	
III. Total Revenue (I+II)		-	-	
IV. Expenses				
Other expenses	12	23,991	26,539	
Total expenses		23,991	26,539	
V. Profit Before Tax		(23,991)	(26,539)	
VI. Tax expense		-	-	
VII. Profit for the year (V - VI)		(23,991)	(26,539)	
VIII. OTHER COMPREHENSIVE INCOME / (LOSSES)				
A (i) Items that will be reclassified subsequently to the statement of profit and loss:		-	-	
(ii) Income tax on items that will be reclassified subsequently to statement of profit and loss		-	-	
B (i) Items that will not be reclassified subsequently to the statement of profit and loss:		-	-	
(ii) Income tax on items that will not be reclassified subsequently to statement of profit and loss		-	-	
TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES) (i-ii)		-	-	
IX TOTAL COMPREHENSIVE INCOME FOR THE YEAR (VII+VIII)		(23,991)	(26,539)	
Earning per equity share of face value of Rs.10 each				
I) For Continuing operation				
Basic (in Rs.)		(0.01)	(0.02)	
Diluted (in Rs.)		(0.01)	(0.02)	
II) For Discontinued Operations				
Basic (in Rs.)				
Diluted (in Rs.)				
II) For Discontinued & Continuing Operations				
Basic (in Rs.)		(0.01)	(0.02)	
Diluted (in Rs.)		(0.01)	(0.02)	

The accompanying notes are an integral part of the financial statements

As per my Report of even date

For **S C BANDI & CO.**
(Chartered Accountants)

S C Bandi
(Proprietor)

Membership No.16932

Place : Mumbai

Date : 22nd May, 2018

For and on behalf of the Board of Directors

A.K. Patni Director

H. C. Tandon Director

Yash Bharadwaj Director

Place : Mumbai

Date : 23rd May, 2018

Statement of Changes in Equity for the year ended 31 March, 2018

A Equity Share Capital							
Particulars	Amount						
As at April 01, 2016	17,600,000						
Changes in Equity share capital during the year	-						
As at March 31, 2017	17,600,000						
Changes in Equity share capital during the year	-						
As at March 31, 2018	17,600,000						

B Other Equity							
Particulars	Reserves and Surplus						Total Other Equity
	Securities Premium Reserve	General Reserve	Capital reserve	Capital redemption reserve	Retained Earnings	Revaluation Reserve	
As at April 01, 2016	-	-	-	-	(51,512,039)	-	(51,512,039)
Profit for the year	-	-	-	-	(26,539)	-	(26,539)
Total comprehensive income for the year	-	-	-	-	(26,539)	-	(26,539)
As at March 31, 2017	-	-	-	-	(51,538,578)	-	(51,538,578)
Profit for the year	-	-	-	-	(23,991)	-	(23,991)
Other Comprehensive Income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	(23,991)	-	(23,991)
As at March 31, 2018	-	-	-	-	(51,562,569)	-	(51,562,569)

The accompanying notes form an integral part of the Financial Statements
Significant Accounting Policies and Notes to Financial Statements

As per my Report of even date

For **S C BANDI & CO.**
(Chartered Accountants)

S C Bandi
(Proprietor)
Membership No.16932

Place : Mumbai
Date : 22nd May, 2018

For and on behalf of the Board of Directors

A.K. Patni Director
H. C. Tandon Director
Yash Bharadwaj Director

Place : Mumbai
Date : 23rd May, 2018

ANNUAL REPORT 2017-2018

PCS POSITIONING SYSTEMS (INDIA) LTD.



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS	(Amount in Rs.)	
	Year ended 31-Mar-18	Year ended 31-Mar-17
Cash flow arising from operating activities:		
Net loss before tax	(23,991)	(26,539)
Adjustment for:		
Fixed assets written-off	-	-
Depreciation	-	-
Operating loss before working capital changes	(23,991)	(26,539)
Decrease/ (Increase) in Trade and other Receivables	20,042	1,220,278
(Decrease)/ Increase in Trade and other payables	1,125,420	26,539
Cash generated from operations	1,121,471	1,220,278
Income Tax paid (net of refunds)	-	-
Net cash flow from/used operating activities	1,121,471	1,220,278
Cash flow arising from investing activities	-	-
Cash flow arising from financing activities		
Proceeds from Unsecured Loans taken from holding company	-	(1,200,000)
Repayment of Unsecured Loan taken from Directors	-	-
Net Cash from financing activities	-	(1,200,000)
Net Increase/(Decrease) in Cash/Cash Equivalents	1,121,471	20,278
Cash and Cash Equivalents at the beginning of the year	56,694	36,416
Cash and Cash Equivalents at end of the year 31st March,2018	1,178,165	56,694

The accompanying notes are an integral part of the financial statements

As per my Report of even date

For **S C BANDI & CO.**
(Chartered Accountants)

For and on behalf of the Board of Directors

S C Bandi
(Proprietor)
Membership No.16932

A.K. Patni Director
H. C. Tandon Director
Yash Bharadwaj Director

Place : Mumbai
Date : 22nd May, 2018

Place : Mumbai
Date : 23rd May, 2018

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

1 Basis of Preparation

The Company is Incorporated on 29th June 2004 as a wholly owned subsidiary of PCS Technology Limited.

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "IndAS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 1 April, 2017. Previous periods have been restated to IndAS. In accordance with IndAS 101 First-time Adoption of Indian Accounting Standards, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rule, 2006 ("Previous GAAP") to IndAS of shareholders' equity as at 31 March 2017 and 1 April 2016 and of the comprehensive net income for the year ended 31 March 2017.

These financial statements have been prepared in accordance with IndAS as notified under the Companies (Indian Accounting Standards) Rule, 2015 read with Section 133 of the Companies Act, 2013.

2 Significant Accounting Policies

A Revenue recognition:

Revenue is recognised as per the provisions of the Accounting Standards 9 on "Revenue Recognition" issued by Institute of Chartered Accountants of India and the provisions of The Companies Act, 2013

B Taxes on income:

Tax expenses comprise current tax and deferred tax charges or release. Deferred tax is recognized on timing difference subject to consideration and prudence, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

C Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

D Borrowing cost

Borrowing costs that is not directly attributable to the acquisition, construction or production of a qualifying asset is charged to the statement of profit and loss.

Particulars	(Amount in Rs.)		
	As at 31-Mar-18	As at 31-Mar-17	As at 1-Apr-16
3 Other Non- Current Assets			
Income tax paid (net)	318,483	318,483	318,483
FBT paid (net)	123,144	123,144	123,144
	441,627	441,627	441,627
4 TRADE RECEIVABLE			
Unsecured, considered good	1,842,687	1,842,687	3,062,965
	1,842,687	1,842,687	3,062,965
5 CASH AND CASH EQUIVALENT			
Cash and Cash Equivalent			
Balances with Banks - in Current account	1,178,165	56,694	36,416
	1,178,165	56,694	36,416
6 SHORT TERM LOANS AND ADVANCES			
Earnest Money Deposit	20,000	20,000	20,000
Advance recoverable in cash or in kind	113,503	113,503	113,503
	133,503	133,503	133,503

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

Particulars	(Amount in Rs.)		
	As at 31-Mar-18	As at 31-Mar-17	As at 1-Apr-16
7 Other assets			
Deposits	25,000	45,000	45,000
Advances to Suppliers	500,461	500,503	500,503
	525,461	545,503	545,503
8 SHARE CAPITAL			
Authorised			
3,000,000 Equity shares of Rs.10/- each	30,000,000	30,000,000	30,000,000
Issued, Subscribed and Paid up			
1,760,000 Equity shares of Rs.10/- each fully paid up	17,600,000	17,600,000	17,600,000
	17,600,000	17,600,000	17,600,000

- (a) Terms /Rights attached to equity shares
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (b) Details of shareholders holding more than 5% shares in the company

Name of shareholder	As at 31/03/2018		As at 31/03/2017	
	No.of shares	% holding	No.of shares	% holding
PCS Technology Limited	1760000	100	1760000	100

Particulars	(Amount in Rs.)		
	As at 31-Mar-18	As at 31-Mar-17	As at 1-Apr-16
9 OTHER EQUITY			
Deficit in the statement of profit and loss			
Balance as per last Financial Statement	(51,538,578)	(51,512,039)	(51,021,255)
Loss for the year	(23,991)	(26,539)	(490,784)
	(51,562,569)	(51,538,578)	(51,512,039)
10 TRADE PAYABLE			
Trade Payable (Refer note 14 for details of dues to Micro and small enterprises)	12,710,638	11,585,218	12,758,679
	12,710,638	11,585,218	12,758,679
11 OTHER CURRENT LIABILITIES			
Inter corporate deposits	25,000,000	25,000,000	25,000,000
Trade Advances	373,374	373,374	373,374
	25,373,374	25,373,374	25,373,374

Particulars	As at 31-Mar-18	As at 31-Mar-17
	12 OTHER EXPENSES	
Rates & Taxes	-	8,413
Legal, Professional & Consultancy charges	-	9,500
Auditor's Remuneration - As auditors	8,850	8,626
Bank Charges	60	-
Debit Credit Balance W/off	15,081	-
	23,991	26,539

- 13 There is no amount due to "Micro or Small Enterprises" under Micro, Small, and Medium Enterprise Act, 2006. Further no interest is paid/payable in the terms of section 16 of the said Act.
- Current liabilities, has been determined to the extent such parties have

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

- been identified on the basis of the information available with the company.
- 14 The Company has brought forward losses and unabsorbed depreciation as per Income Tax Act. However in view of absence of virtual certainty that the brought forward losses and unabsorbed depreciation will be utilized in future, deferred tax asset in respect of these items is not recognized.

15 Particulars of Earnings per share :

Particulars	31-Mar-18	31-Mar-17
(a) Net (Loss) for the year (Rs.)	(23,991)	(26,539)
(b) Number of equity shares outstanding at the beginning and at the end of the year	1,760,000	1,760,000
(c) Weighted average number of shares outstanding during the year	1,760,000	1,760,000
(d) Nominal value of the shares (Rs.)	10	10
(e) Basic Earning per share (Rs.)	(0.01)	(0.02)

16 Related parties disclosures:

A) Name of related parties where control exists:

- a) Holding Company
1. PCS Technology Limited

B) Other related parties with whom there are transactions during the year:

- a) Key Management Personnel
1. Mr. A.K.Patni (Director)
- b) Affiliates (Enterprises over which key management personnel or relatives has significant influence):
1. PCS Technology USA, Inc

17 Balance outstanding as on 31st March, 2018

Description	Holding Compay	Key Management Personnel	Affiliates	Total
Receivable PCS Technology Inc., USA			129,719 (129,719)	129,719 (129,719)
Payables PCS Technology Limited	11,733,050 (10,592,554)			11,733,050 (10,592,554)
Inter corporate deposits PCS Technology Limited	25,000,000 (25,000,000)			25,000,000 (25,000,000)

Note: Previous year figure are shown in brackets

- 18 Considering revision in useful life of fixed assets as per new Companies Act, 2013, the management decided to write-off the opening written down values of ceased assets in the statement of profit and loss in PREVIOUS financial year.
- 19 Figures for the previous year have been regrouped/ rearranged wherever necessary.

As per my Report of even date

For **S C BANDI & CO.**
(Chartered Accountants)

For and on behalf of the Board of Directors

A.K. Patni Director
H. C. Tandon Director
Yash Bharadwaj Director

S C Bandi
(Proprietor)
Membership No.16932

Place : Mumbai
Date : 22nd May, 2018

Place : Mumbai
Date : 23rd May, 2018