



WIZER

BOARDS' REPORT TO THE SHAREHOLDERS

To,
The Members,

Your directors have pleasure in presenting their Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended 31st March, 2020.

1. Financial Performance

The standalone summarized results of your Company are given in the table below:

Particulars	Year ended 31 st March, 2020 (Rs. in '000)	Year ended 31 st March, 2019 (Rs. in '000)
Sales & Other Income	2,786,018	2,720,185
Profit before Depreciation & Tax	185,682	178,589
Less: Depreciation	7,290	7,236
Profit before taxation	1,78,392	171,353
Provision for Taxation	45,340	51,191
Profit after taxation	133,052	120,162

2. Review of Business Operations and Future Prospects and State of Company's Affairs

During the financial year ended on 31st March, 2020, your Company has achieved a turnover of Rs. 2,715,249 thousand as compared to Rs. 2,658,915 thousand in the previous year. The recorded profit before tax of the Company during 2019-2020 has increased to Rs. 178,392 thousand from Rs. 171,353 thousand in 2018-19, registering an increase of 4.11% over the previous year.

3. Change in nature of business, if any

There has been no change in the nature of business of the Company during the year under review.

4. Dividend

Your Directors feel that it is prudent to plough back the profits for the future growth of the Company and hence do not recommend any dividend for the financial year ended 31st March, 2020.

5. Transfer to Reserves

No amount has been transferred to Reserves for the financial year ended 31st March, 2020.

6. Extract of Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as Annexure 1 to this Report.



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7. Number of Board Meetings

During the year the Board of Directors met 45 times during the year under report. The intervening gap between any two Board Meetings was within the period prescribed under the Companies Act, 2013.

8. Particulars of Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

9. Particulars of Contracts or Arrangements with Related Parties

The Company has complied with the provisions of Section 188 of the Companies Act, 2013, if any, and the details have been disclosed in the financial statements as required by the applicable accounting standards in respect of all transactions with the related parties during the financial year. Relevant disclosure has been made in Form AOC-2 pursuant to Rule 8(2) of the Companies (Accounts) Rules, 2014 (as amended) given as Annexure -II to this Report.

10. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Auditors in their Report

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

11. Company's Policy relating to Directors' Appointment, Payment of Remuneration and Discharge of their Duties

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

12. Material Changes and commitment, if any, affecting the Financial Position of the Company occurred between the end of the financial year to which this financial statement relates and the date of the Report

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statement relate and on the date of this report.

13. Details of Directors and Key Managerial Personnel

None of the directors or Key Managerial Personnel have been appointed or resigned during the financial year 2019-2020.

14. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, regarding conservation of energy, your directors state that the Company has not undertaken any specific measure to conserve energy or technology absorption. The Company has also not undertaken any research and development programme.



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During the year under report, the Foreign Exchange earnings and outgo were Rs. 4,570.68 thousand (last year Rs. 6,504.99 thousand) and Rs.102,621.60 thousand (last year Rs. 44,262.88 thousand) respectively.

15. Details of Subsidiary, Joint Venture or Associates

The Company has a wholly owned subsidiary company, Tech Aura Pte Ltd., Singapore. The summarised results of the subsidiary company has been given in Form AOC-1 which forms part of this Board's Report and enclosed as Annexure II.

16. Statement Regarding Development and Implementation of Risk Management Policy

The Company has adequate risk management processes after identifying the elements of risks which may threaten the very existence of the Company itself.

Your Company is an ISO 14001-2004 certified company.

Every effort is made to manage risks appropriately so as to maximize potential opportunities and minimize the adverse effects of risks. Such plan is continuously being reviewed and monitored.

17. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year under report, no material orders were passed by any regulatory authority or court which would affect the status of going concern of the Company.

18. Adequacy of Internal Financial Control with Reference to the Financial Statements

The Company has in place adequate internal financial control system commensurate with the size and the nature of operations and the same was operating effectively during the year with reference to financial statements.

19. Cost Audit

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and accordingly such accounts and records are made and maintained,

20. Corporate Social Responsibility

The Company has a Corporate Social Responsibility (CSR) Committee in compliance with Section 135 of the Companies Act, 2013. The CSR committee of the Company consists of Mr. Satya Narayan Mishra, Director, Mr. Chiranjib Bhattacharya, Director and Smt. Moithili Raichoudhury, Whole-Time Director.

The Company has adopted CSR Policy as recommended by the Committee and is available at Company's website and can be viewed at: <http://www.wizertech.com>.

The Annual report on CSR as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure III.

21. Deposits





During the year under report, the Company has not accepted any deposit falling under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. As on 31st March, 2020, there are no unclaimed deposits with the Company nor has the Company defaulted in repayment of deposits or payment of interest thereon.

22. Details of fraud reported by the Auditors u/s 143(12)

No fraud has been reported to the Board of Directors of the Company by the Statutory Auditors of the Company during the Financial Year 2019-2020.

23. Statutory Auditors

M/s. BSR & Co. LLP., Chartered Accountants had been appointed as the Statutory Auditors for financial years 2015-16 to 2019-20 by the shareholders on 30.09.2015. Pursuant to Section 139 (2) of the Companies Act, 2013, M/s. BSR & Co. LLP., Chartered Accountants can be re-appointed for one more term of five years period. The Board proposes to re-appoint them as Statutory Auditors for a period from five years 2020-21 to 2024-25. A certificate from the auditors has been obtained to the effect that they meet the criteria laid down under Section 139 read with Section 141 of the Companies Act, 2013 and are willing to be re-appointed as the statutory auditors of the Company for a further term of five years from 2020-21 to 2024-25.

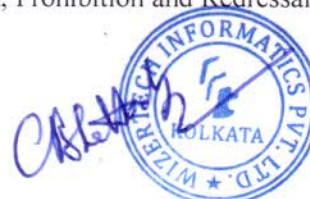
24. Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2020, 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 as at 31st March, 2020 and of the profit 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 the Companies Act 2013 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;
- e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act 2013 pertaining to laying down internal financial control is not applicable to the Company.
- f) 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.

25. Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013

The Company has Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



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26. Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

27. Human Resource Development & Industrial Relation

The Company maintained a very healthy and productive employee-management relation. As a result of which there was neither disruption in production nor any loss in the productive hours during the year under review.

28. Covid-19 Pandemic

The world has been hit with global pandemic Covid-19 and the entire world's economy faced a downward trend. Our country had a complete lockdown down for more than two months and normal situation is yet to be achieved. The Company is, however taking steps to cater to the business needs in the new situation. The financial effect of the same shall be known in the next fiscal.

29. Acknowledgment

The directors place on record their sincere thanks to the esteemed customers, bankers, business associates, government authorities and all stakeholders for their continued co-operation and support to the Company. The directors also record with appreciation the dedicated service and valued contributions made by the employees at all levels.

Place: Kolkata
Date: 30/10/2020

For and on behalf of the Board of Directors
Wizertech Informatics Private Limited

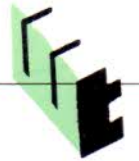

SATYA NARAYAN MISHRA
(Director)
(DIN: 07654535)


CHIRANJIB BHATTACHARYA
(Director)
(DIN:07737740)



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**THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT**

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Corporate Social Responsibility Policy ("Policy") of Wizertech Informatics Private Limited have set out the guidelines for the Company to discharge its responsibility towards making the Company a responsible corporate citizen in accordance with the provisions of the Companies Act 2013 ("CA 2013"), the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules") and the notifications issued thereunder.

The Company has adopted CSR Policy as recommended by the Committee and is available at Company's website and can be viewed at: <http://www.wizertech.com>.

2. The Composition of the CSR Committee:

Mr. Satya Narayan Mishra, Director, Mr. Chiranjib Bhattacharya, Director and Smt. Moithili Raichoudhury, Executive Director.

3. Net profit of the company for last three financial years (as per section 198 of the Companies Act, 2013)

(In Rupees)

2016-17	2017-18	2018-19
14,61,16,762	16,55,09,523	18,55,34,206

Average profit of last 3 years: Rs.16,57,20,164/-

4. Prescribed CSR Expenditure (two per cent of the amount of average of last 3 years) - Rs. 3,314,403/-

5. Details of CSR spent during the financial year

(a) Total amount to be spent for the financial year- Rs. 3,314,403/- (budgeted)

(b) Amount unspent, if any- NIL

(c) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project or activity identified	Sector in which the project	Projects or Programmes (1) Local Area or other (2) Specify the	Amount outlay (budget) project or	Amount spent on the projects or programs Sub heads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency

[Signature]

**WIZERTECH INFORMATICS PVT. LTD.**

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		is covered	state and district where projects or programs was undertaken	programs wise	1.Direct expenditure on projects or programs 2.Overheads		WIZER
1.	Rehabilitation in respect of drug/alcohol addiction	Health Care	Pujali, Dist.- South 24 Parganas, West Bengal	Rs. 4,00,000	Rs. 4,00,000		Through implementing Agency - Youth Creative Welfare Society
2.	Hunger Eradication	Eradicating Hunger and Malnutrition	KIIT Campus, PO - KIIT, Dist.- Bhubaneswar, Odisha	Rs. 5,00,000	Rs. 5,00,000		Through implementing Agency - Kalinga Institute of Social Sciences
3.	Cancer Research Institute	Health Care	Alichia Ward No.26, Rajpur, Sonarpore. Dist.-South 24 Parganas, West Bengal	Rs.13,50,000	Rs.13,50,000		Through implementing Agency - Bhawanipur Baba Badruddin Shah Welfare Society
4.	Medical treatment and health awareness program to socially and economically backward groups	Health Care	.kjuManihara Village District- Purulia, West Bengal	Rs. 4,10,000	Rs. 4,10,000		Through implementing Agency - Kolkata Serving The God Foundation
5.	Training of various livelihood promotion activities	Promoting Vocational skills	5 districts – 24 Parganas, North (Kanchrapara), Hooghly (Babnan), 24 Parganas, South (Sundia), East Mednipore (Kolaghat) and Nadia (Krishnanagar)	Rs. 1,00,000	Rs. 1,00,000		Through implementing Agency - Nirdhan Development & Microfinance
6.	Development/ construction of recreational parks	Environmental Sustainability	Nathdwara, Rajasthan	Rs. 25,00,000	Rs. 25,00,000		Through implementing Agency - Tatpadam Upavan



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7.	PM Cares Fund for COVID -19			Rs. 10,00,000	Rs. 10,00,000		Through implementing Agency - PM CARES Fund for COVID-19
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6. In case the company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report - N.A.
7. The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: Kolkata
Date: 30/10/2020

For and on behalf of the Board of Directors
Wizertech Informatics Private Limited


SATYA NARAYAN MISHRA
(Director)
(DIN: 07654535)




CHIRANJIB BHATTACHARYA
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