



# Basant Jain & Associates LLP

CHARTERED ACCOUNTANTS

601, DALAMAL CHAMBERS, NEW MARINE LINES, MUMBAI - 400 020, TEL: 22018793 / 22018794 / 22018369

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## INDEPENDENT AUDITOR'S REPORT

To The Members of CMS Marshall Limited

### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of CMS Marshall Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Change in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'standalone Ind AS financial statements').

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income) and cash flows in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 (financial position) of the Company as at March 31, 2019, its profit (financial performance including other comprehensive income) and its cash flows and the changes in equity for the year ended on that date.

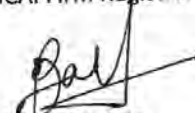
**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure 1' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and;
  - (e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure 2' to this report;
  - (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.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Basant Jain & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 120131W/W100303

  
Basant K. Jain

Partner

Membership Number: 043791

Mumbai

Date : 28/06/2019



**Annexure 1 referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements of our report of even date**

**Re: CMS Marshall Limited (the 'Company')**

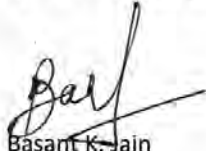
- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets. (b) Fixed assets of the Company have been physically verified by the management during the year. In our opinion the frequency of Verification of the fixed assets by the management is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) The Company does not have any inventory; hence reporting under clause (ii) is not applicable to the company and hence not commented upon.
- (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 Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the products / services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, value added tax, cess and other material statutory dues applicable to it. The provisions relating to excise duty are not applicable to the Company.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, value added tax, cess and other material statutory dues were outstanding at the yearend for a period of more than six months from the date they became payable. The provisions relating to excise duty are not applicable to the Company  
  
(c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loan from financial institution or Bank, hence reporting under clause (viii) is not applicable to the Company, hence not commented upon.
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Accordingly to the information and explanation given by the management, we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.

- (xi) The Company has not paid any managerial remuneration during the year hence reporting under clause (viii) is not applicable to the Company hence not commented upon.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Basant Jain & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 120131W/W100303



Basant K. Jain

Partner

Membership Number: 043791

Mumbai

Date : 28/06/2019



**Annexure 2 referred to in paragraph 2 (f) under Report on Other Legal and Regulatory Requirements of our report of even date**

We have audited the internal financial controls over financial reporting of CMS Marshall Limited (the 'Company') as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing as specified under section 143(10) of the Act 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 issued by the Institute of Chartered Accountants of India.

**For Basant Jain & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 120131W/W100303



Basant K. Jain

Partner

Membership Number: 043791

Mumbai

Date :28/06/2019



**CMS MARSHALL LIMITED**  
Balance Sheet as at March 31, 2019  
(Amounts in ₹)

Assets	Notes	As at March 31, 2019	As at March 31, 2018
<b>Non-current assets</b>			
Property, plant and equipment	6	2,60,209	-
Income tax assets (net)		1,77,82,788	1,22,10,275
<b>Current assets</b>			
Trade receivables	9	5,70,34,423	5,05,73,830
Cash and bank balances	10	13,11,352	30,33,703
Other Financial Assets	11	3,33,40,475	2,91,05,513
		<b>9,16,86,250</b>	<b>8,27,13,046</b>
<b>Total</b>		<b>10,97,29,247</b>	<b>9,49,23,321</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity Share capital	4	5,00,000	5,00,000
<b>Other Equity</b>			
Reserves and surplus	5	7,24,676	(10,19,172)
<b>Total equity attributable to equity holders</b>		<b>12,24,676</b>	<b>(5,19,172)</b>
<b>Non-current liabilities</b>			
Provisions	12	3,45,00,384	2,95,02,266
		<b>3,45,00,384</b>	<b>2,95,02,266</b>
<b>Current liabilities</b>			
Trade Payable		-	25,002
Other Financial Liabilities	8	5,36,42,034	5,23,77,127
Other Current Liabilities	7	1,52,42,207	89,78,771
Provisions	12	51,19,946	45,59,327
		<b>7,40,04,187</b>	<b>6,59,40,227</b>
<b>Total</b>		<b>10,97,29,247</b>	<b>9,49,23,321</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements


As per our report even date  
For Basant Jain & Associates LLP  
Firm Registration no. 120131W/W-100303  
Chartered Accountants

  
Basant Jain  
Partner  
Membership No : 43791



Place : Mumbai  
Date : June 28, 2019

For and behalf of the Board of Directors of  
CMS Marshall Limited

  
Pankaj Khandelwal  
Director  
DIN No.: 05298431

  
Rajiv Kaul  
Director  
DIN No.: 02581313






**CMS MARSHALL LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2019**  
**(Amounts in ₹)**

	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Income</b>			
Revenue from operations	13	40,19,12,761	35,44,84,235
Other Income	14	20,636	-
		<b>40,19,33,397</b>	<b>35,44,84,235</b>
<b>Expenses</b>			
Employee benefits expense	15	39,59,14,956	35,07,06,651
Other expenses	16	1,89,566	1,80,018
Depreciation		43,145	-
		<b>39,61,47,667</b>	<b>35,08,86,669</b>
<b>Profit before tax</b>		<b>57,85,730</b>	<b>35,97,566</b>
<b>Tax expense</b>			
Current tax		25,00,000	10,87,640
<b>Profit after Tax</b>		<b>32,85,730</b>	<b>25,09,926</b>
<b>Other comprehensive income ('OCI')</b>			
OCI not to be reclassified to profit or loss in subsequent periods:			
Remeasurement gain / (losses) on defined benefit plans		(15,41,882)	13,37,063
<b>Other comprehensive income/(Loss) for the year</b>		<b>(15,41,882)</b>	<b>13,37,063</b>
<b>Total comprehensive income/(Loss) for the year</b>		<b>17,43,848</b>	<b>38,46,989</b>
Earning per equity share (Basic and diluted)	17	65.71	50.20
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

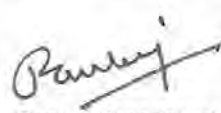
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Chartered Accountants

  
Basant Jain  
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Membership No : 43791



Place : Mumbai  
Date : June 28, 2019

For and behalf of the Board of Directors of  
CMS Marshall Limited

  
Pankaj Khandelwal  
Director  
DIN No.: 05298431

  
Rajiv Kaul  
Director  
DIN No.: 02581313






**CMS Marshall Limited**  
**Cashflow statement as at and for the year ended March 31, 2019**  
**(Amount in ₹)**

	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Cash flow from operating activities</b>		
Profit before tax	57,85,730	35,97,566
<b>Adjustments to reconcile profit before tax to net cash flow:</b>		
Interest income	(20,636)	-
Depreciation	43,145	-
<b>Operating profit before working capital changes</b>	<b>58,08,239</b>	<b>35,97,566</b>
Movements in working capital :		
(Increase)/Decrease in sundry debtors	(64,60,594)	82,48,966
Increase in Other Financial Liabilities	12,64,907	1,05,83,355
Increase in Other Financial Assets	(42,34,962)	(2,84,78,655)
Decrease in Trade Payable	(25,002)	25,000
Increase in Current liabilities	62,63,435	51,70,660
Increase in Provisions	40,16,855	35,13,708
<b>Cash flow generated from operations</b>	<b>66,32,878</b>	<b>26,60,600</b>
Direct taxes paid (Net)	(80,72,511)	(50,78,753)
<b>Net cash flow generated from operating activities (A)</b>	<b>(14,39,633)</b>	<b>(24,18,153)</b>
<b>Cash flows from investing activities</b>		
interest income	20,636	-
Purchase of property, plant and equipment ,intangible assets	(3,03,355)	-
<b>Net cash flow from (used in) investing activities (B)</b>	<b>(2,82,719)</b>	<b>-</b>
<b>Net (decrease) in cash and cash equivalents (A+B)</b>	<b>(17,22,352)</b>	<b>(24,18,153)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>30,33,704</b>	<b>54,51,856</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>13,11,352</b>	<b>30,33,704</b>

**Components of cash and cash equivalents:**

	As at March 31, 2019	As at 31 March,2018
Balance with Current accounts	13,11,352	30,33,704
<b>Cash and cash equivalents at the end of the year</b>	<b>13,11,352</b>	<b>30,33,704</b>


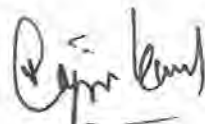
As per our report even date  
For Basant Jain & Associates LLP  
Firm Registration no. 120131W/W-100303  
Chartered Accountants

  
Basant Jain  
Partner  
Membership No : 43791



Place : Mumbai  
Date : June 28, 2019

For and behalf of the Board of Directors of  
CMS Marshall Limited

   
Pankaj Khandelwal      Rajiv Kaul  
Director                      Director  
DIN No.: 05298431      DIN No.: 02581313



**CMS MARSHALL LIMITED**  
**Statement of changes in equity for the year ended March 31, 2019**  
(Amounts in ₹)

**5 : Statement of Changes in Equity**

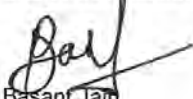
Particular	Equity share capital	Reserve and surplus	Total equity
As at March 31, 2017	5,00,000	(48,66,161)	(43,66,161)
Profit for the year	-	25,09,926	25,09,926
Other comprehensive income		13,37,063	13,37,063
As at March 31, 2018	5,00,000	(10,19,172)	(5,19,172)
Profit for the year	-	32,85,730	32,85,730
Other comprehensive income		(15,41,882)	(15,41,882)
As at March 31, 2019	5,00,000	7,24,676	12,24,676

Significant accounting policies

2

The accompanying notes are an integral part of the financial statements


As per our report even date  
For Basant Jain & Associates LLP  
Firm Registration no. 120131W/W-100303  
Chartered Accountants

  
Basant Jain  
Partner  
Membership No : 43791



Place : Mumbai  
Date : June 28, 2019

For and behalf of the Board of Directors of  
CMS Marshall Limited

  
Pankaj Khandelwal  
Director  
DIN No.: 05298431

  
Rajiv Kaul  
Director  
DIN No.: 02581313



**CMS MARSHALL LIMITED**  
**Notes to financial statements as at and for the year ended March 31, 2019**  
**(Amounts in ₹)**

**6 Property, plant and equipments**

Particulars	Computer & Other Licences Software	Total
<b>Gross block value as at March 31, 2018</b>	-	-
Additions during the year	3,03,355	3,03,355
Deletions during the year	-	-
<b>Gross block value as at March 31, 2019</b>	<b>3,03,355</b>	<b>3,03,355</b>
<b>Accumulated depreciation as at March 31, 2018</b>	-	-
Depreciation for the year	43,145	43,145
Accumulated depreciation on disposals	-	-
<b>Accumulated depreciation as at March 31, 2019</b>	<b>43,145</b>	<b>43,145</b>
<b>Net block as at March 31, 2018</b>	-	-
<b>Net block as at March 31, 2019</b>	<b>2,60,209</b>	<b>2,60,209</b>



**CMS MARSHALL LIMITED**  
**Notes to financial statements as at and for the year ended March 31, 2019**  
(Amounts in ₹)

	As at March 31, 2019	As at March 31, 2018		
<b>4 EQUITY SHARE CAPITAL</b>				
<b>Authorised</b>				
50,000 (March 31, 2018 - 50,000) equity shares of ₹ 10 each	5,00,000	5,00,000		
<b>Issued, Subscribed &amp; Paid up</b>				
50,000 Equity shares (March 31, 2018 - 50,000) of ₹ 10 each fully paid up	5,00,000	5,00,000		
(i) Of the above, 50,000 (March 31, 2018 - 50,000) equity shares are held by CMS Securitas Limited, the Holding Company.	5,00,000	5,00,000		
<b>7 OTHER CURRENT LIABILITIES</b>				
Statutory liabilities	1,52,42,207	89,78,771		
	1,52,42,207	89,78,771		
<b>8 OTHER FINANCIAL LIABILITIES</b>				
Payable to employees	5,35,90,534	5,23,77,127		
Accrued expenses	51,500	-		
	5,36,42,034	5,23,77,127		
<b>9 TRADE RECEIVABLES</b>				
Unsecured, considered good	5,70,34,423	5,05,73,830		
	5,70,34,423	5,05,73,830		
<b>10 CASH AND BANK BALANCES</b>				
Balances with banks	13,11,352	30,33,703		
	13,11,352	30,33,703		
<b>11 OTHER FINANCIAL ASSETS</b>				
Advance to employees	2,70,799	79,449		
Unbilled revenue	3,30,69,676	2,90,26,064		
	3,33,40,475	2,91,05,513		
<b>12 PROVISIONS</b>				
	Non Current	Current		
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Provision for gratuity (refer note 18)	2,21,52,751	1,85,33,198	18,64,336	15,42,532
Provision for compensated leave	1,23,47,633	1,09,69,068	32,55,610	30,16,795
	3,45,00,384	2,95,02,266	51,19,946	45,59,327
<b>13 REVENUE FROM OPERATIONS</b>				
	For the year ended March 31, 2019	For the year ended March 31, 2018		
Sale of services	40,19,12,761	42,07,30,806		
Less: Reimbursement of Conveyance Expenses	-	(6,62,46,571)		
	40,19,12,761	35,44,84,235		
<b>14 OTHER INCOME</b>				
	For the year ended March 31, 2019	For the year ended March 31, 2018		
Interest from Bank	20,636	-		
	20,636	-		
<b>15 EMPLOYEE BENEFITS EXPENSE</b>				
	For the year ended March 31, 2019	For the year ended March 31, 2018		
Salaries and wages, bonus & allowances	34,48,32,119	30,97,86,226		
Gratuity	74,36,836	37,98,631		
Other post employment benefits	55,92,372	48,43,482		
Contribution to Provident and other funds	3,80,53,629	3,22,78,312		
	39,59,14,956	35,07,06,651		
<b>16 OTHER EXPENSES</b>				
	For the year ended March 31, 2019	For the year ended March 31, 2018		
Professional Fees:	92,500	52,250		
Audit fees	35,000	35,000		
Bank Charges	4,090	3,323		
Other Expenses	57,976	89,445		
	1,89,566	1,80,018		



**CMS MARSHALL LIMITED**  
**Notes to financial statements as at and for the year ended March 31, 2019**  
**(Amounts in ₹, except share data)**

**1. Corporate Information:**

CMS Marshall Limited ('the Company') was incorporated on January 13, 2006 and is a wholly owned subsidiary of CMS Securitas Limited. The Company provides Manpower services like back office staff, custodian, drivers, cashier and other allied services.

**2. Summary of significant accounting policies:**

**a) Basis of preparation**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Companies Act, 2013 (the 'Act') and subsequent amendments thereof. The financial statements have been prepared under the historical cost basis except for assets and liabilities acquired under business combinations, which are carried at the fair value as on date of business combination and certain financial assets and liabilities that have been measured at fair value.

The financial statements are presented in Indian Rupees, which is also the Company's functional currency. The financial statements are prepared on a going concern basis.

**b) Current Versus Non-Current Classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle and is due to be settled within twelve months after the reporting period
- Held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

**c) Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises purchase price and any attributable cost of bringing assets to its working conditions for its intended use.



## CMS MARSHALL LIMITED

Notes to financial statements as at and for the year ended March 31, 2019  
(Amounts in ₹, except share data)

### d) Depreciation and amortization:

Depreciation is provided on written down value method at the rates which are based on the useful life as estimated by the management and are equal to the rates prescribed under Schedule XIV to the Act. Fixed assets individually costing up to ₹ 5,000 are fully depreciated in the year of acquisition. Depreciation on assets acquired or disposed off during the year is provided on a pro-rata basis from / upto the date of acquisition / disposal.

### e) Impairment of assets

The carrying value of assets is reviewed for impairment at each balance sheet date, when events or changes in circumstances indicate that the carrying values may not be recoverable. In addition, the management assesses whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount is greater of the assets net selling price and value in use. In assessing value in use estimated future cash flows are discounted to their present value at the weighted average cost of capital.

### f) Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and revenue can be reliably measured regardless of a payment being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Goods & Service tax is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / services by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

### Sale of services:

Revenue from services and allied operations is recognised when the required services are rendered in accordance with the contracts / agreements entered into with the customer and is disclosed net off deductions for shortages, etc. charged by the customers as per the terms of the agreement.

Revenue recognized, in excess of billing is classified as unbilled revenue; while billing in excess of revenue is classified as unearned revenue.

### g) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as expenses, when an employee renders the related service.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Company makes contributions to a fund administered and managed by an insurance company to fund the gratuity liability. Under the scheme, the obligation to pay gratuity remains with the Company, although insurance company administers the scheme.



**CMS MARSHALL LIMITED**  
**Notes to financial statements as at and for the year ended March 31, 2019**  
**(Amounts in ₹, except share data)**

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Company presents the leave as a short-term provision in the balance sheet to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Remeasurements, comprising of actuarial gains and losses, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

**h) Income taxes**

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**i) Earning per share**

Basic EPS are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity share outstanding during the year are adjusted for events of bonus issue, bonus elements in a rights issue to existing shareholders, share splits, and reverse share split (consolidation of shares), if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of share outstanding during the year are adjusted for the effect of all dilutive potential equity shares.



## CMS MARSHALL LIMITED

Notes to financial statements as at and for the year ended March 31, 2019

(Amounts in ₹, except share data)

### j) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement, if any.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### k) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

### l) Cash and Cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts and cash credits as they are considered an integral part of the Company's cash management.

### 3. Significant accounting judgments, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Estimates

##### Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.





**CMS MARSHALL LIMITED**  
**Notes to financial statements as at and for the year ended March 31, 2019**  
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The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases are based on expected future inflation rates. The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Refer note 29 for sensitivity analysis in relation to this estimate.

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

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars	March 31, 2019	March 31, 2018
Profit/ (Loss) for the year attributable to equity shareholders	3,285,729	2,509,926
Weighted average number of equity shares for Basic and dilutive calculating basic EPS (Face value of ₹ 10 each)	50000	50000
Basic and dilutive (in ₹)	65.71	50.20

**18. Employee benefits**

**Defined contribution plan**

During the year, ended March 31, 2019 the Company contributed the following amounts to defined contribution plans:

Particulars	March 31, 2019	March 31, 2018
Provident Fund	22,585,159	20,399,168
Employees' State Insurance Corporation	15,468,470	11,879,144
Total	<b>38,053,629</b>	<b>32,278,312</b>

**Defined benefit plan**

As per the payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. 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. The scheme of the Company is funded with an insurance company in the form of a qualifying insurance policy.

Management aims to keep annual contribution relatively stable at such a level such that no plan deficits will arise.

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the

liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).



**CMS MARSHALL LIMITED**

Notes to financial statements as at and for the year ended March 31, 2019

(Amounts in ₹, except share data)

The following table summarizes the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the balance sheet for the gratuity plans of the Company.

**Statement of Profit and Loss- Net employee benefits expense (recognized in employee cost)**

Particulars	March 31, 2019	March 31, 2018
Current service cost	4,300,020	3,904,967
Net interest cost	1,514,642	1,363,224
<b>Expenses recognised in the Statement of Profit and Loss</b>	<b>5,814,662</b>	<b>5,268,191</b>

**Net employee benefits expense (recognised in Other Comprehensive Income):**

Particulars	March 31, 2019	March 31, 2018
<b>Actuarial (gains) / losses</b>		
- change in demographic assumptions	-	-
- change in financial assumptions	150,781	(398,483)
- experience variance ( i.e. actual experience vs assumptions)	1,405,805	(952,254)
- Return on plan assets, excluding amount recognised in net interest expense	(14,704)	13,674
<b>Components of defined benefit cost recognised in other comprehensive income</b>	<b>1,541,882</b>	<b>(1,337,063)</b>

**Balance Sheet**

**Details of provision and fair value of plan assets**

Particulars	March 31, 2019	March 31, 2018
Present value of obligation	28,860,356	24,716,929
Fair value of plan asset	4,843,269	4,641,199
<b>Net Liability</b>	<b>24,017,087</b>	<b>20,075,730</b>

**Changes in present value of obligation**

Particulars	March 31, 2019	March 31, 2018
Present value of obligation at the beginning of the year	24,716,929	22,769,378
Current service cost	4,300,020	3,904,967
Interest expense	1,864,803	1,683,739
Re-measurement (gain) / loss arising from	0.00	0.00
-change in demographic assumptions	0.00	0.00
-change in financial assumptions	150,781	(398,483)
-experience variance (i.e actual experience vs assumptions)	1,405,805	(952,254)
Benefits paid	(3,577,982)	(2,290,418)
<b>Present value of obligation at the end of the year</b>	<b>28,860,356</b>	<b>24,716,929</b>

**Changes in the fair value of plan asset are as follows:**

Particulars	March 31, 2019	March 31, 2018
Fair value of plan assets at the beginning	4,641,199	4,334,358
Investment income	350,161	320,515
Benefit Paid	(1,412,795)	-
Contribution during the year	1,250,000	-
Net interest expense	14,704	(13,674)
<b>Fair value of plan assets as at the end</b>	<b>4,843,269</b>	<b>4,641,199</b>



**CMS MARSHALL LIMITED**  
**Notes to financial statements as at and for the year ended March 31, 2019**  
**(Amounts in ₹, except share data)**

The following is the maturity profile of the Company's defined benefit obligation

Particulars	March 31, 2019	March 31, 2018
Weighted average duration (based on discounted cash flows)	11 Years	11 years

The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

Particulars	March 31, 2019	March 31, 2018
Discount rate	7.50%	7.55%
Salary Growth rate	5.00%	5.00%
Employee attrition rate	Upto 5 years of service – 25% above 5 years of service – 5%	Upto 5 years of service – 25% above 5 years of service – 5%

The estimates of future salary increases, considered in actuarial valuation, takes in account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

A quantitative sensitivity analysis for the significant assumptions on defined benefit obligation as at March 31, 2019 is as shown below:

Particulars	March 31, 2019		March 31, 2018	
	Decrease in assumption	Decrease in assumption	Decrease in assumption	Increase in assumption
Discount Rate (-/+1%)	3,298,977	(2,792,093)	2,860,796	(2,344,735)
(% change compared to base due to sensitivity)	11.4%	-9.7%	11.90%	-10.30%
Salary Growth Rate (-/+1%)	(2,878,404)	3,349,834	(2490769)	2,834,800
(% change compared to base due to sensitivity)	-10%	11.6%	-10.10%	12.50%
Attrition Rate (-/+ 50% of attrition rates)	(1,313,440)	744,400	(1,227,168)	579,282
(% change compared to base due to sensitivity)	-4.6%	2.6%	-5.70%	2.50%
Mortality Rate (-/+10% of Mortality rates)	(18,967)	18,895	(16,644)	14,928
(% change compared to base due to sensitivity)	-0.10%	0.10%	-0.10%	0.10%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on define benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

**Other long term employee benefits**

In accordance with its leave policy, the Company has provided for leave encashment on the basis of an actuarial valuation carried out by an independent actuary at the end of the year.



**CMS MARSHALL LIMITED**

Notes to financial statements as at and for the year ended March 31, 2019  
(Amounts in ₹, except share data)

**19. Related party disclosure**

(a) Names of related parties and related party of relationship:

**Related parties where control exists**

Ultimate Holding Company	CMS Info Systems Limited
Holding Company	CMS Securitas Limited
Fellow Subsidiary	Securitrans India Private Limited
	Quality Logistics Services Private Limited

(b) Details of transactions with related parties:

Particulars	Transactions Year End		Amount Year End	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
	₹	₹	₹	₹
<b>Sale of Services</b>				
Securitrans India Private Limited	497,107	53,14,202		
CMS Info Systems Limited	401,415,654	320,716,709		
<b>Reimbursement of Expenses</b>				
CMS Info Systems Limited	-	66,126,221		
<b>Receivables</b>				
CMS Securitas Limited			-	236,134
CMS Info Systems Limited			56,992,457	50,295,682
Securitrans India Private Limited			41,966	42,014

As per our report of even date  
For Basant Jain & Associates LLP  
Firm registration number: 120131W/W-100303  
Chartered Accountants



Basant Jain  
Partner  
Membership No.: 43791

Place: Mumbai  
Date: June 28, 2019




For and on behalf of the Board of Directors of  
CMS Marshall Limited.



Pankaj Khandelwal  
Director  
DIN No.: 05298431



Rajiv Kaul  
Director  
DIN No.: 02581313

