

# ECOWAVE INFOTECH LIMITED

4, B. B. D. BAG (EAST), 5<sup>TH</sup> FLOOR, STEPHEN HOUSE, KOLKATA – 700001

CIN: L17219WB1979PLC032310

Email: ecowaveinfotech79@gmail.com

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To,  
The Listing Department  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata, 700 001

Dear Sir/Madam,

**Sub: Proceedings/ Outcome of the Annual General Meeting (AGM) along with Annual Report, Consolidated Scrutinizer's Report and Voting Results**

We are pleased to submit herewith following with respect to the Annual General Meeting ('AGM') of the Ecowave Infotech Limited ("Company") held on Monday, 30<sup>th</sup> September, 2024 at 10:00 A.M at the registered office of the Company situated at 4 B.B.D Bag (E), 5<sup>th</sup> Floor, Room No 77, Stephen House, Kolkata - 700001.

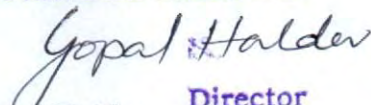
1. Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
2. Annual Report for the financial year 2023-2024 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.
3. Consolidated Report of Scrutinizer Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
4. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Request you to take note of the same in your records.

Thanking You

Yours Sincerely

**ECOWAVE INFOTECH LTD.**



**Gopal Halder**

**Director**

**Managing Director**

**DIN: 07863234**



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**Proceedings of the Annual General Meeting of the members of the company held on Monday, 30<sup>th</sup> September, 2024 at 10:00 A.M.**

As per the notice the Annual General Meeting (AGM) of the company was held on Monday, 30<sup>th</sup> September, 2024 at the registered office of the Company situated at 4 B.B.D BAG (E), 5<sup>th</sup> Floor, Room No – 77, Stephen House, Kolkata- 700001.

Requisite quorum being present as required under Section 103 of the companies Act, 2013, the meeting commenced at 10:00 A.M. A total of 44 (Forty-Four) members personally attended the AGM and 1 (One) was presented by Representative of Auditor as per the members attendance register.

Mr. Gopal Halder, Managing Director was elected as Chairman for the AGM with the consent of all the Directors. He presided over the meeting and welcomed the directors and members.

The Director and Key Managerial Personnel, Gopal Halder ( Managing Director), Mr. Narayan Thapa (Additional Director), Mr. Mukesh Kumar Agarwal (Additional Director), Mr. Pradip Dey (Director) and Mr. Debasish Mukherjee (Scrutinizer) were present at meeting and were introduced to members.

The Chairman informed about the reappointment of M/s J N Agarwal & Co. Chartered Accountants (firm registration no. 325111E) as Statutory Auditors of the Company in place of VG Kalawatia & Associates Chartered Accountants (firm registration no. 332648E) and fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

Resolved that pursuant to the provisions of section 139, 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s J N Agarwal & Co. Chartered Accountants (firm registration no. 325111E), as the Statutory Auditors of the Company, be appointed to hold office for a period of 1 (ONE ) consecutive year commencing from the conclusion of this meeting until the conclusion of the 38th Annual General Meeting of the Company, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, and that the Board of Directors be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Company and that such remuneration be paid as agreed upon between the Auditors and the Company.



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To Consider the appointment of a Director in place of Mr. Pradip Dey (DIN 00069510), who retires by rotation and being eligible, offers himself for Re-appointment.

It was informed to the members that the following statutory registers/documents as required under the provisions of the Companies Act, 2013 were available at the meeting and were open for inspection:

1. Notice convening the Annual General Meeting;
2. Directors' Report along with annexures thereto for the year ended 31<sup>st</sup> March, 2024;
3. Audited accounts and Independent auditors' report for the year ended 31<sup>st</sup> March, 2024;
4. Register of Directors and Key Managerial Personnel and their shareholding;
5. Register of contracts or arrangements in which directors are interested;
6. Secretarial audit report for the year ended 31<sup>st</sup> March, 2024.

Chairman informed the Members that Auditor has not made any qualification in their report. However the observation/ remarks made by the Auditors are self-explanatory and does not need any further explanation.

With the permission of the members, the following Agenda items being circulated already were taken as read:

1. The Notice of Annual General Meeting, Director's Report along with Annexure thereto, the annual financial statements, for the financial year ended 31<sup>st</sup> March 2024 and
2. The statutory auditor's report for the financial year ended 31<sup>st</sup> March 2024;
3. Qualification and management representation provided in secretarial auditor's report and Directors' Report for the financial year ended 31<sup>st</sup> March, 2024 was read out and explained at the meeting.

Company is engaged in information technology services. Apart from the same, company is also engaged in investment activities. The Company had recorded total income of Rs.12.79 Lacs in the current year against Rs.11.87 Lacs in corresponding previous year with a net profit after tax of Rs. 1.63 Lacs in the current year against Rs. 1.21 Lacs in corresponding previous year.

He informed about future business plan and also plan of raising funds for business.

Chairman then invited members to raise any query related to business operation or otherwise of the Company.



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He informed about future business plan and also plan of raising funds for business.

Chairman then invited members to raise any query related to business operation or otherwise of the Company.

The Chairman then informed the members about facility of the remote e-voting extended through CDSL. He informed that remote e-voting commenced on 27<sup>th</sup> September 2024 at 10:00 A.M and ended on 29<sup>th</sup> September 2024 at 05:00 P.M. Members were then informed that the facility for voting by way of ballot papers was made available at the AGM for the members who had not casted their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. Debasish Mukherjee (ICSI Registration No.9680 & C.P. No. 5323), Practicing Company Secretary, as the scrutinizer for the purpose of scrutinizing the voting (both remote e-voting and voting by ballot), for the resolutions included in the Notice of AGM.

The Chairman then explained the scope and implication of each of resolutions mentioned in the Notice of the AGM. Chairman then invited members to raise any query related to these. No query was raised.

He then requested Mr. Debasish Mukherjee, Scrutinizer for an orderly conduct of voting.

The Chairman announced that the results of voting i.e remote e-voting and by ballot at the AGM will be made based on consolidated scrutinizers report to be submitted by the Scrutinizer.

He further informed that the result of voting shall be announced within 48 hours of the conclusion of AGM. He informed the members that result of voting/ Consolidated Scrutinizer report will be displayed at the notice board of Company. The same will be also placed on the website of the company and submitted to Stock Exchange and to the voting provider.

The Chairman then requested the members to vote on ballot on all the agenda items as stated in Notice and to drop it in the ballot box. None of the members cast their vote by ballot.

The requisite quorum was present throughout the meeting. The registers as mentioned above were available for inspection by the members throughout the meeting.

The Chairman thanked all the members for their presence and support and the AGM stood closed at 10.30 A.M.

**Date: 30.09.2024**

**Place: Kolkata**

**For Ecowave Infotech Limited**

**ECOWAVE INFOTECH LTD.**

*Gopal Halder*

**Gopal Halder**  
**Managing Director**

**DIN: 0786323**

**Director**

# **ECOWAVE INFOTECH LIMITED**

**ANNUAL REPORT 2023-2024**

**BOARD MEMBERS**

Mr. Gopal Halder	-	Managing Director
Mr. Pradip Dey	-	Director
Mr. Mukesh Kumar Agarwal	-	Director
Mr. Narayan Thapa	-	Director & CFO

**STATUTORY AUDITOR**

M/s. J N Agarwal & Co.

**SECRETARIAL AUDITOR**

Anand Khandelia

**REGISTERED OFFICE**

4 B B D Bag (E)  
5<sup>th</sup> Floor, Room No. 77  
Stephen House  
Kolkata – 700 001  
Tel : 033-22312890/91  
E-mail : ecowaveinfotechltd@gmail.com  
Website : www. ecowaveinfotechltd.co.in  
CIN No. : L17219WB1979PLC032310

**REGISTRARS & TRANSFER AGENTS**

Maheshwari Datamatics Private Limited  
23, R. N. Mukherjee Road  
5<sup>th</sup> Floor  
Kolkata – 700001  
Tel: +91 33 22435029/5809  
Fax: +91 33 22484787  
Email: mdpl@cal.vsnl.net.in

**PRINCIPAL BANKER**

Indian Bank

**DIRECTORS' REPORT**

To,

The Members

Your Directors have pleasure in presenting the Annual Report of your Company along with Audited Statement of Accounts for the financial year ended 31 March, 2024.

**1. FINANCIAL SUMMARY OF THE COMPANY**

The Financial Performance of your Company for the year ended 31 March, 2024 is summarized below:

(Amount in Rs. Lacs)

Particulars	31st March, 2024	31st March, 2023
Turnover	12.79	11.87
Profit before finance charges, Tax, Depreciation/Amortization (PBITDA)	2.21	1.51
Less: Finance Charges	0.00	0.00
Profit before Tax, Depreciation/Amortization (PBTDA)	2.21	1.51
Less: Depreciation/Amortization	0.00	0.00
Profit before Tax (PBT)	2.21	1.51
Provision for Taxation	0.57	0.39
Profit/(Loss) After Taxation (PAT)	1.63	1.12
Provision for Proposed Dividend	0.00	0.00
Dividend Tax	0.00	0.00
Transfer to General Reserve	1.63	1.12

**2. STATE OF COMPANY'S AFFAIR**

Your company is engaged in information technology services. Apart from the same, your company is also engaged in investment activities. The Company had recorded total income of Rs. 12.79 Lacs in the current year against Rs. 11.87 Lacs in corresponding previous year with a net profit after tax of Rs. 1.63 Lacs in the current year against Rs. 1.21 Lacs in corresponding previous year.

**3. CHANGES IN NATURE OF BUSINESS**

There has been no change in nature of business of the company during F.Y 2023-2024.

**4. DIVIDEND**

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review

**5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

There are no unclaimed dividend amounts which is required to be transferred.

**6. TRANSFER TO RESERVES**

No amount was transferred to the reserves during the financial year ended 31<sup>st</sup> March 2024.

**7. SHARE CAPITAL**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2024 stood at Rs. 57,84,18,780/-. During the year under review, the company had not issued any fresh share capital.

## 8. DIRECTORS & KEY MANAGERIAL PERSON

### DIRECTORS

Your Board comprises of 2 Independent Directors. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Clause 49 of the Listing Agreement. During Financial Year 2023-2024 your Board met 5 (five) times details of which are available in Corporate Governance Report annexed to this report.

### KEY MANAGERIAL PERSONNEL:

The following employees were designated as whole-time key managerial personnel by Board of Directors during the year 2023-2024, pursuant to section 203 of the Companies Act 2013 and rules made thereon

Mr. Gopal Halder (DIN 07863234) appointed as Managing Director w.e.f. 01.04.2023 for a term of 5 years, in place of Pradip Dey which was duly approved by the shareholders in the Annual General Meeting held on 30.09.2023.

Mr. Narayan Thapa (DIN 07834498) appointed as CFO of the Company w.e.f. 01.04.2023.

Mr. Mukesh Kumar Agarwal (DIN 02225334) appointed as additional director w.e.f. 01.04.2023, which was duly approved by the shareholders in the Annual General Meeting held on 30.09.2023.

Mr. Ranjeet Kumar Yadav (DIN 07570747) resigned from the directorship of the company w.e.f. 01.04.2023.

Mrs. Shilpi Jain, Company Secretary, resigned retires from the company w.e.f. 01.04.2023.

Mr. Pradip Dey (DIN 00069510), Director, retires as ensuing Annual General Meeting and offer himself to be reappointed.

## 9. RISK MANAGEMENT POLICY :

Your Company actively stimulates entrepreneurship throughout the organization and encourages its people to identify and seize opportunities. The current economic environment, in combination with significant growth ambitions of it, carries an evolving set of risks. Your Company recognizes that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. Risk and opportunity management is therefore a key element of the overall strategy. This section provides an overview of the key strategic risks and control framework, and its approach to risk management.

## 10. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Your Company has neither a Subsidiary Company or a Associate Company nor a Joint Venture Company during the year under review.

## 11. BOARD EVALUATION

Pursuant to the provisions section 134 of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out an annual performance 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 ("SEBI").

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 after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") 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.



According to clause 49 of Listing Agreement and as per provisions of Companies Act 2013 read with rules and schedules thereon, a meeting of independent Directors, 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.

The nomination & remuneration committee is of the view that board is versatile and diversified all members have vast exposures which enhances the integrity of the company.

**12. AUDITORS:**

**STATUTORY AUDITORS:**

In terms of Section 139 of Companies Act, 2013 read with the provisions of the Companies (Audit and Auditors) Rules, 2014 and amendments thereof, at the 45<sup>th</sup> Annual General Meeting (AGM) of your Company held in the year 2023, M/s. J N Agarwal & Co., Chartered Accountants, having Firm Registration No. 325111E was appointed as Statutory Auditors of your Company to hold office for a term of 1 (One) year from the conclusion of the 45th AGM held in the year 2023 till the conclusion of the 46<sup>th</sup> AGM of your Company to be held in the year 2024.

Your Company has received confirmation from M/s. J N Agarwal & Co., Chartered Accountants, Kolkata, having Firm Registration No 325111E, to be appointed as the Statutory Auditors of the Company to this effect that their appointment, if approved, by the members at the ensuing Annual General Meeting of the Company, would be within the limits prescribed under Section 139 of the Companies Act, 2013, and the rules framed thereunder and in accordance with Section 141 of the Companies Act, 2013. The Board of Directors of your Company recommend appointment of M/s. J N Agarwal & Co., Chartered Accountants, Kolkata, having Firm Registration No 325111E, as the Statutory Auditors of the Company upto the conclusion of 47th AGM of your Company.

**SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies [Appointment and Remuneration of Managerial Personnel] rules, 2014, the Company has appointed Anand Khandelia, Company Secretary in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure I**.

**INTERNAL AUDITOR:**

Pursuant to the provision of section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules 2014 the Company has appointed Mr. Abhishek Basu, to undertake the Internal Audit of the Company for the F.Y. 2023-2024. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31<sup>st</sup> March 2024.

**13. 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 the directors' report.

**14. CORPORATE SOCIAL RESPONSIBILITY**

The Company had not taken any initiatives on the activities of Corporate Social responsibilities as the provision relating to the same are not applicable to the company.

**15. EXTRACT OF ANNUAL RETURN :**

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure II** in the prescribed Form MGT-9, which forms part of this report.

**16. MATERIAL CHANGES:**

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31<sup>st</sup> March 2024, being the end of the Financial Year of the Company to which financial statements relate and date of the report.

**17. CHANGES IN ACCOUNTING POLICY**

There are no changes in the accounting policy of the Company during the year.

**18. SIGNIFICANT AND MATERIALS ORDERS PASSED BY THE REGULATORS OR COURT TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

There are no significant materials orders passed by the Regulators/ Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

**19. COMMITTEES:**

With a view to have a more focused attention on business and for better governance and accountability, and in accordance with the Companies Act 2013, your Board has the following mandatory committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee. The details of the committee with terms of reference along with composition and meeting held during the year are provided in the Report on Corporate Governance, a part of this Annual Report.

**AUDIT COMMITTEE:**

The Audit committee acts as a link between the statutory and internal auditors and the Board of Directors its purpose is to assist the Board in fulfilling the oversight responsibilities of monitoring financial reporting processes, reviewing the company's established systems and processes for internal financial control, governance and reviewing the Company's statutory and internal audit activities. The committee is governed by its terms of reference which is in line with the regulatory requirements mandated by the Companies Act, 2013 and clause 49 of the Listing Agreements and disclosed in the Corporate Governance report.

Further the Board has recorded all the recommendations of the Audit Committee and accordingly has proceeded with their recommendations.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Your company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment and unfair treatment. The company has adopted a Whistle Blower policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or ethics policy.

**NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to section 178 of companies Act 2013 and clause 49 of Listing Agreement, the company has renamed its existing Remuneration committee as Nomination & Remuneration Committee under the new provisions and revised the terms of reference accordingly. The details of terms are disclosed in the Corporate Governance report.

The Nomination & Remuneration committee has revised its existing remuneration policy and framed it as per section 178(3) of Companies Act 2013 and clause 49 of Listing Agreements. The policy of the company on remuneration of Directors, KMPs and other employees and appointment of Director including criteria for determining the qualification, experience positive attributes and independence of directors was recommended to board and was duly approved. The summary of the Remuneration policy is stated in the corporate governance report.

**STAKEHOLDER RELATIONSHIP COMMITTEE:**

Pursuant to section 178(5) of Companies Act 2013 and clause 49 of Listing Agreement, the company has renamed its existing investor/Shareholder Grievance Committee as Stakeholders Relationship Committee and revised the terms of reference accordingly. The details of terms are disclosed in the Corporate Governance report, which forms a part to the Annual Report.

**20. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The scope and authority of the Internal Audit function is defined in the Internal financial control policy. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial control system in the company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the internal auditor reports to the Chairman of the Audit Committee of the Board, the internal audit report on quarterly basis and some are reviewed by the committee. The observation and comments of the Audit Committee are placed before the board.

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

**21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

**22. DEPOSITS:**

The said clause is not applicable and the company does not accept any deposits. The board of directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

**23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :**

No contract or arrangements were entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

**24. 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 reports 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 ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance

**25. CORPORATE GOVERNANCE REPORT:**

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges, the report on Corporate Governance and Management Discussion & Analysis forms part of the Annual Report. The Certificate from Auditor of the company confirming compliance with the conditions of Corporate Governance as stipulated under clause 49 also constitute an integral part of the Annual Report.

**26. DISCLOSURE ON POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT:**

The company has adopted the policy on redressal of Sexual and Workplace harassment as per the Sexual Harassment of Women at Workplace [Prevention, Prohibition and Redressal] Act, 2013 ["Sexual Harassment Act"]. The Company believes that it is the responsibility of the organization to provide an environment to its employee which is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

**27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO :**

Since the Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, technology absorption and foreign exchanges earning and outgo, as prescribed under the Companies Rules, 1988, are not applicable.

**28. LISTING WITH STOCK EXCHANGES:**

The shares of the Company are listed at Calcutta Stock Exchange (CSE). The Company had not paid the listing fees due to suspension of trading at CSE as per SEBI director dt: 04.04.2013.



**29. DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a. In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. The Directors have 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 March 31, 2024 and of the profit of the Company for the year ended on that date;
- c. 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;
- d. The Directors have prepared the annual accounts on a 'going concern' basis;
- e. The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**30. LEGAL AND OTHER INFORMATION; NOT AFFECTING GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There are no significant materials which would impact the going concern status of the Company and its future operations.

**31. ACKNOWLEDGEMENTS :**

Your Directors take the opportunity to thank the Regulators, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the company viz. customers, members, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution of the company.

For and on behalf of the Board of Directors

Narayan Thapa  
CFO  
DIN – 07834498

Gopal Halder  
Managing Director  
DIN - 07863234

Signing as per Board resolution passed

Place: Kolkata  
Date: 02.09.2024

**Corporate Governance Report (Forming part of the Board Report for the year ended 31st March, 2024)****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

Ecowave Infotech Ltd philosophy on Corporate Governance aims to build integrity, emphasis on quality services and transparency in its dealing with all stakeholders. Your company continues to focus its strength, strategies and resources to become a truly global financial service provider. It is the earnest endeavor of the Company to have focus on Corporate Governance by increasing accountability and transparency to its shareholders, bankers, customers, employees other associated persons and the society as a whole. The company's policy is reflected by the values of transparency, professionalism and accountability. The company constantly strives towards betterment of these aspects and thereby perpetuates and maintains excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements. We believe that Corporate Governance is a journey to constantly improving sustainable value creation and is an upward moving target.

**2. BOARD OF DIRECTORS :**

The Board of Ecowave Infotech Ltd comprises of eminent members with a balanced composition of executive and non-executive directors, including Independent Directors. The Board of Directors comprises of highly professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The Chairman of the Board is an Executive Director.

As on 31st March 2024, the composition of board consists of the following members:

Category	No. of directors
Independent Directors	2
Non Executive Director	1
Executive Director (including Chairman & MD )	1
Total Board Members	4

**Directors Appointed or Resigned /Retired during the year :**

Mr. Gopal Halder (DIN 07863234) appointed as Managing Director w.e.f. 01.04.2023 for a term of 5 years, in place of Pradip Dey which was duly approved by the shareholders in the Annual General Meeting held on 30.09.2023.

Mr. Narayan Thapa (DIN 07834498) appointed as CFO of the Company w.e.f. 01.04.2023.

Mr. Mukesh Kumar Agarwal (DIN 02225334) appointed as additional director w.e.f. 01.04.2023, which was duly approved by the shareholders in the Annual General Meeting held on 30.09.2023.

Mr. Ranjeet Kumar Yadav (DIN 07570747) resigned from the directorship of the company w.e.f. 01.04.2023.

Mrs. Shilpi Jain, Company Secretary, resigned retires from the company w.e.f. 01.04.2023.

Mr. Pradip Dey (DIN 00069510), Director, retires as ensuing Annual General Meeting and offer himself to be reappointed.

**Meetings, attendance and proceeding of Board meeting :**

During the year under review, 5 (five) meetings of the Board were convened and held on the following dates: 27<sup>th</sup> May 2023, 13<sup>th</sup> August 2023, 12<sup>th</sup> November 2023, 12<sup>th</sup> February 2024, and 31<sup>st</sup> March 2024 with a maximum gap of one hundred and twenty days between any two meeting. The dates of the meeting were decided well in advance and are well conducted with structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated at the meeting) to enable the Board to take informed decisions. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are generally circulated seven days prior to the Board Meeting. In case of urgency of business items, the resolutions are passed by circulation and later placed in the ensuing Board Meeting for ratification / approval. Apart from the Board members, the Company Secretary is also invited to attend all the Board Meetings.

The Independent Directors of the Company met separately on 27<sup>th</sup> May, 2023, without the presence of Non-Independent Directors and members of management. Mr. Pradip Dey designated as the lead independent director, chaired the Independent Director's meeting. Following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company after taking into account the views of 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.

**Details of Attendance at the board meetings and AGM of Directors for 2023-2024 are given below:**

Name of Director	No. of Meetings		Attendance at the AGM held on 30.09.2023
	Held	Attended	
Pradip Dey	5	5	Yes
Gopal Halder	5	5	Yes
Mukesh Agarwal	5	5	Yes
Narayan Thapa	5	5	Yes

**Induction & Training of Board Members:**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director on the Company's business and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. On the matters of specialized nature, the Company may engage outside experts/consultants for presentation and discussion with the Board members.

**3. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL :**

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is posted on the website of the Company. All the Board members and senior management personnel have confirmed compliance with the code.

**4. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL: PREVENTION OF INSIDER TRADING CODE:**

As per SEBI (Prevention of Insider Trading) Regulation, 1992, the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Compliance Officer is responsible for implementation of the Code. During the year under review there has been due compliance with the said code. All Board Directors and the designated employees have confirmed compliance with the Code. Further pursuant to applicability of SEBI (Insider Trading) Regulation 2015, the company had duly adopted a Code of code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) and Code of Conduct for Regulation, Monitoring and reporting of Trading by Insiders.

**5. COMMITTEES OF THE BOARD :**

**A. Audit committee:**

The present Audit Committee of the Board of Directors fulfills the requirements of the Companies Act, 2013 as well as the Listing Agreement. The Audit Committee of the Company consists of 3 directors. During the year under review, 4 Audit Committee Meetings were held on 27<sup>th</sup> May 2023, 13<sup>th</sup> August 2023, 12<sup>th</sup> November 2023 & 13<sup>th</sup> February 2024.



The composition of the Audit Committee and the attendance of each director at this meeting was as follows:

Sr. No.	Members of Audit Committee	No. of meetings attended
1	Mukesh Agarwal	4
2	Gopal Halder	4
3	Narayan Thapa	4

Audit Committee is responsible for reviewing with the management the annual financial statement before submission to the Board. The main function of audit Committee is to supervise the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct.

#### **B. Nomination and Remuneration Committee (Formerly known as Remuneration Committee)**

Pursuant to section 178 of Companies Act 2013 and clause 49 of listing agreement, the board has renamed the existing remuneration committee as "Nomination and Remuneration Committee". The board revised the terms of reference of the committee in its meeting held on 28th April 2014. The term of reference of committee is as under:

- To formulate the criteria for determining qualifications, positive attributes and independence for appointment of a Directors.
- Formulate and recommend to board policies on remuneration for Directors, Key Managerial Personnel and other employees;
- Identifying and assessing potential individuals in accordance with the Criteria laid down for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnels / senior management and recommend to the Board their appointment and removal.
- To formulate the criteria for performance evaluation of all Directors and the Board.
- To devise a policy on Board Diversity.

#### **Composition and meeting details:**

As on 31st March 2024, the Nomination and remuneration committee consist of the following non executive members. The chairman being the Independent Director. The Board in their meeting held on 12<sup>th</sup> November 2023, reconstituted its Nomination & Remuneration committee. The committee met four times in the year 2023-2024.

Sr. No.	Members of Audit Committee	No. of meetings attended
1	Narayan Thapa	4
2	Gopal Halder	4
3	Mukesh Agarwal	4

#### **Remuneration to KMP and SMP**

During the financial year 2023-2024 no payment as remuneration / compensation/ commission etc. to any directors.

#### **Performance Evaluation :**

During the year, the Board adopted a formal mechanism for evaluating its annual performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process, whereby a structured questionnaires were prepared covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**C. Stakeholder's Relationship Committee:**

The Company has set up its **Shareholders'/ Investors' Grievance Committee** in 2001. The committee deals with the various matters relating to

- transfer/ transmission of shares/ debentures,
- issue of duplicate share certificate,
- review of shares dematerialised and all other related matters,
- monitors expeditious redressal of investors' grievances,
- all other matters related to shares/ debentures

The Committee met as and when required in the financial year.

The composition of the committee as at 31<sup>st</sup> March, 2024 is as under :

Sr. No.	Members of Share Transfer and Investors Grievance Committee
1	Narayan Thapa
2	Gopal Halder
3	Mukesh Agarwal

**Compliance Officer:** Mr. Gopal Halder (DIN 07863234) Director, of the company is the Compliance Officer of the Company.

**The status of investors Queries/ complaints/ grievances received during the year is as under :**

No. of investors' queries/ complaints received during the year ended 31 <sup>st</sup> March, 2024	Pending at the end of the year	No. of pending share transfers
Nil	Nil	Nil

**D) Risk Management:**

The company is not required to formulate the Risk management committee but pursuant to revised clause 49 of Listing agreement the company has laid down a well defined risk management mechanism covering the risk analysis, risk exposure and risk mitigation process. The company has already in place its the Risk management policy, which carries out to identify, evaluate, manage and monitor the business and non business risk. The board periodically reviews the risk and suggests steps to be taken to control and mitigate the same. The policy identifies and asses the key risk area, monitor and report compliance and effectiveness of the policy and procedure. The purpose of this policy is to address unanticipated and unintended losses to the human resources, financial assets and property of the Organization without unnecessarily limiting the activities that advance the Organization's mission and goals. The following broad categories of risks have been considered in our risk management framework:

- i. To continuously thrive for available risks in the Organization which directly or indirectly effect the functioning of the organization.
- ii. To ensure the protection of rights & values of Shareholders by establishing a well organized Risk Management Framework.
- iii. Selecting, maintaining and enhancing the risk management tools used by the Program to provide analyses that inform and support the investment actions of the entire Organization.

**Market Risk:** Risks emanating out of the choices we make on markets, resources and delivery model that can potentially impact our long-term competitive advantage.

**Operational Risk:** Risks inherent to business operations including those relating to client acquisition, service delivery to clients, business support activities, information security, physical security and business activity disruptions.

**Interest Risk:** Interest rate risk is the risk where changes in market interest rates might adversely affect an NBFC's financial condition.

**Credit Risk :** Ownership structure could have a key influence on an NBFC's credit profile in that a strong promoter and strategic fit with the promoter can benefit an NBFC's earning, liquidity and capitalization, and hence its credit profile.

**Liquidity Risk:** Measuring and managing liquidity needs are vital for effective operation of company. The importance of liquidity transcends individual institutions, as liquidity shortfall in one institution can have repercussions on the entire system.

**Human Resource Risk:** Human Resource adds value to the entire company by ensuring that the right person is assigned to the right job and that they grow and contribute towards organizational excellence.

**Regulations and compliance:** The Company is exposed to risk attached to various statutes and regulations.

## 6. GENERAL BODY MEETINGS :

Location and time where last three AGMs were held.

Year	Date	Place	Time
2023	30-09-2023	4 B B D Bag (E), 5 <sup>th</sup> Floor, Room No. 77, Kolkata – 700 001, West Bengal	11:00 A.M.
2022	30-09-2022	4 B B D Bag (E), 5 <sup>th</sup> Floor, Room No. 77, Kolkata – 700 001, West Bengal	12:30 P.M.
2021	31-12-2021	4 B B D Bag (E), 5 <sup>th</sup> Floor, Room No. 77, Kolkata – 700 001, West Bengal	12:30 P.M.

## 7. DISCLOSURES :

### a) Related Party transaction :

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties viz. Promoters, Directors or the Management, or their relatives during the financial year that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

There are no pecuniary relationships or transactions of Non-executives Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

### b) Compliance With Accounting standards:

The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.

### c) Whistle blower policy and its affirmation:

The Board and Audit committee in their meeting held on 29.09.2018 has duly established, reviewed & approved a mechanism for employees & directors to report concerns about unethical behavior, actual or suspected fraud, or violation of our code of conduct. It also provides for adequate safeguards against victimization of employees & directors who avail of the mechanism, and also allows direct access to the Chairperson of the audit committee in exceptional cases. The company has framed a Whistle Blower Policy / Vigil mechanism to deal with instances of fraud and mismanagement, if any. We affirm that no employee of the Company was denied access to the Audit Committee.

As per the requirement of the clause, Mr. Gopal Halder, Managing Director has affirmed that there stood no complaint in regard to the said clause.

**d)** The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Clause 49 of the Listing Agreement.

**e)** Business risk evaluation and management is an ongoing process within the company. The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report.

**f)** During the year ended 31st March, 2024, the Company does not have any material listed/unlisted subsidiary companies as defined in Clause 49 of the Listing Agreement.



**g) MD Certification:**

The MD have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**h) Compliance with Mandatory requirements and adoption of the non –mandatory requirements of this clause:**

Pursuant to said clause, all mandatory requirements are disclosed herein the report further board has also fulfilled the non mandatory requirement in connection with the following:

- The Auditors have expressed qualification in their report for the year ended 31st March 2024.
- The Internal auditor reports to the Audit Committee.

**i) Policy against Sexual and Workplace Harassment**

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company believes to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment due to such cases. The Company has put in place a 'Policy on Sexual Harassment' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his / her complaint to the Redressal Committee formed for this purpose. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy, during the year. There has no case placed before the committee.

**j) Familiarization program for Independent Directors:**

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The Company has conducted the familiarisation program for Independent Directors appointed during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business, its strategies, industry dynamics and its growth plan and to assist them in performing their role, responsibilities & duties as Independent Directors of the Company.

**k) Reconciliation of Share Capital Audit:**

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company.

The Company Secretary-in-Practice carried out a Reconciliation of 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 dematerialized shares held with NSDL and CDSL.

**8. MEANS OF COMMUNICATION :**

The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid results are sent to the stock exchanges where the company shares are listed and traded as soon as approved by board.

The Company also informs by way of intimation to exchanges where the shares of the company are listed and traded all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.

The quarterly, half yearly and Annual Financial Results of the company are published in the newspaper in India and posted on the website of the company. The quarterly, half yearly, Annual Financial Results and other statutory filings are submitted with Stock Exchanges in accordance with the Listing Agreement and also posted with the Stock Exchanges through their online filing system.

New and press release as available are posted on the website of the company, during the year under review there were no such new release.

As the company does not have any institutional investors and angel investors, so the said clause is not applicable and will be complied if in the course of action it attracts.

The Annual Report is circulated to all members, and is also available on the Company's website. The Annual Report of the Company for the financial year ended on 31st March 2024 shall be emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per section 136 of the Companies Act, 2013 and Rule 11 of the Company (Accounts) Rules, 2014. For other members, who have not registered their email addresses, the Annual Report shall be sent at their registered address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.

The Management Discussion and Analysis Report forms a part of the Annual Report.

In case of appointment or re-appointment of a Director, members are provided a brief resume of the Director, the nature of his / her expertise in specific functional areas, the names of companies in which he / she holds Directorship, and membership of committees of the Board. As required under Clause 49 IV(G)(i), particulars of Directors seeking appointment /reappointment are given in the Explanatory Statements to the Notice of the ensuing Annual General Meeting.

The Auditors' Certificate of Corporate Governance is annexed with the Directors' Report and shall be sent to the stock exchange along with the Annual Report filed by the Company.

The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint. During the year, the Company has not received any investor complaints through SCORES.

## 9. GENERAL SHAREHOLDER INFORMATION :

### a. Annual General Meeting

Date & Time	30 <sup>th</sup> September 2024 at 10:00 A.M.
Venue	4 B B D Bag (East), Stephen House, 5 <sup>th</sup> Floor, Room No. 77, Kolkata-700001

### b. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30, 2024	End of July 2024
Financial reporting for the quarter ending September 30, 2024	End of October 2024
Financial reporting for the quarter ending December 31, 2024	End of January 2025
Financial reporting for the quarter /year ending March 31, 2025	End of May, 2025
Annual General Meeting for the year ending 31 <sup>st</sup> March 2025	Last Week of September 2025

c. **Date of Book closure** : 24<sup>th</sup> September 2024 to 30<sup>th</sup> September 2024

d. **Dividend Payment Date** : No dividend has been recommended by the Board

e. **Listing on Stock Exchanges** : The Calcutta Stock Exchange Association Ltd.  
7, Lyons Range,  
Kolkata – 700001

f. **Listing fees paid** : Listing Fees Outstanding

### g. Stock Code

Name of the Exchange	Code
The Calcutta Stock Exchange Association Ltd.	10025011
ISIN No.	INE637B01019

**h. Market Price data :** There were no trading in the Script.

**i. Share Transfer System**

The Company's shares being tradable in compulsory Dematerialised form and are transferable through the depository system. Further as per SEBI Circular No.D&CC/FITTC/CIR-15/2002 dated 27<sup>th</sup> December 2002 Maheswari Datamatics (P) Limited, 6, Mangoe Lane, Kolkata - 700001 has been appointed as Registrar for Shares held in Physical as well as in Electronic Mode. The share transfer committee of the Company meets as and when required.

**j. Registrar and Transfer Agents :**

For Physical and Dematerialised Form	Maheswari Datamatics (P) Limited 23, R. N. Mukherjee Road 5 <sup>th</sup> Floor, Kolkata - 700 001
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**k. Distribution of shareholding as on 31<sup>st</sup> March, 2024:**

No. of Equity Shares held	No. of shareholders holding shares	No. of shares held	% age of equity capital held in
1-500	171	54538	0.09
501-1000	169	143023	0.25
1001-2000	343	578008	1.00
2001-3000	284	689609	1.19
3001- 5000	692	2792473	4.83
5001 – 10000	665	5141053	8.89
10001 – 50000	551	11944462	20.65
50001 and above	158	36498712	63.10
<b>Total</b>	<b>3033</b>	<b>57841878</b>	<b>100.00</b>

**l. Categories of shareholding as on 31<sup>st</sup> March, 2024:**

Category	No. of share Holders	% of Share Holders	No. of Shares held	% Share Holding
Individuals & HUF	2802	92.38	29574606	51.13
Corporates	231	7.62	28267272	48.87
Promoters	----	----	-----	----
<b>Total</b>	<b>3033</b>	<b>100</b>	<b>57841878</b>	<b>100</b>

Note : Both in physical & electronic form .

**m. Dematerialisation of Shares and Liquidity:**

Trading in the securities of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI).

**n. Details of use of public funds obtained in the last three years :** No funds have been raised from the public in the last 3 years.

**o. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on equity :**  
N.A.

**p. Plant Locations :** N.A.



**q. Investors Correspondence :**

For Investor's correspondence and queries, investors can write to the Company's Registered Office.	<b>The Compliance Officer</b> Ecowave Infotech Ltd Office 4 B B D Bag (East), 5 <sup>th</sup> Floor, Room No. 77, Kolkata – 700 001
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For and on behalf of the Board of Directors

Gopal Halder  
Managing Director  
DIN - 07863234

Signing as per Board resolution passed

Place: Kolkata

Date: 02.09.2024

**DECLARATION ON CODE OF CONDUCT**

I, **GOPAL HALDER**, Managing Director of **ECOWAVE INFOTECH LIMITED** having its Registered Office at 4 B B D Bag (E), 5<sup>th</sup> Floor, Room No. 77, Stephen House, Kolkata – 700 001 hereby declare that the Company has formulated a code of conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed compliance of the code for the Financial Year 2023-2024.

**GOPAL HALDER**

(MANAGING DIRECTOR)

DIN -07863234

Place: Kolkata

Date: 02.09.2024

**CERTIFICATION BY DIRECTOR**

We hereby certify that for the financial year, ending 31<sup>st</sup> March 2024. On the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that: -

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2023-2024 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
  - (a) there have been no significant changes in internal control during this year.
  - (b) there have been no significant changes in accounting policies during this year.
  - (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system

Narayan Thapa  
CFO  
DIN – 07834498

Gopal Halder  
Managing Director  
DIN - 07863234

Place: Kolkata

Date: 02.09.2024

To  
The Members of **ECOWAVE INFOTECH LIMITED**

**AUDITORS' CERTIFICATE**

We have examined the compliance of conditions of Corporate Governance by **ECOWAVE INFOTECH LIMITED** (Formerly known as Oasis Cine Communication Limited) for the year ended on March 31, 2024 as stipulated in Clause 49 of the listing agreement of the Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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 explanations given to us, we certify that due to Covid-19 pandemic, the Company was unable to comply with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned listing agreement, and is in process of making the same.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For J N Agarwal & Co.**  
**Chartered Accountants**

**Jyoti Aagrwal**  
**Proprietor**  
**M. No: 061301**  
**FRN : 325111E**

Place : Kolkata  
Dated : 02.09.2024

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industry Structure and Development – Overview**

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier-II capital base.

### **Opportunities, threats, risks and concerns**

The economy is expected to continue with GDP growth rate in the current year. The increased thrust on the infrastructure sector, including power, roads, telecom etc. will continue to provide excellent investment opportunities in the future. Moreover, the growth of the service sector presents new opportunities for the financial services industry in India.

Your Company faces stiff competition from Nationalised, Foreign and Private Banks due to its ability to grant loan at a considerably low rate of interest.

The Company has its own specific risks that are particular to its business and its environment within which it works including fluctuation of interest rates, economic cycle etc. Your company manages this risk by maintaining prudent and commercial business practices and a comprehensive Risk Management Policy.

### **Future Outlook**

Your Company intends to invest in businesses related to infrastructure, telecommunication, software etc. in the coming years since it sees growth in these areas. It will definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mood than the previous few years and with our efforts we can look forward to a prosperous year for the company.

### **Internal Control systems and their adequacy**

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure:

- That all assets and resources are used efficiently and are adequately protected;
- That all internal policies and statutory guidelines are complied within letter & spirit;
- The accuracy and timing of financial reports and management information.

### **Financial operational performance.**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India.

### **Material Development in Human Resources / industrial relations/ number of people employed.**

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The Company recognizes the importance and contribution of its Human resources towards its growth and development and is committed to the development of its people.

### **Cautionary statement**

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

## **SECRETARIAL AUDIT REPORT**

For the year ended 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
The Member,  
ECOWAVE INFOTECH LIMITED  
6A, CLIVE ROW 4TH FLOOR,  
ROOM NO-6/15  
KOLKATA -700001  
CIN: L17219WB1979PLC032310**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ECOWAVE INFOTECH LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31.03.2024, 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:

- **Management's Responsibility for Secretarial Compliances**

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

- **Auditor Responsibility**

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the company with respect to secretarial compliances.

I believed that audit evidence and information obtained from company's management is adequate and appropriate for me to provide a basis of my opinion.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents, and authorised representative during the conduct of secretarial audit, we hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31<sup>st</sup> March 2024 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment;- As Reported To us, there were no FDI OR ECB transaction in the company during the year under review;



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act') to the extent applicable to the Company
- (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, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: No new securities were issued during the year;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme an Employee Stock Purchase Scheme) Guidelines, 1999 ; No instance were reported during the year;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: No instance were reported during the year;
  - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993
  - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: No delisting was done during the year;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 : No buyback was done during the year;
- (vi) Other Laws applicable specifically to the Company:
- a) Drugs and Cosmetics Act, 1940
  - b) Industrial Disputes Act, 1947
  - c) The Payment of Wages Act, 1936
  - d) The Minimum Wages Act, 1948
  - e) Employee State Insurance Act, 1948
  - f) The Employee Provident Fund and Miscellaneous Provisions Act, 1952
  - g) The Payment of Bonus Act, 1965
  - h) The Payment of Gratuity Act, 1972
  - i) The Contract Labour (Regulation and Abolition) Act, 1970
  - j) The Maternity Benefits Act, 1961
  - k) Competition Act, 2002
  - l) The Income Tax Act, 1961
  - m) Shops and Establishments Act, 1948
  - n) Legal Metrology Act, 2009
  - o) Drugs (Pricing Control) Order 2013
  - p) The Central Excise Act, 1944
  - q) The Customs Act, 1962
  - r) The Finance Act, 1994

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) Listing Agreements entered into by the Company with the Stock Exchanges and newly enforced SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

I report that, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above.

I further report that, there were no events/actions in pursuance of:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that, that the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

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

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

As per the minutes of the meeting duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been noticed.

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

I further report that during the audit period there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the Company's affairs

**ANAND KHENDELWAL**  
**Practicing Company Secretary**  
**CP. NO.: 5841**  
**M. NO.: 5803**

**UDIN**

**Place: Kolkata**  
**Date: 03-09-2024**

## Annexure II to the Board Report

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2024</b>
<b>Of</b>
<b>ECOWAVE INFOTECH LIMITED</b>
<b>[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014]</b>

**I. REGISTRATION & OTHER DETAILS:**

I	CIN	<b>L17219WB1979PLC032310</b>
II	Registration Date	<b>27/10/1979</b>
iii	Name of the Company	<b>ECOWAVE INFOTECH LIMITED</b>
iv	Category/Sub-category of the Company	<b>COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY</b>
V	Address of the Registered office & contact details	<b>4 B B D BAG (EAST), 5<sup>TH</sup> FLOOR, ROOM NO. 77, KOLKATA- 700 001 PH: 033-22312890/91</b>
vi	Whether listed company	<b>YES</b>
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	<b>MAHESHWARI DATAMATICS PRIVATE LIMITED 6, MANGOE LANE, 2<sup>ND</sup> FLOOR, KOLKATA – 700001 PH: 033-22435029/5809</b>

**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 :

<b>SL No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1.	OTHER FINANCIAL ACTIVITIES	9971190	100.00

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

<b>SL NO</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY/ ASSOCIATE</b>	<b>% OF SHARES HELD</b>	<b>APPLICABLE SECTION</b>
NIL					

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to 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 Share	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>I. Indian</b>									
a) Individual/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total: (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Foreign</b>									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total: (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify) Market Maker	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
a) Bodies corporate									
i) Indian	27536472	730800	28267272	48.87	27565372	730800	28296172	48.92	0.05
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	8826737	3030500	11857237	20.50	8739337	3030500	11769837	20.35	(0.15)
ii) Individual & HUF shareholders holding nominal share capital in excess of Rs. 2 lakhs	14678401	3021100	17699501	30.60	14477351	3021100	17498451	30.25	(0.35)
c) Others Specify – LLP	0	0	0	0.00	85750	0	85750	0.15	0.15
i) Non Resident Indian	1100	0	1100	0.00	174900	0	174900	0.30	0.30
ii) Clearing Member	16768	0	16768	0.03	16768	0	16768	0.03	0.00
<b>Sub Total (B)(2):</b>	<b>51059478</b>	<b>6782400</b>	<b>57841878</b>	<b>100.00</b>	<b>51059478</b>	<b>6782400</b>	<b>57841878</b>	<b>100.00</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>51059478</b>	<b>6782400</b>	<b>57841878</b>	<b>100.00</b>	<b>51059478</b>	<b>6782400</b>	<b>57841878</b>	<b>100.00</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>51059478</b>	<b>6782400</b>	<b>57841878</b>	<b>100.00</b>	<b>51059478</b>	<b>6782400</b>	<b>57841878</b>	<b>100.00</b>	<b>0.00</b>

## ii. SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding 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	
NIL								

## iii. CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Share holding at the beginning/ end of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
NIL					

## iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sl. No	Name	Shareholding at the end of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ESQUIRE ENCLAVE PRIVATE LIMITED At the beginning of the year Bought during the year Sold during the year At the end of the year	1223169 -- -- 1223169	2.11 -- -- 2.11	1223169 -- -- 1223169	2.11 -- -- 2.11
2	E TRAINING SERVICES PRIVATE LIMITED At the beginning of the year Bought during the year Sold during the year At the end of the year	993561 -- -- 993561	1.72 -- -- 1.72	993561 -- -- 993561	1.72 -- -- 1.72
3	SAWARIA TRADING PRIVATE LTD. At the beginning of the year Bought during the year Sold during the year At the end of the year	1757551 -- -- 1757551	3.04 -- -- 3.04	1757551 -- -- 1757551	3.04 -- -- 3.04
4	ARYADEEP INFRAHOMES PVT. LTD. At the beginning of the year Bought during the year Sold during the year At the end of the year	1251413 -- -- 1251413	2.16 -- -- 2.16	1251413 -- -- 1251413	2.16 -- -- 2.16
5	GRAVEL MARKETING PRIVATE LIMITED At the beginning of the year Bought during the year Sold during the year At the end of the year	2247778 -- -- 2247778	3.89 -- -- 3.89	2247778 -- -- 2247778	3.89 -- -- 3.89
6	KINGFISHER PROPERTIES PRIVATE LIMITED At the beginning of the year Bought during the year Sold during the year At the end of the year	1599049 -- -- 1599049	2.76 -- -- 2.76	1599049 -- -- 1599049	2.76 -- -- 2.76
7	PEARL DEALERS PRIVATE LIMITED At the beginning of the year Bought during the year Sold during the year At the end of the year	1612629 --- --- 1612629	2.79 -- -- 2.79	1612629 --- --- 1612629	2.79 -- -- 2.79
8	STARLIGHT COMMOSALE PRIVATE LIMITED At the beginning of the year Bought during the year Sold during the year At the end of the year	2060975 --- --- 2060975	3.56 --- -- 3.56	2060975 --- --- 2060975	3.56 -- -- 3.56



9	SPICE MERCHANTS PVT. LTD. At the beginning of the year	1337628	2.31	1337628	2.31
	Bought during the year	--	--	--	--
	Sold during the year	--	--	--	--
	At the end of the year	1337628	2.31	1337628	2.31
10	BHOOPESH KUMAR JAIN At the beginning of the year	902000	1.56	902000	1.56
	Bought during the year	--	--	--	--
	Sold during the year	--	--	--	--
	At the end of the year	902000	1.56	902000	1.56

**V. Shareholding of Directors & KMP**

Sl. No	Name of Shareholder	Shareholding at the end 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
NIL					

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl. No	Particulars of Remuneration	Total Amount (in Rs.)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00 0.00 0.00
2	Stock option	0.00
3	Sweat Equity	0.00
4	Commission - as % of profit - others (specify)	0.00 0.00
5	Others, please specify – Director Sitting Fees	0.00
	<b>Total</b>	<b>0.00</b>

**B. Remuneration to Other Director****1. Independent Director**

Particulars of Remuneration	Total Amount (in Rs.)
(a) Fee for attending board committee meetings	0.00
(b) Commission	0.00
(c) Others, please specify	0.00
<b>Total (B1)</b>	<b>0.00</b>

**2. Other Non-Executive Director**

Particulars of Remuneration	Total Amount (in Rs.)
(a) Fee for attending board committee meetings	0.00
(b) Commission	0.00
(c ) Others, please specify	0.00
<b>Total (B2)</b>	<b>0.00</b>

**Total (B) = (B1) + (B2) = Rs. Nil**

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

Sl. No	Particulars of Remuneration	Total (in Rs.)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00 0.00 0.00
2	Stock option	0.00
3	Sweat Equity	0.00
4	Commission - as % of profit - others (specify)	0.00 0.00
5	Others, please specify – Company Secretary	180000
	<b>Total</b>	<b>180000</b>

**VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

## INDEPENDENT AUDITOR'S REPORT

To the Members of **ECOWAVE INFOTECH LIMITED**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of **ECOWAVE INFOTECH LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2024, the statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of 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 financial statements give the information required by the Companies Act 2013 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, 2024, and the profit/loss and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Trading in shares Listed at Calcutta Stock Exchange (CSE)	As per the SEBI directive dt: 04.04.2013, SEBI had issued notice to CSE not to continue with the clearing and settlement activities of trades executed on C-Star through its clearing houses. Accordingly, CSE has suspended trading on C-Star. The shares of the Company, which are listed at CSE were not allowed to be traded any more. Further since the trading at CSE are stopped, the Company was not paying listing fees since
2	Appointment of Women Director as per Section 149(1) of Companies Act 2013	The Company have not appointed Women Director on its Board as required u/s 149(1) of the Companies Act, 2013.

### **Responsibility of Management for Standalone 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 financial statements that give a true and fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements, as applicable.
  - 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 delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
  - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - c) Based on audit procedures which we are considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Companies Act, 2013.



vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2024 which doesn't have feature of recording audit trail (edit log) facility. However in our opinion, proper books of accounts stating true & fair state of affairs of the Company, as required under Section 128(1) of the Companies Act, 2013, has been maintained by the Company for the financial year 2023-24.

(h) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a private limited company.

For J N Agarwal & Co.  
Chartered Accountants

Jyoti Agarwal  
Proprietor  
M No. 061301  
FRN – 325111E  
UDIN : 24061301BKHKKK7931

Place: Kolkata  
Date: 31.05.2024

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Report as required by the Companies (Auditors' Report) Order, 2020, ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date) to the Members of **ECOWAVE INFOTECH LIMITED** for the year ended March 31, 2024, we report the following :

- i.
  - (a) (A) The Company not having any Property, Plant and Equipment. Therefore, the provisions of Clause (i)(a)(A) of paragraph 3 of the order are not applicable to the company.
  - (B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
- b) The Company not having any Property, Plant and Equipment. Therefore, the provisions of Clause (i)(b) of paragraph 3 of the order are not applicable to the company.
- (c) The Company not having any Property, Plant and Equipment. Therefore, the provisions of Clause (i)(c) of paragraph 3 of the order are not applicable to the company.
- (d) The Company not having any Property, Plant and Equipment. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.
- ii.
  - (a) The Company is involved in the business of financial activities. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.
  - (b) During the year, Company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the company.
- iii.
  - (a) According to the information explanation provided to us, the Company has provided loans or provided advances in the nature of loans, or given guarantee, or provided security to any other entity.

The details of such loans or advances and guarantees or security to parties other than subsidiary, joint ventures and associates are as follows:

	Guarantees	Security	Loans	Advances
Aggregate amount granted/provided during the year	0.00	0.00	0.00	0.00
Balance Outstanding as at balance sheet date in respect of above cases	0.00	0.00	2,07,81,267	2,98,71,739

- (b) According to the information and explanations given to us and based on the audit procedures performed by us, the terms and conditions in relation to investments made, guarantees provided, securities given and / or grant of all loans in the nature of loans and guarantees are not prejudicial to the interest of the Company.
- (c) In case of the loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have been stipulated and the borrowers have been regular in the payment of the principal and interest
- (d) There are no amounts overdue for more than ninety days in respect of the loan granted to Company/ Firm/ LLP/ Other Parties.
- (e) According to the information explanation provided to us, the loan or advance in the nature of loan granted has not fallen due during the year. Hence, the requirements under paragraph 3(iii) (e) of the Order are not applicable to the Company.

- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.
- vi. As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to 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, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2024 for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanations given to us, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows :

Name of the statute	Nature of dues	Amount Rs.	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,92,900/-	A.Y. 2014-15	Commissioner (Appeals)

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.

- (b) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment or private placement of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi.
  - (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
  - (b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
- xiv. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi.
  - (a) In our opinion, the Company is required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and it has/ has not obtained the registration.
  - (b) The Company has conducted Non-Banking Financial or Housing Finance activities without any valid certificate of Registration from Reserve Bank of India. The Company has not obtained the certificate for registration.
  - (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
  - (d) As per the information and explanations received, the group does not have any CIC as part of the group.
- xvii. The company has incurred cash loss in current financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the standalone<sup>1</sup> financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- xxi. The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For J N Agarwal & Co.  
Chartered Accountants

Jyoti Agarwal  
Proprietor  
M No. 061301  
FRN – 325111E  
UDIN : 24061301BKHKKK7931

Place: Kolkata  
Date: 31.05.2024

## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ECOWAVE INFOTECH 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 **ECOWAVE INFOTECH LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone 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, including adherence to respective 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.

#### **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 internal financial controls system over financial reporting of the Company.

#### **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.



**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, 2024, 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 J N Agarwal & Co.  
Chartered Accountants

Jyoti Agarwal  
Proprietor  
M No. 061301  
FRN – 325111E  
UDIN : 24061301BKHKKK7931

Place: Kolkata  
Date: 31.05.2024

**ECOWAVE INFOTECH LIMITED**  
**Balance Sheet as at March 31, 2024**

(Amount in Rs.)

		Notes	As at 31-Mar-24	As at 31-Mar-23
	<b>ASSETS</b>			
1)	<b>Non-current Assets</b>			
	(a) Financial Assets			
	(i) Investments	2	593,244.54	593,345.90
	(b) Deferred Tax Assets (Net)	3	316.80	290.45
	(c) Other Tax Assets	4	407.33	368.02
	<b>Total Non-current Assets</b>		<b>593,968.66</b>	<b>594,004.36</b>
2)	<b>Current Assets</b>			
	(a) Financial Assets			
	(i) Trade Receivables	5	2,938.02	3,000.00
	(ii) Cash and Cash Equivalents	6	1,166.43	2,978.70
	(iii) Loans and Advances	7	50,653.01	48,627.27
	(b) Other Tax Assets	4	70.44	79.01
	<b>Total Current Assets</b>		<b>54,827.90</b>	<b>54,684.98</b>
	<b>Total Assets</b>		<b>648,796.57</b>	<b>648,689.34</b>
	<b>EQUITY AND LIABILITIES</b>			
1)	<b>Equity</b>			
	(a) Equity Share Capital	8	578,418.78	578,418.78
	(b) Other Equity	9	70,283.68	70,195.30
	<b>Total Equity</b>		<b>648,702.46</b>	<b>648,614.08</b>
2)	<b>Liabilities</b>			
	<b>Current Liabilities</b>			
	(a) Other Current Liabilities	10	94.10	75.26
	<b>Total Current Liabilities</b>		<b>94.10</b>	<b>75.26</b>
	<b>Total Liabilities</b>		<b>94.10</b>	<b>75.26</b>
	<b>Total Equity and Liabilities</b>		<b>648,796.57</b>	<b>648,689.34</b>

**Notes Forming Part of The Financial Statements**

1-20

As per our report attached

For and on behalf of the Board

For J N Agarwal & Co  
Chartered Accountants

Managing Director

Jyoti Agarwal  
(Proprietor)  
M. No: 061301  
FRN : 325111E  
UDIN : 24061301BKHKKK7931

Director

Director

Place: Kolkata  
Date: 30.05.2024

**ECOWAVE INFOTECH LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2024**

(Amount in Rs.)

Particulars	Notes	2023-24	2022-23
<b>I. Income</b>			
(a) Revenue From Operations	11	<b>1,279.46</b>	1,187.05
<b>Total Income (I)</b>		<b>1,279.46</b>	1,187.05
<b>II. Expenses</b>			
(a) Employee Benefit Expenses	12	<b>390.00</b>	300.00
(d) Other Expenses	13	<b>668.67</b>	736.18
<b>Total Expenses (II)</b>		<b>1,058.67</b>	1,036.18
<b>III. Profit before taxes (I - II)</b>		<b>220.79</b>	150.87
<b>IV. Tax Expenses</b>			
(a) Current		<b>57.41</b>	39.23
(b) Earlier Years		-	-
		<b>57.41</b>	39.23
<b>V. Profit for the Year (III - IV)</b>		<b>163.39</b>	111.65
<b>VI. Other Comprehensive Income for the period</b>			
(A) Item that will not be reclassified to Profit or Loss			
(i) Fair Value of equity instruments through OCI		<b>(101.36)</b>	890.92
(ii) Income Tax effect thereof		<b>26.35</b>	(231.64)
(B) (i) Items that will be reclassified to Profit or Loss		-	-
(ii) Income Tax effect thereof		-	-
<b>Other comprehensive income for the year, net of tax (VI)</b>		<b>(75.01)</b>	<b>659.28</b>
<b>VII. Total Comprehensive Income for the period (V + VI)</b>		<b>88.38</b>	<b>770.92</b>
Earnings per Equity Share	15		
(a) Basic		0.0000	0.0000
(b) Diluted		<b>0.0000</b>	0.0000

**Notes Forming Part of The Financial Statements**

1-20

As per our report attached

For and on behalf of the Board

For J N Agarwal & Co  
Chartered Accountants

Managing Director

Jyoti Agarwal  
(Proprietor)  
M. No: 061301  
FRN : 325111E  
UDIN : 24061301BKHKKK7931

Director

Director

Place: Kolkata  
Date: 30.05.2024

**ECOWAVE INFOTECH LIMITED**  
**Statement of Cash Flow for the year ended March 31, 2024**

(Amount in Rs.)

Particulars	2023-24	2022-23
<b>A. Cash Flow from Operating Activities</b>		
Profit Before Tax as per Statement of Profit and Loss Account	220.79	150.87
<b>Operating Profit Before Working Capital Changes</b>	220.79	150.87
Adjusted For:		
Loans and Advances	(2,065.56)	4,752.97
Trade Receivables	61.98	(2,000.00)
Tax Paid (Net of Provision)	(83.72)	(83.72)
Current Liabilities	18.85	(55.54)
<b>Cash Flow from Operating Activities (A)</b>	<b>(1,846.66)</b>	2,765.58
<b>B. Cash Flow from Investing Activities</b>		
Sale/(Purchase) of Investments		-
<b>Cash Flow from Investing Activities (B)</b>	-	-
<b>C. Cash Flow from Financing Activities</b>		
Bank Borrowing	-	-
<b>Cash Flow from Financing Activities (C)</b>	-	-
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(1,846.66)</b>	2,765.58
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>2,979.10</b>	213.52
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>1,132.44</b>	2,979.10

Notes:

1. All figures in brackets are outflow.
2. Cash and cash equivalent is Cash and Bank Balances as per Balance Sheet.
3. Previous year's figures have been regrouped/recasted wherever necessary.

As per our Annexed Report of even date.

For and on behalf of the Board

For J N Agarwal & Co  
Chartered Accountants

Managing Director

Jyoti Agarwal  
(Proprietor)  
M. No: 061301  
FRN : 325111E  
UDIN : 24061301BKHKKK7931

Director

Director

Place : Kolkata  
Date: 30.05.2024

**Notes Forming Part of Financial Statements for the year ended 31<sup>st</sup> March 2024****CORPORATE INFORMATION:**

Ecowave Infotech Limited (the Company) CIN No. L17219WB1979PLC032310 and registered office at 4 B B D Bag (E), 5<sup>th</sup> Floor, Room NO. 77, Kolkata – 700 001, India, is a public limited company domicile in India and incorporated under the Companies Act, 1956. Its shares are listed on the Calcutta Stock Exchange (CSE). The Company is mainly engaged in the business of IT-enabled services and investment & trading in shares and securities.

**1. SIGNIFICANT ACCOUNTING POLICIES:****1.1 Basis of Accounting****1.1.1 Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013 and presentation requirements of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable.

**1.1.2 Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value.
- Defined benefit plans - plan assets measured at fair value

**1.1.3 Current Versus Non-Current Classification**

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

An asset is classified as current when it is:

- a) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- b) held primarily for the purpose of trading,
- c) expected to be realised within twelve months after the reporting period, or
- d) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is classified as current when it is:

- a) it is expected to be settled in the normal operating cycle,
- b) it is held primarily for the purpose of trading,
- c) it is due to be settled within twelve months after the reporting period, or
- d) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

**1.2 Revenue Recognition**

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**1.2.1 Interest Income**

Interest income from Loans given is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**1.2.2 Dividend**

Dividend is recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

### 1.3 Investments and Other Financial Assets

#### a. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

#### b. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

##### Loans given

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired.
- **Fair Value through Other Comprehensive Income (FVTOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Other Income'.
- **Fair Value through Profit or Loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the Statement of Profit and Loss within 'Other Income' in the period in which it arises.

##### Equity Instruments

The Company subsequently measures all equity investments at fair value, except investments in associates which are measured at cost. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Changes in the fair value of financial assets at fair value through profit or loss are recognised in 'Other Income' in the Statement of Profit and Loss.

#### c. Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets which are not fair valued through profit or loss. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

109 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**d. Derecognition of Financial Assets**

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**e. Fair Value of Financial Instruments**

In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

**1.4 Financial liabilities**

**a. Initial recognition and measurement**

The Company recognises all the financial liabilities on initial recognition at fair value minus, in the case of a financial liability not at fair value through Profit or Loss, transaction costs that are directly attributable to the acquisition or issue of the financial liability.

**b. Subsequent measurement**

All the financial liabilities are subsequently measured at amortised cost, except for those mentioned below-

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as Fair Value through profit or loss, fair value gains/losses attributable to changes in own credit risk are recognised in Other Comprehensive Income. These gains/losses are not subsequently transferred to Profit or Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

**Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require apayment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

**1.5 Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the respective entities in the Company or the counterparty.

**1.6 Cash and Cash Equivalents**

For the purpose of presentation in the Cash Flow Statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**1.7 Trade Payables**

Trade payables represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**1.8 Borrowings**

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

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

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

**1.9 Borrowing Cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

**1.10 Income Tax**

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, unused tax credits and to unused tax losses.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.



Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences, tax credits and losses.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax are recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, if any. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### **1.11 Provisions and Contingencies**

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

#### **1.12 Earnings per Share**

##### **a. Basic Earnings per Share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Parent Company
- by the weighted average number of equity shares outstanding during the financial year

##### **b. Diluted Earnings per Share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### **1.13 Use of Estimates**

The Preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affects the reported amount of assets and liabilities as at the balance sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the balance sheet date. The estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of financial statements. Actual results could differ from estimates.

#### **1.14 Recent Accounting Pronouncements**

Ind AS 115 Revenue from Contracts with Customers is applicable for accounting periods beginning on or after 1 April 2018.

There is no major impact of Ind AS 115 on the Company.

### 1.15 Critical Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each Balance Sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

This Note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

#### The areas involving critical estimates or judgements are:

- **Provisions and Contingencies —**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the Ind AS 37. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

- **Deferred Taxes —**

Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax bases that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred tax benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned optimising measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

- **Fair Value Measurements —**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**ECOWAVE INFOTECH LIMITED**  
**STATEMENT OF CHANGES IN EQUITY for the year ended 31 March 2024**

**A. Equity share capital**

(Amount in Rs)

Particulars	Notes	No. of Shares	Amount
<b>As at 1 April 2022</b>		<b>57,841,878</b>	<b>578,418.78</b>
Changes in equity share capital	8	-	-
<b>As at 31 March 2023</b>		<b>57,841,878</b>	<b>578,418.78</b>
Changes in equity share capital	8	-	-
<b>As at 31 March 2024</b>		<b>57,841,878</b>	<b>578,418.78</b>

**B. Other equity**

Particulars	Notes	Reserves and surplus	Items of OCI	Total other equity
		Retained earnings	FVOCI Equity Instruments	
<b>Balance at 1 April 2022</b>	9	<b>(13,543.60)</b>	<b>22,977.42</b>	<b>9,433.82</b>
Profit for the year		111.65	-	111.65
Net Gain / (Loss) on FVTOCI Investments		-	659.28	659.28
<b>Total comprehensive income for the year</b>		<b>111.65</b>	<b>659.28</b>	<b>770.92</b>
<b>Balance at 31 March 2023</b>		<b>(13,431.95)</b>	<b>23,636.70</b>	<b>10,204.75</b>

Particulars	Notes	Reserves and surplus	Items of OCI	Total other equity
		Retained earnings	FVOCI Equity Instruments	
<b>Balance at 1 April 2023</b>	9	<b>(13,431.95)</b>	<b>23,636.70</b>	<b>10,204.75</b>
Profit for the year		163.39	-	163.39
Net Gain / (Loss) on FVTOCI Investments		-	-75.01	-75.01
<b>Total comprehensive income for the year</b>		<b>163.39</b>	<b>-75.01</b>	<b>88.38</b>
<b>Balance at 31 March 2024</b>		<b>(13,268.56)</b>	<b>23,561.69</b>	<b>10,293.13</b>

As per our report attached

For and on behalf of the Board

For J N Agarwal & Co  
Chartered Accountants

Managing Director

Jyoti Agarwal  
M. No: 061301  
FRN : 325111E  
UDIN : 24061301BKHKKK7931

Director

Director

Place: Kolkata  
Date: 30.05.2024

**2 - Non -Current Investments**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos.	Amount	Nos.	Amount
<b>(Carried at fair value through profit or loss)</b>				
<b>In equity shares - Unquoted, fully paid-up</b>				
Collage Commercial (P) Ltd	21,450	17,586.59	21,450	17,586.89
Concord Infracon Pvt Ltd	13,550	6,678.30	13,550	6,678.31
Credence Projects (P) Ltd	94,773	46,813.40	94,773	46,817.27
Fidus Finance Ltd	3,000,000	189,740.98	3,000,000	189,401.12
Hope Multimarketing (P) Ltd	2,500	19,959.93	2,500	19,960.25
Indus Chennai Exports (P) Ltd	122,807	34,590.84	122,807	35,018.74
Nirmalkunj Commerce (P) Ltd	2,500	20,653.25	2,500	20,653.63
Nirmalkunj Commosales (P) Ltd	15,800	13,028.81	15,800	13,029.03
Nityadhara Dealers (P) Ltd	5,000	41,455.37	5,000	41,456.06
Nityadhara Dealtrade (P) Ltd	19,000	15,667.66	19,000	15,667.92
Nityadhara Projects (P) Ltd	17,797	14,831.65	17,797	14,831.88
Panchshree Vinimay (P) Ltd	1,000,000	31,295.95	1,000,000	31,298.03
Raudramukhi Distributors (P) Ltd	1,000,000	64,908.04	1,000,000	64,908.44
Raudramukhi Infotech (P) Ltd	1,000,000	38,869.98	1,000,000	38,873.95
Sparrow Enbuild (P) Ltd	36,904	30,597.34	36,904	30,597.84
Vivi Tech (P) Ltd	792	6,566.43	792	6,566.53
<b>TOTAL</b>		<b>593,244.54</b>		<b>593,345.90</b>

**3 - Deferred Tax Assets (net)**

Particulars	As at March 31, 2024	As at March 31, 2023
Opening	290.45	522.08
Unrealised Gain on FVTOCI Equity Securities	26.35	-231.64
<b>TOTAL</b>	<b>316.80</b>	<b>290.45</b>

**4 - Other tax asset (net)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-Current</b>		
Income Tax Receivable	407.33	368.02
Less: Provisions for Income Tax	-	-
<b>TOTAL</b>	<b>407.33</b>	<b>368.02</b>
<b>Current</b>		
Income Tax Receivable	127.85	118.24
Less: Provisions for Income Tax	57.41	39.23
<b>TOTAL</b>	<b>70.44</b>	<b>79.01</b>

**6 - Cash and cash equivalents**

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	1,135.66	1,723.94
Balances with banks:		
- current accounts	30.77	1,254.76
<b>TOTAL</b>	<b>1,166.43</b>	<b>2,978.70</b>

**7 - Loans and advances**

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good unless otherwise stated)		
Loans and advances	50,653.01	48,627.27
<b>TOTAL</b>	<b>50,653.01</b>	<b>48,627.27</b>

(Amount in Rs. '000)

**5 Trade Receivable**

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables	2,938.02	3,000.00
<b>Total</b>	<b>2,938.02</b>	<b>3,000.00</b>
<b>Break-up of Trade Receivables</b>		
Trade Receivables considered good - Unsecured	2,938.02	3,000.00
<b>Total</b>	<b>2,938.02</b>	<b>3,000.00</b>

**Ageing of Trade Receivables As at March 31, 2024**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	8.12	-	2,000.00	-	929.90	2,938.02
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total</b>	<b>8.12</b>	<b>-</b>	<b>2,000.00</b>	<b>-</b>	<b>929.90</b>	<b>2,938.02</b>

**Ageing of Trade Receivables As at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	-	2,000.00	-	-	1,000.00	3,000.00
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>2,000.00</b>	<b>-</b>	<b>-</b>	<b>1,000.00</b>	<b>3,000.00</b>

**8 - Equity share capital**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos.	Amount	Nos.	Amount
<b>Authorised:</b>				
Equity shares of Rs.10/- each	57,885,000	578,850.00	57,885,000	578,850.00
		<b>578,850.00</b>		<b>578,850.00</b>
<b>Issued, subscribed and fully paid up:</b>				
Equity shares of Rs.10/- each	57,841,878	578,418.78	57,841,878	578,418.78
		<b>578,418.78</b>		<b>578,418.78</b>

**(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the period:**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Nos.	Amount	Nos.	Amount
Equity shares:				
At the beginning and end of the year	57,841,878	578,418.78	57,841,878	578,418.78

**(b) Rights and terms attached to equity shares**

The Company has issued one class of equity shares with voting rights having a par value of Rs. 10/- per share. Each member is entitled to vote and present in person, by a constituted attorney, or by proxy shall have one vote and upon a poll every member entitled to vote and present in person, by a constituted attorney, or by proxy shall have one vote for every ordinary share held by him.

On winding up of the Company, the holders of equity shares will be entitled to receive residual assets of the Company remaining after distribution of all preferential amounts in proportion to the number of equity shares held by the members in proportion to the paid-up capital.

**(c) Details of shareholders holding more than 5% equity shares in the company**

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	Nos.	% of holding	Nos.	% of holding
Pearl Dealers Private Limited	3251211	5.62	3251211	5.62

**9 - Other Equity**

Particulars	As at March 31, 2024		As at March 31, 2023	
<b>General Reserve</b>				
Balance at the beginning of the Year		59,990.56		59,990.56
Addition/(Deletion) during the Year				-
<b>Balance at the Closing of the Year</b>		<b>59,990.56</b>		<b>59,990.56</b>
<b>Retained Earnings</b>				
Balance at the beginning of the Year		(13,268.56)		(13,431.95)
Other Comprehensive Income		23,561.69		23,636.70
<b>Balance at the Closing of the Year</b>		<b>10,293.13</b>		<b>10,204.75</b>
<b>Total</b>		<b>70,283.68</b>		<b>70,195.30</b>

**10 - Other Current Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
For Expenses	67.13	50.40
Statutory Dues	26.98	24.86
<b>TOTAL</b>	<b>94.10</b>	<b>75.26</b>

**11 - Revenue From Operations**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Income	1,279.46	1,187.05
<b>TOTAL</b>	<b>1,279.46</b>	<b>1,187.05</b>

**12 - Employee Benefit Expenses**

Particulars	As at March 31, 2024	As at March 31, 2023
Salary	390.00	300.00
<b>TOTAL</b>	<b>390.00</b>	<b>300.00</b>

**13 - Other Expenses**

Particulars	As at March 31, 2024	As at March 31, 2023
Audit Fees	30.00	35.40
Advertising Expenses	3.28	4.59
Bank Charges	0.76	0.57
Conveyance Expenses	18.23	21.48
Electricity Expenses	36.35	31.09
Filing Fees	1.80	6.80
Legal and Professional Expenses	120.88	114.80
Printing and Stationery	23.64	12.64
Rent, Rates & Taxes	36.00	36.00
Office Expenses	39.49	21.60
Registrar, Depository & Listing Charges	292.33	385.99
Website Expenses	14.16	-
Other Misc Expenses	51.77	65.23
<b>TOTAL</b>	<b>668.67</b>	<b>736.18</b>

**14 OTHER NOTES (contd.)****i. Financial Instrument-Classification & Fair Value****Financial Instrument by category and hierarchy**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- A. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
- B. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk

The fair values of non-current borrowings are based on Effective Interest Rates considering the premium payable on redemption as part of the finance cost (EIR works out to be 10.16% and 13.68%). They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Level - 1 - quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level - 2 - other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level - 3 - Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Fair value of financial assets and liabilities measured at amortised cost-

Accounting classification and fair value



## 14. OTHER NOTES (contd.)

31-Mar-24	Carrying amount				Fair value			
	Amortised Cost	FVTPL	FVTOCI	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>Non-Current Financial Assets</b>								
<b>Investments</b>								
Unquoted Equity Instruments			593,245	593,245			593,245	593,245
<b>Current Financial Assets</b>								
Trade Receivables	2,938			2,938			2,938	2,938
Cash and Cash Equivalents	1,166			1,166				
Loans and Advances	50,653			50,653			50,653	50,653
<b>Total financial Assets</b>	<b>54,757</b>		<b>593,245</b>	<b>648,002</b>			<b>646,836</b>	<b>646,836</b>
<b>Non-Current Financial Liabilities</b>								
Borrowings	-			-				
<b>Current Financial Liabilities</b>								
Other Current Liabilities	94			94				
<b>Total financial liabilities</b>	<b>94</b>			<b>94</b>				

31-Mar-23	Carrying amount				Fair value			
	Amortised Cost	FVTPL	FVTOCI	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>Non-Current Financial Assets</b>								
<b>Investments</b>								
Unquoted Equity Instruments			593,346	593,346			593,346	593,346
<b>Current Financial Assets</b>								
Trade Receivables	3,000			3,000			3,000	3,000
Cash and Cash Equivalents	2,979			2,979				
Loans and Advances	48,627			48,627			48,627	48,627
<b>Total financial Assets</b>	<b>54,606</b>		<b>593,346</b>	<b>647,952</b>			<b>644,973</b>	<b>644,973</b>
<b>Non-Current Financial Liabilities</b>								
Borrowings	-			-				
<b>Current Financial Liabilities</b>								
Other Current Liabilities	75			75				
<b>Total financial liabilities</b>	<b>75</b>			<b>75</b>				

**15 Earning Per Share**

Particulars	As at March 31, 2024	As at March 31, 2023
Net Profit after Tax as per Statement of Profit and Loss	163.39	111.65
Number of Equity Shares	57,841,878	57,841,878
Face Value per Equity Shares	10	10
Basic Earning Per Share	0.0000	0.0000
Diluted Earning Per Share	0.0000	0.0000

**16 Related party disclosures as identified by the management in accordance with the Accounting Standards (AS) 18 on "Related Party Disclosures" are as under****A) Key Management Personnel (KMP)**

Pradip Dey - Director  
Narayan Thapa - CFO  
Gopal Halder - Managing Director  
Mukesh Agarwal - Director

**B) Related Party Transactions**

Nil

**17** Figures of previous year are regrouped, recasted and rearranged wherever necessary.

**18** Figures are rounded off to nearest Thousand ('000).

**19** There is no amount outstanding & payable to Investor Education & Protection Fund as on 31.03.2024

**20** Additional Regulatory Information Required By Schedule III

**(i) Title deeds of immovable properties not held in name of the company**

The Company does not have any immovable properties during the current or previous year.

**(ii) Valuation of PP&E, intangible asset and investment property**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or

**(iii) Loans or advances to specified persons**

The Company has not granted any loans or advances to promoters, directors, KMPs and related

(a) repayable on demand or

(b) without specifying any terms or

**(iv) Capital Work In Progress (CWIP)**

The Company doesn't have any CWIP

**(v) Intangible assets under development**

The Company doesn't have any Intangible assets under development

**(vi) Details of Benami Property held**

No proceedings have been initiated on or are pending against the company for holding benami

**(vii) Borrowing secured against current assets**

The Company doesn't have any borrowings from banks and / or financial institutions

**(viii) Wilful Defaulter**

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

**(ix) Relationship with Struck off Companies**

The Company has no transactions with the companies struck off under the Companies Act, 2013

**(x) Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory

**(xi) Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

**(xii) Compliance with approved Scheme(s) of Arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current of previous financial year

**(xiii) Utilisation of Borrowed funds and share premium:**

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**(xiv) Undisclosed Income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(xv) Details of crypto currency of virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**(xvi)** Analytical Ratios

Ratios	Numerator	Denominator	31-Mar-24	31-Mar-23	% Variance	Remarks
Current Ratio (in times)	Total Current Assets	Total Current Liabilities	582.64	726.64	-19.82%	Due to increase in Current Liabilities, the ratio got effected
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	-	-	0.00%	Not Applicable
Debt Service Coverage Ratio (in times)	Earning available for debt service (Net profit after taxes + depreciation)	Debt Service (interest and principle payments including lease payments)	-	-	0.00%	Not Applicable
Return on Equity (%)	Profit for the year	Average total equity	0.03%	0.02%	0.00%	Not Applicable
Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	Cost of Goods Sold	-	-	0.00%	Not Applicable
Trade Receivables Turnover Ratio (in times)	Revenue from operations	Average trade receivables	-	-	0.00%	Not Applicable
Trade Payables Turnover Ratio (in times)	Expenses Less Depciation	Average trade payables	-	-	0.00%	Not Applicable
Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (i.e. current assets minus current liabilities)	-	-	0.00%	Not Applicable
Net Profit Ratio (%)	Net profit after tax	Revenue from operations	-111.80%	-48.05%	132.69%	Due to increase in Loss, the ratio got effected
Return on Capital Employed (%)	Profit before tax and finance cost	Capital employed = Net worth + lease liabilities + deferred tax liabilities	-0.63%	-0.33%	90.13%	Due to increase in Loss, the ratio got effected
Return on Investments (%)	Income generated from invested funds	Average invested funds in treasury investments	-	-	0.00%	Not Applicable

Ref. No. ....

Date... 30/09/2024

**CONSOLIDATED SCRUTINIZER'S REPORT**

{Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended}

To,

The Chairman Annual General Meeting of Equity Shareholders of Ecowave Infotech Limited held on Monday, 30<sup>th</sup> day of September, 2024 at 10:00 AM at the registered office of the company at 4, B. B. D. Bag (E) 5<sup>th</sup> Floor, Room No. 77, Stephen House, Kolkata – 700001.

Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot forms conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and voting at the Annual General Meeting of Ecowave Infotech Limited held on Monday, 30<sup>th</sup> day of September, 2024 at 10:00 A.M at the registered office of the company at 4, B. B. D. Bag (E) 5<sup>th</sup> Floor, Room No.77, Stephen House Kolkata - 700001.

Dear Sir,

I, Debasish Mukherjee, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Ecowave Infotech Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting, of the Company held on Monday, 30<sup>th</sup> day of September, 2024 at 10:00 AM.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting [i.e. by remote e-voting and voting by poll by means of the ballot papers at the AGM] for the resolutions contained in the notice. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizers report of the votes cast "in favour".

The Notice along with Explanatory Statement setting out material facts under section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company held on Monday, 30<sup>th</sup> day of September, 2024.





**DEBASISH MUKHERJEE**

B.COM.(H), A.C.S.

Practicing Company Secretary

49 REGENT COLONY, TOLLYGUNGE  
KOLKATA-700040

MOBILE : 93398 30459

Ref. No. ....

Date. 30/09/2024...

The company had availed the remote e-voting facility provided by the Central Depository Services (India) Limited (CDSL), the agency authorized under the rules and engaged by the company to provide e-voting facilities for voting through electronic means.

The Company had also provided voting facility to the shareholders present at the Annual General meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "cut-off" date i.e. 23<sup>rd</sup> September, 2024 were entitled to vote for the resolutions proposed in the Notice of the Annual General Meeting of the company held on Monday, 30<sup>th</sup> day of September, 2024.

The Ballot Box which was kept for the purpose of voting through ballots was locked by me and was opened on the time of voting through physical means by some of the shareholders and all the ballot papers were scrutinized. The Ballot papers were reconciled with the records maintained by the company and Maheshwari Datamatics Private Limited, the Registrar and Transfer Agents (R&TA) of the Company by support of staff.

The voting period for remote e-voting commenced on Friday, 27<sup>th</sup> September, 2024 at 10:00 A.M. and ended on Sunday, 29<sup>th</sup> September, 2024 at 5:00 P.M. and the CDSL e-voting platform was blocked. Thereafter in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting of the company on Monday, 30<sup>th</sup> September, 2024 the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system. Some voting by way ballot was done at the Annual General Meeting.

As per the requirement of the Management, I am submitting herewith a consolidated report of the remote E-voting together with that of the voting through ballot process at the venue of the meeting as given in Annexure I.

The electronic data and all other relevant records relating to the remote e-voting and ballot are under my safe custody and will be handed over to the Director for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting held on Monday, 30<sup>th</sup> September, 2024.

Date: 30<sup>th</sup> September, 2024

Place: Kolkata



Debasish Mukherjee

(Practicing Company Secretary)

C.P. No. 5323

UDIN No - 370765



Ref. No. ....

Date 30/09/2024...

## ANNEXURE 1

CONSOLIDATED REPORT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING THROUGH  
BALLOT PROCESS AT THE VENUE OF THE MEETING

1. To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2024, including the Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

**Votes cast in favour of the Resolution**

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	140	7633624	99.99
E-Voting at AGM	28	72	0.01
Total	168	7633696	100

**Votes cast against the Resolution**

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0



# DEBASISH MUKHERJEE

B.COM.(H), A.C.S.

Practicing Company Secretary

49 REGENT COLONY, TOLLYGUNGE  
KOLKATA-700040

MOBILE : 93398 30459

Ref. No. ....

Date 30/09/2024...

## Invalid Votes

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0

Result: The Resolution requiring requisite majority for passing as Ordinary Resolution was received.

2. To appoint a Director in place of Mr. Pradip Dey (DIN 00069510), who retires by rotation and being eligible, offers himself for Re-appointment.

Type of Business: Ordinary Resolution

Nature of Resolution: Ordinary Resolution

## Votes cast in favour of the Resolution

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	140	7633624	99.99
E-Voting at AGM	28	72	0.01
Total	168	7633696	100

## Votes cast against the Resolution

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0





# DEBASISH MUKHERJEE

B.COM.(H), A.C.S.  
Practicing Company Secretary

49 REGENT COLONY, TOLLYGUNGE  
KOLKATA-700040

MOBILE : 93398 30459

Ref. No. ....

Date 30/09/2024...

## Invalid Votes

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

3. To reappoint M/s J N Agarwal & Co. Chartered Accountants (Firm Registration No. 325111E) as Statutory Auditors of the Company and fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

Resolved that pursuant to the provisions of section 139, 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s J N Agarwal & Co. Chartered Accountants (Firm Registration No. 325111E), as the Statutory Auditors of the Company, be appointed to hold office for a period of 1 (ONE) year commencing from the conclusion of this meeting until the conclusion of the 47th Annual General Meeting of the Company, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, and that the Board of Directors be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Company and that such remuneration be paid as agreed upon between the Auditors and the Company.

Type of Business: Ordinary Resolution

Nature of Resolution: Ordinary Resolution

## Votes cast in favour of the Resolution

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	140	7633624	99.99
E-Voting at AGM	28	72	0.01
Total	168	7633696	100



**DEBASISH MUKHERJEE**

B.COM.(H), A.C.S.

Practicing Company Secretary

49 REGENT COLONY, TOLLYGUNGE  
KOLKATA-700040

MOBILE : 93398 30459

Ref. No. ....

Date...30/09/2024..

**Votes cast against the Resolution**

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0

**Invalid Votes**

Mode of Voting	Number	Vote	Percentage
Remote E-Voting	0	0	0
E-Voting at AGM	0	0	0
Total	0	0	0

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.

Date: 30<sup>th</sup> September, 2024

Place: Kolkata



Debasish Mukherjee

(Practicing Company Secretary)

C.P. No. 5323

UDIN - 370765



ECOWAVE INFOTECH LTD.

AGM Held On 30-Sep-2024

LIST OF SHAREHOLDERS WHO ATTENDED THE MEETING

Serial No.	Folio/Client id No.	Dp id No.	Name of the Shareholder	Name of th Address 1 on Attendance, if any	Address 2	Address 3	Address 4	Pin No.of Shares Held	Status
1	001855	-	SHASHI DEVI BIDASARIA	34/1, LAKE TOWN, BLOCK-B,	KOLKATA 700 089	-	-	999999	1000 Non Promoter
2	001856	-	MANISH BIDASARIA	34/1, LAKE TWON, BLOCK-B,	KOLKATA 700 089	-	-	999999	1000 Non Promoter
3	001952	-	SWARNGANGA TRADING PRIVATE LIMIT	-	-	-	-	999999	103800 Non Promoter
4	001966	-	NIRAJ SELOT	CK 39/74-76, RAJA KATRA,	VARANASI 221 001	-	-	999999	2000 Non Promoter
5	002018	-	SRIJAN VYAPAR PRIVATE LIMITED	-	-	-	-	999999	206400 Non Promoter
6	002019	-	SCOPE VYAPAR PRIVATE LIMITED	-	-	-	-	999999	106800 Non Promoter
7	002025	-	JAYNARAYAN BHUTTRA & SONS	22, RUP CHAND ROY STREET,	1ST FLOOR,	KOLKATA 700 007	-	999999	3000 Non Promoter
8	002062	-	BHARAT J. SHAH	LALJI RAMJI BUILDING,	240/242, NARSHI MATHA STREET, MASJID,	MUMBAI 400 009	-	999999	8500 Non Promoter
9	002097	-	SMITA MASKARA	KALPURISTHAN CHOWK,	MAIN ROAD,	BEGUSARAI	-	999999	1500 Non Promoter
10	002149	-	KRISHNA CHANDRA MISHRA & SONS (H	3C, ASHRAY APPARTMENT,	BORTHAKUR MILL ROAD, ULUBARI,	GUWAHATI	-	999999	4000 Non Promoter
11	002194	-	VIJAY BAJAJ	RANKA PLAZA "C" BLOCK,	FLAT NO. 502, 157, WHELLERS ROAD,	BANGALORE	-	999999	5500 Non Promoter
12	10424554	IN301696	JAYATI ROY		01-06-2006 HARSHA NATH MUKHERJEE	DUM DUM CANTONMENT	KOLKATA	700028	1 Non Promoter
13	1203840000188901	38400	TAPAS KUMAR ROY		01-06-2006 HARSHA NATH MUKHERJEE ROAD	KOLKATA, WEST BENGAL	INDIA	700028	1 Non Promoter
14	1203840000303501	38400	SUKLA ROY		01-06-2006 HARSHA NATH MUKHERJEE ROAD	KOLKATA, WEST BENGAL	INDIA	700028	1 Non Promoter
15	10288116	IN302105	KRISHNENDU BOSE	1/8, PAIK PARA ROW,	P.O.-BELGACHIA,	-	KOLKATA	700037	1 Non Promoter
16	20112350	IN302951	DILIP KUMAR DAS	12/1 DINA NATH CHATTERJEE STREET	BELGHORIA	-	KOLKATA	700056	1 Non Promoter
17	85722980	IN300513	RIYA SARKAR	121/1 FEEDER ROAD KAMARHATI M	BELGHORIA	-	NORTH 24 PARGANAS WEST BENGAL	700056	1 Non Promoter
18	12926486	IN301604	JAYANTA SADHUKHAN	18 Q, KALUPARA LANE,	DHAKURIA,	KOLKATA	KOLKATA	700031	1 Non Promoter
19	1203000001048701	30000	APARNA SADHUKHAN	18Q KALUPARA LANE	KMC KASBA, KASBA	KOLKATA, WEST BENGAL	INDIA	700031	1 Non Promoter
20	1203000001375707	30000	BAPI SADHUKHAN	317 BIREN ROY ROAD EAST	PURBA BARISHA, BARISHA	SOUTH 24 PARGANAS, WEST BENGAL	INDIA	700008	1 Non Promoter
21	1201910300477018	19103	TANDRA MAJUMDAR	46A GARPAR ROAD	-	KOLKATA, WEST BENGAL	INDIA	700009	1 Non Promoter
22	1203450000125299	34500	ASISH MAJUMDAR	46A, GARPAR ROAD,	-	KOLKATA, WEST BENGAL	INDIA	700009	1 Non Promoter
23	1201330000984792	13300	INDRANI CHAKRABORTY	5/47/C JATINDAS NAGAR	BELGHARIA, KOLKATA 700083	KOLKATA, WEST BENGAL	INDIA	700083	1 Non Promoter
24	1203760000540214	37600	SNEHA ROY	6/1/6 HARSHANATH MUKHERJEE RD	DUM DUM CANTONMENT, NORTH 24 PARGANAS (NORTH)	KOLKATA, WEST BENGAL	INDIA	700028	1 Non Promoter
25	65324902	IN301549	MANAS KUMAR ROY	6/1/6 HARSHANATH MUKHERJEE ROAD	DUMDUM CANTONMENT DUMDUM M NORTH 24	PARGANAS NEAR SBI ATM	KOLKATA	700028	1 Non Promoter
26	22206903	IN300513	SUJAY BASAK	67 NANDAN NAGAR NANDAN NAGAR	BELGHARIA KAMARHATI M	NANDANNAGAR NEAR BASAK PARA	NORTH 24 PARAGANAS WEST BENGAL	700083	1 Non Promoter
27	1201060001292426	10600	SHRIPARNA BANERJEE	7 R.B.C. ROAD MILLENIUM APT	FLAT NO 5 3RD FLOOR DUM DUM, CANT HANUMAN MANDIR	KOLKATA, WEST BENGAL	INDIA	700028	2 Non Promoter
28	1201910300452801	19103	MAMATA BANERJEE	7 RBC RD MILLENIUM APARTMENT	3ED FLOOR FLAT 5	KOLKATA, WEST BENGAL	INDIA	700028	10 Non Promoter
29	70003684	IN304447	SUJIT CHAKRABORTY	BANISANGHA MATH (UTTAR)	RANAGHAT VTC-R	ANAGHAT-1 PO-NASRA	NADIA	741202	1 Non Promoter
30	10045057	IN302105	SUDIPTA CHAKRABORTY	DINANTA APARTMENT	FLAT NO 2/C,	-	KHARDAH(M)	700118	1 Non Promoter
31	13005364	IN303116	MOUMITA DAS	FLAT NO A1 2ND FLOOR SANCHITA	APARTMENT 2/3 AND 2/4 JATINDAS NAGAR	JATIN DAS STATUE RADHIKA RANJAN COMM	HALL BELGHARIA VTC KAMARHATI KOLKATA	700056	1 Non Promoter
32	13002216	IN303116	ABHIJIT DAS	FLAT NO A2 2ND FLOOR SANCHITA	APARTMENT 2/3 AND 2/4 JATINDAS NAGAR	JATIN DAS STATUE RADHIKA RANJAN COMM	HALL BELGHARIA VTC KAMARHATI KOLKATA	700056	1 Non Promoter
33	22831985	IN300513	SYAMAL MAITRA	GOLDEN TOWER FLAT C1 FLR 1 2	BHUBAN MOHAN ROY ROAD	SAKHER BAZAR BEHALA	KOLKATA WEST BENGAL	700008	1 Non Promoter
34	85155130	IN300513	DIPANWITA CHAKRABORTY	JOGIPARA RAHARA KHARDAH M RAHARA	NORTH 24 PARGANAS	-	NORTH 24 PARGANAS WEST BENGAL	700118	1 Non Promoter
35	10167506	IN300773	SOMNATH BANERJEE	MILLENIUM APARTMENT	FLAT NO-5, 3RD FLOOR	7, R.B.C. ROAD, DUM DUM	KOLKATA	700028	34 Non Promoter
36	20177375	IN302951	BHABESH SAHA	P/191/B C I T ROAD	PO-BELIAGHATA	KOLKATA	WES BENGAL	700010	1 Non Promoter
37	1203840001487543	38400	ANJAN SETH	S/O SATISH CHANDRA SETH	2-2 BROJONATH LAHERI LANE, BAKSARA HAORA CORPORATION	HOWRAH, WEST BENGAL	INDIA	711110	1 Non Promoter
38	1202420000574810	24200	SABITA GHOSH	SUSHAMA ENCLAVE IST FR FL 1B	21 VIDYASAGAR ROAD, SOUTH DUMDUM (M)	KOLKATA, WEST BENGAL	INDIA	700065	1 Non Promoter
39	1202420000530686	24200	PRODIP GHOSH	SUSHMA ENCLAVE IST FR FL 1B,	21 VIDYASAGAR ROAD, SOUTH DUM DUM (M)	KOLKATA, WEST BENGAL	INDIA	700065	2 Non Promoter

Total : 443572

ECOWAVE INFOTECH LTD.

Consolidated Report of Voting at AGM Held On 30-Sep-2024

Sl No	Resolution	Mode	No.of Folio/ Ballots	Total No.of Shares	Votes Cast In Favour of		% of Votes In Favour	Votes Cast Against the		% of Votes Against The	Invalid Votes	
					No.of Folios / No. of	Votes		No.of Folios / No. of	Votes		No.of Folios / No. of	Votes
1	To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2024, including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon	Remote Evoting	140	7633624	140	7633624	99.9998	0	0	0.0000	0	0
		Evoting at AGM	14	14	14	14	0.0002	0	0	0.0000	0	0
		Postal Voting										
		Total	154	7633638	154	7633638	100.0000	0	0	0.0000	0	0
2	To appoint a Director in place of Mr. Pradip Dey (DIN 00069510), who retires by rotation and being eligible, offers himself for Re-appointment	Remote Evoting	140	7633624	140	7633624	99.9998	0	0	0.0000	0	0
		Evoting at AGM	14	14	14	14	0.0002	0	0	0.0000	0	0
		Postal Voting										
		Total	154	7633638	154	7633638	100.0000	0	0	0.0000	0	0
3	To reappoint M/s J N Agarwal and Co. Chartered Accountants (Firm Registration No. 325111E) as Statutory Auditors of the Company and fix their remuneration	Remote Evoting	140	7633624	140	7633624	99.9998	0	0	0.0000	0	0
		Evoting at AGM	14	14	14	14	0.0002	0	0	0.0000	0	0
		Postal Voting										
		Total	154	7633638	154	7633638	100.0000	0	0	0.0000	0	0

ECOWAVE INFOTECH LTD.

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	30-Sep-24
Total Number of Shareholders on Record Date	3023
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>	
Promoter & Promoter Group	
Public	
<b>Total</b>	
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>	
Promoter & Promoter Group	0
Public	39
<b>Total</b>	<b>39</b>

1	To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2024, including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	57841878	7633624	13.1974	7633624	0	100.0000	
	Evoting at AGM		14	0.0000	14	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7633638	13.1974	7633638	0	100.0000	
Total		57841878	7633638	13.1974	7633638	0	100.0000	

2	To appoint a Director in place of Mr. Pradip Dey (DIN 00069510), who retires by rotation and being eligible, offers himself for Re-appointment							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	57841878	7633624	13.1974	7633624	0	100.0000	
	Evoting at AGM		14	0.0000	14	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7633638	13.1974	7633638	0	100.0000	
Total		57841878	7633638	13.1974	7633638	0	100.0000	

3	To reappoint M/s J N Agarwal and Co. Chartered Accountants (Firm Registration No. 325111E) as Statutory Auditors of the Company and fix their remuneration							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Institutional holders	Remote Evoting	0	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	57841878	7633624	13.1974	7633624	0	100.0000	
	Evoting at AGM		14	0.0000	14	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7633638	13.1974	7633638	0	100.0000	
Total		57841878	7633638	13.1974	7633638	0	100.0000	

The Ordinary Resolution / Resolutions as set out in the Postal Ballot Notice dated has been passed by the Members by requisite majority.

ECOWAVE INFOTECH LTD.

Voting Summary of AGM Held On 30-Sep-2024

SI No	Resolution	Voted			Voted			Voted			Total Voted	Total Shares
		For	Shares	%	Agst	Shares	%	Invalid	Shares	%		
1	To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2024, including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon	14	14	100.00000	0	0	0.00000	0	0	0.00000	14	14
2	To appoint a Director in place of Mr. Pradip Dey (DIN 00069510), who retires by rotation and being eligible, offers himself for Re-appointment	14	14	100.00000	0	0	0.00000	0	0	0.00000	14	14
3	To reappoint M/s J N Agarwal and Co. Chartered Accountants (Firm Registration No. 325111E) as Statutory Auditors of the Company and fix their remuneration	14	14	100.00000	0	0	0.00000	0	0	0.00000	14	14