

**SURYA  
FUN CITY  
LIMITED**

**27<sup>TH</sup> ANNUAL REPORT**

<b>BOARD OF DIRECTORS</b>	
<b>NAME</b>	<b>CATAGORY</b>
MR. KAMALJEET SINGH	PROMOTOR -MANAGING DIRECTOR
MR. SARABJIT SINGH	PROMOTOR – NON EXECUTIVE
MS. PUNEET ARORA	PROMOTOR – WHOLE TIME DIRECTOR ( WOMEN)
MR. CHANDER DUTT VERMA	INDEPENDENT –NON EXECUTIVE
MR. JASBIR SINGH CHATHA	INDEPENDENT –NON EXECUTIVE
MR. JASJIT SINGH SETHI	INDEPENDENT –NON EXECUTIVE

**CHIF FINANCIAL OFFICER**  
MR. VISHAL AWASTHI

**COMPANY SECRETARY**  
MS. DEEPIKA PATHANIA

**BOARD COMMITTEES**

<b>Audit Committee</b>	
<b>Name</b>	<b>Designation</b>
MR. JASJIT SINGH SETHI	INDEPENDENT –NON EXECUTIVE
MS. PUNEET ARORA	PROMOTOR - WHOLE TIME DIRECTOR
MR. CHANDER DUTT VERMA	INDEPENDENT –NON EXECUTIVE

<b>Nomination &amp; Remuneration Committee</b>	
<b>Name</b>	<b>Designation</b>
MR. CHANDER DUTT VERMA	INDEPENDENT –NON EXECUTIVE
MR. JASJIT SINGH SETHI	INDEPENDENT –NON EXECUTIVE
MR. JASBIR SINGH CHATHA	INDEPENDENT –NON EXECUTIVE

<b>Stakeholders Relationship Committee</b>	
<b>Name</b>	<b>Designation</b>
MR. JASBIR SINGH CHATHA	INDEPENDENT –NON EXECUTIVE
MR. JASJIT SINGH SETHI	INDEPENDENT –NON EXECUTIVE
MS. PUNEET ARORA	PROMOTOR – WHOLE TIME DIRECTOR ( WOMEN)

<b>Risk Management Committee</b>	
<b>Name</b>	<b>Designation</b>
MR. KAMALJEET SINGH	MANAGING DIRECTOR
MR. CHANDER DUTT VERMA	INDEPENDENT –NON EXECUTIVE
MS. PUNEET ARORA	PROMOTOR – WHOLE TIME DIRECTOR

**STATUTORY AUDITOR**

M/S K D & ASSOCIATES  
SCF-44, III LEVEL, PHASE 3B2, MOHALI  
TELEPHONE: 98555 19149  
Email: cadeepakgarg@gmail.com

**SECRETARIAL AUDITOR**

MR. SANDEEP KUMAR RISHI  
H.NO: 1159, SECTOR-15, PANCHKULA  
MOBILE NO: 09914118844  
Email: [sandeepriishi@hotmail.com](mailto:sandeepriishi@hotmail.com)

**INTERNAL AUDITOR**

MR. NITIN AGGARWAL  
H.NO: 475, SECTOR -15,  
PANCHKULA

**REGISTRAR**

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED  
D- 153A, 1<sup>ST</sup> FLOOR, OKHLA INDUATRIAL AREA  
PHASE-1, NEW DELHI-110020

**BANKERS**

BANK OF INDIA SECTOR -32, CHANDIGARH

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of SURYA FUN CITY LIMITED will be held on Thursday, the 29<sup>th</sup> day of October, 2020 at 11:00 A.M. at '1st Floor, SCO 1086-87, Sector 22-B, Chandigarh – 160 022 through video conferencing ("VC") /other Audio - Visual Means ("OAVM") to transact the following businesses :-

### Ordinary Business

1. To consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2020, the Balance Sheet as at that date and the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Sarabjit Singh (DIN: 00378604) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought so fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the re-appointment of M/s. K D & Associates, Chartered Accountants, having office at H Off: off No 19, 10th Floor, TDI Business Centre, Mohali (Registration No:024293N with the Institute of Chartered Accountants of India), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting up till the conclusion of the next Annual General Meeting of the Company to be held in the year 2021 be and is hereby ratified, on a remuneration to be decided by the Board of Directors of the Company.”

### Special Business

4. To consider Re-Appointment and increase in remuneration of Mr. Kamaljeet Singh as Managing Director of the Company.

To consider and if thought so fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the re-appointment of Mr. Kamaljeet Singh as Managing Director of the company made by Board of Directors for a period of three years be and is hereby approved by members of the company with effect from 01.09.2020 at a monthly remuneration of Rs. 5.50 lacs p.m. with effect from 01.04.2019 on the terms and conditions set out in the Statement annexed to the notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Kamaljeet Singh subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

Registered Office:  
SCO 1086-87,  
Sector 22-B, Chandigarh -160022

Date: August 30, 2020  
Place: Chandigarh

By Order of the Board  
For Surya Fun City Limited

Sd/-  
(Kamaljeet Singh)  
Managing Director  
DIN-00901140

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.functysurya.com](http://www.functysurya.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 26<sup>th</sup> October, 2020 at 9:00 A.M. and ends on 28<sup>th</sup> October, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [funcitysurya@yahoo.com](mailto:funcitysurya@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [funcitysurya@yahoo.com](mailto:funcitysurya@yahoo.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [funcitysurya@yahoo.com](mailto:funcitysurya@yahoo.com)
3. **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the ZOOM app. Members may access the same at the link provided at the Company's website [www.funcitysurya.com](http://www.funcitysurya.com).
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at ([funcitysurya@yahoo.com](mailto:funcitysurya@yahoo.com))
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at company email id. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

The Board of Directors of the company (the Board), at its meeting held on 14/02/2020 and 30/08/2020 has, subject to approval of members, re-appointed Mr. Kamaljeet Singh as Managing Director for a period of 3 (Three) years from 01.09.2020 at the remuneration of 5.50lacs per month as decided by the board in its meeting held on 14.02.2020 on recommendation of the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Kamaljeet Singh as Managing Director of the company, in terms of applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Kamaljeet Singh are as under:

**(a) Salary, perquisites and Allowances per annum:**

**Name:** Mr. Kamaljeet Singh

**Salary:** Rs.5.50 Lacs/ month

The company's contribution to provident fund, superannuation or annuity fund to the extent these singly or together are not taxable under the income tax law, gratuity payable and encashment of leave, as per the rules of the company and to the extent not taxable under the Income Tax Law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive/bonus payable to Mr. Kamaljeet Singh as may be determined by the Board and/or the Nomination and Remuneration Committee shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration referred to in resolution at item no. 4 of the notice.

**(b) Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including for his spouse and attendant(s) during business trips, any medical assistance provided including for family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.

**INFORMATION PERTAINING TO ITEM NO. 2 & 4**

Details of Director seeking appointment/re-appointment at the 27<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Sarabjit Singh	Mr. Kamaljeet Singh
Age	61 years	56 years
Experience	He has been associated with the company for the last 25 years. He has over 30 years experience in administration manufacturing and entertainment.	He has been associated with the company for the last 24 years. He has over 30 years experience in administration manufacturing and entertainment.
Date of Appointment	12.05.1993	
Qualification	Under Graduate	Post Graduate
Name of other entities in which the person also holds directorships	<ol style="list-style-type: none"> <li>1. Goldengreens Towers Private Limited.</li> <li>2. Orchard Township Private Limited.</li> <li>3. R.M. Software Private Limited.</li> <li>4. MTK Media Private Limited</li> <li>5. Vigilant Media Private Limited.</li> <li>6. G.S. Majestic Developers Private Limited.</li> <li>7. Hathaway Sukhamrit Himachal Cable and Datacon Private Limited.</li> <li>8. Venus County Towers Private Limited.</li> <li>9. Anant Hydel Project Private Limited</li> <li>10. Creative Cable Network Private Limited</li> <li>11. Fastway Shine Star Network Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Bonzo Resorts Limited.</li> <li>2. Sun City Amusement Parks Limited</li> <li>3. D'master Immigration &amp; Education Consultants Private Limited</li> <li>4. CKD Infra LLP</li> </ol>



	12. Fastway Citizen Cable Network Private Limited 13. Venus County Developers Private Limited 14. Health and Hospitality Limited 15. Sun City Amusement Parks Limited 16. Bonzo Resorts Limited 17. Sarb Sukh Hotels Private Limited 18. Goldengreens Towers LLP 19. Grand Records Private Limited 20. ESS Global Private Limited 21. Wonder Grain Exports Private Limited	
Name of other entities in which person also holds membership of Committees of Board	-	-
Shareholding in the Company as on March 31, 2017	5,55,500	5,55,200
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. Kamaljeet Singh, Managing Director of the Company	Brother of Mr. Sarabjit Singh, Director of the Company

By Order of the Board

Registered Office:  
SCO 1086-87,  
Sector 22-B, Chandigarh -160022

Date: August 30, 2020  
Place: Chandigarh

Surya Fun City Limited

Sd/-

(Kamaljeet Singh)  
Managing Director

**DIRECTORS' REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020**

Dear Members,

Your Directors have pleasure in presenting the Twenty Seventh Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2020.

**STANDALONE FINANCIAL RESULTS & APPROPRIATIONS**

(Rs. in Lakhs)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Profit Before Interest and Depreciation	212.57	154.05
Less : Interest	5.89	13.14
Cash Profit	206.68	140.91
Less : Depreciation	81.48	80.10
Add:/Less Extra - Ordinary Item	-	-
Profit Before Tax And Provision	125.20	60.81
Less : Provision For Tax	28.12	24.30
Profit After Tax	97.08	36.51
Other Comprehensive Income (Expense)	(22.55)	2.77
Total Comprehensive Income (Expense)	74.53	39.28

**DIVIDEND**

Due to inadequacy of profits the company is not in a position to declare any dividend for the year ended on 31<sup>st</sup> March, 2020.

**OPERATIONS**

The Company is in the business of Amusement Park, Water Park, and Resorts. The Turnover of the Company increased from Rs. 465.22 lac to 532.59 and Profit after Tax increased to Rs. 97.08 lac from Rs. 36.51 lac.

Towards the end of the financial year the performance did get impacted due to COVID-19 pandemic outbreak, resulting in nationwide lockdown and curfew imposed in various parts of the country during March 2020 to prevent novel corona virus (COVID-19) from spreading in the country.

**FINANCE**
**(a) Finance :**

The outstanding of the loan as on 31.03.2020 is NIL.

**(b) Overdraft Facilities**

The Overdraft facilities balance standing as on 31.03.2020 is Rs. 9.81 lac.

**TRANSFER TO RESERVE**

The Board of Directors has not proposed to any amount for transfer to general reserves.

**CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business.

**MATERIAL CHANGE**

No material changes and commitments affecting the financial position of the Company have occurred during the year under consideration. However the operations of current year F/Y 2020-21 will get impacted due to closure of Water park and Amusement Park in April 2020 till further notice due to COVID-19 pandemic outbreak, nationwide lockdown and curfew in various states including Punjab from March 2020.

**SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES**

There are no Subsidiaries/ Joint Ventures. Bonzo Resorts Ltd. is the Associate Company.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135 of the Companies Act, 2013, Clause of CSR is not applicable.

**MANAGERIAL REMUNERATION**

Statistical Disclosures pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed with this report as Annexure – 4.

**RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR RECEIPT OF COMMISSION /REMUNERATION FROM ITS HOLDING OR SUBSIDIARY**

During the year under review, the Managing Director and Whole time Director neither received any Commission nor any remuneration from the Holding Company or Subsidiary Companies.

**VIGIL MECHANISM**

Section 177(9) of the Companies Act, 2013 provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistle Blower Policy' for Directors and employees to report concerns of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. In line with this requirement, the Company has framed a "Whistle Blower Policy". The same is placed on the Company's website.

#### **RISK MANAGEMENT COMMITTEE**

In line with the new regulatory requirements, the company has framed a 'Risk Management Policy' to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure. A Risk Management Committee under the chairmanship of Mr. Kamaljeet Singh, Managing Director, has also been constituted to oversee the risk management process in the Company. The other members of the Committee are Mr. Chander Dutt Verma, Independent Director and Ms. Puneet Arora, Whole Time Director.

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's risk management systems and programs comprises of various processes, structures and guidelines which assist the Company to identify, assess, monitor and manages its risks, including any material changes to its risk profile. To achieve this, the Company has clearly defined the responsibility and authority of the Company's Management and the Risk Management Committee to oversee and manage the risk management Programs. The company has taken Industrial All Risk Policy to insure its fixed assets and inputs that cover known and unknown risk including fire.

#### **INTERNAL FINANCIAL CONTROL SYSTEM**

Effective and strong internal control systems are developed in the Company for all the major processes to ensure reliability of financial reporting, safeguarding of assets and economical and efficient use of resources as also the compliance of laws, regulations, policies and procedures etc.

#### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business as per the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No material related party transactions have been entered by the Company with Promoters, Directors or Key Managerial Personnel, which had potential conflict with the interest of Company at large.

The details of related party disclosures and transactions as prescribed in Form AOC-2 are attached Annexure – 5. All the related party transactions are done at arm's length and pertain to the financial year 2018-19.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

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

#### **DIRECTORS**

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company Mr. Sarabjit Singh shall retire by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Board of Directors on its meeting held on 30<sup>th</sup> August, 2020 re-appointed Mr. Kamaljeet Singh as Managing Director for a period of three years.

#### **DECLARATION BY DIRECTORS**

The company has received declaration from all the Independent Directors under Section 149(7) of the Companies Act, 2013 in respect of meeting the criteria of independence provided under Section 149 (6) of the said Act.

#### **INDUCTIONS & TRAINING OF BOARD MEMBERS**

The company is familiarizing the Independent Directors with regard to their role, rights, responsibilities, and industry scenario and business model of the company at regular intervals.

#### **PERFORMANCE EVALUATION OF THE DIRECTORS AND MEETING OF INDEPENDENT DIRECTORS**

Nomination, Remuneration and Evaluation policy has been made by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors as well as the Board. The framework of performance evaluation of the Independent Directors captures the following points:

- A) Key attributes of the Independent Directors that justify his/her extension/continuation on the Board of the Company;
- B) Participation of the Directors in the Board proceedings and their effectiveness.

The Board adopted a formal mechanism for evaluating its performance as well as of its Committees and individual Directors including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligation, governance issues, participation and effectiveness etc.

During the year under review, a meeting of Independent Directors was held on 14<sup>th</sup> February, 2020 wherein the performance of the Non Independent Directors and the Board as a whole vis-à-vis the performance of the Chairman of the Company was reviewed.

#### **NOMINATION AND REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination and Remuneration Committee, approved a policy for selection, appointment and remuneration of Directors, Senior Management and Key Managerial Personnel.

#### **PREVENTION OF SEXUAL HARASSMENT POLICY**

The Company has in place a 'Prevention of Sexual Harassment Policy' pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. 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. No complaint has been received in the year 2017-18.

#### **NUMBER OF BOARD MEETINGS**

During the F/Y 2019-20, 6 (Six) Board meetings were held on 15<sup>th</sup> April, 2019, 29<sup>th</sup> May, 2019, 12<sup>th</sup> August, 2019, 30<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019 and 14<sup>th</sup> February, 2020. One meeting of Independent Directors was convened and held on 14<sup>th</sup> February, 2020. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, your Directors state that:

- (i) in the preparation of the annual accounts for the year ended 31 March 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures;
- (ii) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31 March 2019 and of the profit of the company for the year ended on that date;
- (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 have been prepared on a going concern basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **COMPOSITION OF AUDIT COMMITTEE**

During the year, 5 (Five) Audit Committee meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

#### **AUDITORS & AUDITOR'S REPORT**

M/s KD & Associates, Chartered Accountants, Chandigarh were appointed as the Statutory Auditors of the company at the 24<sup>th</sup> Annual General Meeting to hold office till conclusion of 29<sup>th</sup> Annual General Meeting. As required under Section 139 of the Companies Act, 2013 ratification of their appointment to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting will be taken up at the ensuing Annual General Meeting.

#### **COST AUDITORS**

As per the provisions of Section 148 of the Companies Act, 2013, the Company is not required to appoint Cost Auditors.

#### **SHARE CAPITAL**

During the year under review, the Company has not issued any equity shares with differential rights, sweat equity shares or employee stock option.

Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees is not applicable on the Company.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO**

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo required to be given pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Disclosure of particulars in report of Board of Directors) Rules 1988 is as follows:

##### **ENERGY, CONSERVATION AND TECHNOLOGY ABSORPTION:**

The Company had installed D.G. Set of appropriate capacity as stand by source of power for backup in case of failure of power from State Electricity Board to avoid energy losses. All the rides are attached with power with automatic power control system.

##### **FOREIGN EXCHANGE:**

During the year, the company has not earned any foreign exchange.

#### **EXTRACT OF THE ANNUAL RETURN**

The extract of annual return in form no. MGT-9 is attached with this report as Annexure -2.

**SECRETARIAL AUDITORS**

Pursuant to Section 204 of the Companies Act, 2013 Mr. Sandeep Kumar Rishi, Company Secretary has been appointed as Secretarial Auditors to conduct Secretarial Audit of the Company for the financial year ending 31 March, 2020. They have submitted the Secretarial Audit Report which is annexed to this Board's Report as Annexure-3.

**ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)**

The Ministry of Corporate Affairs vide notification dated 16 February 2015 made it mandatory in a phased manner for adoption and applicability of Indian Accounting Standards (Ind AS) for Companies other than Banking, Insurance and Non-Banking Finance Companies. Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 specifies the classes of Companies which shall comply with the Ind AS in preparation of the Financial Statements. In accordance with clause (iii) of Sub rule 1 of the Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, the compliance of Indian Accounting Standard was applicable and mandatory to the Company for the accounting period beginning from 1 April, 2017.

The financial statements for the year under review have been prepared in accordance with the Ind AS including the comparative information for the year ended 31 March, 2017 as well as the financial statements on the date of transition i.e. 1 April, 2016.

**GOODS & SERVICE TAX**

With the implementation of Goods and Service Tax (GST) from 1<sup>st</sup> July 2017 India has moved toward a single Indirect tax regime for goods and services for the entire country with uniform law. The majority of indirect taxes have been subsumed in GST. GST is the biggest tax reform in the history of Indian Economy and leading to simplify the movement of the goods and services across the country, shrinking delivery times and widening the product markets. The spillover effects of GST are immense from increase in Government revenue vis-a-vis better tax compliance and reduced tax evasion, enabling greater control and facilitating efficient monitoring than the traditional taxation system. The increased tax revenues of Government would create scope for enhanced public investments in various social and physical infrastructural activities creating further scope for the employment generation. However, despite the immense potentiality borne by GST towards a higher growth trajectory of Indian economy, the industry has been facing enormous problems due to the teething issues during its implementation which are being addressed by the Government constantly.

**PERSONNEL**

Relationship with the employees remained cordial throughout the year in the Company. The Directors express their appreciation for the contribution made by the employees at all levels to the operations and operational efficiencies of the Company during the year. Annexed to this Board's Report as Annexure-4

**CORPORATE GOVERNANCE**

In terms of the Regulation 15(2)(a) of Listing Regulations, the compliance with the corporate governance provisions shall not apply in respect of the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

As per the above mentioned criteria, provisions of Corporate governance is not applicable on the Company and therefore the Company is not required to comply with the provisions of Corporate Governance as specified in Listing Regulations. However, the Company is voluntarily complying with most of the provisions.

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

The Company has not extended any loan, guarantee or investment under Section 186 of the Companies Act, 2013.

**COMMENT ON AUDITOR QUALIFICATION / REMARKS**

Secretarial Audit contains a qualification/remark that, "2041900 shares held by the promoters are still in physical form".

Company is in process of demat of shares.

Steps are taken

**ACKNOWLEDGMENT**

Your Directors convey sincere thanks to the various agencies of the Central and State Governments, Banks and other concerned agencies for all the assistance and cooperation extended to the Company and for their continued support. The Directors also deeply appreciate and acknowledge the trust and confidence the vendors, suppliers, dealers, customers, shareholders and investors reposed in the Company. Your Directors also place on record their appreciation for the dedicated services rendered by the workers, staff and officers of the Company.

On Behalf of the Board of Directors

Sd/-

Sd/-

Place: Chandigarh  
Date: August 30, 2020

**(Kamaljeet Singh)**  
Managing Director  
DIN: 00901140

**(Puneet Arora)**  
Whole Time Director  
DIN: 01951008

**Form No.MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31st March, 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 : L74999CH1993PLC013306  
 ii) Registration Date : 07.05.1993  
 iii) Name of the Company : Surya Fun City Limited  
 iv) Category/Sub-Category of the Company : Public Company (Limited by Shares)  
 v) Address of the Registered office and Contact details : SCO 1086-87, Sector 22-B, Chandigarh-160022  
 Phone – 0172-2709539  
 Email – [funcitysurya@yahoo.com](mailto:funcitysurya@yahoo.com)  
 Website: [www.funcitysurya.com](http://www.funcitysurya.com)  
 vi) Whether listed company : Yes  
 vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:-  
**Skyline Financial Services Private Limited**  
 D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020  
 Ph: - 011-26812682, 83 Fax: - 011-26812682  
 Email: - [admin@skylinerta.com](mailto:admin@skylinerta.com)  
 Website: [www.skylinerta.com](http://www.skylinerta.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:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
	*Activities of Amusement Parks & Theme Parks	<b>93210</b>	<b>95.32</b>
1	Income from Entry fees, Rides, Games, etc.		
2	Income from Sale of Food & Beverages, Merchandise & Ride Components		
3	Income from Other Operating Revenues		
	Total		<b>100</b>

\* Source: Ministry of Statistics & Program Implementation (National Industrial Classification,2008)

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Bonzo Resorts Limited is Associate Company.

**IV SHAREHOLDING PATTERN AS ON 31ST MARCH, 2020****(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	-	1728300	1728300	28.18%	609000	1119300	1728300	36.47%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	922600	922600	15.04%	-	922600	922600	19.47%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	-	2650900	2650900	43.22%	609000	2041900	2650900	55.93%	-
(2) <b>Foreign</b>									

a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	-	2650900	2650900	43.22%	609000	2041900	2650900	55.93%	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9600	2679900	2689300	43.85%	9600	1898491	1908091	40.26%	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	793000	793000	12.93%	-	180300	180300	3.80%	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	9600	3472900	3482500	56.78%	9600	2078791	2088391	44.07%	-
<b>Total Public (B)</b>	9600	3472900	3482500	56.78%	9600	2078791	2088391	44.07%	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-

<b>Grand Total (A+B+C)</b>	9600	6124300	6133400	100%	618600	4120691	4739291	100%	-
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**(ii) Shareholding of Promoter**

S.N.	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	Kamaljit Singh	555200	9.05%	-	555200	11.71%	-	-
2	Sarabjit Singh	555500	9.06%	-	555500	11.72%	-	-
3	Gurbux Singh	25000	0.41%	-	25000	0.53%	-	-
4	Puneet Arora	53800	0.88%	-	53800	1.14%	-	-
5	Dolly Sarabjit Singh	81000	1.32%	-	81000	1.71%	-	-
6	Gurases Singh	228900	3.73%	-	228900	4.83%	-	-
7	Angaddeep Singh	228900	3.73%	-	228900	4.83%	-	-
8	Saka Investments Pvt. Ltd.	922600	15.04%	-	922600	19.47%	-	-
	<b>TOTAL</b>	<b>2650900</b>	<b>43.22%</b>	<b>-</b>	<b>2650900</b>	<b>55.93%</b>	<b>-</b>	<b>-</b>

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

S.N.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			2650900	43.22%	2650900	43.22%
	Changes during the year			-	-	-	-
				-	-	-	-
				-	-	-	-
	At the end of the year			2650900	55.93%	2650900	55.93%

**(iv) Shareholding Pattern of top ten Shareholders**

*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

S.N.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Harpreet Kaur</b>						
	At the beginning of the year	-	-	50000	0.82%	50000	1.05%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	50000	0.82%	50000	1.05%
2	<b>Gurbux Singh</b>						
	At the beginning of the year	-	-	50000	0.82%	50000	1.05%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	50000	0.82%	50000	1.05%
3	<b>Raminder Kaur</b>						
	At the beginning of the year	-	-	36000	0.58%	36000	0.76%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	36000	0.58%	36000	0.76%
4	<b>Gurbux Singh</b>						



	At the beginning of the year	-	-	23500	0.38%	23500	0.49%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	23500	0.34%	23500	0.44%
5	<b>Kamaljit Singh</b>						
	At the beginning of the year	-	-	20800	0.34%	20800	0.44%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	20800	0.34%	20800	0.44%
6	<b>Kamal Sharma</b>						
	At the beginning of the year	-	-	10000	0.16%	10000	0.21%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	10000	0.16%	10000	0.21%
7	<b>Sanjay Jain</b>						
	At the beginning of the year	-	--	10000	0.16%	10000	0.21%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	10000	0.16%	10000	0.21%
8	<b>Jagdeep Singh Arora</b>						
	At the beginning of the year	-	-	10000	0.16%	10000	0.21%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	10000	0.16%	10000	0.21%
9	<b>Rajesh Khursija</b>						
	At the beginning of the year	-	-	10000	0.16%	10000	0.21%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	10000	0.16%	10000	0.21%
10	<b>Surinder Kumar</b>						
	At the beginning of the year	-	-	8000	0.13%	8000	0.16%
	Changes during the year	-	-	-	-	-	-
	At the end of the year	-	-	8000	0.13%	8000	0.16%
	<b>TOTAL</b>	-	-	<b>228300</b>	<b>3.72%</b>	<b>228300</b>	<b>4.81%</b>

**(v) Shareholding of Directors and Key Managerial Personnel**

S. N.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Kamaljeet Singh</b>						
	At the beginning of the year			555200	9.05%	555200	9.05%
	Changes during the year			-	-	-	-
	At the end of the year			555200	11.71%	555200	11.71%
2	<b>Sarabjit Singh</b>						
	At the beginning of the year			555500	9.06%	555500	9.06%
	Changes during the year			-	-	-	-
	At the end of the year			555500	11.72%	555500	11.72%
3	<b>Puneet Arora</b>						
	At the beginning of the year			53800	0.88%	53800	0.88%
	Changes during the year			-	-	-	-
	At the end of the year			53800	1.14%	53800	1.14%

**INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	<b>31.61</b>	-	-	<b>31.61</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	<b>31.61</b>	-	-	<b>31.61</b>
Change in Indebtedness during the financial year				
• Addition	<b>0.00</b>	-	-	<b>0.00</b>
• Reduction	<b>31.61</b>	-	-	<b>31.61</b>
<b>Net Change</b>	<b>31.61</b>	-	-	<b>31.61</b>
Indebtedness at the end of the financial year				
i) Principal Amount	<b>0.00</b>	-	-	<b>0.00</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	<b>0.00</b>	-	-	<b>0.00</b>

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

Rs. Lac

Sr.No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Kamaljeet Singh (MD)	Ms. Puneet Arora (WTD)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	52.80 0.00	6.51 0.00	59.31 0.00
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - Others specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	52.80	6.51	59.31
	Ceiling as per Act	As per Act	As per Act	As per Act

**B. Remuneration to other directors: Not Applicable**

Rs. Lac

Sr.No.	Particulars of Remuneration	Name of Directors		Total Amount
	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-
	Total (1)	-	-	-
	2. Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-
	Total (2) Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

## A. Remuneration to Key Managerial Personnel other than MD, Manager, WTD

Rs. Lac

Sr.No.	Particulars of Remuneration	Total Amount		
		Mr. Vishal Awasthi (CFO) (Appointed as on 16.08.2017)	Ms Deepika Pathania (Company Secretary)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3.40	2.54	5.94
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - Others specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>3.40</b>	<b>2.54</b>	<b>5.94</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

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

On Behalf of the Board of Directors

Place: Chandigarh  
Date: August 30, 2020Sd/-  
**(Kamaljeet Singh)**  
Managing Director  
DIN: 00901140Sd/-  
**(Puneet Arora)**  
Whole Time Director  
DIN: 01951008

**SECRETARIAL AUDIT REPORT**  
**FORM NO. MR-3**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

To,  
The Members,  
**Surya Fun City Limited.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Surya Fun City Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis of evaluating the corporate conducts / statutory compliances and expressing my opinion thereon

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company, during the audit period covering the financial year ended on 31st March, 2020, has generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 („the Act“) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 („SCRA“) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder;
- (iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
  - (d) The Securities and Exchange of India (Depositories and Participants) Regulations, 2018; and

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 („SEBI Act“) were not applicable to the Company during the financial year under report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- (f) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013.

3. I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards with respect to board and general meetings issued by the Institute of Company Secretaries of India; &
- (i) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

4. During the period under review the Company has generally complied with the applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

5. I further report that:

- (i) The Board of Directors of the Company ("Board") is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors.
- (iii) Adequate notice was given to all directors to schedule the Board Meetings.
- (iv) As per the minutes, the decisions at the Board Meetings were taken unanimously..

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

7. I further report that, during the audit period, no specific events / actions occurred that had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and standards.

8. I further report that, 2041900 shares held by the promoters are still in physical form.

9. This report is to be read with my letter of even date which is annexed as Appendix-I and forms an integral part of this report.

Sd/-

Sandeep Kumar Rishi  
Company Secretary  
M.NO: 4362  
CP NO: 2445

UDIN: F004362B001084463

Place: Panchkula  
Date: August 30, 2020

To,  
The Members,  
**Surya Fun City Limited.**

My Secretarial Audit Report for the financial year ended 31/03/2020 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes 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 reflected on secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. 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.
7. Due to prevailing circumstances of covid-19 pandemic, the audit was conducted by distance mode and my report is based on verification of company's books, papers, minutes books, forms and returns filed, documents and other records furnished by the company electronically and also the information provided by company and its officers by audio and visual means.

Sd/-

Sandeep Kumar Rishi  
Company Secretary  
M.NO: 4362  
CP NO: 2445

UDIN: F004362B001084463

Place: Panchkula  
Date: August 30, 2020

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sr.No.	Requirements of Rule 5(1)	Details				
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	<table border="1"> <tr> <td>Mr. Kamaljeet Singh</td> <td>57.07:1</td> </tr> <tr> <td>Ms. Puneet Arora</td> <td>7.04:1</td> </tr> </table>	Mr. Kamaljeet Singh	57.07:1	Ms. Puneet Arora	7.04:1
Mr. Kamaljeet Singh	57.07:1					
Ms. Puneet Arora	7.04:1					
(ii)	The percentage of increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year	<table border="1"> <tr> <td>Mr. Kamaljeet Singh</td> <td>10.00</td> </tr> <tr> <td>Ms. Puneet Arora</td> <td>1.40</td> </tr> </table>	Mr. Kamaljeet Singh	10.00	Ms. Puneet Arora	1.40
Mr. Kamaljeet Singh	10.00					
Ms. Puneet Arora	1.40					
(iii)	The percentage increase in the median remuneration of employees in the financial year	12.05%				
(iv)	The number of permanent employees on the rolls of company	66 employees as on 31.03.2020				
(v)	The explanation on the relationship between average increase in remuneration and company performance	The average increase in the remuneration is 7.54 % of all employees. During the year company reported profits.				
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	The remuneration of the managerial personnel has Varied as in para (ii) of above. During the year company reported profits.				
(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer	N/A				
(viii)	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 managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in the salary/wages of the employees was 7.54% (other than Managerial Personnel). There was increase in managerial remuneration as mentioned in para (ii) and (vi) above.				
(ix)	Comparison of each remuneration of the Key Managerial Personnel against the performance of the company	As per details mentioned in para (ii) above.				
(x)	The parameters for any variable component of remuneration availed by the directors	The remuneration of the Managing directors is fixed except Perquisites which are variable .				
(xi)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable.				
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year is as per the Remuneration Policy of the company.				

**PARTICULARS OF EMPLOYEES PURSUANT TO RULE 5(2) AND 5(3) OF THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Name (age in years)	Description	Gross Remuneration Paid (in Rs.) P.a	Qualification	Date of Commencement of employment (experience in years)	Previous Employment
Kamaljeet Singh (56 years)	Managing Director	52.80	MA in Economics	27 Years	-N/A-
Puneet Arora (53 years)	Whole Time Director	6.51	Graduate	19 Years	-N/A-

On Behalf of the Board of Directors

Sd/-

Sd/-

Place: Chandigarh  
Date: August 30, 2020

**(Kamaljeet Singh)**  
Managing Director  
DIN: 00901140

**(Puneet Arora)**  
Whole Time Director  
DIN: 01951008



## MANAGEMENT DISCUSSION & ANALYSIS

The main business of the company is running of Amusement Park, Water Park, and Resorts.

### INDUSTRY STRUCTURE AND DEVELOPMENT

In the calendar year 2020, the demand of entertainment vide water and amusement parks is expected to be subdued on account of the covid19 pandemic- led disruptions across the globe. The amusement and theme park industry in India is about two decades old and it is relatively new when compared to its origin in USA & Europe. This industry found its roots in India during mid and late 1980s when a few innovative entrepreneurs took challenge of pioneering few amusement parks in Delhi, Kolkata, Mumbai and Chennai. The growth in this industry started only in the last decade and that happened possibly during the advent of globalization when economic potential of the social capital began to be perceived.

The Indian Amusement & Theme Park industry has been growing at a compounded annual growth rate (CAGR) of more than 17.5% with annual revenue of approx. Rs. 17 billion and estimated to grow to at least Rs. 40 billion by 2022. Amusement Parks in India attract over 30 million (3 crore) visitors annually. Children & Youth visit the park either in school groups or with families and constitutes 25% of park visitors. Adults constitute the remaining 75% as they either visit with their families or in corporate groups.

### EMERGING TREND AND FUTURE OUTLOOK

India is expected to be the 3rd largest economy by 2050. Studies indicate a near tripling of household disposable income and burgeoning middle class which will comprise over 40% of India's population. Park operators and investors from both within India and abroad have recognized the opportunities presented by the rapidly growing and consuming Indian middle class. Although many small and medium parks are coming up in India, the investors are still hesitant to invest in large theme park primarily due to high capital cost associated with such project, non availability/high cost of land and low per capita consumer spends at parks in India compared to other developed countries. Increasing collaboration with global players is expected to provide huge boost to the growth of this sector.

During the last decade domestic tourism had grown @ 14% on an average and currently it is estimated at 550 million. Relative to this, the amusement park industry generated only 19 million footfall during last year. Globally, domestic and international tourists comprise more than 50% of the total footfall at popular amusement parks. We can, therefore, expect that there would be manifold increase in footfall in amusement parks in India.

### BUSINESS STRATEGY

Surya Fun City was set up in 1993 near beautiful City Chandigarh. And boasts of being the only wholesome family entertainment cum Amusement Park destination in the state of Punjab, Haryana, Himachal Pradesh and Jammu & Kashmir .We enjoy patronage from large number of visitors from Punjab, Chandigarh, Haryana and other rural areas. Profitability growth can be achieved with the right people working in an organization that is fit to win, with a culture in which performance is aligned with value. We are building capability and leadership among our people and attracting some of the best talent in the market place.

### ECONOMIC PERFORMANCE

- A growing business portfolio in the Amusement Park and Water Park Business.
- High brand equity of the company continuously helps in its economic performance.
- Debt equity ratio continuously to be favourable for future growth of the company.
- Excellent track record and very high credibility with banks and financial institution.

### SOCIAL PERFORMANCE:

Business generates livelihood for over 70 families directly and indirectly. We prohibit child employment directly or indirectly at the premises of the Park. We work for better infrastructure of not only employees but the surrounding villages also.

### OPPORTUNITIES AND THREATS:

#### Opportunities:

- Growth in entertainment business in recent years.
- With coming up of International Airport and better connectivity with other cities the business in the Chandigarh is growing fast.
- Company has opportunity for expansion.

#### Threats:

- Coming up of similar project in and around the city.
- Accident and mishaps.
- Increase in operational cost.
- Seasonal Business.
- Alternate indoor entertainment options at large Malls.
- Covid19 pandemic.

**SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE:****Park Operation**

To maintain novelty of the park and to increase repeat visit the company is continuously adding new rides, attractions and facilities and events.

**Others**

The Company has rental Income from Allied Activities.

**RISKS AND CONCERNS:**

Keeping in view the visitors' safety, your Company continuously ensures high quality maintenance of all its rides and attractions. The entertainment provided by your Company is interactive and participative in nature and faces competition from various other forms of entertainment in the leisure industry. The business has seasonality and being outdoor, climatic conditions have a bearing on its success. Sponsorship earnings also depend upon overall business conditions of various industries within the country. Recognizing the needs associated with the various facets of the business of your Company, your Company had already appointed an Engineering Company to indentify, assess and mitigate the major areas of risk associated with the business of the Company.

**INTERNAL CONTROL SYSTEMS AND THE ADEQUACY:**

The company has adequate internal control system commensurate with the size and nature of the business. The objective of these procedures are to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and Company procedures.

**FINANCIAL PERFORMANCE:****(a) Revenue:**

The income increases to Rs. 532.59 lac from Rs. 465.22 lac in the previous year.

**(b) Earnings Before Interest, Depreciation and Tax( EBITA):**

EBITA increases to Rs. 212.57 lac from Rs. 154.05 lac in previous year.

**(c) Profit Before Tax( PBT)**

PBT increased to Rs. 125.20 lac from Rs. 60.81 lac in previous year.

**HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS**

Our is a continuously quest to offer the finest guest experience and we are constantly reinvesting ourselves in a sector that is move on. People power is one of the greatest pillars of our success.

Your Company firmly believes that its greatest strength lies in the quality of its manpower. There is a conscious effort on the part of the management to develop the knowledge, skills, and attitudes of its people through a variety of training specifically aimed at an individual's need with a specific thrust on enhancing functional/ domain knowledge across discipline.

Relations between the Management and Labour were cordial throughout the year

**OUTLOOK**

With aggressive marketing schemes for Schools, Institutions & Colleges for events and with an emphasis on increasing foot fall sales, barring any unforeseen circumstances, your Company looks to the future with confidence.

**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis Report in regard to projections, estimates and expectations have been made in good faith. Many unforeseen factors may come into play and affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Industry information contained in this Report, have been based on information gathered from various published and unpublished reports and their accuracy, reliability and completeness cannot be assured.

**INTERNAL CONTROL SYSTEM**

Your Company implements internal control systems to provide reasonable assurance that the assets are safeguarded and transactions are properly authorized, recorded and correctly reported. It is a common practice to lay down a well thought business plan for each year. From the annual business plan, detailed budgets for revenue and capital for each quarter is determined. The actual performance is reviewed in comparison with the budget and deviations, if any, are addressed adequately. The internal control mechanism is well established. The internal control system is supplemented by regular management reviews and periodical reviews by the Internal Auditor which evaluate the functioning and quality of internal controls and checks; and provides assurance of its adequacy and effectiveness. The scope of internal audit covers a wide variety of operational methods and ensures compliance with specified standards with regard to availability and suitability of policies, practices and procedures, extent of adherence, reliability of management information system and authorization procedures including steps for safeguarding of assets. The Reports of internal audit are placed before Audit Committee for review.

**HUMAN RESOURCES**

Your company enjoys the support of committed and well satisfied human capital. Human resources are invaluable assets of the company and the Company's endeavor has always been to retain the best professional and technical talent. The resource is the most important ingredient for achieving excellence in performance and sustainable growth of the company. These practices enable the company to keep the attrition rate well below the industry average.

On Behalf of the Board of Directors

Sd/-

Sd/-

**(Kamaljeet Singh)**  
Managing Director  
DIN: 00901140

**(Puneet Arora)**  
Whole Time Director  
DIN: 0228638

Place: Chandigarh  
Date: August 30, 2020

**Related Party Transactions**

**A.** Related Party Transactions where control exist – None

**B.** Other related parties and nature of relationships

(a)	Key Managerial Personnel and individuals owning directly or indirectly an interest in the voting power of the reporting enterprise that gives them control or significance influence over the enterprise.	Mr. Kamaljeet Singh, Managing Director Mrs. Puneet Arora, Whole Time Director Ms. Deepika Pathania , CS Mr. Vishal Awasthi, CFO
(b)	Directors	Mr. Sarabjit Singh Mr. Chander Dutt Verma Mr. Jasbir Singh Chatha Mr. Jasjit Singh Sethi
(c)	Relatives of individual mentioned in (a) & (b) above	Mr. Gurasees Singh Mr. Angaddeep Singh Mrs. Dolly Sarabjit Singh
(d)	Private Company in which Director or Manager is a member or director	Saka Investments Private Limited
(e)	Public Company in which Director or Manager is a member or director	Bonzo Resorts Limited

**C.** Transaction during the year

Managerial Remuneration

-Mr. Kamaljeet Singh – Rs. 52,80,000

-Ms. Puneet Arora – Rs. 6,51,000

Rent

-Kamaljeet Singh-6,00,000

Sarabjit Singh-6,00,000

**D.** Duration of the Contracts/arrangement/transaction – 3 Years

**E.** Salient terms of Contract or arrangement or transaction, if any

Maximum Salary :

Kamaljeet Singh – Rs. 5,50,000/-

Puneet Arora – Rs. 1,00,000/-

**F.** Date of approval by Board:

Kamaljeet Singh – 30.08.2020

Puneet Arora – 15.04.2019

**G.** Amount paid as advances – Nil.

## GENERAL SHAREHOLDERS INFORMATION

## Annual General Meeting

Date	29 <sup>th</sup> October, 2020.
Time	11:00 AM
Venue	Registered Office: SCO 1086-1087, Sector-22B, Chandigarh.

- Financial Year April-01 to 31 March
- Financial Calendar 2019-2020 (Tentative)

## Board Meetings to take on record

Financial Results for Quarter ended 30.06.2020	Second week of August, 2020
Financial Results for Quarter ended 30.09.2020	Second week of November, 2020
Financial Results for Quarter ended 31.12.2020	Second Week of February, 2021
Financial Results for Quarter ended 31.03.2021	3 <sup>rd</sup> and 4 <sup>th</sup> week of May, 2021
Book Closure Date	22 <sup>nd</sup> October, 2020 to 28 <sup>th</sup> October-2020.

## Dividend Payable Date

Due to inadequate profit the Company has not declare any dividend for the Financial Year 2019-20.

## Listing

<b>Name &amp; address of stock exchanges</b>
Bombay Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

The Company has already paid annual listing fee for the year 2018-19 to BSE.

- **Stock Code**
  - Bombay Stock Exchange : 532028
  - ISIN for equity Shares : INE 122F01013

• **Market Price Data**

Not Applicable

• **Share Transfer Agent and Demat Registrar**

M/s Skyline Financial Services Private Limited Ltd., New Delhi are the Registrar & Share Transfer Agent for handling both physical share registry and demat share registry work having their office at:

**Skyline Financial Services Private Limited**

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020

Ph: - 011-26812682, 83 Fax: - 011-26812682

Email: - [admin@skylinerta.com](mailto:admin@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

• **Share Transfer System**

The transfer of physical shares is normally processed within a period of 15 days from the date of receipt if the documents are complete in all respects. The transfers, transmissions etc. of the Company's securities are looked after by the Registrar & Share Transfer Agent of the Company, **Skyline Financial Services Private Limited**. Under the supervision and control of Company Secretary. The details of shares transferred/transmitted along with Shares transfer/transmission registers are placed before the 'Securities Transaction Committee' for approval. Compliance certificate under clause 47(c) of the Listing Agreement certifying the compliance of share transfer formalities is being obtained from a practicing Company Secretary on half yearly basis and is filed with the stock exchange. Requests for dematerialization of shares are processed and the confirmation is given by the Registrar & Share Transfer Agent to the respective depositories within the prescribed time limit.

• Distribution of Equity Shareholding

(a) Shareholding Pattern as on 31st March, 2020

b Distribution of shareholding as on 31st March, 2020

Sl. No.	Description	No. of shareholders	No. of equity shares held	Shareholding %
<b>A.</b>	<b>Promoters</b>			
<b>1.</b>	<b>Indian</b>			
	• Individuals/ HUF	7	1728300	36.47 %
	• Central Government/ State Government (s)	-	-	-
	• Bodies Corporate	1	922600	19.47%
	• Financial Institution/ Banks	-	-	-
	• Any other ( Specify)	-	-	-
<b>2.</b>	<b>Foreign</b>			
	• Individual/NRI/ Foreign Individual	-	-	-
	• Bodies Corporate	-	-	-
	• Institutions	-	-	-
	• Qualified Institutions	-	-	-
	• Any Others (Specify)	-	-	-
<b>B</b>	<b>Public Share holding</b>			
<b>1.</b>	<b>Institutions</b>			
	• Mutual Funds/ UTI	-	-	-
	• Financial Institutions/ Banks	-	-	-
	• Central Government/ State Government (s)	-	-	-
	• Venture Capital Funds	-	-	-
	• Insurance Companies	-	-	-
	• Foreign Institutional Investors	-	-	-
	• Foreign Venture Capital Investors	-	-	-
	• Qualified Foreign Investors	-	-	-
	• Any Others (Specify)	-	-	-
<b>2</b>	<b>Non –Institutions</b>			
	• Bodies Corporate	-	-	-
	• Individuals			
	1. Share Capital Up To Rs. 1 Lakh	860	1908091	40.26%
	2. Share Capital in Excess of Rs. 1 Lakh	5	180300	3.80%
	• Qualified Foreign Investor	-	-	-
	• Any Other ( Specify)	-	-	-
<b>C.</b>	<b>Share Held by Custodians and against which Depository Receipts have been Issued</b>			
	• Promoter and Promoter Group	-	-	-
	• Public	-	-	-
	<b>TOTAL</b>	<b>873</b>	<b>4739291</b>	<b>100%</b>
<b>Shareholding Nominal Value of Rs.</b>	<b>No. of shareholders</b>	<b>%age of Shareholders</b>	<b>No. of shares</b>	<b>%age of shares</b>
1 to 5,000	148	16.96%	66991	1.41%
5,001 to 10,000	240	27.49%	231800	4.89%
10,001 to 20,000	131	15.00%	242970	5.13%
20,001 to 30,000	138	15.81%	379230	8.00%
30,001 to 40,000	104	11.91%	411100	8.67%
40,001 to 50,000	54	6.18%	264100	5.57%
50,001 to 1,00,000	44	5.04%	300400	6.34%
1,00,001 and above	14	1.61%	2842700	59.99%
<b>Total</b>	<b>873</b>	<b>100.00%</b>	<b>4739291</b>	<b>100.00%</b>

- **De-materialization of Shares**

The Company has entered into an agreement with National Securities Depository Ltd. (NSDL) to offer depository Services to the shareholders. As on March 31, 2020, 618600 shares of the Company have been dematerialized.

- **Reconciliation of Share Capital Audit**

A practicing Company Secretary carried out a Reconciliation of Share Capital Audit, quarterly, to reconcile the total admitted capital with NSDL and the total issued and listed capital. The Reconciliation of Share Capital Audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL.

- **Outstanding GDRs/ADRs/Warrants etc.**

Not applicable

- **Park Location**

Village- Daffarpur, Teh- Dera Bassi,  
Distt- Mohali (Punjab)

**(a) Registered Office:**

SCO-1086, 1087, Sector-22B  
Chandigarh-160022

**(b) Registrar & Share Transfer Agent**

**Skyline Financial Services Private Limited**

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I,  
New Delhi - 110 020

Ph: - 011-26812682, 83 Fax: - 011-26812682

Email: - [admin@skylinerta.com](mailto:admin@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

On Behalf of the Board of Directors

Sd/-

**(Kamaljeet Singh)**  
Managing Director  
DIN: 00901140

Sd/-

**(Puneet Arora)**  
Whole Time Director  
DIN: 01951008

Place: Chandigarh

Date: August 30, 2020

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Board of Directors,  
Surya Fun City Limited  
SCO: 1086- 87, Sector-22B  
Chandigarh.

Re: Financial Statements for the year 2019-20 – Certification by CEO and CFO

We, Kamaljeet Singh, Managing Director and Vishal Awasthi, CFO, of Surya Fun City Limited , on the basis of our view of the financial statements and the cash flow statement for the financial year ended 31 March 2020 and to the best of our knowledge and belief, hereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contain Statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the Year ended 31 March, 2020 which are fraudulent, illegal or violative of the Company's code of conduct;
4. 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.
5. We further certify that:-
  - (a) There have been no significant changes in internal controls during the year;
  - (b) There have been no significant changes in accounting policies during the year;
  - (c) There have been no instances of significant fraud of which we have become aware and the involvement there in, of the management or an employee having significant role in the Company's internal control systems.

Sd/-  
**Vishal Awasthi**  
CFO  
PAN No: BEUPA7801J

Sd/-  
**Kamaljeet Singh**  
Managing Director  
DIN: 00901140

Place: Chandigarh  
Dated: August 30, 2020



INDEPENDENT AUDITORS' REPORT

The Members,

Surya Fun City Limited.

**1. Opinion**

We have audited the accompanying financial statements of **Surya Fun City Limited** which comprise the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit & Loss (including other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and its profit, total comprehensive profit, changes in equity and its cash flows for the year ended on that date.

**2. 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**3. Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, 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. We have considered the matters described below to be the key audit matters for incorporation in our report.

**Valuation of Investments**

The Company has investment in Company in which Directors/relatives of Directors are interested. These investments are accounted for at cost less any provision for impairment. If an impairment exist, the recoverable amount of the above investment are estimated in order to determine the extent of the impairment loss, if any. Determination of whether there exists any impairment in the value of those investments is subject to a significant level of judgement. There is therefore a risk that the value of investments may be misstated.

**How our audit addressed the Key Audit Matter**

Our audit procedures included, amount others, considering the impairment risk associated with investment in Company in which Directors/relatives of Directors are interested. We examined key assumptions in management's valuation model used to determine the recoverable amount considering external data, including assumptions of projected adjusted EBITDA, growth rate, room occupancy, room rate, projected capital expenditure, long term growth rates, discount rates and assessed the forecasts against the historical performance.

**4. Information other than the financial statements and Auditor's Report Thereon.**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis Report, Board's Report including Annexures to the Board's Report, Corporate Governance Report, but does not include the financial statements and our auditor's report thereon.

Our report on the financial statements does not cover the other information and we do 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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**5. Management's Responsibility for Financial Statements**

The Company's Management & Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement 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.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

**6. 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 judgement and maintain professional skepticism throughout the audit. We also:

- a) 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.
- b) 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 Companies Act, 2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls reference to financial statement in place and the operating effectiveness of such controls.

- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) 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.
- e) 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 standalone financial statements.

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 of the current period 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.

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

- A) As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
- B) 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 & Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

- (d) in our opinion, the aforesaid Ind AS financial statements, comply with the Indian Accounting Standards, specified under Section 133 of the Act;
  - (e) on the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a Director in terms of Section 164(2) of the Act;
  - (f) with respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
  - (g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position;
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. there were no amounts which were 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 Auditors’ 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.

Dated : 30<sup>th</sup> June, 2020  
Place : Chandigarh

For K D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration No. - 024293N  
  
(DEEPAK GARG)  
PARTNER  
Membership No. - 507959  
UDIN:20507959AAAAAP2531

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 7 of our report of even date on accounts of Surya Fun City Limited for the year ended 31<sup>st</sup> March, 2020).

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner, over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

iii. According to the information and explanations given to us, 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 Companies Act, 2013.

Accordingly, paragraph 3(iii)(a),(b) and (c) of the Order is not applicable and hence not commented upon.

iv. According to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.

Accordingly, paragraph 3(vi) of the Order is not applicable.

vii. a) According to the information & explanations given to us and on the basis of our examination of all records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Goods & Services Tax (GST), Income Tax, Duty of Customs, Cess and other material statutory dues have been regularly deposited, with the appropriate authorities, during the year.

According to the information and explanations given to us, no undisputed amounts payable, in respect of Provident Fund, Employees State Insurance, Income Tax, GST, Duty of Customs and other material statutory dues were in arrears, as on 31<sup>st</sup> March, 2020, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of Income Tax, Duty of Customs and GST which have not been deposited with appropriate authorities on account of any dispute.

- viii. According to the information & explanations given to us and on the basis of verification of records, the Company has not defaulted in repayment of loans or borrowings to Bank and Financial Institution. The Company, during the year, has not borrowed/raised Loans from Government and has not issued any debentures.
- ix. According to the information & explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- Term loans availed by the Company, were prima-facie, applied by the Company, for the purposes for which loans were obtained.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule-V to the Act.
- xii. According to the information & explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Ind AS.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information & explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For K D & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No. - 024293N**

**Dated : 30<sup>th</sup> June, 2020**  
**Place : Chandigarh**

**(DEEPAK GARG)**  
**PARTNER**  
**Membership No. - 507959**  
**UDIN:20507959AAAAAP2531**

**“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT**

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

**Opinion**

We have audited the internal financial controls over financial reporting of **Surya Fun City Limited** as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 31<sup>st</sup> March 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 (the “Guidance Note”).

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**For K D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration No. - 024293N**

**Dated : 30<sup>th</sup> June, 2020  
Place : Chandigarh**

**(DEEPAK GARG)  
PARTNER  
Membership No. - 507959  
UDIN:20507959AAAAAP2531**



**BALANCE SHEET**  
**AS AT 31<sup>ST</sup> MARCH, 2020**

	31.03.2020	31.03.2019
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
(a) Property, Plant and Equipment	699,599,120	704,432,555
(b) Financial Assets		
(i) Investments	3,412,800	3,412,800
(c) Deferred Tax Assets (net)	1,722,940	2,949,310
(d) Other Non-Current Assets	4,570,963	3,473,849
<b>Total Non-Current Assets</b>	<b>709,305,823</b>	<b>714,268,514</b>
<b>Current Assets</b>		
(a) Inventories	28,000	91,310
(b) Financial Assets		
(i) Trade Receivables	579,742	731,896
(ii) Cash and cash equivalents	2,239,199	3,783,806
(iii) Bank Balance other than Cash and cash equivalents	11,852,961	0
(iv) Other Financial Assets	1,992,203	1,206,102
(c) Other Current Assets	616,828	461,895
<b>Total Current Assets</b>	<b>17,308,933</b>	<b>6,275,009</b>
<b>Total Assets</b>	<b>726,614,756</b>	<b>720,543,523</b>
<b>EQUITY &amp; LIABILITIES</b>		
<b>Equity</b>		
(a) Equity Share Capital	54,363,455	54,363,455
(b) Other Equity	658,867,412	650,813,725
<b>Total Equity</b>	<b>713,230,867</b>	<b>705,177,180</b>
<b>Non-Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	0	0
(ii) Other Financial Liabilities	50,000	50,000
(b) Provisions	7,313,992	4,196,296
<b>Total Non-Current Liabilities</b>	<b>7,363,992</b>	<b>4,246,296</b>
<b>Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	981,758	3,474,330
(ii) Trade Payables		
-Total outstanding dues of Micro Enterprises & Small Enterprises	0	0
-Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	1,249,647	772,578
(iii) Other Financial Liabilities	2,152,044	5,681,706
(b) Other Current Liabilities	11,823	14,056
(d) Current Tax Liabilities	1,554,200	1,165,620
<b>Total Current Liabilities</b>	<b>6,019,897</b>	<b>11,120,047</b>
<b>Total Equity and Liabilities</b>	<b>726,614,756</b>	<b>720,543,523</b>

Significant accounting policies

**Other notes to accounts**

The notes referred to above form an integral part of the financial statements.

**For and on behalf of the  
Board of Directors**

**"AUDITOR'S REPORT"**

In terms of our attached report of even date.

**For K D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration No. - 024293N**

**KAMALJEET SINGH  
(Managing Director)**

**JASJIT SINGH SETHI  
(Director)**

**VISHAL AWASTHI  
(Chief Financial  
Officer)**

**Dated : 30th June, 2020  
Place : Chandigarh**

**(DEEPAK GARG)  
PARTNER  
Membership No. – 507959**

**DEEPIKA PATHANIA  
(Company Secretary)**

**SURYA FUN CITY LIMITED**  
**STATEMENT OF PROFIT &**  
**LOSS**  
**FOR THE YEAR ENDED 31ST**  
**MARCH, 2020**

	<u>NOTE</u>	<u>For the year ended 31st March, 2020</u>	<u>For the year ended 31st March, 2019</u>
<b>Revenue</b>			
Revenue from Operations		49,112,071	42,186,743
Other Operating Revenues	<b>2.1</b>	1,652,501	2,976,487
Other Income	<b>2.2</b>	2,494,033	1,358,528
		<b>53,258,605</b>	<b>46,521,758</b>
<b>Expenditure</b>			
Purchases			
-Merchandise		660,053	127,384
Changes in Inventories of Finished Goods	<b>2.3</b>	63,310	(91,310)
Employee Benefits Expense	<b>2.4</b>	15,394,617	14,381,355
Finance Costs	<b>2.5</b>	588,586	1,314,340
Depreciation & Amortisation Expense	<b>1.1</b>	8,148,255	8,010,283
Other Expenses	<b>2.6</b>	15,883,889	16,493,680
		<b>40,738,710</b>	<b>40,235,732</b>
Profit before exceptional items & tax		<b>12,519,895</b>	<b>6,286,026</b>
Exceptional items			
-Loss on sale of vehicle		0	(204,996)
<b>Profit before tax</b>		<b>12,519,895</b>	<b>6,081,030</b>
Tax expense			2,430,455
-Earlier Year	31,390		
-Deferred Tax	1,226,370		
-Current tax	<u>1,554,200</u>	2,811,960	
<b>Profit for the year</b>		<b>9,707,935</b>	<b>3,650,575</b>
<b>Other Comprehensive Income/(Loss)</b>			
Items that will not be reclassified to Statement of Profit and Loss			
(i) Measurement of post employment benefit obligation		(2,255,127)	276,902
<b>Other Comprehensive Income/(Loss) for the year</b>		<b>(2,255,127)</b>	<b>276,902</b>
<b>Total Comprehensive income for</b>		<b>7,452,808</b>	<b>3,927,477</b>

the year		
<b>Earnings per equity share</b>		
<b>Basic &amp; Diluted</b>	2.05	0.65
<b>Significant accounting policies</b>	3	
<b>Other notes to accounts</b>	4	

For and on behalf of the  
Board of Directors

The notes referred to above  
form an integral part of the  
financial statements.

**"AUDITOR'S REPORT"**

In terms of our attached  
report of even  
date.

**KAMALJEET SINGH**  
(Managing Director)

**JASJIT SINGH SETHI**  
(Director)

For K D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration No. - 024293N

**VISHAL AWASTHI**  
(Chief Financial Officer)

Dated : 30th June, 2020

(DEEPAK  
GARG)

Place : Chandigarh

PARTNER  
Membership No. - 507959

**DEEPIKA PATHANIA**  
(Company Secretary)

**SURYA FUN CITY LIMITED**  
**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 31ST MARCH,**  
**2020**

	<b>CURRENT YEAR</b> <b>31ST MARCH,</b> <b>2020</b>	<b>PREVIOUS</b> <b>YEAR</b> <b>31ST MARCH,</b> <b>2019</b>
<b>"A"</b> <b>(I)</b>	<b><u>CASH FLOWS</u></b> <b><u>FROM OPERATING ACTIVITIES</u></b>	
a)	Profit/(Loss) before tax	12,519,895
	Adjustments :	
	Depreciation and amortisation	8,148,255
	(Gain)/Loss on sale of fixed assets	0
	Interest earned	(671,753)
	Profit on sale of Investment	0
	Interest paid/incurred (Net)	127,987
	Adjustments (Other Comprehensive Loss)	(2,255,127)
	Profit from operating activities	<b>17,869,257</b>
b)	Working capital changes :	
	(Increase)/Decrease in Inventories	63,310
	(Increase)/Decrease in Trade Receivables	152,153
	(Increase)/Decrease in Other Current Assets	(154,933)
	(Increase)/Decrease in Other Current Financial Assets	(1,513,141)
	Increase/(Decrease) in Non-Current Provisions	3,176,364
	Increase/(Decrease) in Trade Payables	477,069
	(Increase)/Decrease in Non-Current Financial Liabilities	0
	Increase/(Decrease) in Other Current Financial Liabilities	(533,089)
	Increase/(Decrease) in Other Current Liabilities	(2,233)
	Cash generated from	<b>19,534,757</b>
		<b>15,401,099</b>

	operations		
c)	Direct taxes paid	(469,970)	(55,540)
	<b>Total "I"</b>	<b>19,064,787</b>	<b>15,345,559</b>
<b>( II )</b>	<b><u>FROM INVESTING ACTIVITIES</u></b>		
a)	Purchase of property, plant and equipment/intangible assets/capital work-in-progress	(3,314,819)	(1,628,760)
b)	Proceeds from sale of tangible assets/intangible assets/capital work-in-progress	0	199,000
c)	(Increase)/Decrease in Non-Current Investments	0	0
d)	(Increase)/Decrease in Other Non-Current Assets	(496,235)	0
e)	(Increase)/Decrease in Fixed Deposits	(11,852,961)	0
f)	Dividend received	0	0
g)	Interest received	671,753	9,375
	<b>Total "II"</b>	<b>(14,992,262)</b>	<b>(1,420,385)</b>
<b>( III )</b>	<b><u>FROM FINANCING ACTIVITIES</u></b>		
a)	Proceeds from issue of share capital	0	0
b)	Proceeds from Calls in arrear	0	663,000
c)	Share application money (pending allotment)	0	0
d)	Proceeds from Long-term Borrowings (net)	0	0
e)	Increase in Current Borrowings (net)	0	0
f)	Redemption of Preference Shares	0	0
g)	Repayment of Non-Current Borrowings	(2,996,573)	(7,834,534)
h)	Decrease in Short-term Borrowings (Net)	(2,492,572)	(4,668,188)
i)	Dividends paid (including distribution tax)	0	0
j)	Interest and other finance costs	(127,987)	(963,720)
	<b>Total "III"</b>	<b>(5,617,132)</b>	<b>(12,803,442)</b>

<b>"B"</b>	Net (decrease)/Increase in cash and cash equivalents (I+II+III)	(1,544,607)	1,121,732
	Add : Cash and cash equivalents at the beginning of the year	3,783,806	2,662,074
<b>"C"</b>	Cash and cash equivalents at the end of the year	2,239,199	3,783,806

Cash and Cash equivalents comprises of	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
	<u>31ST MARCH,</u>	<u>31ST MARCH,</u>
	<u>2020</u>	<u>2019</u>
Balances with banks current accounts	1,770,521	3,244,184
Cash balances	468,678	539,622
	<u>2,239,199</u>	<u>3,783,806</u>

**Notes:** Previous year figures have been regrouped/reclassified wherever necessary.

1.

2.

Previous year figures have been regrouped/reclassified wherever necessary. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Cash Flow Statement".

In terms of our attached report of even date.

For K D & ASSOCIATES

CHARTERED ACCOUNTANTS  
Firm Registration No. - 024293N

(DEEPAK GARG)  
PARTNER  
Membership No. - 507959

Dated : 30th June, 2020  
Place : Chandigarh

For and on  
behalf of the  
Board of  
Directors

KAMALJEET  
SINGH  
(Managing  
Director)

JASJIT SINGH  
SETHI  
(Director)

VISHAL  
AWASTHI  
(CFO)

DEEPIKA  
PATHANIA  
(Company  
Secretary)

**SURYA FUN CITY LIMITED**  
**NOTE '3' : SIGNIFICANT ACCOUNTING POLICIES**  
**(Forming part of Accounts)**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

**3.1. Basis of Preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013.

**3.2. Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, revenues, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the Balance Sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Accounting estimates could differ from period to period and actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognized in the financial statements in the period in which estimates are revised and in any future periods affected and their effects are disclosed in the notes to financial statements.

**3.3. Revenue Recognition**

- Revenue from sale of goods is recognised when risk and rewards of ownership are transferred to the customers.
- Revenue from services is recognised when services are rendered and related costs are incurred.
- Other income is recognised on accrual basis unless otherwise stated.
- Insurance and other claims are accounted for on settlement of claims/on receipt.
- Revenue from sales/services are shown net of taxes, as applicable.

**3.4. Operating Lease**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease charges are recognised as an expense in the Statement of Profit & Loss on a *straight line basis*.

**3.5. Foreign Currency Transactions**

Transactions in foreign currency are initially recorded in the functional currency by applying spot exchange rate at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated to functional currency at closing rate in effect on the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit & Loss in the year in which they arise with the exception that exchange differences on long-term monetary items related to acquisition of property, plant and equipment are adjusted to carrying cost of property, plant and equipment.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated to functional currency using the exchange rate in effect on the date of transaction.



### 3.6. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets to the extent that they relate to the period till such assets are ready to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit & Loss.

### 3.7. Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and such grants can reasonably have a value placed upon them. Government grants are recognised in Statement of Profit & Loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

Government grants are deducted from the value of the concerned asset if the grant is specifically received for the purchase, construction or acquisition of the asset. However, if it is received as a contribution towards the total investment or by way of contribution to its capital outlay and no repayment is ordinarily required to be made, such grants are treated as Capital Reserves.

### 3.8. Employee Benefits

#### a) Short-term Employee Benefits :

Bonus is accounted for on accrual basis.

#### b) Post-Employment Benefits

##### (i) Defined Contribution Plans :

Contributions, as required under the Statute/Rule, made to Employees State Insurance & Provident Fund are charged to Statement of Profit & Loss of the year when the contributions to the respective funds are due.

##### (ii) Defined Benefit Plans :

The Company's liabilities under the Payment of Gratuity Act are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the terms of the Government bonds are consistent with the estimated terms of the defined benefit obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit & Loss. Re-measurement gains or losses arising from experience adjustments changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Re-measurements are not reclassified to Statement of Profit & Loss in subsequent periods.

**c) Termination Benefits :**

Termination benefits are recognised as an expense as and when incurred.

**3.9. Taxes on Income**

- Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.
- Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off assets against liabilities.
- Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will be in a position to avail of such credit under the provisions of the Income Tax Act, 1961.

**3.10. Property, Plant and Equipment**

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognised as of 01<sup>st</sup> April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

PPE are stated at cost of acquisition or construction less accumulated depreciation and impairment of assets, if any.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and net of Cenvat/Input availed.

**- Capital Work-in-Progress**

Expenses incurred during construction/installation period are included under capital work-in-progress and allocated to relevant fixed assets in the ratio of cost of the respective assets on completion of construction/installation.

**Depreciation/Amortisation**

- Depreciation on PPE is provided, on straight line method, over the useful life of assets estimated by the management in accordance with Schedule-II of the Companies Act, 2013 (*Refer note 4.7*).
- Residual value of assets is considered at 5% of the original cost of the assets.
- Depreciation on additions to fixed assets is calculated on month-end balances.
- Depreciation on assets sold & scrapped, during the year, is provided upto the month in which such fixed assets are sold or scrapped.

**3.11. Impairment of Non-Financial Assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss, if any, is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.

**3.12. Valuation of Inventories**

- Food & Beverages etc.

At cost or estimated realisable value, whichever is lower.

**3.13. Earnings Per Share (EPS)**

- Annualised basic earnings per equity share is arrived at based on net profit/(loss) attributable to equity shareholders to the basic weighted average number of equity shares outstanding.
- Annualised diluted earnings per equity share is arrived at based on adjusted net profit/(loss) attributable to equity shareholders to the adjusted weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares; except where the results are anti-dilutive. At present the Company does not have any dilutive potential equity shares.

**3.14. Cash Flow Statement:**

- The Cash Flow Statement is prepared by the indirect method set out in Indian Accounting Standard (Ind AS) 7 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company.
- Cash and cash equivalents presented in the Cash Flow Statement consists of cash in hand, cheques & drafts in hand and balances in current accounts.

**3.15. Contingencies and Provisions**

A provision is recognised when the Company has a present obligation as a result of past events. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A Contingent Liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

**3.16. Financial Instruments**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Equity Investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value Through Profit & Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit & Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

**NOTE 4 : OTHER NOTES TO ACCOUNTS****(Forming part of Accounts)****FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020****4.1. Contingent Liabilities & Commitments:**

a) Estimated amount of contracts remaining to be executed and not provided for in the books of account - Nil (previous year - Nil).

b) Contingent Liabilities:

-Claims against the Company not acknowledged as debt - Nil (previous year - Nil).

-Liabilities in respect of Income Tax, Sales Tax, Goods & Services Tax and other material statutory dues have been accounted for on the basis of respective returns filed with the relevant authorities. Additional demand, if any, on account of statutory dues, arising at the time of assessments will be accounted for in the year in which assessments are completed.

**4.2. Issued, Subscribed & Paid up Capital:**

*The Company had forfeited 1,394,109 Equity Shares of ` 5/- (partly paid up) on 14<sup>th</sup> November, 2018 in accordance with Table F of Articles of Association of Schedule I of the Companies Act, 2013.*

**4.3. Other Equity:**

Revaluation Reserve (balance brought forward - ` 625,616,018/-) represent revaluation of Land, in earlier years, in consultation with the approved valuer on the basis of his valuation reports to reflect the market value.

**4.4. Non-Current Financial Liabilities:**

**-Long-term Borrowings**

**Secured :**

Term Loan from Bank of India, has been repaid, during the year.

***CHG-4 for satisfaction of charge has not yet been filed with Ministry of Corporate Affairs.***

4.5. In the opinion of the Directors, "Current Assets" are approximately of the value stated in the Balance Sheet, if realized in the ordinary course of business and to the best of their knowledge provisions for all the known liabilities have been made and, *as certified*, all the contractual and statutory obligations have been duly complied with.

4.6. Party balances have been incorporated in the financial statements at the value as per the books of account & are considered hopeful of recovery/good for payment.

**4.7. Depreciation/Amortisation**

- The management estimates the remaining useful life of existing fixed assets as on 01<sup>st</sup> April, 2014 as follows:-

Building	20 years
Furniture & Fixtures	5 years
Machinery	10 years
Equipment	5 years
Vehicles	5 years

For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes, that the useful lives, as given above, best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part-C of Schedule-II of the Companies Act, 2013. (*Refer note 3.10*).

**4.8. Non-Current Financial Assets:****Non-Current Investments:**

- Long-term (Non-Trade; At-cost - ` 3,412,800/-) represent 10,800 Equity shares of ` 100/- each, fully paid up, at a premium of ` 216/- per share in Bonzo Resorts Ltd. (Company in which Directors/relatives of Directors are interested).

- Equity shares have been stated at cost; provision for appreciation/diminution in the value of shares has not been made and no dividend was received during the year.

Provisions of Section 186 of the Companies Act, 2013 have been complied with.

**4.9. Taxes**

- The exact liability of Income Tax, Goods & Services Tax and other statutory dues is indeterminate pending finalisation of assessments and no disputed dues or amounts were outstanding or remaining unpaid as at 31<sup>st</sup> March, 2020.
- MAT Credit Entitlement ` 3,072,824/- (i.e. balance brought forward ` 2,471,945/-, additions during the year ` 1,165,620/- & utilised during the year ` 564,741/-) has been shown under the head 'Other Equity' with corresponding effect under the head 'Other Non-Current Assets' in accordance with the accepted accounting principles. The amount of tax credit determined shall be carried forward upto ten (upto A.Y. 2017-2018)/fifteen (w.e.f. A.Y. 2018-2019) assessment years immediately succeeding the assessment year in which tax credit becomes allowable.

**4.10. Operating Segments (Ind AS-108)**

Since, the Company primarily operates in one segment (i.e. running and managing - Amusement Parks), therefore segment reporting as required under Indian Accounting Standard – 108 is not applicable - there is no reportable geographical segment either.

**4.11. Related Party Disclosures (Ind AS-24)**

Related parties & their relationship and related parties transactions - As per Annexure – (A).

**4.12. Impairment of Assets (Ind AS-36)**

During the year, the Company has undertaken a review of all the fixed assets in line with the requirements of Ind AS-36 on "Impairment of Assets" as notified under Section 133 of the Companies Act, 2013, based on such review, no provision for impairment is required to be recognised for the year.

- 4.13. The Company has made provision for liability of Gratuity on the basis of Actuarial Valuation Report, as required under Indian Accounting Standard (Ind AS - 19). Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. However, the Company has not made investment in Plan Assets.

Metho5d: Projected Unit Credit (PUC)

The following table summarizes the components of net employee benefit expenses recognised in the Statement of Profit & Loss, Other Comprehensive Income and amounts recognised in the Balance Sheet :

**Statement of Profit & Loss**

(Amount

in `)

Particulars	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019
Current service cost	684,271	485,884
Interest cost	326,966	297,213
Expected return on Plan Assets	0	0
Past Service Cost	0	0
<b>Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>975,237</b>	<b>783,097</b>

## Statement of Other Comprehensive Income

Particulars	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019
Net Actuarial Gain/(Loss) recognised in the period	(2,255,127)	276,902
<b>Total</b>	<b>(2,255,127)</b>	<b>276,902</b>

## Balance Sheet Recognition

Particulars	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019
Present Value of Obligations	7,384,417	4,208,053
Fair value of Plan Assets	0	0
<b>Liability recognised in the Balance Sheet</b>	<b>7,384,417</b>	<b>4,208,053</b>

## Change in the present Value of the Obligation

Date of Valuation	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Present Value of obligations at beginning of the period	4,208,053	3,766,954
Interest cost	326,966	297,213
Current Service cost	648,271	485,884
Past Service Cost	-	-
Benefits paid	(54,000)	(65,096)
Actuarial (gain) /loss on obligations	2,255,127	(276,902)
<b>Present Value of obligation end of the period</b>	<b>7,384,417</b>	<b>4,208,053</b>

The Principal assumptions used in determining gratuity obligation for the Company's plan are shown below:

Date of Valuation	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019
Discount rate	6.88%	7.77%
Mortality	100% of IALM 2012-14	100% of IALM 2006-08
Future salary increases	10.00%	10.00%
Attrition	0.00%	0.00%

The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

Impact of the change	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
<b>Discount Rate</b>		
-Increase by 0.50%	(598,345)	(299,491)
-Decrease by 0.50%	666,765	328,938
<b>Salary Inflation</b>		
-Increase by 1%	1,211,009	668,793
-Decrease by 1%	(1,116,397)	(566,726)
<b>Attrition Rate</b>		
-Increase by 2%	(628,044)	(224,672)
-Decrease by 2%	NA	NA

## 4.14 Earnings Per Share (Ind AS-33)

	<u>Year ended</u> <u>31<sup>st</sup> March, 2020</u>	<u>Year ended</u> <u>31<sup>st</sup> March, 2019</u>
<b>Numerator</b>		
Net Profit		
attributable to Equity shareholders	9,707,935	3,650,575
<b>Denominator</b>		
Weighted Average		
Number of Equity shares	No.'s 4,739,291	No.'s 5,610,132
Nominal		
Value per Equity share	10	10
Earnings per Equity share		
- Basic and diluted	2.05	0.65

## 4.15. Deferred Tax Assets &amp; Liabilities (Ind AS-12)

The major components of Deferred Tax Asset and Deferred Tax Liability; arising out of timing differences are:

<u>Particulars</u>	<u>Amount</u>	<u>Total</u>
Deferred Tax Value (Opening)		10,601,386
<b><u>As increased by:-</u></b>		
Expenses		
- u/s 40A(7) of the Income Tax Act, 1961 (provided during the year)		
Gratuity	975,237	
Depreciation		
-As per Financial Statements	<u>8,148,255</u>	<u>9,123,492</u>
		<b>19,724,878</b>
<b><u>As decreased by:-</u></b>		
Expenses		



- u/s 43B of the Income Tax Act, 1961		
(paid during the year)		
Gratuity	54,000	
Carry forward losses (current year)		
u/s 70 of the Income Tax Act, 1961	7,061,017	
Depreciation		
-As per Income Tax Act, 1961	<u>5,983,186</u>	13,098,203
		<hr/>
<b>Net Deferred Tax Value</b>		<b>6,626,675</b>
		<hr/> <hr/>
Deferred Tax Assets		
(@ 26%)	1,722,935	
<b>Or Say</b>		<b>1,722,940</b>
Less : Opening Balance (Deferred Tax Assets)		2,949,310
<b>Transferred to Statement of Profit &amp; Loss</b>		<b>(1,226,370)</b>

#### 4.16. Micro, Small & Medium Enterprises

Based on the information available with the Company, the Company has certain dues to suppliers registered under "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED Act, 2006). The disclosures pursuant to the said MSMED Act are as follows: (')

	Particulars	As at	As at
		31.03.2020	31.03.2019
(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act, 2006).	Nil	Nil
	Principal Amount due to micro and small enterprises	Nil	Nil
	Interest due on above	Nil	Nil

(ii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to the supplier beyond the appointed day during the period.	Nil	Nil
(iii)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	Nil	Nil
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
(v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

#### 4.17. Auditor's Remuneration

(excluding Goods & Services Tax)

	<u>31<sup>st</sup> March, 2020</u>	<u>31<sup>st</sup> March, 2019</u>
	<u>AMOUNT</u>	<u>AMOUNT</u>
-As Auditors	57,500	57,500
- Certification	2,000	2,000
- Reimbursement of out of pocket expenses	500	500
	_____	_____
<b>TOTAL</b>	<b>60,000</b>	<b>60,000</b>
	=====	=====

#### 4.18 Other additional information

	<u>31<sup>st</sup> March, 2020</u>	<u>31<sup>st</sup> March, 2019</u>
<u>Particulars</u>	<u>AMOUNT</u>	<u>AMOUNT</u>

<b>“A”</b>	<b>Revenue from operations</b>				
	<b>(under broad heads)</b>				
	Sales				
	-Food & Beverages	926,702		45,304	
	-Tickets	<u>48,185,369</u>	49,112,071	<u>42,141,439</u>	42,186,743

<b>“B”</b>	<b>Purchases</b>				
	-Food & Beverages		660,053		127,384

4.19. There was no transaction in Foreign Currency (previous year - Nil).

4.20. Figures for previous year have been regrouped/rearranged where necessary to conform to the current year's presentation.

4.21. Figures have been rounded off to nearest rupee.

In terms of our attached report of even date.

For and on behalf of the Board of Directors

For K D & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration No. - 024293N

KAMALJEET SINGH  
(Managing Director)

(DEEPAK GARG)  
PARTNER  
Membership No. - 507959

JASJIT SINGH SETHI  
(Director)

Dated: 30<sup>th</sup> June, 2020  
Place : Chandigarh

VISHAL AWASTHI  
(Chief Financial Officer)

DEEPIKA PATHANIA  
(Company Secretary)