COSYN

Date: 04th September, 2020

The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.
Scrip Code : 538922

Dear Sir,

Sub: Submission of Notice of 26th Annual General Meeting to be held on Wednesday, the 30th September, 2020 & 26th Annual Report for FY 2019-20-Reg.

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Reg.

***

Pursuant to Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are herewith submitting the 26th Annual Report of the Company along with the Notice of Annual General Meeting for the Financial Year 2019-2020, which is being dispatched/sent to the members by email in pursuance of MCA/SEBI circular.

The 26th Annual General Meeting ("AGM") of the Company will be held on Wednesday, the 30th day of September, 2020 at 10.00 A.M at 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

COSYN LIMITED HYDERABAD

RAVI VISHNU
MANAGING DIRECTOR
DIN: 01144902

Encl: As above



COSYN

Annual Report 2019-2020

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CORPORATE INFORMATION

CIN	:	L72200TG1994PLC017415
Board of Directors		
Mr. Ravi Vishnu	:	Managing Director
Mr. Bhopal Reddy	:	Executive Director
Smt. R Kasturi	:	Non- Executive Woman Director
Mr. Rama Rao Karumanchi	:	Independent Director
Mr. V. Siva Rama Krishna Murthy	:	Independent Director
Mr. P Venkata Rao	:	Independent Director (Resigned w.e.f 12.08.2019)
Mr. Sridhar Borapureddi	:	Independent Director (Resigned w.e.f 27.01.2020)
Mr Panduranga Murthy Vistakula	:	Independent Director (w.e.f 30.06.2020)
Company Secretary & Compliance Officer	:	Smt. Ankita Gupta
Chief Financial Officer	:	Mr. Krishna Boddu
Registered Office	:	3rd Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P) Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081 Tel: +91 733 066 6517-20 Fax: +91-40-4000 9888
Auditors	:	SURYANARAYANA & SURESH, Chartered Accountants 8-2-601/B, Flat No. C2, Road No.10, Millenium House, Near Zaheer Nagar X Roads, Banjara Hills, Hyderabad- 500 034
Bankers	:	State Bank of India, Balanagar Branch, Hyderabad – 500 037, India
Share Transfer Agents	:	M/s. XL Softech Systems Limited, 3, Sagar Society, RoadNo.2 Banjara Hills, Hyderabad – 500 034, India Tel: +91-40-2354 5913, 2354 5914 Fax: +91-40-2355 3214
Investor e-mail ID	:	comsec@cosyn.in
Website	:	www.cosyn.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of Cosyn Limited (CIN: L72200TG1994PLC017415) will be held on Wednesday, 30th day of September, 2020 at 10.00 A.M at 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081 to transact with or without modification(s), as may be permissible, the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors there on.

   b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mrs. Ravi Kasturi (DIN 01936068) who retires by rotation and being eligible, offers herself for re-appointment.

3. To consider and if thought fit to pass the following resolution with or without modification as an ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, M/s. Suryanarayana & Suresh., Chartered Accountants (ICAI Reg. No. 006631S) Chartered Accountants, Hyderabad, be and are hereby appointed as the Statutory Auditors of the Company for a period of two years from conclusion of this 26th Annual General Meeting till conclusion of 28th Annual General Meeting to be held for the Financial year 2021-2022 at a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs Only) per annum in addition to reimbursement of all out of pocket expenses."

SPECIAL BUSINESS:

4. To appoint Mr. Panduranga Murthy Vistakula (DIN: 08775477) as Director and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

   "**RESOLVED THAT** Mr. Panduranga Murthy Vistakula (DIN: 08775477) who was appointed by the Board of Directors as Additional Director designated as Independent Director of the Company with effect from 30th June, 2020 pursuant to the Articles of Association of the Company, holds office up to the date of the 26th Annual General Meeting (AGM) of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") or any statutory modification thereof or any re-enactment of the said Act, be and is hereby appointed as Director of the Company.

5. To appoint Mr. Panduranga Murthy Vistakula (DIN: 08775477) as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Panduranga Murthy Vistakula (DIN: 08775477) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five (5) consecutive years with effect from 30th June, 2020.

By Order of Board of Directors

Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902

Place: Hyderabad
Date: 20th Aug 2020

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Proxies, in order to be effective, must be received at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by appropriate resolution / authority, as applicable.

3. Statement as required under section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.

4. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. XL Softech Systems Limited, Hyderabad are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2020 to 30th September, 2020(both days inclusive)

6. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on 28th August, 2020.

7. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. XL Softech Systems Limited by enclosing a photocopy of blank cancelled cheque of your bank account.

8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.

9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and hand over the same at the entrance of the hall.

11. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed hereto.

12. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of Director seeking appointment / re appointment at the Annual General Meeting are given at the end of this Notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

13. Members, who have not encashed their dividend for the previous financial years are requested to make their claims to the Company accordingly, without any delay.

14. Members may also note that the Notice of the 26th Annual General Meeting is available on the Company's website: www.cosyn.in. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at comsec@cosyn.in.

    In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at www.cosyn.in and on the website of CDSL www.evotingindia.com..

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /RTA.

16. In accordance with the MCA's "Green Initiative in Corporate Governance" members who have not registered their email addresses are requested to register their Email IDs with the RTA for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.

17. The facility for voting through poll shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Annual General Meeting.

18. The Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

19. The Company has appointed Mr. A.S. Ramkumar or Mr. Arun Marepally, Partners of M/s. A.S.Ramkumar & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.

20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, there after unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

21. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cosyn.in and will be communicated to BSE Limited, where the shares of the Company are listed.

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration)Rules,2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members/List of Beneficial Owners as on 23rd September 2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Sunday, 27th September, 2020 (09:00 hrs) and will end on Tuesday, 29th September 2020 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under:

i. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars)

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com. and voted on an earlier voting of any Company, then your existing password is to be used.

(vi) If you are a first-time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital letters and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction(iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen.

However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Company, i.e., Cosyn Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com. and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com. under help section or write an email to helpdesk.evoting@cdslindia.com.

ii. In case of members receiving the physical copy of notice of 26th Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company /Depositories):

Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote.

iii. General Instructions:

a. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 23, 2020.

b. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results

declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.cosyn.in and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

c. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

By Order of Board of Directors

Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902

Place: Hyderabad
Date: 20th Aug 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company on 30th June, 2020 appointed Mr. Panduranga Murthy Vistakula as an Additional Director designated as Non-Executive Independent Director of the Company w.e.f 30th June, 2020 and to hold the office up to the date of ensuing Annual General Meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board recommends appointing him as Director of the Company considering his vast experience in the corporate sector.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

ITEM NO. 5

The Board of Directors of the Company on 30th June, 2020 appointed Mr. Panduranga Murthy Vistakula as an Additional Director designated as Non-Executive Independent Director of the Company w.e.f 30th June, 2020 and to hold the office up to the date of ensuing Annual General Meeting.

Having regard to his vast corporate experience, the Nomination and Remuneration Committee recommended and advised the Board to appoint him as Independent Director to avail the benefit of his expertise and experience which would help the Company in consolidating the further growth of the Company. He fulfills the criteria stipulated in the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015 with regard to the appointment of Independent Directors. He is independent of the Management.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company during normal business hours on working days.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

By Order of Board of Directors

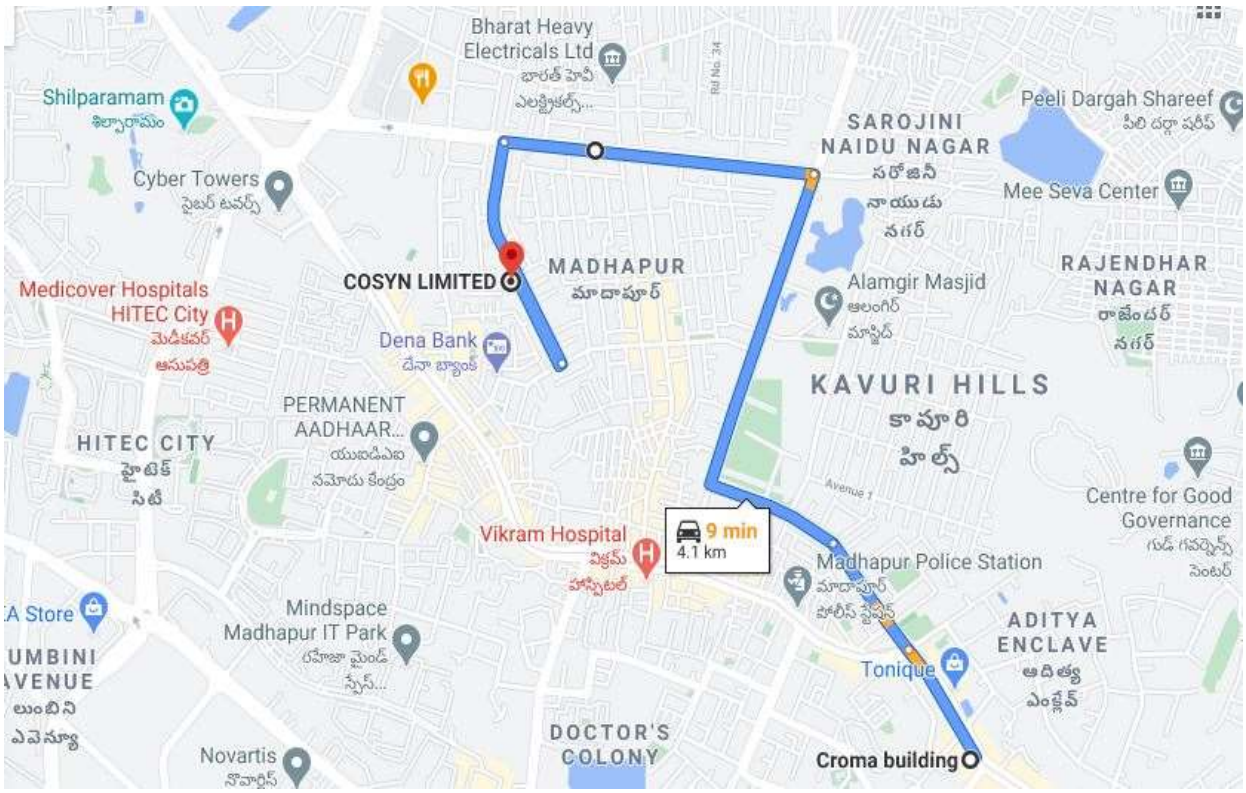
Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902

Place: Hyderabad
Date: 20th Aug 2020

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 of General Meetings]

Name of the Director	Ravi Kasturi	Panduranga Murthy Vistakula
Date of Birth & Age	26.11.1962 (58 Years)	09.05.1950 (70 Years)
Date of Appointment	01.04.2015	30.06.2020
Qualifications	B.Com	B.Tech (Elec.)
Relationship between Directors inter-se	Ravi Kasturi is wife of Ravi Vishnu, Managing Director of the Company	Nil
Expertise in specific functional area	Having experience in Accounts and General Administration	Having more than 45 years of experience in the power sector
Directorship in other listed companies	Nil	Nil
Remuneration Drawn for the FY 2019-20	NIL	Nil
Shareholding as on 31.03.2020	2,85,800	Nil



Venue: 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyd.
Landmark: Road No 36, Croma Building, Hyd.

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 26th Annual Report together with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

FINANCIAL RESULTS:

The performance of the Company for the financial year ended 31st March, 2020 is summarized below:

(in INR)

	Standalone		Consolidated	
Particulars	**2019 - 20**	**2018-19**	**2019-20**	**2018-19**
Revenue from Operations	29,89,83,309	39,57,11,711	29,89,83,309	39,57,11,711
Other income	32,92,194	43,36,990	33,05,766	43,23,551
Profit Before Interest, Depreciation & Tax	5,50,73,661	5,77,56,747	5,46,13,046	5,72,50,493
Interest	49,53,902	64,53,765	49,53,902	64,53,765
Depreciation	2,63,82,631	1,76,01,816	3,08,88,516	2,17,43,680
Profit before Tax	2,37,37,128	3,37,01,165	1,87,70,628	2,90,53,048
Current Tax	63,48,341	85,00,000	63,48,341	85,00,000
Deferred Tax	(14,10,648)	18,04,807	(14,10,648)	18,04,807
Total Tax Expenses	49,37,693	1,03,04,807	49,37,693	1,03,04,807
Minority interest	-	-	(8,44,920)	(9,71,457)
Net Profit/(Loss) for the period after tax	1,87,99,435	2,33,96,358	1,46,77,855	1,97,19,698
Number of shares	75,00,000	75,00,000	75,00,000	75,00,000
Earnings per share	2.51	3.12	1.96	2.63

OVERVIEW OF FINANCIAL PERFORMANCE

a) Standalone basis:

During the year, your Company achieved a total revenue of Rs 2989.83 lakhs as against the previous year total revenue of Rs. 3957.11 lakhs a decrease of 24.44 %.

Profit of the Company for the year ended 31.03.2020 is Rs. 187.99 lakhs as against the previous year profit of Rs. 233.96 lakhs, depicting a decline of 19.65 %.

b) Consolidated basis:

During the year, your Company achieved a total revenue of Rs 2989.83 lakhs as against the previous year total revenue of Rs. 3957.11 lakhs a decrease of 24.44 %.

Profit of the Company for the year ended 31.03.2020 is Rs 146.77 lakhs as against the previous year profit of Rs. 197.19 lakhs, depicting a decline of 25.57 %.

During the year under review, there is no change in the nature of the business of the Company. The affairs of the Company are conducted in accordance with the accepted business practices and within the purview of the applicable legislations.

COVID-19 AND ITS IMPACT

There is no material impact on the Company for the financial year 2019-20.

OUTLOOK FOR THE CURRENT YEAR

Your Board of Directors has initiated various strategic moves to overcome the competition. Also, to de-risk the dependence on few core verticals the Company has identified and is investing on new opportunities. Further, the Company is also taking measures to keep the operating cost low wherever possible.

DIVIDEND

The Board, in view of conserving the financial resources and the risk of business ahead due to COVID 19, has not recommended any dividend for the year.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013, dividend that remains unpaid or un-claimed for a period of 7 years will be transferred to the Investor Education and Protection Fund. As the Company doesn't have such unclaimed dividend for 7years, hence the clause is not applicable.

However, the Company had declared a dividend in the past years and the members who have not yet encashed the dividend warrants for the said years are requested to forward their claims to the Company's Registrar and Share Transfer Agent without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company that have occurred between the end of the Financial Year 2019-20 of the Company and the date of the report.

The disruption caused by the COVID-19 pandemic had impacted the projects on hand and the Company is likely to see significant drop in revenues in the current financial year 2020-21.

TRANSFER TO RESERVES

During the year under review, no amount has been transferred to General Reserve.

DEPOSITS

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

ISO CERTIFICATIONS

ISO 9001:2015 Certification

Your Company continues to hold ISO 9001:2015 Certification by complying with all the requirements of Certification from time to time.

SHARE CAPITAL

There is no change in the share capital during the year. The authorised share capital of the Company as on date of Balance Sheet is 10,00,00,000/- divided into 1,00,00,000 equity shares of Rs. 10/- each.

The paid-up share capital of the Company as on date of balance sheet is Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 equity shares of Rs.10/- each.

DETAILS OF CHANGES IN DIRECTORS AND KMP

- In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Ravi Kasturi, Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment. The Board recommends her re-appointment.

- Mr. Venkat Rao Potluri (DIN: 0730069) resigned as Independent Director of the Company w.e.f 12th August, 2019

- Mr. Sridhar Borapureddi (DIN: 02137228) who was appointed as an Independent Director on 12th August, 2019 resigned from the Board w.e.f. 27th January, 2020.

- Mr. Kadari Raghupathi Rao, Chief Financial Officer of the Company retired from the services of the Company w.e.f. 27.01.2020.

- Mr. Krishna Boddu was appointed as Chief Financial Officer of the Company w.e.f 27.01.2020

- Mr. Panduranga Murthy Vistakula (DIN: 08775477), was appointed as Additional Director designated as Independent Director of the Company who holds the position upto the conclusion of Annual General Meeting is recommended to appoint as Independent Director of the Company for a period of five (5) years w.e.f 30th June, 2020.

BOARD MEETINGS

The Board met four (4) times during the Financial Year. The meeting details are provided in the corporate governance report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is incorporated herein by reference and forms an integral part of this report as **Annexure -I.**

EXTRACT OF ANNUAL RETURN

Pursuant to Section92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure -II.**

CORPORATE GOVERNANCE REPORT

Your Company's philosophy on Corporate Governance sets the goal of achieving the highest level of transparency with integrity in all its dealings with its stakeholders including shareholders, employees, lenders and others. A report on Corporate Governance along with a Certificate from the practicing Company Secretary regarding the Compliance of Conditions of Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report as Annexure -III.

COMMITTEES OF THE BOARD

Audit Committee

The Company has constituted Audit Committee pursuant to the provisions of Companies Act, 2013. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act,2013. The Audit Committee was reconstituted on 14th November 2019. The members of the Audit Committee as on 31st March 2020 are:

- Shri. Rama Rao Karumanchi - Chairman
- Shri. V. Sivarama Krishnamurthy - Member
- Shri. Ravi Vishnu - Member

None of the recommendations made by the Audit Committee were rejected by the Board. During the year under review, the Audit Committee had met 4 times.

The details of the Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee are reported in the Report on Corporate Governance, which forms part of the Board's Report.

MEETING OF INDEPENDENT DIRECTORS

The details of the separate meeting of the Independent Directors are reported in the Report on Corporate Governance, which forms part of the Board's Report.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149 of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

All Independent Directors (IDs) inducted into the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board constitution and its procedures. A policy on familiarization program for IDs has also been adopted by the Company and also posted on the website of the Company i.e., www.cosyn.in. More details are provided in the corporate governance report which forms part of this Annual Report.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and other Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgments, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

POLICY ON DIRECTOR'S AND KEY MANAGERIAL PERSONNEL APPOINTMENT & REMUNERATION:

Your company adopted the policy on Director's Appointment & Remuneration. The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes, and independence of a director and also recommend a policy relating to the remuneration for the directors and key managerial personnel. Policy is available at www.cosyn.in

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy framed to deal with instance of fraud and mismanagement if any, the details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company i.e., www.cosyn.in

RISK MANAGEMENT POLICY

In terms of the requirement of Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented the Risk Management Policy. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating risks and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board. The details of the Policy is available on the website of the Company i.e., www.cosyn.in

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has complied with the provisions of section 186 of Companies Act, 2013 and the rules made thereunder.

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure-IV** in Form AOC-2 to this report.

The policy on Related Party Transactions as approved by the Board is available on the website of the Company at www.cosyn.in.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

ii. such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year 2019-20 and of the profit or loss of the Company for that period;

iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. the annual accounts for the year 2019-20 have been prepared on a going concern basis;

v. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

vi. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INFORMATION ABOUT SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

Your Company is the holding company of Cosyn LLC and WellToDesk Inc. in accordance with the provisions of Section 2 (87) of the Companies Act, 2013. The Company has no joint venture/ associate companies.

AUDITORS

a) STATUTORY AUDITORS

M/s. Suryanarayana & Suresh., Chartered Accountants, Hyderabad, (Firm Reg No.006631S), Statutory Auditors retire at the ensuing Annual General meeting.

The statutory Auditors, being eligible showed their willingness to continue as Auditors of the Company. The Board proposes to reappoint M/s. Suryanarayana & Suresh., Chartered Accountants, Hyderabad, (Firm Reg No. 006631S), as Statutory Auditors of the Company for a period of 2 years from the conclusion of ensuing Annual General Meeting to till the conclusion of 28th Annual General meeting.

b) INTERNAL AUDITORS

The Board of Directors based on the recommendation of the Audit Committee have re-appointed M/s.Vittal & Co., Chartered Accountants, as the Internal Auditors of your Company for FY 2019-20. The Internal Auditors have submitted their reports.

C) SECRETARIAL AUDITORS

The Board has appointed Mr. A. S. Ramkumar and/or Mr. Arun Marepally partners of M/s. A.S RamKumar & Associates, Company Secretaries in practice, to carry the Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 for the Financial Year 2019-20. The Report of the Secretarial Auditor is annexed to this report as **Annexure -V**.

Extract of observation:

The Company for the additional foreign investments made during the year in its subsidiary company, Overseas Direct Investment (ODI) compliances are yet to be complied.

Explanation:

The Company is in the process of making disclosures to the Reserve Bank of India regarding the Overseas Direct Investment made during the year

AUDITORS REPORT

The observations made in the Auditors' Report are self-explanatory and therefore, do not call for any further comment's u/s 134 of the Companies Act,2013.

COMMENTS ON AUDITOR REPORT

There are no adverse comments by the Auditor in the Audit Report and hence comments by Board of Directors of the Company on Auditor Report are not required.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the work place and for prevention and redressal of such complaints. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the year.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the provisions of Sec 135 of the Companies Act, 2013 are not applicable to your company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The operations of your company are not Energy intensive. The Company makes every effort to conserve energy as far as possible in its facilities. The Company continuously evaluates new technologies and techniques to make infrastructure more energy efficient.

Your Company did not invest in any R&D activity during the year under consideration. However, realizing the importance of being in sync with the current trends in technology, your Company keeps investing on absorption of new technologies by procuring the required hardware and software and also by training the man power required.

Foreign Exchange Earnings and Outgo Particulars:

Particulars	**2019-20**	**2018-19**
	(Rs.)	(Rs.)
Foreign Exchange Earnings	44,36,260/-	43,62,240/-
Foreign Exchange Outgo	2,15,150/-	8,46,255/-

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act and the Rules made there under, in respect of employees of the Company has been disclosed in **Annexure - VI**.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

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

MAINTENANCE OF COST RECORDS

Maintenance of Cost records is not applicable to the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

HUMAN RESOURCES

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

SECRETARIAL STANDARDS

The Company has complied with the secretarial standards issued by Institute of Company Secretaries of India.

ACKNOWLEDGMENTS

Your Directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers and other business associates for the excellent support and co-operation extended by them.

Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Central and State Governments, Stock Exchanges, SEBI, RBI and other Regulatory Bodies.

We place on record our appreciation of the contribution made by employees at all levels. Our consistent performance was made possible by their hard work, solidarity, co-operation and support.

By Order of Board of Directors

	Sd/-	**Sd/-**
	Ravi Vishnu	**A.Bhopal Reddy**
Place: Hyderabad	**Managing Director**	**Whole Time Director**
Date: 20th Aug 2020	**DIN : 01144902**	**DIN : 01119839**

Annexure - 1

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cosyn Limited, your company has continued to extend the services to the Clients in the Utility and e-Governance verticals with its rich experience. In addition to delivering the regular services, your Company has been introducing new technologies to not only make the processes more efficient but also to automate them to improve the profit margins. Your Company has also taken significant steps forward to build products which can be offered over cloud on Software as a Service (SaaS) model.

SMART METERING

With the Government of India's vision to provide universal access to affordable power, it becomes important to eliminate the challenges faced by the DISCOMs. To overcome the roadblocks of billing inefficiencies and unauthorised power consumption that contribute to DISCOMs' financial woes, implementation of smart meters across the country will be pivotal.

In the past few years, utilities have been at the forefront of the IoT revolution, with the introduction of smart metering. Currently Utilities are in the process of either procuring and replacing analogue/digital meters with smart meters or at places, depending on the convenience, they are modifying the existing meters through retrofitting of small IoT devices which enables the traditional meters to behave as smart meters.

Smart meter and smart metering are two different terminologies. The smart meter is the individual appliance installed at the consumer's house or facility, primarily metering the consumer's energy consumption. Smart metering is an actual application of smart meters on a larger scale, that deals with data acquisition, communication, data management, processing and spell out those benefits to consumer, utility company and Government. AMI (Advanced metering infrastructure) is often used synonymously with smart metering. The AMI is the future for power industry and serves as an interface between consumer and the utility company. The AMI benefits include - more accurate and timely electrical billing, time of the day billing, provision for shifting the demand to non-peak times, ability to switch between conventional to renewable energy resources such as solar and wind, receiving alerts, etc.

The ongoing coronavirus crisis and the poor financial performance of power distribution companies (DISCOMs) have shown that the power sector needs a serious revamp, and smart meters must become part of the solution. Social distancing regulations and the nationwide lockdown have prohibited DISCOMs from physically collecting electricity bills as conventional metering systems require readings to be checked in person. This, along with its other problems, including aggregate technical and commercial (AT&C) losses, low tariffs, and other internal inefficiencies, has left DISCOMs in a tough spot financially. Smart meters could be the much-needed solution to most of these problems. They require minimal direct human interaction and have other widespread benefits that will be felt across the entire power value chain.

Your Company is a major player in providing technical services to the DISCOMs especially in the consumer billing segment. It has experience in serving more than fifteen DISCOMs across the country and for a client in the Middle East. With the in-house competency of IoT systems, data acquisition processes and functional experience, your Company is well placed to serve the DISCOMs in their transformation journey from traditional metering and billing systems to smart metering mode. In coming years, the smart metering segment can bring in significant revenues to the Company.

e-GOVERNANCE

Electronic governance or e-governance implies government functioning with the application of ICT (Information and Communications Technology). Hence e-Governance is basically a move towards SMART governance implying - simple, moral, accountable, responsive and transparent governance. e-Governance provides a platform to integrate solutions and services between Government-to-Citizens (G2C), Government-to-Business (G2B) and Government-to-Government (G2G), empowering both the government and the citizen like never before.

The Government of India has embraced e-governance as a trigger and means to redefine and streamline outdated, inefficient processes and procedures while simultaneously exploiting the full power of modern ICT. The aim is to provide citizens with easier and faster access to government services. India has recognized the benefits of e-governance and through it, ushered in a paradigm of citizen-centric service delivery. E-governance is reforming the way government manages and shares information with external and internal clients. Specifically, it harnesses information and communication technologies (such as Wide Area Networks, the Internet, and mobile computing) to transform relations with citizens, businesses and amongst various arms of government.

Taking note of the potential of e-governance to improve the quality of life of the vast population of the country, the Government of India has formulated a national program – the National e-Governance Plan (NeGP). This plan attempts to cover all the important areas relating to e-Governance – Policy, Infrastructure, Finances, Project Management, Government Process Reengineering, Capacity Building, Training, Assessment and Awareness etc. across the Central and State Governments. At the core of the NeGP is the emphasis on implementation of such projects with clear timelines and responsibility allocations – in a “Mission Mode”. The Government has been spearheading radical digitalisation to induce economic inclusiveness and social transformation through initiatives like 'Digital India', 'Make in India' and 'Skill India'. India as a result, is gearing up for an era of increased digitalisation, heralding the advent of Industry 4.0, powered by new age technologies like the Internet of Things (IoT), Artificial Intelligence (AI) and Robotics.

Government is taking new e-Governance initiatives that are laced with the latest technologies. Technologies like Artificial Intelligence, Internet of Things, Radio-frequency identification (RFID), Cloud Computing, Data Analytics, GIS, Augmented Reality (AR), Virtual Reality (VR), Quantum Computing, Machine Learning and many more would be used by the government to offer ‘smarter’ solutions. With higher bandwidth and better performance, 5G offers much faster connectivity. Using 5G, e-Governance operations and processes can be completed in half the time. Augmented Reality (AR) and Virtual Reality (VR) are two of the emerging technologies that will transform the way users interact with businesses. Government started using AR & VR for visualizing different scenarios in smart cities. By visualizing scenarios like those for any emergency situation in controlled environments, the government can make better decisions for the future. It provides them with an opportunity to view structural elements that could not be performed in reality. Quantum computing allows scientists to calculate computational problems easily. It can be used to detect any anomaly in large bits of data to see what deviates from the ‘normal’. Machine Learning can also be used for detecting anomalies. The government is using quantum computing to see anomalies in data from domains like medicine, traffic flow, economic forecasting, tax collection, meteorology, etc.

Internet of Things (IoT) is indeed connecting everything, from humans and machines to machines and machines, to make them smarter. Whether we talk about smart TVs, smart homes or smart Cars, everything is connected and can be accessed by the click on a button on your smartphone. In coming days smart cities would be laced with built-in sensors in streetlights, electricity grids, traffic signals, and everything else to effectively monitor and automate the data collection and distribution. By

analysing the data, these smart sensors would help the utility companies and other organizations save energy and make sustainable decisions for the cities. Things would become intelligent with edge computing and AI technology and will bring in a new form of governance.

In recent times, the Indian government has advanced from using client-side systems to web-based systems and is now going complete cloud to ensure stability and connectivity. Cloud-based systems will help the government in creating national-level registries that are stored centrally on cloud. Downtime and maintenance cost reduces when everything is stored on the cloud, making e-Governance easier and quicker. Cloud migration or storing data on the cloud only requires a strong internet connection and the emergence of 5G would accelerate the process. The aim is to create a unified e-government infrastructure that would be based on the cloud and enable easy monitoring and also eases the concern of interoperability. Services are accessible remotely over the internet and not locally, which allows quick access to all.

Your Company with over two decades of implementation experience of large e-Governance projects across the country and with competency in cutting edge technologies for rapidly building the required solutions, is in a unique space for garnering a good chunk of upcoming projects. Your Company already has developed and deployed cloud based products in the recent years using several technologies which are core to the e-Governance projects and this will provide a good advantage to Cosyn Limited in providing competitive rates and for bagging the projects.

On the other side, in general, e-Governance projects in India have long cycles of implementation due to the complexities arising due to the federal structure of the country with different stake holders, lack of clear objective settings without clear focus on outcomes, delay in project approvals, etc. However, your Company with the required experience is in good position to understand the challenges and factor them to successfully implement the projects and bringing in value to the Company.

CLOUD SERVICE

Cloud has been the most disruptive technology of the last decade and will be at the forefront of all technologies in 2020 and beyond. Organizations rely on the cloud to serve more complex and dynamic needs of the business. The pace of innovation in cloud industry is phenomenal. "Cloud Services" offer a wide range of solutions delivered on demand to companies and customers over the internet. These services are designed to provide easy, affordable access to applications and resources, without the need for internal infrastructure or hardware. Characteristics of cloud services include self-provisioning and elasticity. Customers can provision services on an on-demand basis and shut them down when no longer necessary. In addition, customers typically subscribe to cloud services, under a monthly billing arrangement, rather than pay for software licenses and supporting server and network infrastructure upfront. In many transactions, this approach makes a cloud-based technology an operational expense, rather than a capital expense. From a management standpoint, cloud-based technology lets organizations access software, storage, compute and other IT infrastructure elements without the burden of maintaining and upgrading them.

Among the many types of cloud computing services delivered by the service providers, the most popular one is Software as a Service (SaaS). This broad category encompasses a variety of services where the service provider supplies all necessary infrastructure and software, removing the need for a company to invest in its own resources or allocate extra IT staff to manage the service.

Seeing the potential of Cloud Services, your Company has developed and deployed two software solutions – timeFrank and WellToDesk on SaaS model.

timeFrank is a cloud-based solution which tracks employee attendance in real time. Its facial recognition system which enables the organisations to prepare staff schedules as per the business needs and helps in tracking the attendance of employees working from diverse offices and field locations. It provides dynamic reports and comes with an inbuilt payroll module which helps the organisations to overcome the cumbersome processes of using spreadsheets. It is a flexible solution that can address the dynamic needs of small as well as large organisations. The inbuilt unique Geofencing and Geolocation features of the software solution helps the management of the organisations to track the employees in real time and eliminate the chronic problem of buddy punching.

WellToDesk is also a cloud solution offered on SaaS model catering to the needs of the different stakeholders in the Oil industry vertical. It facilitates the sharing of the drilling log files dynamically on the cloud to Geologists, Petro Physicists, Reservoir Engineers and Drillers to collaborate on real time across the geographies. It helps in uploading the interpreted reports and in viewing them on cloud. It also provides tools for storing the log files for archival and retrieval.

In the prevailing Covid-19 pandemic situation, with the restrictions of social distancing and the curbs on travel, both the cloud solutions of your Company have good potential of market acceptance and revenue generation. Your Company is on the path of aggressive marketing of these solutions directly and through integration with other global products which have the synergy and market reach.

Your Company has all the risk management processes in place to analyse the risks and take timely corrective measures. Project delays, if any, are addressed promptly by holding discussions with the Clients for ensuring that the Company is not subjected to undue losses. Your Company is ISO 9001:2015 certified for the Quality Management System for Software Development, IT BPO Services, Data Management, and Infrastructure Management. Your Company is also ISO/IEC 27001:2013 certified for Information Security Management and holds ISO/IEC 20000-1:2011 certificate for IT Service Management for Software Development.

Human resources are the key to the companies in service sector. Your Company has the mechanisms to ensure that the talented personnel are retained for enabling the growth of the Company. Attrition of the employees is kept to bare minimum to ensure smooth implementation of the projects. In the financial year 2019-20, your Company added 46 employees who were trained and deployed into the projects.

Revenue from Operations recorded Rs. 29.89 crore as against Rs. 39.57 crore in the previous year. Profit after tax was Rs. 1.88 crore as against Rs. 2.34 crore in the previous year. Profit before tax was lower at Rs. 2.37 crore as compared to Rs. 3.37 crore in the previous year. Borrowing at Rs. 25.59 lakhs was lower as against Rs. 1.49 crore in previous year and the finance cost was lower at Rs. 49.54 lakhs against Rs. 64.54 lakhs in the previous year. Your Company was a net foreign exchange earner in the current year.

S. No	Particulars		2019-20	2018-19	Improvement / (Deterioration)
1	Debtors Turnover	Debtors/Revenue from Operation (Days)	229	140	0.64
2	Interest Coverage Ratio	Earnings before Interest and Tax(EBIT)/Interest	5.97	7.01	(0.15)
3	Current Ratio	Current Assets/Current Liabilities	2.24	2.33	(0.04)
4	Debt Equity Ratio	Total Outside Liabilities/Shareholders Equity	0.49	0.46	0.05
5	Operating Profit Margin	Operating Profit or EBIT/Sales	0.10	0.10	(0.05)
6	Net Profit Margin	Net Profit/ Sales	0.06	0.06	0.05

ANNEXURE - II

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
COSYN LIMITED
as on the financial year ended on 31.03.2020
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.	REGISTRATION AND OTHER DETAILS	
i)	CIN	L72200TG1994PLC017415
ii)	Registration Date	25/04/1994
iii)	Name of the Company	COSYN LIMITED
iv)	Category / Sub-Category of the Company	Limited by shares, Indian Non Government Company
v)	Address of the registered Office and Contact Details	3rd Floor,TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad, Telangana 500081 Phone: +91 733 066 6517-20/ Fax:+91 (40) 4000 98888 Email id: comsec@cosyn.in Website: www.cosyn.in
vi)	Whether listed company	Yes, Listed on Bombay Stock Exchange Limited (BSE)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	XL Softech Systems Limited 3, Sagar Society, Road No.2, Banjara Hills Hyderabad – 500 034, INDIA Tel: +91-40 – 2354 5913, 2354 5914 Fax: +91-40 – 2355 3214 E-mail: xlfield@gmail.com Website: www.xlsofttech.com

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: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	IT enabled Services	8920	100%

III. PARTICULARS OF HOLDING, SUBSIDARY AND ASSOCIATE COMPANIES

S.No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% Of Shares Held	Applicable Section
1	Cosyn LLC	802278211	Subsidiary	100	2(87)
2	WellToDesk	802581559	Subsidiary	54	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

(i) Category-wise Share Holding									
Category of Shareholders	**No. of Shares held at the beginning of the year**				**No. of Shares held at the end of the year**				**% Change during the year**
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3810313	0	3810313	50.80	4137773	0	4137773	55.17	8.59
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	468460	0	468460	6.25	145000	0	145000	1.93	-69.05
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	4278773	0	4278773	57.05	4282773	0	4282773	57.10	0.09
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-		-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)= (A) (1) + (A) (2)	**4278773**	**0**	**4278773**	**57.05**	**4282773**	**0**	**4282773**	**57.10**	**0.09**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-					
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central	-	-	-	-	-	-	-	-	-

Govt									
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	73779	6700	80479	1.07	33885	6700	40585	0.54	-49.57
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-		-					
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1810931	135441	1946372	25.95	1657594	127741	1785335	23.80	-8.27
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	964360	70000	1034360	13.79	1181350	70000	1251350	16.68	20.98
c) Others	-	-	-	-	-	-	-	-	-
Bodies corporate	-	-	-	-	-	-	-	-	-
Clearing member	-	-	-	-	-	-	-	-	-
Non resident Indians (NRI)	-	-	-	-	-	-	-	-	-
Non-Repatriable	28968	0	28968	0.39	29897	0	29897	0.40	3.21

Repatriable	119048	12000	131048	1.75	98060	12000	110060	1.47	-16.02
Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2997086	224141	3221227	42.95	3000786	216441	3217227	42.90	-46.36
Total Public (B)	2997086	224141	3221227	42.95	3000786	216441	3217227	42.90	-0.12
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**7275859**	**224141**	**7500000**	**10.00**	**7283559**	**216441**	**7500000**	**100.00**	**0.00**

ii) Shareholding of Promoters /Promoters Group

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year`			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Ravi Vishnu	850539	11.34	-	1173999	15.65	-	**38.03**
2	R Radha Krishna Murthy	541100	7.21	-	541100	7.21	-	-
3	D Vikram Reddy	740500	9.87	-	740500	9.87	-	-
4	Ravi Vishnu (HUF)	270850	3.61	-	270850	3.61	-	-
5	A Bhopal Reddy	418803	5.58	-	418803	5.58	-	-
6	R Radha Krishna Murthy (HUF)	158400	2.11	-	158400	2.11	-	-
7	Granada Engineers limited	145000	1.93	-	145000	1.93	-	-
8	Ravi Kasturi	285800	3.81	-	285800	3.81	-	-
9	RRK Enterprises Private Limited	323460	4.31	-	0	0.00	-	**-100.00**
10	A Srinivasa Rao	7515	0.10	-	7515	0.10	-	-
11	Ravi Anand Kumar	83750	1.12	-	83750	1.12	-	-
12	Ravi Aiswarya	329731	4.40	-	333731	4.45	-	**1.21**
13	B Triveni	123325	1.64	-	123325	1.64	-	-
	Total	**4278773**	**57.05**	**-**	**4282773**	**57.10**		**0.09**

(iii) Change in Promoters/Promoters Group Shareholding

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**Ravi Vishnu**				
	At the beginning of the year	850539	11.34	850539	11.34
	Sold during the year	-	-	-	-
	Brought during the year	323460	4.31	323460	4.31
	At the End of the year	1173999	15.65	1173999	15.65
2	**R Radha Krishna Murthy**				
	At the beginning of the year	541100	7.21	541100	7.21
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	541100	7.21	541100	7.21
3	**D Vikram Reddy**				
	At the beginning of the year	740500	9.87	740500	9.87
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	740500	9.87	740500	9.87
4	**Ravi Vishnu (HUF)**				
	At the beginning of the year	270850	3.61	270850	3.61
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	270850	3.61	270850	3.61
5	**A Bhopal Reddy**				
	At the beginning of the year	418803	5.58	418803	5.58
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	418803	5.58	418803	5.58
6	**R Radha Krishna Murthy (HUF)**				
	At the beginning of the year	158400	2.11	158400	2.11
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	158400	2.11	158400	2.11
7	**Granada Engineers limited**				
	At the beginning of the year	145000	1.93	145000	1.93
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	145000	1.93	145000	1.93

8	**Ravi Kasturi**				
	At the beginning of the year	285800	3.81	285800	3.81
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	285800	3.81	285800	3.81
9	**RRK Enterprise Private Limited**				
	At the beginning of the year	323460	4.31	323460	4.31
	Sold during the year	323460	4.31	323460	4.31
	Brought during the year	-	-	-	-
	At the End of the year	-	-	-	-
10	**A Srinivasa Rao**				
	At the beginning of the year	7515	0.10	7515	0.10
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	7515	0.10	7515	0.10
11	**Ravi Anand Kumar**				
	At the beginning of the year	83750	1.12	83750	1.12
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	83750	1.12	83750	1.12
12	**Ravi Aiswarya**				
	At the beginning of the year	329731	4.40	329731	4.40
	Sold during the year	-	-	-	-
	Brought during the year	4000	0.05	4000	0.05
	At the End of the year	333731	4.45	333731	4.45
13	**B Triveni**				
	At the beginning of the year	123325	1.64	123325	1.64
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	123325	1.64	123325	1.64

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

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
SAMSUL HUTHA BANU AMEER	278924	3.72	493154	6.58
KUMARA SWAMY SANGA	53275	0.71	64275	0.86
RAVI PATEL	50000	0.67	50000	0.67
DIA PROPERTIES LLP	47500	0.63	47500	0.63
VELLANKI VEERABHADRA RAO	41416	0.55	41416	0.55
KONDA SANJAY REDDY	40000	0.53	40000	0.53
SABYASACHI GHOSH	39042	0.52	38042	0.51
RAMESH SIRIMALLA	35447	0.47	35447	0.47
M SARVOTHAMA REDDY	34230	0.46	34230	0.46
SANDEEP SHETTY	15210	0.20	29572	0.39
Total	**635044**	**8.47**	**873636**	**11.65**

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**VISHNU RAVI**				
	At the beginning of the year	850539	11.34	850539	11.34
	Sold during the year	-	-	-	-
	Brought during the year	323460	4.31	323460	4.31
	At the End of the year	1173999	15.65	1173999	15.65
2	**ARUVA BHOPAL REDDY**				
	At the beginning of the year	418803	5.58	418803	5.58
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	418803	5.58	418803	5.58
3	**RAVI KASTURI**				
	At the beginning of the year	285800	3.81	285800	3.81
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	285800	3.81	285800	3.81

4	**SIVARAMA KRISHNAMURTHY VANKINENI**				
	At the beginning of the year	-	-	-	-
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	-	-	-	-
5	**PANDURANGA MURTHY VISTAKULA***				
	At the beginning of the year	-	-	-	-
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	-	-	-	-
6	**SRIDHAR BORAPUREDDY#**				
	At the beginning of the year	-	-	-	-
	Sold during the year	-	-	-	-
	Brought during the year	-	-	-	-
	At the End of the year	-	-	-	-
7	**RAMA RAO KARUMANCHI**				
	At the beginning of the year	-	-	-	-
	Brought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the End of the year	-	-	-	-
8	**ANKITA GUPTA**				
	At the beginning of the year	-	-	-	-
	Brought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the End of the year	-	-	-	-
9	**KADARI RAGHUPATHI RAO$**				
	At the beginning of the year	-	-	-	-
	Brought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the End of the year	-	-	-	-
10	**KRISHNA BODDU@**				
	At the beginning of the year	-	-	-	-
	Brought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the End of the year	-	-	-	-

***Appointed as Independent Director w.e.f 30.06.2020**
#Resigned as Independent Director w.e.f 27.01.2020
$Retired as CFO w.e.f. 27.01.2020
@Appointed as CFO w.e.f 27.01.2020

V. INDEBTEDNESS

(Indebtedness of the company including Interest outstanding/accrued but not due for payment)

(Amount in Rs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	3,56,23,262	-	3,56,23,262
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3,56,29,262	-	3,56,29,262
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	-	2,17,11,906	-	2,17,11,906
Net Change	-	(2,17,11,906)	-	(2,17,11,906)
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,39,17,355	-	1,39,17,355
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,39,17,355	-	1,39,17,355

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs)

Sl. No.	Particulars of Remuneration	Vishnu Ravi MD	Aruva Bhopal Reddy WTD	Total
1.	Gross salary			
	(a) Salary as per provisions	57,60,000	42,61,935	**1,00,21,935**
	(b) Value of perquisites u/s17(2)	23,418	23,418	**46,836**
	(c) Profits in lieu of salary under	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify…	- -	- -	- -
5.	Others	5,55,407	3,34,253	8,89,660
	Total (A)	63,38,825	46,19,606	**1,09,58,431**

B. Remuneration to other Directors

Sl. No	Particulars of Remuneration	Ravi Kasturi	Sivarama Krishna Murthy V	Sridhar Borapureddi	Potluri Venkat Rao	Rama Rao Karumanchi	Total Amount (Rs)
1	**Independent Directors**						
	Fee for attending board committee meetings	-	21,334	4,445	4,000	21,334	51,113
	Commission	-	-	-	-	-	-
	Others, please specify: Conveyance fees	-	8,444	2,222	2,000	8,444	21,110
	Total (1)	-	29,778	6,667	6,000	29,778	72,223
2	**Other Non-Executive Directors**						
	Fee for attending board committee meetings	21,334	-	-	-	-	21,334
	Commission	-	-	-	-	-	-
	Others, please specify: Conveyance fees	8,444	-	-	-	-	8,444
	Total (2)	29,778	-	-	-	-	29,778
	Total (B)=(1+2)	29,778	29,778	6,667	6,000	29,778	1,02,001
	Total Managerial Remuneration (A+B)						**1,10,60,432**
	Overall Ceiling as per the Act*	**Paid as per schedule V**					

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

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		Ankita Gupta Company Secretary	**Kadari Raghupathi Rao** Chief Financial Officer*	**Krishna Boddu** Chief Financial Officer #	**Total Amount (Rs)**
1	Gross salary	2,40,082	4,02,210	1,20,778	**7,63,070**
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	**-**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	**-**
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	**-**
2	Stock Option	-	-	-	**-**
3	Sweat Equity	-	-	-	**-**
4	Commission as % of profit	-	-	-	**-**
5	Others, please specify	-	21,982	11,020	33,002
	TOTAL	2,40,082	4,24,192	1,31,798	**7,96,072**

***Retired w.e.f 27.01.2020.**
 # Appointed as CFO w.e.f 27.01.2020.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board of Directors

	Sd/-	**Sd/-**
	Ravi Vishnu	**A.Bhopal Reddy**
Place: Hyderabad	**Managing Director**	**Whole Time Director**
Date: 20th Aug 2020	**DIN : 01144902**	**DIN : 01119839**

Annexure – III

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good corporate governance ensures that we engage in open and democratic process and are held accountable for our business decisions. This is vital to gain and retain investor trust. We also believe that corporate governance norms and processes ensure effective engagement with changing business environment. The Company considers as it's inherent responsibility to disclose timely and accurate information regarding the financials and performance as well as governance. A report on Corporate Governance as required by the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is as under.

2. BOARD OF DIRECTORS

The composition of Board is in consonance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has an Executive Chairman and the Company has optimum combination of Executive and Non-Executive Directors. About two thirds of the Board of Directors are Non-Executive Directors. Half of the Board comprises of Independent Directors.

All the Directors of the Company have made necessary declarations/disclosures regarding their other directorships along with Committee positions held by them in companies.

It is further confirmed that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as a director of the Company by the Ministry of Corporate Affairs or the Securities and Exchange Board of India or any other Statutory Authority. The said affirmation is confirmed by the Practicing Company Secretary in the compliance certificate which is appended hereto.

During the Financial Year 2019-20, the Board met on Four (4) occasions i.e., 13.05.2019; 12.08.2019; 14.11.2019 and 27.01.2020. The gap between any two meetings is not more than 120 days.

i. Composition and category of Directors

Name of the Director(s)	Category	Designation	No. of shares held in the Company	Qualification/ Expertise/ Skills	Names of the listed entities where the person is a director and the category of directorship (except this entity)
Ravi Vishnu	Promoter – Executive Director	Managing Director	1173999	M.E. (Computer Science) from PSG College of Technology having 35 years of experience in multiple business areas	Nil

Aruva Bhopal Reddy	Promoter – Executive Director	Whole time Director	418803	M.Sc in Applied Geology from IIT, Kharagpur having 23 years of rich experience in multiple business areas	Nil
Ravi Kasturi	Promoter-Non-executive Director	Director	285800	B.Com having more than 25 years of experience in General Administration & Accounts	Nil
Sivarama Krishnamurthy Vankineni	Independent Non-Executive Director	Director	NIL	B.E (Electrical) with 45 years of experience in different facets of power sector	Nil
Venkata Rao Potluri*	Independent Non-Executive Director	Director	NIL	B.E (Electrical) having more than 40 years of experience in power generation, distribution and transmission	Nil
Rama Rao Karumanchi	Independent Non-Executive Director	Director	NIL	FCA having more than 21 years of experience in Finance and Accounts	Nil
Sridhar Borapureddi #	Independent Non-Executive Director	Director	NIL	M.tech from JNTU, Hyderabad and MBA from OU having 24 years of experience in Electronics, Electrical and IT Services domains	NIL
Panduranga Murthy Vistakula @	Independent Non-Executive Director	Director	NIL	B.E (Electrical) having more than 40 years of rich experience in different facets of power sectors	Nil

*Resigned w.e.f 12.08.2019
#Appointed on 12.08.2019 and resigned w.e.f 27.01.2020
@Appointed as Independent Director w.e.f 30.06.2020.

ii. Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2020

Sl. No	Name of the Director	*No. of other Companies in which he/she is Director	**No. of Committees Chairpersonship / Membership (including this Company)	
			Member	Chairperson
1	Ravi Vishnu	4	1	NIL
2	Aruva Bhopal Reddy	1	1	NIL
3	Ravi Kasturi	3	NIL	NIL
4	Sivarama Krishnamurthy Vankineni	2	1	1
5	Venkata Rao Potluri	NIL	NIL	NIL
6	Rama Rao Karumanchi	1	1	1
7	Sridhar Borapureddi	Nil	Nil	Nil
8	Panduranga Murthy Vistakula	0	0	0

**Directorship in public and private companies includes Section 8 Companies but excluding Foreign Companies.*
***Committee positions only of the Audit Committee and Stakeholders Relationship Committee in Public Limited Companies*

iii. Attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting

Sl. No	Name of the Director	Attendance at the last AGM (30.09.2019)	No of Board meetings	
			Entitled to attend	Meetings Attended
1	Ravi Vishnu	Yes	4	4
2	Aruva Bhopal Reddy	Yes	4	3
3	Ravi Kasturi	Yes	4	4
4	Sivarama Krishnamurthy Vankineni	No	4	4
5	Venkata Rao Potluri	NA	2	1
6	Rama Rao Karumanchi	Yes	4	4
7	Sridhar Borapureddi	Yes	2	1
8	Panduranga Murthy Vistakula	NA	0	0

iv. Number of meetings of the Board of Directors held and dates on which held

The Board met 4 times in the financial year 2019-20 on the following dates, with a gap not exceeding one hundred and twenty days between any two meetings:

13th May, 2019	**12th August, 2019**	**14th November, 2019**	**27th January, 2020**

v. Disclosure of relationships between Directors inter-se

Out of all the Directors, two directors are related to each other viz., Ravi Vishnu and Ravi Kasturi. None of the other Directors are related with each other.

vi. Web link where details of familiarization programmes imparted to Independent Directors

The Company has adopted a structured programme for orientation of Independent Directors at the time of their joining so as to familiarize them with the Company's operations, business, industry and environment in which it functions and the regulatory environment applicable to it.

A formal familiarization programme was conducted about the amendments in the Companies Act, 2013, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws of the Company.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time to the Board of Directors regularly and specifically the role of Directors and the committees thereof at periodic intervals.

The details of familiarization programmes held for the Independent Directors is provided on the Company's website i.e. www.cosyn.in

vii. List of core skills/expertise/competencies identified by the Board of Directors

The Board identifies the following core skills/expertise/competence that it perceives it ought to have in the process of governing the Company. It is further of the view that as a whole it possesses these skills/expertise /competencies and is applying them in governing the Company

a) strategizing capability;

b) capacity to identify risks and macro level concerns in the Company;

c) aptitude in the areas of finance, control, information technology and governance mechanisms so as to be able to examine and analyse these areas in the context of the Company's requirements and be in a position to determine gaps in the Management's thought process or the approach to these;

d) ability to judge the degree of adroitness and clear thinking that go into taking business decisions taken by the Management, identify discontinuities and anomalies, critique such decisions where necessary and thereafter direct initiation of the required action as deemed best under the circumstances;

e) encouraging diversity in the methodologies of the Company looking at operational and related constraints and suggesting ways forward;

f) ability to engage in a healthy and cogent debate within itself (including in Board Committees) on the various governance processes with the objective of finding solutions to issues affecting the Company.

The Board comprises of qualified members who bring in the required skills, expertise and competence as mentioned above which allow them to make effective contributions to the Board and its committees.

The members of the Board are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

List of skills/competencies required in relation to business operations	**Names of Directors having such skills/competencies**
Strategic leadership	Entire Board
Law, Management, Administration	Ravi Vishnu, Sivarama Krishnamurthy Vankineni and Ravi Kasturi
Technical knowledge on operations	Ravi Vishnu and Aruva Bhopal Reddy
Finance	K Rama Rao and Ravi Vishnu
Corporate Governance, Strategic Management	Ravi Vishnu and Aruva Bhopal Reddy

viii. Confirmation that in the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.

The Board of Directors be and is hereby confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

ix. Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided:

a) Resignation of Venkata Rao Potluri

In line with HR policy of the company for the directors putting forth the age limit of 75 years, Venkat Rao Potluri, Independent Director resigned w.e.f 12th August 2019.

b) Resignation of Sridhar Borapureddi

Conflict of interest affecting the independence as laid down in Section 149(6) of the Companies Act, 2013, Mr. Sridhar Borapureddi resigned as Independent Director w.e.f 27th January 2020.

x. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for all Board members and all employees in management grade of the Company. The Code of Conduct is posted on the website of the Company at www.cosyn.in.

A declaration to this effect signed by the Managing Director in terms of the Listing Regulations is attached and forms part of the Annual Report of the Company.

INDEPENDENT DIRECTORS

Mr. Sivarama Krishnamurthy Vankineni, and Mr. Rama Rao Karumanchi are Non executive Independent Directors of the company as on 31.03.2020.

Mr. Sridhar Borapureddi resigned as Independent Director on 27th January, 2020. The Company filled the vacancy as per the provisions of the Act by appointing Mr. Panduranga Murthy Vistakula w.e.f 30.06.2020.

Details of Familiarization Programme Imparted to Independent Directors

The Company has adopted a structured programme for orientation of Independent Directors at the time of their joining so as to familiarize them with the Company's operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and the responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company.

The details of familiarization programmes held for the Independent Directors is provided on the Company's website i.e., www.cosyn.in

Criteria of Independence of Independent Directors

Independent Directors have furnished a declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

Meeting of Independent Directors

In Compliance with the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors Meeting of the Company was held on 09.03.2020 and all the Independent Directors have attended the meeting. Independent Directors at their meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

3. **AUDIT COMMITTEE**

(a) Brief description of terms of reference

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

The brief terms of reference of the Audit Committee include the following

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee and other payments, Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Reviewing, with the management, quarterly, half-yearly, annual financial statements and auditor's report thereon before submission to the Board for approval.
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), and monitoring the use/application of the funds raised through the Issue by the Company;
- Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- Reviewing and monitoring the statutory and internal auditors performance, effectiveness of statutory and internal audit procedures and Evaluating of internal financial controls, risk management systems and adequacy of the internal control systems;
- Scrutinizing of inter-corporate loans and investments and Valuing of undertakings or assets of the Company, wherever it is necessary;

- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances

- Discussing with internal auditors on any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

Powers of the Audit Committee shall include the following

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Audit Committee shall mandatorily review the following information

- Management's discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management
- Management letters / letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses
- The appointment, removal and terms of remuneration of the chief internal auditor.
- Statement of deviations

(b) Composition of the Committee

The Audit Committee was reconstituted on 14th November, 2019. The members of the Audit Committee as on 31st March 2020 are:

- Shri. Rama Rao Karumanchi - Chairman
- Shri. V. Sivarama Krishnamurthy - Member
- Shri. Ravi Vishnu - Member

(c) Meetings and Attendance during the year

The Audit Committee of the Company has met four (4) times during the year i.e., on 13.05.2019, 12.08.2019, 14.11.2019 and 27.01.2020.

Name of the Director	Meetings held during the tenure of the Directors	Meetings attended
Rama Rao Karumanchi	4	4
V. Sivarama Krishnamurthy	1	1
Ravi Vishnu	4	4

4. **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has been formed in compliance of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013.

(a) Brief description of terms of reference

Terms of reference of the Nomination and Remuneration Committee shall include the following.

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

  (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
  (ii) relationship of remuneration to performance is clear and meets appropriate performance bench marks, and
  (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- Formulating of criteria for evaluation of the Independent Directors and the Board and Devising a policy on Board diversity;

- Identifying persons, who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every Director's performance;

- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

- Analyzing, monitoring and reviewing various human resource and compensation matters;

- Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

(b) Composition of the Committee

The Committee reconstituted on 12th August, 2019 as follows:

Mr. V. Sivarama Krishnamurthy	-	Chairman
Mr. Rama Rao Karumanchi	-	Member
Smt. Ravi Kasturi	-	Member

(c) Meetings and Attendance during the year:

During the year under review, the Committee met two times i.e., on 12.08.2019 and 27.01.2020.

Name of the Director	Meetings held during the tenure of the Directors	Meetings attended
V. Sivarama Krishnamurthy	1	1
Rama Rao Karumanchi	2	2
Ravi Kasturi	2	2

(d) Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out for the financial year 2019-20 as per the criteria laid down. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

Nomination and Remuneration Policy

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy and all the appointments and payment of remunerations are in accordance with the policy which is disclosed on the website of the Company www.cosyn.in

5. **Remuneration of Directors**

(a) All pecuniary relationship or transactions of the non-executive directors:

Non-Executive Directors including Independent Directors are entitled to payment of sitting fee for the Board and Committee meetings attended by them including conveyance fees.

(b) Criteria of making payments to non-executive directors: NA for the reporting year

(c) Disclosures with respect to remuneration

i. all elements of remuneration package of individual directors:

Sl. No	Name of the Director	Category	Sitting Fees (including conveyance fees)	Salary perquisites	Commission	Total
1	Ravi Vishnu	Executive Director	NIL	63,38,825	-	63,38,825
2	Aruva Bhopal Reddy	Executive Director	NIL	46,19,606	-	46,19,606
3	Ravi Kasturi	Non-Executive Director	29,778	-	-	29,778
4	Sivarama Krishnamurthy Vankineni	Independent Director	29,778	-	-	29,778
5	Venkata RaoPotluri	Independent Director	6,000	-	-	6,000
6	Rama Rao Karumanchi	Independent Director	29,778	-	-	29,778
7	Sridhar Borapureddi	Independent Director	6,667	-	-	6,667

ii. Details of fixed component and performance linked incentives, along with the performance criteria: Nil
iii. Service contracts, notice period, severance fees: Nil
iv. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: Nil

6. **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee has been formed in compliance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013, which includes:

- Considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, annual reports of the Company or any other documents or information to be sent by the Company to its shareholders etc.

- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time

- Oversee the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended and other related matters as may be assigned by the Board of Directors.

The composition of the Stakeholders Relationship Committee and the attendance of each Member of the said Committee are as under:

The Committee was constituted with Mr. V. Sivaramakrishna Murthy, Independent Director as Chairman, Mr. Rama Rao Karumanchi, Independent Director and Mr. A. Bhopal Reddy, Whole Time Director as members of the Committee.

Details of shareholders' requests/complaints received and resolved during the year ended 31.3.2020 are as under: NIL

7. **GENERAL BODY MEETINGS**

a) Location and time of last Three AGM's held

Year	Location	Date	Time
2016-17	Jubilee Hills International Center, Jubilee Hills, Hyderabad 500 033	Friday, the 29th day of September, 2017	10.00 am
2017-18	Jubilee Hills International Center, Jubilee Hills, Hyderabad 500 033	Saturday, the 29th day of September, 2018	10.00 am
2018-19	Jubilee Hills International Center, Jubilee Hills, Hyderabad 500 033	Monday, the 30th day of September, 2019	10.00 am

b) Special Resolutions passed in previous three Annual General Meetings

Year of AGM	Details
2016-17	a) Increase in the remuneration structure of Mr. Ravi Vishnu, Managing Director of the Company.
	b) Increase in the remuneration structure of Mr. Aruva Bhopal Reddy, Whole time Director of the Company.
	c) Authority to borrow in excess of the paid up capital and reserves.
	d) Authority to create mortgages, charges and hypothecations.
2017-18	NIL
2018-19	a) Re-appointment of Mr. Vankineni Siva Ramakrishna Murthy (DIN: 03642007) as an Independent Director
	b) Appointment of Mr. Sridhar Borapureddi (DIN: 02137228) as Director
	c) Appointment of Mr. Sridhar Borapureddi (DIN: 02137228) as Independent Director

	d)	Re-appointment of Mr. Ravi Vishnu(DIN 01144902) as the Managing Director
	e)	Re-appointment of Mr. Aruva Bhopal Reddy (DIN: 01119839) as Executive Director

c) Details of Postal Ballot Resolutions passed during the year 2019-20: Nil

d) person who conducted the postal ballot exercise: NA

e) whether any special resolution is proposed to be conducted through postal ballot: Nil

f) procedure for postal ballot: NA

8. MEANS OF COMMUNICATION

Sl. No	Description	Remarks
1	Quarterly results	The quarterly and half-yearly unaudited/audited financial results are informed to Bombay Stock Exchange as prescribed under SEBI(LODR) Regulations
2	Newspapers wherein results were published	Nava Telangana / Mana Telangana(Telugu) and Business Standard(English)
3	Website	www.cosyn.in
4	Whether it also displays official news releases	NA
5	Presentations made to institutional investors or to analysts	NA

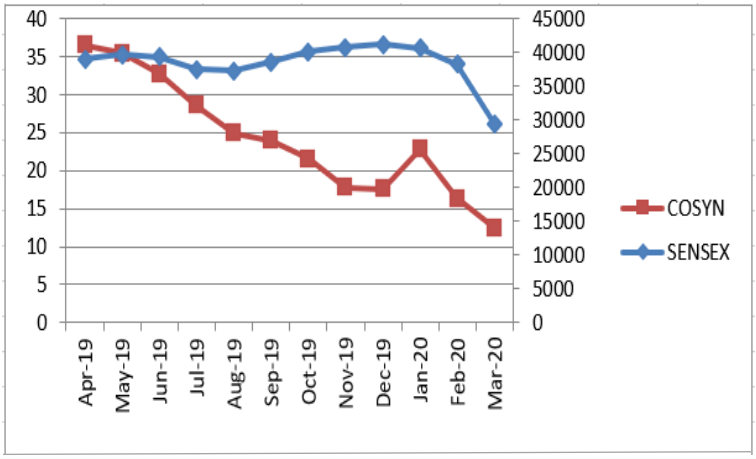
9. GENERAL SHAREHOLDERS' INFORMATION

Sl. No	Description	Details
i.	Date, time and Venue of AGM	Date: 30.09.2020
		Time: 10.00 AM
		Venue: 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081
ii.	Financial Year	1st April, 2020 to 31st March, 2021
Iii	Results for the quarter ending 30th, June 2020 30th September, 2020 31st December, 2020 31st March, 2021	On or before 14th September, 2020 On or before 14th November, 2020 On or before 14th February, 2021 On or before 30th May, 2021
iv.	Dividend payment date	NA
v.	Dates of book closure	24/09/2020 to 30/09/2020 (both days inclusive)

vi.	Name and address of Stock Exchange(s) at which the equity shares are listed and confirmation about payment of annual listing fee to each of such Stock Exchanges.	Bombay Stock Exchange limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. The listing fee for the year 2020-21 has been paid to the Stock Exchange.
vii.	Stock Code	BSE Security Code:538922 SecurityID : COSYN ISIN : INE029B01019
viii.	Market Price Data: High / Low / Close During each month in the last Financial Year:	

Month	BSE (Rs.)		
	High	Low	Close
April-2019	45.05	36.25	36.60
May-2019	39.45	31.10	35.45
June-2019	38.00	29.50	32.75
July-2019	34.20	25.30	28.60
August -2019	29.60	22.00	24.95
September-2019	26.10	20.10	23.95
October-2019	25.95	19.30	21.55
November-2019	22.45	16.45	17.80
December-2019	19.85	16.35	17.60
January-2020	26.20	17.20	22.80
February-2020	23.95	14.60	16.30
March-2020	17.00	10.20	12.45

ix. **Relative Performance of Cosyn Share Price V/S. BSE Sensex:**



x.	Registrar to the issue and share transfer agents	XL Softech Systems Limited., 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034, INDIA Tel: +91-40 – 2354 5913, 2354 5914 Fax: +91-40 – 2355 3214 E-mail: xlfield@gmail.com Website: www.xlsofttech.com
xi	Share Transfer System	Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects

xii. Shareholding Pattern of the Company as on 31st March 2020

Category	No. of Shares	% of Shareholding
Promoters	42,82,773	57.10
Mutual Funds and UTI	-	-
Banks, Financial Institution, Insurance Companies	-	-
Private Corporate Bodies	40,585	0.55
Indian Public	30,36,685	40.48
NRIs/OCBs	1,39,957	1.87
TOTAL	**75,00,000**	**100.00**

xiii. Distribution of shareholding

Shareholding of nominal value of (Rs.)	No. of share holders	% of share holders	Amount (in Rs.)	% of Equity
Up to 5,000	3717	81.48	58,51,700	7.80
5,001-10,000	419	9.18	33,89,370	4.52
10,001-20,000	225	4.93	34,14,390	4.55
20,001-30,000	63	1.38	16,03,630	2.14
30,001-40,000	33	0.72	11,95,050	1.59
40,001-50,000	18	0.39	8,61,010	1.15
50,001-100,000	42	0.92	30,38,350	4.05
100,001 & above	45	0.99	5,56,46,500	74.20
Total	**4562**	**100.00**	**7,50,00,000**	**100.00**

xiv. Dematerialization of shares and liquidity as on 31.03.2020

Sl.No	Description	No. of Share holders	No. of Shares	% of Equity
1	Physical	474	216441	2.89
2	NSDL	2218	5999640	80.00
3	CDSL	2017	1283919	17.11
	Total	**4709**	**7500000**	**100.00**

xv.	Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:	NIL
xvi.	Commodity Price Risk or Foreign Exchange Risk and hedging activities	NA
xvii.	Plant locations	NA
xviii.	Address for correspondence	Registered Office: COSYN LIMITED 3rd Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P) Jaihind Enclave, Madhapur Hyderabad, Telangana - 500081 Tel: +91-733 066 6517 - 20 Fax: +91-40- 4000 9888
xix.	Reconciliation of Share Capital Audit	The Company gets the reconciliation of share capital audit done by a practicing Company Secretary for the purpose of reconciliation of the total admitted capital with both the depositories, physical and the total issued and listed capital. The reconciliation of share capital audit report is placed before the Board of Directors on a quarterly basis and is also sent to the Stock Exchanges where the Company's shares are Listed.
xx.	Credit ratings given by CRISIL for bank loan facilities	NIL

10. **Other Disclosures**

Sl No	Details	Remarks
1	Disclosure on materially significant Related Party Transactions	There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large.
2	Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by Stock Exchange(s) or the Board or any Statutory Authority on any matter related to Capital markets during last 3 years	There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by the Stock exchanges, SEBI and any statutory authority relating to Capital markets.

3	Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation	The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The Company has adopted a Vigil Mechanism policy in order to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.
4	Disclosure under Sexual Harassment of Women at Workplace	The Company has in place the requisite Internal Committees as envisaged in the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. No complaints on the issues covered by the above Act were received during the year.
5	Mandatory and Non-mandatory requirements	The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. The Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the following: a) Modified opinion(s) in audit report b) Reporting of internal auditor directly to the audit committee.
6	Web link where policy for determining' material' subsidiaries is disclosed	www.cosyn.in
7	Web link where policy on dealing with related party transactions	www.cosyn.in
8	CEO / CFO Certification	In terms of Part-B of Schedule – II read with Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the Certificate duly signed by the Managing Director and CFO of the Company was placed before the Board of Directors along with the financial statements for the year ended 31.03.2020, at its meeting held on 30.06.2020 and forms part of this Annual Report and same is annexed as **Annexure III-A** and forms an integral part of the Annual Report..

9	Disclosure of Accounting Treatment	The Company in the preparation of financial statements has followed the treatment laid down in the Accounting standards prescribed by the Institute of Chartered Accountants of India. There are no audit qualifications in the Company's financial statements for the year under review.
10	Compliance with Corporate Governance requirements	Your Company has complied with Corporate Governance requirements specified in regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11	Details with respect to utilization of funds raised through preferential allotment or qualified institutions placement	During the Year, the Company has not raised funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the LODR Regulations.
12	Certificates from a practicing Company Secretary	a) The Company has obtained a Certificate from a practicing Company Secretary confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority and is annexed as **Annexure III-B** and forms an integral part of the Annual Report. b) The Company has obtained a Certificate from a practicing Company Secretary confirming that it is in compliance with the conditions of Corporate Governance as stipulated in Para C of the Schedule V of the LODR Regulations and same is annexed as **Annexure III-C** and forms an integral part of the Annual Report.
13	Disclosure with respect to payment made to statutory auditors	During the year, the company has paid Rs 4,00,000/- to the statutory Auditors towards statutory Audit.
14	During the year, the Board accepted all the recommendations of all the committees of Board.	

The above report has been approved by the Board of Directors at their meeting held on 20-08-2020

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Pursuant to Regulation 26 and Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board. I hereby confirm that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct.

Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902

Place: Hyderabad
Date: 20th Aug 2020

Annexure III-A

COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO)

We, Ravi Vishnu, Managing Director and Mr. Krishna Boddu, Chief Financial Officer of Cosyn Limited, to the best of our knowledge and belief, certify that,

We have reviewed the financial statements and the cash flow statement for the year under review and to the best of our knowledge and belief

- these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
- 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.

To the best of our knowledge and belief, no transactions is entered into by the Company during the year, which is fraudulent, illegal or is in violation of the Company's code of conduct.

We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.

We have indicated to the auditors and the audit committee that

- there are no significant changes in internal control over financial reporting during the year.
- significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
- there are no frauds of which we are aware, that involves management or other employees who have a significant role in the Company's internal control system.

By Order of Board of Directors

	Sd/-	**Sd/-**
	Ravi Vishnu	**Krishna Boddu**
Place: Hyderabad	**Managing Director**	**Chief Financial Officer**
Date: 30th June 2020	**DIN : 01144902**	

Annexure III-B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Cosyn Limited.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of COSYN LIMITED having CIN L72200TG1994PLC017415 and having registered office at 3rd Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P) Jaihind Enclave, Madhapur, Hyderabad, Rangareddi TG 500081 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of appointment in Company in current designation
1	Ravi Vishnu	01144902	15.01.2015
2	Aruva Bhopal Reddy	01119839	07.08.2014
3	Ravi Kasturi	01936068	30.09.2015
4	Vankineni Siva Ramakrishna Murthy	03642007	30.09.2014
5	Rama Rao Karumanchi	07532854	30.05.2016

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

for M/s A.S.Ramkumar & Associates
Company Secretaries

Sd/-
Arun Marepally
Partner
M.No. A53561, CP.No:19797

Place: Hyderabad
Date: 20th Aug 2020
UDIN : A053561B000601108

Annexure III-C

Certificate on Corporate Governance

To
The Members,
Cosyn Limited

We have examined the compliance of conditions of Corporate Governance by Cosyn Limited ('theCompany') for the year ended 31st March, 2020 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

The compliance of conditions of Corporate Governance is the responsibility of 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 according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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

for M/s A.S.Ramkumar & Associates
Company Secretaries

Sd/-
Arun Marepally
Partner
M.No. A53561, CP.No:19797

Place: Hyderabad
Date: 20th Aug 2020
UDIN: A053561B000601141

Annexure- IV

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

S. No.	Particulars	
1.	**Details of contracts or arrangements or transactions not at arm's length basis**	NIL
	(a) Name(s) of the related party and nature of relationship	
	(b) Nature of contracts/arrangements/transactions	
	(c) Duration of the contracts / arrangements/transactions	
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
	(e) Justification for entering into such contracts or arrangements or transactions	
	(f) Date(s) of approval by the Board	
	(g) Amount paid as advances, if any	
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2.	**Details of material contracts or arrangement or transactions at arm's length basis**	
	(a) Name(s) of the related party and nature of relationship	NIL
	(b) Nature of contracts/arrangements/transactions	
	(c) Duration of the contracts / arrangements/transactions	
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
	(e) Date(s) of approval by the Board, if any	
	(f) Amount paid as advances, if any	

For and on behalf of the Board of Directors

	Sd/-	**Sd/-**
	Ravi Vishnu	**A.Bhopal Reddy**
Place: Hyderabad	**Managing Director**	**Whole Time Director**
Date: 20th Aug 2020	**DIN : 01144902**	**DIN : 01119839**

Annexure - V

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

[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 Members,
Cosyn Limited
3rd Floor,TP House, D.No 1-98/9/J/15,Plot No 15(P)
Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500081.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cosyn Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Cosyn Limited 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, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed here under 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 here in after.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Cosyn Limited for the financial year ended on 31st March 2020 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 and External Commercial Borrowings;
v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
    b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period);**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009 **(Not applicable to the Company during the Audit Period);** and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**;**

vi) Other specifically applicable laws to the Company:

1. Information Technology Act, 2000
2. Contract Labour (Regulation and Abolition) Act, 1970
3. Employees State Insurance Act, 1948
4. Employees Compensation Act, 1923
5. Employees Provident Fund and Miscellaneous Provisions Act, 1952
6. Indian Contract Act, 1872
7. Income Tax Act, 1961 and Indirect Tax Laws
8. Indian Stamp Act, 1999
9. Minimum Wages Act,1948
10. Payment of Bonus Act, 1965
11. Payment of Gratuity Act, 1972
12. Payment of Wages Act, 1936.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India;

ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that the company for additional foreign requirements made during the year in its subsidiary company, overseas direct investments (ODI) compliances are yet to be complied.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive 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.

As per Regulation 17 of SEBI (LODR) Regulations, 2015, Chairman being a promoter, half of the Board shall be the Independent Directors. During the last quarter, one of the Independent Director has resigned from the Company thereby the number of Independent Directors is less than half of the Board as on 31st March, 2020.

However, as per Regulation 25(6), the listed entity shall fill the vacancy at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later. Accordingly, the Board has appointed the Independent Director of the Company in the next Board meeting.

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.

All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We 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.

- There were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

for M/s A.S.Ramkumar & Associates
Company Secretaries

Sd/-
Arun Marepally
Partner
M No. A53561, CP.No:19797

Place: Hyderabad
Date: 20th Aug 2020
UDIN: A053561B000601121

This report is to be read with our letter of even date which is annexed as **Annexure 'A'** and forms an integral part of this report.

Annexure 'A'

To,
The Members,
Cosyn Limited
3rd Floor,TP House, D.No 1-98/9/J/15,Plot No 15(P)
Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500081.

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

Management Responsibility

1. It is the responsibility of the Management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. We believe that audit evidence and information provided by the Company's Management is adequate and appropriate for us to provide a basis for our opinion.

6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

Disclaimer

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

8. As regards the Secretarial Audit for the FY 2019-20, a substantial portion of the audit programme was completed prior to the outbreak of the pandemic COVID 19 in the country. However, owing to the lockdown measures imposed across the country and the cascading impact thereof, for certain verifications and cross checks, we have relied on the Management representations and assurances, wherever required, for forming our opinion and eventual reporting.

for M/s A.S.Ramkumar & Associates
Company Secretaries

Sd/-
Arun Marepally
Partner
M No. A53561, CP.No:19797

Place: Hyderabad
Date: 20th Aug 2020
UDIN : A053561B000601121

Annexure –VI

DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Required disclosures under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are asunder:

1. **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year**

S.No	Name	Designation	Total Remuneration (Rs)	Ratio of remuneration of director to the Median remuneration
1	RAVI VISHNU	Managing Director	63,38,825	50.57
2	A. BHOPAL REDDY	Director	46,19,606	36.59

Notes:

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2019-20.
2. The remuneration to Directors includes sitting fees paid to them for the financial year 2019-20.
3. Median remuneration of all its employees is Rs 1,22,905/- for the financial year 2019-20.

2. **The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year**

S. No	Name	Designation	2019-20	2018-19	Increase %
1	RAVI VISHNU	Managing Director	63,38,825	58,89,589	7.63
2	A. BHOPAL REDDY	Director	46,19,606	44,12,551	4.69
3	K.RAGHUPATHI RAO/KRISHNA BODDU	Chief Financial Officer	5,55,990	4,61,078	20.58
4	ANKITA GUPTA	Company Secretary	2,40,082	1,24,329	93.10

3. The percentage increase/(decrease) in the median remuneration of employees in the financial year: 12.91%

4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the Key Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

(Amount in Rs.)

	2019-20	2018-19	Increase %
Average salary of all employees (Other than Key Managerial Personnel)	1,56,70,654	1,29,56,656	20.95
Key Managerial Personnel			
Salary of Managing Director	63,38,825	58,89,589	7.63
Salary of Whole Time Director	46,19,606	44,12,551	4.69
Salary of Chief Financial Officer	5,55,990	4,61,078	20.58
Salary of Company Secretary	2,40,082	1,24,329	93.10

5. The increase in remuneration of employees other than the Key Managerial Personnel is considerably in line with the increase in remuneration of Key Managerial Personnel.

6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

7. Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, vide notification dated 30th June,2016:

List of top ten employees of the Company in terms of remuneration drawn and employed throughout the financial year 2019-20

Name	Designation(s)	Remuneration (in Rs)	Qualification	Experience (years)	Joining Date	Last Employment
Kiran Babu Vellanki	Div. Head	2,10,000	MS(CS)	20	19-Oct-16	Omis Systems
Ramesh Bandi	Team Lead	1,05,000	B.Tech	14	10-Oct-11	AQL Technologies
Zahid Hussain	Sr.Manager	97,960	MBA	17	27-Aug-18	India Power Corp Ltd
Naga Satyanarayana Putsala	Div. Head	82,500	B.Sc	26	25-Apr-94	--
Sivanarayana J	Sr. Manager	77,000	MBA (IT)	23	23-Jun-96	Softline Technologies
Madan Mohan Anantharam	Manager	72,000	MBA	13	03-Oct-16	Aruba Networks
Srinivasa Rao Atluri	AGM	59,000	B.E	21	26-Jul-99	--
Lavanya Chava	Sr.Programmer	58,791	Diploma in ECE	16	16-Oct-17	Cube Consulting
Ramana A V V	Sr. Manager	65,000	B.Sc	26	25-Apr-94	--
Divya Reddy Annreddy	Dy Manager	50,000	MBA (HR)	16	09-Oct-09	Live Connections

For Cosyn Limited

Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902

Place: Hyderabad
Date: 20th Aug 2020

INDEPENDENT AUDITOR'S REPORT

To
The Members
Cosyn Limited
3rd Floor,TP House, D.No 1-98/9/J/15,Plot No 15(P)
Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500081.

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the financial statements of Cosyn Limited ("the Company"), which comprise the balance sheet as at 31 March 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows 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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity 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 Act. Our responsibilities under those SAs 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 there under, 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 financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the

financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 statements 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.
The 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- 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 auditors' 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) 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, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(f) On the basis of the written representations received from the Directors as on 31 March 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2020 from being appointed as a Director in terms of Section 164 (2) of the Act.

(g) With respect to the adequacy of the internal financial controls over financial reporting with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".

(B) 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 – Refer Note 10.1 note 11.1 and note 22 to the financial statements.

ii. The Company does not have 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.

(C) With respect to the matter to be included in the Auditor's Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any Director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Suryanarayana & Suresh.,
Chartered Accountants
Reg. No.006631S

Sd/-
V Nagendra Rao
Partner
M. No. 227679

Place: Hyderabad
Date: 30-06-2020
UDIN: 20227679AAAADX2504

Annexure "A" to the Independent Auditor's Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

b) The Company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to information and explanations given by the management, the title deeds/lease deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

2) In respect of Inventories:

a) As explained to us the inventories have been physically verified during the year by the management at reasonable intervals.

b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and nature of its business.

c) In our opinion and according to the information and explanations given to us the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3) The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) We have broadly reviewed the cost records maintained by the Company pursuant to the rules prescribed by the Central Government of India under Section 148(1) of the Companies Act 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is not regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable except Goods and Service Tax to the tune of Rs. 3,78,61,357/-.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

c) In our opinion there are no amounts required to be transferred to Investor Education and Protection Fund by the Company.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institution or banks. The Company has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with Directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Suryanarayana & Suresh.,
Chartered Accountants
Reg. No.006631S

Sd/-
V Nagendra Rao
Partner
M. No. 227679

Place: Hyderabad
Date: 30-06-2020
UDIN: 20227679AAAADX2504

Annexure "B" to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of Cosyn Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

Company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 Suryanarayana & Suresh.,
Chartered Accountants
Reg. No.006631S

Sd/-
V Nagendra Rao
Partner
M. No. 227679

Place: Hyderabad
Date: 30-06-2020
UDIN: 20227679AAAADX2504

Standalone Balance Sheet as at 31st March, 2020

(Amount in Rs.)

	Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
I	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, Plant and Equipment	3	4,00,57,361	4,56,10,432
	(b) Capital Work-In-Progress		60,76,423	-
	(c) Other Intangible Assets		2,23,25,029	3,10,22,386
	(d) Financial Assets			
	(i) Investments	4	2,30,54,066	2,28,38,916
	(ii) Deposits	5	3,53,75,372	3,29,06,071
	(e) Deferred Tax Asset (Net)	6	-	1,59,95,536
	(f) Other Non current Assets	7	26,000	2,80,931
	Total		**12,69,14,251**	**14,86,54,272**
2	**Current Assets**			
	(a) Inventories	8	3,98,97,050	76,58,016
	(b) Financial Assets			
	(i) Trade Receivables	9	17,16,56,793	20,41,09,777
	(ii) Cash and Cash equivalents	10	2,04,20,933	1,09,22,196
	(iii) Other Bank Balances	11	5,29,40,743	4,96,20,278
	(c) Other Current Assets			
	(i) Short-Term Loans and Advances	12	1,38,63,466	76,96,969
	(ii) Other Current Assets	13	16,42,833	17,31,124
	(d) Current Tax Assets (Net)	14	65,02,735	49,62,789
	Total		**30,69,24,553**	**28,67,01,149**
	TOTAL ASSETS		**43,38,38,804**	**43,53,55,421**
II	**EQUITY AND LIABILITIES**			
1	**Equity:**			
	(a) Equity Share Capital	15	7,50,00,000	7,50,00,000
	Other Equity:			
	(a) Reserves and Surplus	16	21,67,80,405	22,22,22,205
	Total		**29,17,80,405**	**29,72,22,205**
2	**Liabilities**			
	i) Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	17	25,59,244	1,49,04,475
	(b) Deferred Tax Liabilities (Net)	18	23,14,099	-
	Total		**48,73,343**	**1,49,04,475**
	ii) Current liabilities			
	(a) Financial Liabilities			
	(i) Trade Payables	19	3,67,92,095	2,66,04,945
	(b) Other Current Liabilities	20	10,03,92,960	9,66,23,796
	Total		**13,71,85,056**	**12,32,28,741**
	TOTAL LIABILITIES		**43,38,38,804**	**43,53,55,421**

See accompanying notes forming part of the financial statements

In terms of our report attached.
For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg No: 006631S

Sd/-
V Nagendra Rao
Partner
Membership.No: 227679

Place : Hyderabad
Date : 30-06-2020

For and on behalf of the Board

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN 01144902

Sd/-
Krishna Boddu
CFO

Sd/-
A.Bhopal Reddy
Whole Time Director
DIN 01119839

Sd/-
Ankita Gupta
Company Secretary

Statement of Standalone Profit and Loss Account for the year ended 31st March, 2020

(Amount in Rs)

	Particulars	Note No.	For the Year ended 31st March 2020	For the Year ended 31st March 2019
1	**Net Revenue from Operations**	21	29,89,83,309	39,57,11,711
2	**Other Income**	22	32,92,194	43,36,990
	Total Revenue (1+2)		**30,22,75,503**	**40,00,48,701**
3	**Expenditure;**			
	(a) Cost of Materials Consumed	23	92,00,861	1,06,86,133
	(b) Changes in Inventories of work-in-progress	24	(3,22,81,322)	8,15,92,166
	(c) Operating Expenses	25	2,87,14,914	2,40,50,039
	(d) Employee Benefits Expense	26	21,98,62,177	18,66,87,270
	(e) Other Expenses	27	2,17,05,212	3,92,76,346
	(f) Finance Costs	28	49,53,902	64,53,765
	(g) Depreciation and Amortisation Expense	3	2,63,82,631	1,76,01,816
	Total Expenses		**27,85,38,375**	**36,63,47,535**
4	**Profit Before Tax**		2,37,37,128	3,37,01,166
5	**Tax Expense:**			
	(a) Current tax expense for current year		63,48,341	85,00,000
	(b) Deferred tax (Asset) / Liability		(14,10,648)	18,04,807
6	**Net Profit after Tax (4 - 5)**		**1,87,99,435**	**2,33,96,359**
7	**Earnings Per Share (having a face value of Rs.10/-each)**	29		
	- Basic and Diluted		**2.51**	**3.12**
	No. of Shares		**75,00,000**	**75,00,000**

See accompanying notes forming part of the financial statements

In terms of our report attached.
For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg No: 006631S

For and on behalf of the Board

Sd/-
V. Nagendra Rao
Partner
Membership.No: 227679

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN: 01144902

Sd/-
A. Bhopal Reddy
Whole Time Director
DIN 01119839

Sd/-
Krishna Boddu
CFO

Sd/-
Ankita Gupta
Company Secretary

Place : Hyderabad
Date : 30-06-2020

Statement of Changes in Equity

(All amounts in Indian Rupees, except for share data or as otherwise stated)

Particulars	Equity Share Capital	Other Equity				Total Equity attributable to equity holders of the Company
		Reserves and Surplus				
		Captial reserve	General reserve	Retained earnings	Share Premium	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Balance at 1st April, 2018	**7,50,00,000**	**19,25,000**	-	**12,84,75,927**	**7,34,64,090**	**27,88,65,017**
Dividend paid for the year 2017-18	-	-	-	(75,00,000)	-	**(75,00,000)**
Dividend distribution Tax	-	-	-	(15,41,904)	-	**(15,41,904)**
Net Profit / Movements during the year	-	-	-	2,33,96,358	-	**2,33,96,358**
Profit transferred to General reserve	-	-	-	-	-	**-**
Other Comprehensive Income	-	-	-	40,02,733	-	**40,02,733**
Balance as at 31st March, 2019	**7,50,00,000**	**19,25,000**	-	**14,68,33,114**	**7,34,64,090**	**29,72,22,205**
Balance at 1st April, 2019	**7,50,00,000**	**19,25,000**	-	**14,68,33,114**	**7,34,64,090**	**29,72,22,205**
Dividend paid for the year 2018-19	-	-	-	(37,50,000)	-	**(37,50,000)**
Dividend distribution Tax	-	-	-	(7,70,952)	-	**(7,70,952)**
Net Profit / Movements during the year	-	-	-	1,87,99,435	-	**1,87,99,435**
Profit transferred to General reserve	-	-	-	-	-	**-**
Other Comprehensive Income	-	-	-	(1,97,20,283)	-	**(1,97,20,283)**
Balance as at 31st March, 2020	**7,50,00,000**	**19,25,000**	-	**14,13,91,314**	**7,34,64,090**	**29,17,80,405**

As per our Report of even date attached
For SURYANARAYANA & SURESH
Chartered Accountants
Firm Reg. No. 006631S

For and on behalf of the Board

Sd/-
V.Nagendra Rao
Partner
Membership No.227679

Sd/-
Ravi Vishnu
Managing Director
DIN: 01144902

Sd/-
A.Bhopal Reddy
Director
DIN: 01119839

Place : Hyderabad.
Date : 30-06-2020

Sd/-
Krishna Boddu
CFO

Sd/-
Ankita Gupta
Company Secretary

Cash Flow Statement for the year ended 31st March 2020

(Amount in Rs)

Sl No	Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
A	**Cash Flows from operating activities :**		
	Profit Before Tax	**2,37,37,128**	**3,37,01,166**
	Add : Depreciation	2,63,82,631	1,76,01,816
	Add : Finance Costs	47,78,627	49,47,385
	Add : Provision for doubtful debts	(28,69,511)	35,25,234
	Less: Interest Income received	(32,77,586)	(34,47,261)
	Operating Profit before working capital changes	**4,87,51,289**	**5,63,28,340**
	Adjustment for (increase)/decrease in operating assets		
	Trade Receivables	3,53,22,495	(10,82,32,606)
	Inventories	(3,22,39,034)	8,16,86,616
	Other Non Current Financial Assets	(24,69,301)	(31,38,739)
	Other Non Current Assets	2,54,931	(2,55,931)
	Other Current Assets	(67,90,942)	(45,28,017)
	Trade Payables	1,01,87,151	(1,58,58,429)
	Other Current Liabilities	37,69,163	7,81,65,679
	Changes in Prepaid Taxes	(15,39,946)	5,16,908
		64,94,516	**2,83,55,480**
	Cash Generated From Operations	5,52,45,805	8,46,83,820
	Less : Income Tax Paid	63,48,341	79,44,510
	Net cash from operating activities " A "	**4,88,97,464**	**7,67,39,310**
B	**Cash Flows from Investing activities :**		
	Purchase of Fixed Assets	(1,82,08,626)	(5,82,95,995)
	Interest Income received	32,77,586	34,47,261
	Fixed Deposits	-	3,00,00,000
	Margin Money Deposits/(Realisation)	(26,07,728)	(1,01,67,028)
	Investment	(2,15,150)	(8,53,554)
	Net cash utilised in investing activities " B "	**(1,77,53,918)**	**(3,58,69,316)**
C	**Cash Flows from Financing Activities :**		
	Proceeds from long term borrowings - (Net of payments)	(1,23,45,231)	57,86,118
	Proceeds from Short term borrowings - (Net of payments)	-	(2,73,10,821)
	Interest on Long Term Borrowings	(47,78,627)	(49,47,385)
	Cash Paid for Dividends & Dividend Tax	(45,20,952)	(90,41,904)
	Net Cash used in Financing Activities " C "	**(2,16,44,810)**	**(3,55,13,992)**
	Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)	94,98,736	53,56,002
	Cash and Cash Equivalents at the beginning	**1,09,22,196**	**55,66,194**
	Cash and Cash Equivalents at the end	**2,04,20,933**	**1,09,22,196**

In terms of our report attached
For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg No: 006631S

Sd/-
V. Nagendra Rao
Partner
Membership.No: 227679

Place: Hyderabad
Date : 30-06-2020

For and on behalf of the Board

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN: 01144902

Sd/-
Krishna Boddu
CFO

Sd/-
A. Bhopal Reddy
Whole Time Director
DIN 01119839

Sd/-
Ankita Gupta
Company Secretary

Notice forming part of the financial statements

1. CORPORATE INFORMATION:

COSYN LIMITED is incorporated in April, 1994 for carrying out the activities of offering a full range of software outsourcing services from end to end development of new software and web solutions, Enterprise Application Services, re-engineering and enhancement of legacy applications, application integration and maintenance, BPO / ITES services for Utilities, E-Governance, BFSI, Retail and DMS. The Company is carrying its activities from its registered office situated at # 1-98/9/J/15, Plot No. 15 (P), 3rd Floor, T.P.House, Jaihind Enclave, Madhapur, Hyderabad – 500 081.

Basis of Preparation of Financial Statements:

The Company prepared its Financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These Financial statements for the year ended 31st March, 2020 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of the Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA. The Financial statements have been prepared on historical cost basis.

2. SIGNIFICANT ACCOUNTING POLICIES:

a. Property, Plant and Equipment:

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes, commissioning expenses, etc., up to the date the asset is ready for its intended use. Fixed assets which were revalued are carried at revalued values. Expenditure directly related to expansion projects has been capitalized.

Cost includes non refundable taxes, duties, freight, borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets.

Assets under installation or under construction as at the Balance Sheet date are shown in Capital work-in –progress. Advances paid towards acquisition of assets are shown in Capital Advances.

Fixed assets which are found to be not usable or retired from active use of when no further benefits are expected from their use are removed from the books of account and the difference if any, between the cost of such assets and the accumulated depreciation there on is charged to Statement of Profit & Loss.

Depreciation on tangible assets is provided under Straight Lime Method over the useful lives of assets estimated by the management. Depreciation on additions/ deletions during a period is charged on pro rata basis from the date of addition or deletion, as the case may be.

b. Impairment of Assets:

In accordance with Ind AS 36, the company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is treated as impaired when the carrying cost exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in a prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

c. Employee Benefits:

Retirement benefits to employees comprise of payments under Defined Contribution Plans like Provident Fund and payments under Defined Benefit Schemes like Gratuity and Leave encashment.

Payments under defined contribution plans are charged to revenue on accrual.

Short-term employee benefits such as wages, salaries and short-term compensated absences like bonus and other non-monetary benefits are provided for as per Company's Rules on best estimate basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts include in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

d. Valuation of Inventories:

a) Stocks of consumables are valued at cost.

b) Project work in progress is valued with reference to the actual cost incurred for the work performed up to the reporting date bear estimated total project cost of each project.

e. Investments:

Investments intended to be held for more than one year are treated as long term and others as short term. Short-term investments are carried at the lower of cost or quoted / fair value, computed category wise and long-term investments are stated at cost. Provision for diminution in the value of long –term investments is made only if such a decline is other than temporary.

f. Prior period expenses / Income:

The Company follows the practice of making adjustments through "expenses/income under/over provided" in previous years in respect of material transactions pertaining to that period prior to the current accounting year.

g. Government Grants:

Government grants available to the company are recognized when there is a reasonable assurance that the conditions attached to the grant will be complied with and reasonably certain that grants will be received.

h. Tax Expenses

Tax expense for the period comprises current tax and deferred tax. Tax is recognised in Statement of Profit and Loss except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

- **Current tax**
  Current tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities, based on the tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- **Deferred tax**
  Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

  Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

i . Foreign Exchange Transactions:

Transactions denominated in foreign currency are accounted for initially at the exchange rate prevailing on the date of transaction. Foreign Currency monetary Assets and Liabilities are translated at year end exchange rates. Fluctuations, if any due to change in exchange rates Between the dates of transactions and the dates of crystallization are debited / credited to Statement of Profit & Loss.

j. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue from sale of goods

Sales are recognized net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

Revenue from sale of Services

Revenue from software related services are accounted for on the basis of services rendered as per terms of contract.

Revenue from BPO services are based on the performance of specific criteria at contracted rates.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

k. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

l. Provisions, Contingent Liabilities and Contingent Assets:

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

m. **Earnings per Share:**

The basic Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax but before OCI for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential of equity shares.

SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Preparation of the financial statements requires management to make judgments, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

Notes forming part of the Financial Statements

3. FIXED ASSETS

(i) TANGIBLE ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	Balance As At 01.04.2019	Additions	Disposals	Balance As At 31.03.2020	Balance As At 01.04.2019	Disposals	For the Year	Balance As At 31.03.2020	Balance As At 31.03.2020	Balance As At 31.03.2019
Land	13,31,295	-	-	**13,31,295**	-	-	-	**-**	13,31,295	**13,31,295**
Computer / Hardware	14,08,59,437	29,80,333	-	**14,38,39,770**	11,08,59,164	-	1,40,50,337	**12,49,09,502**	1,89,30,268	**3,00,00,272**
Furniture and fixtures	1,76,19,013	67,69,784	-	**2,43,88,797**	1,50,32,434	-	9,10,180	**1,59,42,614**	84,46,183	**25,86,579**
Electrical Fittings	1,96,34,770	-	-	**1,96,34,770**	1,64,34,659	-	5,94,843	**1,70,29,501**	26,05,269	**32,00,111**
Vehicles	86,29,312	-	-	**86,29,312**	27,88,452	-	7,76,289	**35,64,741**	50,64,571	**58,40,860**
Office Equipment	1,39,82,990	23,82,086	-	**1,63,65,076**	1,13,31,675	-	13,53,625	**1,26,85,300**	36,79,776	**26,51,315**
Library Books	8,65,901	-	-	**8,65,901**	8,65,901	-	-	**8,65,901**	-	**-**
Total	**20,29,22,717**	**1,21,32,203**	**-**	**21,50,54,920**	**15,73,12,285**	**-**	**1,76,85,274**	**17,49,97,559**	**4,00,57,361**	**4,56,10,432**
Previous Year Total	**17,15,41,968**	**3,13,80,749**	**-**	**20,29,22,717**	**14,33,16,014**	**-**	**1,39,96,271**	**15,73,12,285**	**4,56,10,432**	

(ii) INTANGIBLE ASSETS

Computer Software	10,69,16,316	-	-	10,69,16,316	7,58,93,930	-	86,97,357	8,45,91,287	2,23,25,029	3,10,22,386
Total	**10,69,16,316**	**-**	**-**	**10,69,16,316**	**7,58,93,930**	**-**	**86,97,357**	**8,45,91,287**	**2,23,25,029**	**3,10,22,386**
Previous Year Total	**8,00,01,071**	**2,69,15,245**	**-**	**10,69,16,316**	**7,22,88,385**	**-**	**36,05,545**	**7,58,93,930**	**3,10,22,386**	
Total	**30,98,39,033**	**1,21,32,203**	**-**	**32,19,71,236**	**23,32,06,215**	**-**	**2,63,82,631**	**25,95,88,846**	**6,23,82,390**	**7,66,32,818**
Previous Year Total	**25,15,43,039**	**5,82,95,994**	**-**	**30,98,39,033**	**21,56,04,399**	**-**	**1,76,01,816**	**23,32,06,215**	**7,66,32,818**	

Notes forming part of the financial statements

1. Corporate Information

2. Significant Accounting Policies

3. Fixed Assets

4. Investments **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
Investment in Subsidiary Company (at cost)		
Cosyn LLC, Texas	83,02,274	80,87,124
Well to Desk Inc	1,36,35,972	1,36,35,972
Other Investments		
Geo Nimbus Corporation	11,15,820	11,15,820
Total	**2,30,54,066**	**2,28,38,916**

5. Deposits **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
(Unsecured, considered good, recoverable in cash or in kind for value to be received)		
(a) Deposits		
Electricity Deposits	22,596	5,87,277
Retention Money - PSPCL	2,57,71,145	2,15,04,104
Deposits - EMDs	65,31,252	77,40,839
Deposits - Rent	19,24,840	19,48,312
Deposits - Others	11,25,539	11,25,539
Total	**3,53,75,372**	**3,29,06,071**

6. Deferred Tax Liability **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
Opening Balance	-	1,78,00,343
Add: For the year	-	(12,14,369)
Deferred Tax Liabilty	-	(5,90,438)
Net Deferred Tax Liability	**-**	**1,59,95,536**

7. Other Non-Current Assets **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Advance for Capital goods	26,000	2,80,931
Total	**26,000**	**2,80,931**

8. Inventories (As valued and certified by the Management) **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
(As valued and Certified by Management)		
(a) Consumables	72,888	1,15,176
(b) Work-in-progress	3,98,24,162	75,42,840
Total	**3,98,97,050**	**76,58,016**

Notes forming part of the financial statements

9.Trade Receivables (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	10,19,24,435	3,92,88,007
Doubtful	-	-
	10,19,24,435	3,92,88,007
Other Trade Receivables		
Unsecured, considered good	6,97,32,358	16,48,21,770
Doubtful	-	-
	6,97,32,358	16,48,21,770
Total	**17,16,56,793**	**20,41,09,777**

10. Cash and Cash equivalents (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(i) Cash on hand	7,536	6,935
(ii) Balances with banks		
Current accounts	2,04,13,397	1,09,15,261
Total	**2,04,20,933**	**1,09,22,196**

11. Other Bank Balances (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Margin Money Deposits (Note 11.1)	5,22,28,006	4,96,20,278
Balance in Dividend Accounts	7,12,737	-
Total	**5,29,40,743**	**4,96,20,278**

11.1 Margin Money Deposits having maturity period less than 3 months is Rs.3,23,55,197/- and more than twelve months is Rs - Nil

12. Short-Term Loans and Advances (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(Unsecured, considered good)		
Loans and Advances	48,42,511	42,72,063
Advance for services and other expenses	90,20,955	34,24,906
Total	**1,38,63,466**	**76,96,969**

13. Other Current Assets (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Prepaid Expenses	16,42,833	10,86,124
Others	-	6,45,000
Total	**16,42,833**	**17,31,124**

14.Current Tax Assets (Net) (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Prepaid Taxes (Net of provision for Taxes)	65,02,735	49,62,789
Total	**65,02,735**	**49,62,789**

Notes forming part of the financial statements

15. Share Capital

Particulars	As at 31st March 2020		As at 31st March 2019	
	Number of shares	Amount Rs	Number of shares	Amount Rs
(a) Authorised Share Capital Equity Shares of Rs 10/- each with voting rights	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
(b) Issued, Subscribed and Fully Paid-up: Equity Shares of Rs 10/- each with voting rights	75,00,000	7,50,00,000	75,00,000	7,50,00,000
TOTAL		**7,50,00,000**		**7,50,00,000**

(i) Reconciliation of Shares

Reconciliation of Number of Equity Shares outstanding at the Beginning and at the End of the Year

Particulars	As at 31st March 2020		As at 31st March 2019	
	Number of shares	Amount Rs	Number of shares	Amount Rs
Equity Shares				
At the Beginning of the Year	75,00,000	7,50,00,000	75,00,000	7,50,00,000
Add / (Less) : Addition / (reduction) during the Year	-	-	-	-
At the End of the Year	**75,00,000**	**7,50,00,000**	**75,00,000**	**7,50,00,000**

(ii) All Equity Shares issued by the company carry equal voting and participatory rights

(iii) The details of share holders holding more than 5% shares :

Name of the share holder	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
	No. of Shares		% held	
Sri. Ravi Vishnu	11,73,999	8,50,539	15.65	11.34
Sri. D. Vikram Reddy	7,40,500	7,40,500	9.87	9.87
Sri. R. Radha Krishna Murthy	5,41,100	5,41,100	7.21	7.21
Sri. A. Bhopal Reddy	4,18,803	4,18,803	5.58	5.58

16. Reserves and Surplus **(Amount in Rs)**

Particulars	As at 31st March, 2020		As at 31st March, 2019	
(a) Share Premium				
Opening balance	7,34,64,090		7,34,64,090	
Add: Additions during the year	-		-	
Closing balance		7,34,64,090		7,34,64,090
(b) Capital Reserve		19,25,000		19,25,000
(c) Surplus / (Deficit) in Statement of Profit and Loss				
Balance at the beginning of the year	14,68,33,115		12,84,75,927	
Less: Dividend paid	37,50,000		75,00,000	
Less: Dividend distribution Tax paid	7,70,952		15,41,904	
Add: Profit for the year	1,87,99,435		2,33,96,358	
Items of Other comprehensive income directly recognized in retained earnings	(1,97,20,283)		40,02,733	
Closing Balance		**14,13,91,315**		**14,68,33,115**
TOTAL		**21,67,80,405**		**22,22,22,205**

Notes forming part of the financial statements

17. Long Term Borrowings (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
i) Secured		
From Banks	-	-
ii) Un-Secured		
From Non Banking Financial Institutions	25,59,244	1,49,04,475
Total	**25,59,244**	**1,49,04,475**

18. Deferred Tax Liability (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Opening Balance	1,59,95,536	-
Add: For the year	14,10,648	-
On account of other comprehensive income	(1,97,20,283)	-
Total	**(23,14,099)**	**-**

19. Trade Payables: (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Creditors for Services	3,29,02,888	2,37,22,579
Creditors for Consumables	26,16,713	21,80,143
Creditors for Expenses	12,72,494	7,02,223
Total	**3,67,92,095**	**2,66,04,945**

20. Other Current Liabilites (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Current Maturities of Long-Term Debt - From Banks		
i) Secured		
Term Loan from State Bank of India	-	-
ii) Un-Secured		
ii) From Non Banking Financial Institutions	1,13,58,112	2,07,24,787
(b) Other payables		
(i) Statutory remittances		
GST Payable	4,63,61,849	2,90,86,866
TDS Payable	6,08,049	8,78,263
ESI Payable	24,80,703	45,45,841
PF Payable	80,10,635	91,22,130
Professional Tax Payable	15,710	8,200
(ii) Un Claimed Dividend	7,12,737	5,77,016
(iii) Payables on purchase of fixed assets	9,88,688	7,70,152
(iv) Advance from Customers	2,18,66,894	2,11,46,894
(v) Other Liabilities	79,89,583	97,63,647
Total	**10,03,92,960**	**9,66,23,796**

Notes forming part of the financial statements

21 Revenue from Operations (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Revenue from Operations		
- Domestic	34,75,65,540	46,19,20,999
- Exports	44,36,260	43,62,240
Total Gross Revenue	**35,20,01,800**	**46,62,83,239**
Less: GST	5,30,18,491	7,05,71,528
Total Tax Amount	**5,30,18,491**	**7,05,71,528**
Net Revenue	**29,89,83,309**	**39,57,11,711**

22 Other Income (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Interest Income	32,77,586	34,47,261
(b) Foreign Exchange Fluctuation	14,608	2,26,917
(c) Interest on Income Tax Refund	-	6,62,812
Total	**32,92,194**	**43,36,990**

23 Cost of Materials Consumed (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Opening stock	1,15,176	2,09,626
Add: Purchases	91,58,573	1,05,91,683
Total	**92,73,749**	**1,08,01,309**
Less: Closing stock	72,888	1,15,176
Total	**92,00,861**	**1,06,86,133**

24.Change in Inventory of Work-in-progress (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Inventories at the end of the year:		
Work-in-progress	3,98,24,162	75,42,840
	3,98,24,162	**75,42,840**
Inventories at the beginning of the year:		
Work-in-progress	75,42,840	8,91,35,006
	75,42,840	**8,91,35,006**
Net (Increase) / Decrease	**(3,22,81,322)**	**8,15,92,166**

25 Operating Expenses (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Sub Contracting Expenses	30,48,400	2,20,39,318
Repairs to Plant & Machinery	22,22,694	15,32,545
Power & Fuel	9,24,832	4,78,176
Service Deductions	23,48,476	-
Service Deviations	2,01,70,512	-
Total	**2,87,14,914**	**2,40,50,039**

25.1 During the year deductions by the customers on account of service deviations were seperately accounted and the gross revenue before deduction on account of service deviations shown under the head revenue from operations.However during the previous year service deviations were reduced from revenue from operations.

Notes forming part of the financial statements

26 Employee Benefits Expense (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Salaries and Wages	19,98,02,349	16,63,67,414
Contributions to Provident Fund & other funds	1,92,12,684	1,96,38,964
Staff Welfare expenses	8,47,144	6,80,892
Total	**21,98,62,177**	**18,66,87,270**

27 Other Expenses (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Rent	59,36,210	49,72,224
Repairs and Maintenance	19,65,735	21,73,533
Insurance	3,35,062	4,00,164
Rates and Taxes	91,221	69,140
Communication Expenses	31,22,347	31,35,430
Travelling and Conveyance	21,27,762	27,95,031
Business promotion Expenses	35,33,451	12,46,526
Project Initiation Expenses	-	26,57,994
Professional & Consultancy Expenses	29,58,163	42,44,211
Payment to Auditors (Refer Note: 27.1)	4,00,000	4,00,000
Loss on chits	4,79,375	-
Service tax	5,31,831	5,74,034
Interest on Service Tax	1,52,902	1,06,18,846
Interest on delayed payments of EPFO	10,166	-
Interest on delayed payments of ESI	37,576	2,78,271
Security Charges	87,000	-
Miscellaneous expenses	25,13,547	20,58,188
Bank Charges	2,92,376	1,27,520
Provision for doubtful debts	(28,69,511)	35,25,234
Total	**2,17,05,212**	**3,92,76,346**

27.1. Auditors Remuneration (Excluding Goods & Service Tax)

Particulars	As at 31st March 2020	As at 31st March 2019
Statutory Audit fee	2,50,000	2,50,000
Taxation Audit Fee	1,50,000	1,50,000
Total	**4,00,000**	**4,00,000**

28 Finance Cost (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Interest on Income Tax / TDS	1,75,275	8,46,170
Interest on Borrowings	47,78,627	49,47,385
Interest on Working Capital Loans	-	6,60,210
Total	**49,53,902**	**64,53,765**

29. Earnings Per Share (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Net profit for basic EPS	1,87,99,435	2,33,96,359
Weighted average Number of equity shares	75,00,000	75,00,000
Per value per share	**10.00**	**10.00**
Annualized Basic Earning per share	**2.51**	**3.12**

Notice forming part of the financial statements

30. Contingent Liabilities not acknowledged as debt:

		2019-20	2018-19
		Rs	Rs
a.	**Bank Guarantees**	**4,89,41,700**	**4,65,83,700**

b. Income Tax (TDS)

The Company has received a demand notice for Rs. **17,11,263**/- towards penalty and Interest for late payment/filing of TDS return for the years from 2007- 08 to 2016-17.

Out of the demand Company has paid Rs. 12,98,800/-. The Company is planning to opt for Vivad Se Vishwas Scheme 2020 for waiver of Interest and Penalty as per the Scheme.

c. Provident Fund

The Company has received Order towards levy of Damages for the period August 2008 to December 2015 for Rs. 29,04,703/-.

The Company has filed appeal against the said Order and the Management is confident of winning the appeal. Hence no provision made in the books of account

31. Related Party Transactions:

A. Related Parties and their Relationship
(As identified and certified by the Management)

I. Associate Company : RRK Enterprises Private Limited

II. Subsidiary Company : a) Cosyn LLC, Texas, USA

: b) WelltoDesk Inc, Texas, USA.

III. Key Managerial Personnel (KMP) :

Ravi Vishnu : Chairman & Managing Director

Summary of the Transactions with the above Related Parties are as follows:

Nature of Transactions	Subsidiary / Associate Companies		KMP and Relatives of KMP	
	March 31, 2020	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
Remuneration & Perquisites	--	--	63,38,825/-	58,89,589/-
Loans & Advance	--	--	--	--
Investment in Subsidiary	2,30,54,066/-	2,28,38,916/	--	--
Sales	--	--	--	--

32. Segment Details

The Company is engaged in providing Information Technology Services which in the context of Accounting Standard – 17 issued by ICAI are considered to constitute one single segment

33. Dues to Micro, Small and Medium Enterprises:

The Company is seeking confirmation from its suppliers whether they fall under the category of micro, small and medium enterprises as mentioned under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). Based on confirmations received till date, the company believes that it does not have any outstanding dues towards Micro Small and Medium Enterprises. Further the company has not paid/accrued any interest under this MSMED Act.

34. Confirmations are not received in respect of the amounts relating to trade receivables, trade payables, loan & advances.

35. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures rounded off to the nearest rupee.

Note 1 to 35 form part of the Balance Sheet and have been authenticated.

In terms of our report attached

For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg.No. 006631S

Sd/-
V. Nagendra Rao
Partner
Membership No: 227679

For and on behalf of the Board

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN 01144902

Sd/-
A. Bhopal Reddy
Whole Time Director
DIN 01119839

Place: Hyderabad
Date: 30-06-2020

Sd/-
Krishna Boddu
CFO

Sd/-
Ankita Gupta
Company Secretary

Independent Auditor's Report

To
The Members
Cosyn Limited
3rd Floor,TP House, D.No 1-98/9/J/15,Plot No 15(P)
Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500081.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Cosyn Limited** ("the Company***")*** and its Subsidiary Companies **Cosyn LLC & WellToDesk Inc**, which are Audited by other Statutory Auditors (collectively referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2020, the consolidated Statement of Profit and Loss, consolidated the statement of changes in equity and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (here in referred as "the consolidated Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its consolidated Profit (including other comprehensive income),consolidated changes in equity and its consolidated Cash Flow for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Auditor's Response
1	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)	Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. • Selected a sample of continuing and new contracts and performed the following procedures. 1. Read, analysed and identified the distinct performance obligations in these contracts. 2. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

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

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated

financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 purpose 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 consolidated Balance Sheet, the consolidated Statement of Profit and Loss, the consolidated Statement of changes in Equity and the consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid consolidated 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 written representations received from the Directors of the Company and its associates as on March 31, 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2020 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 Holding Company the operating effectiveness of such controls, refer to our separate report in **Annexure "A**".

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of section 197 of the Act.

h. 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 and 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 as at 31st March 2020 on its consolidated financial position in its financial statements as referred to in note 27 to the financial statements.
ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund for the year ending 31st March, 2020.

For SURYANARAYANA & SURESH
Chartered Accountants
Firm Reg.No: 006631S

Sd/-
V.NAGENDRA RAO
Partner
M.No.227679

Place: Hyderabad
Date: 30-06-2020
UDIN:20227679AAAADY5760

Annexure "A" to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of **Cosyn Limited** ("the Holding Company") in respect of standalone Financial Statements as at March 31, 2020 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 SURYANARAYANA & SURESH
Chartered Accountants
Firm Reg.No: 006631S

Sd/-
V.NAGENDRA RAO
Partner
M.No.227679

Place: Hyderabad
Date: 30-06-2020
UDIN: 20227679AAAADY5760

Consolidated Balance Sheet as at 31st March, 2020

(Amount in Rs.)

	Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
I	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, Plant and Equipment	3	4,06,04,264	4,62,91,759
	(b) Capital Work-In-Progress		60,76,423	-
	(c) Other Intangible Assets		2,87,74,800	4,18,43,617
	(d) Financial Assets			
	(i) Investments	4	8,10,529	8,10,529
	(ii) Deposits	5	3,53,75,372	3,29,06,071
	(e) Deferred Tax Liabilities (Net)	6	-	1,59,95,536
	(f) Other Non current Assets	7	26,000	2,80,931
	Total		**11,16,67,387**	**13,81,28,443**
2	**Current Assets**			
	(a) Inventories	8	3,98,97,050	76,58,016
	(b) Financial Assets			
	(i) Trade Receivables	9	17,16,56,793	20,41,09,777
	(ii) Cash and Cash equivalents	10	2,05,93,137	1,12,64,496
	(iii) Other Bank Balances	11	5,29,40,743	4,96,20,278
	(c) Other Current Assets			
	(i) Short-Term Loans and Advances	12	1,38,63,466	76,96,969
	(ii) Other Current Assets	13	16,42,833	17,31,124
	(d) Current Tax Assets (Net)	14	65,02,735	49,62,789
	Total		**30,70,96,757**	**28,70,43,449**
	TOTAL ASSETS		**41,87,64,144**	**42,51,71,892**
II	**EQUITY AND LIABILITIES**			
1	**Equity:**			
	(a) Equity Share Capital	15	7,50,00,000	7,50,00,000
	Other Equity:			
	(a) Reserves and Surplus	16	19,92,79,467	20,88,42,847
	(b) Minority Interest		22,81,621	31,26,541
	Total		**27,65,61,088**	**28,69,69,388**
2	**Liabilities**			
	i) Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	17	25,59,244	1,49,04,475
	(b) Deferred Tax Liabilities (Net)	18	23,14,099	-
	Total		**48,73,343**	**1,49,04,475**
	ii) Current liabilities			
	(a) Financial Liabilities			
	(i) Trade Payables	19	3,69,36,754	2,66,74,233
	(b) Other Current Liabilities	20	10,03,92,960	9,66,23,796
	Total		**13,73,29,714**	**12,32,98,029**
	TOTAL LIABILITIES		**41,87,64,144**	**42,51,71,892**

See accompanying notes forming part of the financial statements

In terms of our report attached.
For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg No: 006631S

Sd/-
V Nagendra Rao
Partner
Membership.No: 227679

Place : Hyderabad
Date : 30-06-2020

For and on behalf of the Board

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN 01144902

Sd/-
Krishna Boddu
CFO

Sd/-
A.Bhopal Reddy
Whole Time Director
DIN 01119839

Sd/-
Ankita Gupta
Company Secretary

Statement of Consolidated Profit and Loss Acount for the year ended 31st March, 2020

(Amount in Rs)

	Particulars	Note No.	For the Year ended 31st March 2020	For the Year ended 31st March 2019
1	**Net Revenue from Operations**	21	29,89,83,309	39,57,11,711
2	**Other Income**	22	33,05,766	43,23,551
	Total Revenue (1+2)		**30,22,89,075**	**40,00,35,262**
3	**Expenditure;**			
	(a) Cost of Materials Consumed	23	92,00,861	1,07,06,658
	(b) Changes in Inventories of work-in-progress	24	(3,22,81,322)	8,15,92,166
	(c) Operating Expenses	25	2,87,14,914	2,40,50,039
	(d) Employee Benefits Expense	26	21,98,62,177	18,66,87,270
	(e) Other Expenses	27	2,21,79,400	3,97,48,638
	(f) Finance Costs	28	49,53,902	64,53,765
	(g) Depreciation and Amortisation Expense	3	3,08,88,516	2,17,43,679
	Total Expenses		**28,35,18,448**	**37,09,82,215**
4	**Profit Before Tax**		1,87,70,628	2,90,53,048
5	**Tax Expense:**			
	(a) Current tax expense for current year		63,48,341	85,00,000
	(b) Deferred tax (Asset) / Liability		(14,10,648)	18,04,807
6	**Net Profit after Tax (4 - 5)**		**1,38,32,935**	**1,87,48,241**
	Less: Minority Interest		**(8,44,920)**	**(9,71,457)**
7	**Net Profit after Tax and Minority Interest**		**1,46,77,855**	**1,97,19,698**
8	**Earnings Per Share (having a face value of Rs.10/-each)**	29		
	- Basic and Diluted		**1.96**	**2.63**
	No. of Shares		**75,00,000**	**75,00,000**

See accompanying notes forming part of the financial statements

In terms of our report attached.
For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg No: 006631S

For and on behalf of the Board

Sd/-
V. Nagendra Rao
Partner
Membership.No: 227679

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN: 01144902

Sd/-
A. Bhopal Reddy
Whole Time Director
DIN 01119839

Sd/-
Krishna Boddu
CFO

Sd/-
Ankita Gupta
Company Secretary

Place : Hyderabad
Date : 30-06-2020

STATEMENT OF CHANGES IN EQUITY

(All amounts in Indian Rupees, except for share data or as otherwise stated)

Particulars	Equity Share Capital	Other Equity				Total Equity attributable to equity holders of the Company
		Reserves and Surplus				
		Captial reserve	General reserve	Retained earnings	Share Premium	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Balance at 1st April, 2018	**7,50,00,000**	**19,25,000**	-	**11,87,73,229**	**7,34,64,090**	**26,91,62,320**
Dividend paid for the year 2017-18	-	-	-	(75,00,000)	-	**(75,00,000)**
Dividend distribution Tax	-	-	-	(15,41,904)	-	**(15,41,904)**
Net Profit / Movements during the year	-	-	-	1,97,19,698	-	**1,97,19,698**
Profit transferred to General reserve	-	-	-	-	-	**-**
Other Comprehensive Income	-	-	-	40,02,733	-	**40,02,733**
Balance as at 31st March, 2019	**7,50,00,000**	**19,25,000**	-	**13,34,53,756**	**7,34,64,090**	**28,38,42,847**
Balance at 1st April, 2019	**7,50,00,000**	**19,25,000**	-	**13,34,53,756**	**7,34,64,090**	**28,38,42,847**
Dividend paid for the year 2018-19	-	-	-	(37,50,000)	-	**(37,50,000)**
Dividend distribution Tax	-	-	-	(7,70,952)	-	**(7,70,952)**
Net Profit / Movements during the year	-	-	-	1,46,77,855	-	**1,46,77,855**
Profit transferred to General reserve	-	-	-	-	-	**-**
Other Comprehensive Income	-	-	-	(1,97,20,283)	-	**(1,97,20,283)**
Balance as at 31st March, 2020	**7,50,00,000**	**19,25,000**	-	**13,29,32,280**	**7,34,64,090**	**27,42,79,467**

As per our report of even date attached.
For SURYANARAYANA & SURESH
Chartered Accountants
Firm Reg. No. 006631S

For and on behalf of the Board

Sd/-
V.Nagendra Rao
Partner
Membership No.227679

Sd/-
Ravi Vishnu
Managing Director
DIN: 01144902

Sd/-
A.Bhopal Reddy
Director
DIN: 01119839

Place : Hyderabad.
Date : 30-06-2020

Sd/-
Krishna Boddu
CFO

Sd/-
Ankita Gupta
Company Secretary

Consolidated Cash Flow Statement for the year ended 31st March, 2020

(Amount in Rs)

Sl No	Particulars	For the year ended	
		31.03.2020	31.03.2019
A	**Cash Flows from operating activities :**		
	Profit Before Tax	**1,87,70,628**	**2,90,53,048**
	Add : Depreciation	3,08,88,516	2,17,43,680
	Add : Finance Costs	47,78,627	49,47,385
	Add : Provision for doubtful debts	(28,69,511)	35,25,234
	Less: Interest Income received	(32,77,586)	(34,47,261)
	Operating Profit before working capital changes	**4,82,90,673**	**5,58,22,086**
	Adjustment for (increase)/decrease in operating assets		
	Trade Receivables	3,53,22,495	(10,82,32,606)
	Inventories	(3,22,39,034)	8,16,86,616
	Other Non Current Financial Assets	(24,69,301)	(31,38,739)
	Other Non Current Assets	2,54,931	(2,55,931)
	Other Current Assets	(67,90,942)	(45,28,017)
	Trade Payables	1,02,62,521	(1,59,39,308)
	Other Current Liabilities	37,69,163	7,81,65,677
	Changes in Prepaid Taxes	(15,39,946)	5,16,908
		65,69,887	**2,82,74,599**
	Cash Generated From Operations	5,48,60,560	8,40,96,685
	Less : Income Tax Paid	63,48,341	79,44,510
	Net cash from operating activities " A "	**4,85,12,219**	**7,61,52,175**
B	**Cash Flows from Investing activities :**		
	Purchase of Fixed Assets	(1,82,08,626)	(5,82,95,995)
	Interest Income received	32,77,586	34,47,261
	Fixed Deposits	-	3,00,00,000
	Margin Money Deposits/(Realisation)	(26,07,728)	(1,01,67,028)
	Investment	0	(28,027)
	Net cash utilised in investing activities " B "	**(1,75,38,768)**	**(3,50,43,789)**
C	**Cash Flows from Financing Activities :**		
	Proceeds from long term borrowings - (Net of payments)	(1,23,45,231)	57,86,118
	Proceeds from Short term borrowings - (Net of payments)	-	(2,73,10,821)
	Interest on Long Term Borrowings	(47,78,627)	(49,47,385)
	Cash Paid for Dividends & Dividend Tax	(45,20,952)	(90,41,904)
	Net Cash used in Financing Activities " C "	**(2,16,44,810)**	**(3,55,13,992)**
	Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)	93,28,642	55,94,394
	Cash and Cash Equivalents at the beginning	**1,12,64,495**	**56,70,101**
	Cash and Cash Equivalents at the end	**2,05,93,137**	**1,12,64,495**

In terms of our report attached
For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg No: 006631S

Sd/-
V. Nagendra Rao
Partner
Membership.No: 227679

Place: Hyderabad
Date : 30-06-2020

For and on behalf of the Board

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN: 01144902

Sd/-
Krishna Boddu
CFO

Sd/-
A. Bhopal Reddy
Whole Time Director
DIN 01119839

Sd/-
Ankita Gupta
Company Secretary

Notice forming part of the financial statements

1. CORPORATE INFORMATION:

COSYN LIMITED is incorporated in April, 1994 for carrying out the activities of offering a full range of software outsourcing services from end to end development of new software and web solutions, Enterprise Application Services, re-engineering and enhancement of legacy applications, application integration and maintenance, BPO / ITES services for Utilities, E-Governance, BFSI, Retail and DMS. The Company is carrying its activities from its registered office situated at # 1-98/9/J/15, Plot No. 15 (P), 3rd Floor, T.P.House, Jaihind Enclave, Madhapur, Hyderabad – 500 081.

Basis of Preparation of Financial Statements:

The Company prepared its Financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These Financial statements for the year ended 31st March, 2020 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of the Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA. The Financial statements have been prepared on historical cost basis.

2. SIGNIFICANT ACCOUNTING POLICIES:

a. Property, Plant and Equipment:

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes, commissioning expenses, etc., up to the date the asset is ready for its intended use. Fixed assets which were revalued are carried at revalued values. Expenditure directly related to expansion projects has been capitalized.

Cost includes non refundable taxes, duties, freight, borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets.

Assets under installation or under construction as at the Balance Sheet date are shown in Capital work-in –progress. Advances paid towards acquisition of assets are shown in Capital Advances.

Fixed assets which are found to be not usable or retired from active use of when no further benefits are expected from their use are removed from the books of account and the difference if any, between the cost of such assets and the accumulated depreciation there on is charged to Statement of Profit & Loss.

Depreciation on tangible assets is provided under Straight Lime Method over the useful lives of assets estimated by the management. Depreciation on additions/ deletions during a period is charged on pro rata basis from the date of addition or deletion, as the case may be.

b. Impairment of Assets:

In accordance with Ind AS 36, the company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is treated as impaired when the carrying cost exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in a prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

c. Employee Benefits:

Retirement benefits to employees comprise of payments under Defined Contribution Plans like Provident Fund and payments under Defined Benefit Schemes like Gratuity and Leave encashment.

Payments under defined contribution plans are charged to revenue on accrual.

Short-term employee benefits such as wages, salaries and short-term compensated absences like bonus and other non-monetary benefits are provided for as per Company's Rules on best estimate basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts include in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

d. Valuation of Inventories:

a) Stocks of consumables are valued at cost.

b) Project work in progress is valued with reference to the actual cost incurred for the work performed up to the reporting date bear estimated total project cost of each project.

e. Investments:

Investments intended to be held for more than one year are treated as long term and others as short term. Short-term investments are carried at the lower of cost or quoted / fair value, computed category wise and long-term investments are stated at cost. Provision for diminution in the value of long –term investments is made only if such a decline is other than temporary.

f. Basis of consolidation.

The consolidated financial statements include the financial statements of Cosyn Limited, the parent company and its subsidiary, in which the Company has more than one-half of the voting power of an enterprise.

Financial Statements of the subsidiary company are consolidated on line-by-line basis by adding together like items of assets, liabilities, income and expenses. Any significant inter group balances and transactions, and any unrealized gains from inter-group transactions, are eliminated in preparing the consolidated financial statements. Exchange differences resulting from the difference due to transactions of foreign currency assets and liabilities in subsidiary company is disclosed as foreign currency translation adjustment.

Consolidated Financial Statements are prepared by applying accounting policies, as followed by the Company and its subsidiaries; to the extent it is practicable. Significant differences in the accounting policies, if any, are appropriately disclosed by way of Notes to the Consolidated Financial Statements.

g. Prior period expenses / Income:

The Company follows the practice of making adjustments through "expenses/income under/over provided" in previous years in respect of material transactions pertaining to that period prior to the current accounting year.

h. Government Grants:

Government grants available to the company are recognized when there is a reasonable assurance that the conditions attached to the grant will be complied with and reasonably certain that grants will be received.

i. Tax Expenses

Tax expense for the period comprises current tax and deferred tax. Tax is recognised in Statement of Profit and Loss except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

- **Current tax**
  Current tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities, based on the tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- **Deferred tax**
  Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

  Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

j. Foreign Exchange Transactions:

Transactions denominated in foreign currency are accounted for initially at the exchange rate prevailing on the date of transaction. Foreign Currency monetary Assets and Liabilities are translated at year end exchange rates. Fluctuations, if any due to change in exchange rates Between the dates of transactions and the dates of crystallization are debited / credited to Statement of Profit & Loss.

k. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue from sale of goods

Sales are recognized net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

Revenue from sale of Services

Revenue from software related services are accounted for on the basis of services rendered as per terms of contract.

Revenue from BPO services are based on the performance of specific criteria at contracted rates.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

l. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

m. Provisions, Contingent Liabilities and Contingent Assets:

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

n. **Earnings per Share:**

The basic Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax but before OCI for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential of equity shares.

SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Preparation of the financial statements requires management to make judgments, estimates and assumptions, as described below, that affect the reported amounts and the disclosures. The Company based its assumptions and estimates on parameters available when the financial statements were prepared and reviewed at each Balance Sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.

Notes forming part of the financial statements

3. FIXED ASSETS

(i) TANGIBLE ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	Balance As At 01.04.2019	Additions	Disposals	Balance As At 31.03.2020	Balance As At 01.04.2019	Disposals	For the Year	Balance As At 31.03.2020	Balance As At 31.03.2020	Balance As At 31.03.2019
Land	13,31,295	-	-	**13,31,295**	-	-	-	**-**	13,31,295	**13,31,295**
Computer / Hardware	14,17,22,971	29,80,333	-	**14,47,03,304**	11,10,95,922	-	1,41,79,354	**12,52,75,276**	1,94,28,028	**3,06,27,048**
Furniture and fixtures	1,76,89,724	67,69,784	-	**2,44,59,508**	1,50,48,594	-	9,15,588	**1,59,64,182**	84,95,326	**26,41,130**
Electrical Fittings	1,96,34,770	-	-	**1,96,34,770**	1,64,34,659	-	5,94,843	**1,70,29,501**	26,05,269	**32,00,111**
Vehicles	86,29,312	-	-	**86,29,312**	27,88,452	-	7,76,289	**35,64,741**	50,64,571	**58,40,860**
Office Equipment	1,39,82,990	23,82,086	-	**1,63,65,076**	1,13,31,675	-	13,53,625	**1,26,85,300**	36,79,776	**26,51,315**
Library Books	8,65,901	-	-	**8,65,901**	8,65,901	-	-	**8,65,901**	-	**-**
Total	**20,38,56,962**	**1,21,32,203**	**-**	**21,59,89,165**	**15,75,65,203**	**-**	**1,78,19,699**	**17,53,84,902**	**4,06,04,264**	**4,62,91,759**
Previous Year Total	**17,24,76,213**	**3,13,80,749**	**-**	**20,38,56,962**	**14,34,45,367**	**-**	**1,41,19,836**	**15,75,65,203**	**4,62,91,759**	

(ii) INTANGIBLE ASSETS

Computer Software	12,63,06,876	-	-	12,63,06,876	8,44,63,259	-	1,30,68,817	9,75,32,076	2,87,74,800	4,18,43,617
Total	**12,63,06,876**	**-**	**-**	**12,63,06,876**	**8,44,63,259**	**-**	**1,30,68,817**	**9,75,32,076**	**2,87,74,800**	**4,18,43,617**
Previous Year Total	**9,93,91,631**	**2,69,15,245**	**-**	**12,63,06,876**	**7,68,39,416**	**-**	**76,23,843**	**8,44,63,259**	**4,18,43,617**	**-**
Total	**33,01,63,838**	**1,21,32,203**	**-**	**34,22,96,041**	**24,20,28,462**	**-**	**3,08,88,516**	**27,29,16,978**	**6,93,79,063**	**8,81,35,376**
Previous Year Total	**27,18,67,844**	**5,82,95,994**	**-**	**33,01,63,838**	**22,02,84,783**	**-**	**2,17,43,679**	**24,20,28,462**	**8,81,35,376**	**-**

Notes forming part of the financial statements

1. Corporate Information

2. Significant Accounting Policies

3. Fixed Assets

4. Investments **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
Other Investments		
Other Investments	8,10,529	8,10,529
Total	**8,10,529**	**8,10,529**

5. Deposits **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
(Unsecured, considered good, recoverable in cash or in kind for value to be received)		
(a) Deposits		
Electricity Deposits	22,596	5,87,277
Retention Money - PSPCL	2,57,71,145	2,15,04,104
Deposits - EMD's	65,31,252	77,40,839
Deposits - Rent	19,24,840	19,48,312
Deposits - Others	11,25,539	11,25,539
Total	**3,53,75,372**	**3,29,06,071**

6. Deferred Tax Liability **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
Opening Balance	-	1,78,00,343
Add: For the year	-	(12,14,369)
Deferred Tax Liabilty	-	(5,90,438)
Mat Credit		-
Net Deferred Tax Liability	**-**	**1,59,95,536**

7. Other Non-Current Assets **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Advance for Capital goods	26,000	2,80,931
Total	**26,000**	**2,80,931**

8. Inventories (As valued and certified by Management) **(Amount in Rs)**

Particulars	As at 31st March 2020	As at 31st March 2019
(As valued and Certified by Management)		
(a) Consumables	72,888	1,15,176
(b) Work-in-progress	3,98,24,162	75,42,840
Total	**3,98,97,050**	**76,58,016**

Notes forming part of the financial statements

9.Trade Receivables (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	10,19,24,435	3,92,88,007
Doubtful	-	-
	10,19,24,435	3,92,88,007
Other Trade Receivables		
Unsecured, considered good	6,97,32,358	16,48,21,770
Doubtful	-	-
	6,97,32,358	16,48,21,770
Total	**17,16,56,793**	**20,41,09,777**

10. Cash and Cash equivalents (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(i) Cash on hand	7,536	6,935
(ii) Balances with banks		
Current accounts	2,05,85,601	1,12,57,561
Total	**2,05,93,137**	**1,12,64,496**

11. Other Bank Balances (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Margin Money Deposits (Note 11.1)	5,22,28,006	4,96,20,278
Balance in Dividend Accounts	7,12,737	-
Total	**5,29,40,743**	**4,96,20,278**

11.1 Margin Money Deposits having maturity period less than 3 months is Rs.3,23,55,197/- and more than twelve months is Rs - Nil

12. Short-Term Loans and Advances (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(Unsecured, considered good)		
Loans and Advances	48,42,511	42,72,063
Advance for services and other expenses	90,20,955	34,24,906
Total	**1,38,63,466**	**76,96,969**

13. Other Current Assets (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Prepaid Expenses	16,42,833	10,86,124
Others	-	6,45,000
Total	**16,42,833**	**17,31,124**

14.Current Tax Assets (Net) (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Prepaid Taxes (Net of provision for Taxes)	65,02,735	49,62,789
Total	**65,02,735**	**49,62,789**

Notes forming part of the financial statements

15. Share Capital

Particulars	As at 31st March 2020		As at 31st March 2019	
	Number of shares	Amount Rs	Number of shares	Amount Rs
(a) Authorised Share Capital Equity Shares of Rs 10/- each with voting rights	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
(b) Issued, Subscribed and Fully Paid-up: Equity Shares of Rs 10/- each with voting rights	75,00,000	7,50,00,000	75,00,000	7,50,00,000
TOTAL		**7,50,00,000**		**7,50,00,000**

(i) Reconciliation of Shares

Reconciliation of Number of Equity Shares outstanding at the Beginning and at the End of the Year

Particulars	As at 31st March 2020		As at 31st March 2019	
	Number of shares	Amount Rs	Number of shares	Amount Rs
Equity Shares				
At the Beginning of the Year	75,00,000	7,50,00,000	75,00,000	7,50,00,000
Add / (Less) : Addition / (reduction) during the Year	-	-	-	-
At the End of the Year	**75,00,000**	**7,50,00,000**	**75,00,000**	**7,50,00,000**

(ii) All Equity Shares issued by the company carry equal voting and participatory rights

(iii) The details of share holders holding more than 5% shares :

Name of the share holder	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
	No. of Shares		% held	
Sri. Ravi Vishnu	11,73,999	8,50,539	15.65	11.34
Sri. D. Vikram Reddy	7,40,500	7,40,500	9.87	9.87
Sri. R. Radha Krishna Murthy	5,41,100	5,41,100	7.21	7.21
Sri. A. Bhopal Reddy	4,18,803	4,18,803	5.58	5.58

16. Reserves and Surplus

(Amount in Rs)

Particulars	As at 31st March 2020		As at 31st March 2019	
(a) Share Premium				
Opening balance	7,34,64,090		7,34,64,090	
Add: Additions during the year	-		-	
Closing balance		7,34,64,090		7,34,64,090
(b) Capital Reserve		19,25,000		19,25,000
(c) Surplus / (Deficit) in Statement of Profit and Loss				
Balance at the beginning of the year	13,34,53,757		11,87,73,229	
Less: Dividend paid	37,50,000		75,00,000	
Less: Dividend distribution Tax paid	7,70,952		15,41,904	
Add: Profit for the year	1,46,77,855		1,97,19,698	
Items of Other comprehensive income directly recognized in retained earnings	(1,97,20,283)		40,02,733	
Closing Balance		**12,38,90,377**		**13,34,53,757**
TOTAL		**19,92,79,467**		**20,88,42,847**

Notes forming part of the financial statements

17. Long Term Borrowings

(Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
i) Secured		
From Banks	-	-
ii) Un-Secured		
From Non Banking Financial Institutions	25,59,244	1,49,04,475
Total	**25,59,244**	**1,49,04,475**

18. Deferred Tax Liability

(Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Opening Balance	1,59,95,536	-
Add: For the year	14,10,648	-
Deferred Tax Liabilty	(1,97,20,283)	-
Total	**(23,14,099)**	**-**

19. Trade Payables:

(Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Creditors for Services	3,30,47,539	2,37,91,860
Creditors for Consumables	26,16,713	21,80,143
Creditors for Expenses	12,72,494	7,02,230
Total	**3,69,36,746**	**2,66,74,233**

20. Other Current Liabilites

(Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Current Maturities of Long-Term Debt - From Banks		
i) Secured		
Term Loan from State Bank of India	-	-
ii) Un-Secured		
From Non Banking Financial Institutions	1,13,58,112	2,07,24,787
(b) Other payables		
(i) Statutory remittances		
GST Payable	4,63,61,849	2,90,86,866
TDS Payable	6,08,049	8,78,263
ESI Payable	24,80,703	45,45,841
PF Payable	80,10,635	91,22,130
Professional Tax Payable	15,710	8,200
(ii) Un Claimed Dividend	7,12,737	5,77,016
(iii) Payables on purchase of fixed assets	9,88,688	7,70,152
(iv) Advance from Customers	2,18,66,894	2,11,46,894
(v) Other Liabilities	79,89,583	97,63,647
Total	**10,03,92,960**	**9,66,23,796**

Notes forming part of the Financial Statements

21 Revenue from Operations (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Revenue from Operations		
- Domestic	34,75,65,540	46,19,20,999
- Exports	44,36,260	43,62,240
Total Gross Revenue	**35,20,01,800**	**46,62,83,239**
Less: GST	5,30,18,491	7,05,71,528
Total Tax Amount	**5,30,18,491**	**7,05,71,528**
Net Revenue	**29,89,83,309**	**39,57,11,711**

22 Other Income (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Interest Income	32,77,586	34,47,261
(b) Foreign Exchange Fluctuation	28,180	2,13,478
(c) Interest on Income Tax Refund	-	6,62,812
Total	**33,05,766**	**43,23,551**

23 Cost of Materials Consumed (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Opening stock	1,15,176	2,09,626
Add: Purchases	91,58,573	1,06,12,208
Total	**92,73,749**	**1,08,21,834**
Less: Closing stock	72,888	1,15,176
Total	**92,00,861**	**1,07,06,658**

24.Change in Inventory of Work-in-progress (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Inventories at the end of the year:		
Work-in-progress	3,98,24,162	75,42,840
	3,98,24,162	**75,42,840**
Inventories at the beginning of the year:		
Work-in-progress	75,42,840	8,91,35,006
	75,42,840	**8,91,35,006**
Net (Increase) / Decrease	**(3,22,81,322)**	**8,15,92,166**

25 Operating Expenses (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Sub Contracting Expenses	30,48,400	2,20,39,318
Repairs to Plant & Machinery	22,22,694	15,32,545
Power & Fuel	9,24,832	4,78,176
Service Deductions	23,48,476	-
Service Rejections	2,01,70,512	-
Total	**2,87,14,914**	**2,40,50,039**

25.1 During the year deductions by the customers on account of service deviations were seperately accounted and the gross revenue before deduction on account of service deviations shown under the head revenue from operations.However during the previous year service deviations were reduced from revenue from operations.

Notes forming part of the Financial Statements

26 Employee Benefits Expense (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Salaries and Wages	19,98,02,349	16,63,67,414
Contributions to Provident Fund & other funds	1,92,12,684	1,96,38,964
Staff Welfare expenses	8,47,144	6,80,892
Total	**21,98,62,177**	**18,66,87,270**

27 Other Expenses (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Rent	63,16,676	52,55,126
Repairs and Maintenance	19,65,735	21,73,533
Insurance	3,35,062	4,00,164
Rates and Taxes	91,221	73,151
Communication Expenses	31,26,727	32,00,228
Travelling and Conveyance	21,27,762	27,95,031
Business promotion Expenses	35,33,451	12,46,526
Project Initiation Expenses	-	26,57,994
Professional & Consultancy Expenses	30,33,533	43,38,452
Payment to Auditors (Refer Note: 27.1)	4,00,000	4,00,000
Loss on chits	4,79,375	-
Service tax	5,31,831	5,74,034
Interest on Service Tax	1,52,902	1,06,18,846
Interest on delayed payments of EPFO	10,166	-
Interest on delayed payments of ESI	37,576	2,78,271
Security Charges	87,000	-
Miscellaneous expenses	25,13,547	20,58,188
Bank Charges	3,06,348	1,53,860
Provision for doubtful debts	(28,69,511)	35,25,234
Total	**2,21,79,400**	**3,97,48,638**

27.1. Auditors Remuneration (Excluding Goods & Service Tax)

Particulars	As at 31st March 2020	As at 31st March 2019
Statutory Audit fee	2,50,000	2,50,000
Taxation Audit Fee	1,50,000	1,50,000
Total	**4,00,000**	**4,00,000**

28 Finance Cost (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Interest on Income Tax / TDS	1,75,275	8,46,170
Interest on Borrowings	47,78,627	49,47,385
Interest on Working Capital Loans	-	6,60,210
Total	**49,53,902**	**64,53,765**

29. Earnings Per Share (Amount in Rs)

Particulars	As at 31st March 2020	As at 31st March 2019
Net profit for basic EPS	1,46,77,855	1,97,19,698
Weighted average Number of equity shares	75,00,000	75,00,000
Per value per share	**10.00**	**10.00**
Annualized Basic Earning per share	**1.96**	**2.63**

Notice forming part of the financial statements

30. Contingent Liabilities not acknowledged as debt:

		2019-20	2018-19
		Rs	Rs
a.	**Bank Guarantees**	**4,89,41,700**	**4,65,83,700**

b. Income Tax (TDS)

The Company has received a demand notice for Rs. **17,11,263**/- towards penalty and Interest for late payment/filing of TDS return for the years from 2007- 08 to 2016-17.

Out of the demand Company has paid Rs. 12,98,800/-. The Company is planning to opt for Vivad Se Vishwas Scheme 2020 for waiver of Interest and Penalty as per the Scheme.

c. Provident Fund

The Company has received Order towards levy of Damages for the period August 2008 to December 2015 for Rs. 29,04,703/-.

The Company has filed appeal against the said Order and the Management is confident of winning the appeal. Hence no provision made in the books of account

31. Related Party Transactions:

A. Related Parties and their Relationship
(As identified and certified by the Management)

I. Associate Company : RRK Enterprises Private Limited

II. Subsidiary Company : a) Cosyn LLC, Texas, USA

: b) WelltoDesk Inc, Texas, USA.

III. Key Managerial Personnel (KMP) :

Ravi Vishnu : Chairman & Managing Director

Summary of the Transactions with the above Related Parties are as follows:

Nature of Transactions	Subsidiary / Associate Companies		KMP and Relatives of KMP	
	March 31, 2020	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
Remuneration & Perquisites	--	--	63,38,825/-	58,89,589/-
Loans & Advance	--	--	--	--

32. Segment Details

The Company is engaged in providing Information Technology Services which in the context of Accounting Standard – 17 issued by ICAI are considered to constitute one single segment

33. Dues to Micro, Small and Medium Enterprises:

The Company is seeking confirmation from its suppliers whether they fall under the category of micro, small and medium enterprises as mentioned under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). Based on confirmations received till date, the company believes that it does not have any outstanding dues towards Micro Small and Medium Enterprises. Further the company has not paid/accrued any interest under this MSMED Act.

34. Confirmations are not received in respect of the amounts relating to trade receivables, trade payables, loan & advances.

35. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Figures rounded off to the nearest rupee.

Note 1 to 35 form part of the Balance Sheet and have been authenticated.

In terms of our report attached

For SURYANARAYANA & SURESH.,
Chartered Accountants
Firm Reg.No. 006631S

Sd/-
V. Nagendra Rao
Partner
Membership No: 227679

For and on behalf of the Board

Sd/-
Ravi Vishnu
Chairman & Managing Director
DIN 01144902

Sd/-
A. Bhopal Reddy
Whole Time Director
DIN 01119839

Place: Hyderabad
Date: 30-06-2020

Sd/-
Krishna Boddu
CFO

Sd/-
Ankita Gupta
Company Secretary

COSYN LIMITED

CIN: L72200TG1994PLC017415

Regd.off : 3rd Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P)
Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500 081.
+91 733 066 6517-20 | Website: www.cosyn.in | e-mail: comsec@cosyn.in
(Please present this at the entrance of the meeting venue)

ATTENDANCE SLIP

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on 30-09-2020 at 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500081, or / any adjournment thereof.

Name of the attending shareholder:_____(in block letters)

Name of the proxy:_____(to be filled in if proxy attends)

Signature of shareholder:_____

Signature of proxy:_____

Regd. Folio Number Or DP/Client ID No._____

Number of shares held:_____

Note:

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand over at the gate, affixing the signature on them.
2. Members are informed that no duplicate attendance slips will be issued.

COSYN LIMITED

CIN: L72200TG1994PLC017415

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Jaihind Enclave, Madhapur, Hyderabad, Telangana - 500081.
+91 733 066 6517-20 |Website: www.cosyn.in | e-mail: comsec@cosyn.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s) :
Registered Address :
E-mail id :
Folio No. /DP Id &Client Id :

I/We being the member(s) of_____shares of COSYN Limited, hereby appoint

1. Name_____Address_____

   Email ID_____Signature_____or failing him / her

2. Name_____Address_____

   Email ID_____Signature_____or failing him / her

3. Name_____Address_____

   Email ID_____Signature_____or failing him /her

As my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on the 30th day of September 2020 at 10.00A.M. at 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081 and at any adjournment thereof in respect of the resolutions as indicated below:

Ordinary Business:

1) To receive, consider and adopt:
   a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
   b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.
2) To appoint a Director in place of Mrs. Ravi Kasturi (DIN 01936068) who retires by rotation and being eligible, offers herself for re- appointment.
3) To appoint and fix the remuneration of Statutory Auditors M/s. Suryanarayana & Suresh., Chartered Accountants (ICAI Reg.No.006631S)

Special Business:

4) To appoint Mr. Panduranga Murthy Vistakula (DIN: 08775477) as Director.
5) To appoint Mr. Panduranga Murthy Vistakula (DIN: 08775477) as an Independent Director

Signed this.....day of.....2020

Affix Revenue stamp Re.1/-

Signature of Shareholder.....

Signature of Proxy holder(s).....

COSYN LIMITED

CIN: L72200TG1994PLC017415

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+91 733 066 6517-20 | Website: www.cosyn.in | e-mail: comsec@cosyn.in

BALLOT FORM

Name and registered address of the sole/first: named Member (in block letters)	
Name(s) of the joint Member(s), if any: (in block letters)	
Registered Folio No. / DP ID No./ Client ID No.*	
Number of equity shares held: (* Applicable to investors holding shares in dematerialized form)	

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through ballot for the business stated in the notice of the 26th Annual General Meeting to be held on 30th September 2020 at 10.00 AM at 1st Floor, TP House, D.No 1-98/9/J/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081 sending my / our assent or dissent to the said Resolution(s) by placing the tick mark (√) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/ We Assent to the Resolution (For)	I/ We Dissent to the Resolution (Against)
1.	To receive consider and adopt the standalone and consolidated audited Balance Sheets as at 31st March 2020, Statement of Profit and Loss account for the year ended on that date along with Cash Flow Statements and notes forming parts of accounts, Auditors' Report and the Reports of the Board of Directors thereon			
2.	To re-appoint Mrs. Ravi Kasturi (DIN 01936068) as Director who retires by rotation			
3	To appoint and fix the remuneration of statutory auditors M/s. Suryanarayana & Suresh, Chartered Accountants, Hyderabad, (FRN. 006631S)			

Place:

Date: Signature of the Member

INSTRUCTIONS

1. Please convey your assent or dissent in this Ballot Form by placing the tick mark (√) at the appropriate box. The assent or dissent received in any other form or on a photocopy of the Ballot Form shall be considered invalid.

2. This form must be completed and signed by the Member. In case of joint holding, this form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.

3. Unsigned, incomplete or incorrectly ticked Ballot Form shall be rejected.

4. The Scrutinizer's decision on the validity of the Ballot shall be final.

5. The Ballot shall not be exercised by a proxy.

6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the date of dispatch of the Notice.

7. There will be one Ballot Form for every Folio/Client ID, irrespective of the number of joint holders. In case of joint holding the postal ballot form must be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence by the next named member.

COSYN LIMITED

CIN : L72200TG1994PLC017415
Regd. Off : Plot No: 15, TP House, 3rd floor,
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