

# **Lark Trading & Finance Limited**

Annual Report – 2017

# **LARK TRADING & FINANCE LIMITED**

CIN: L34102UP1987PLC009222

## **BOARD OF DIRECTORS**

### **Non- Executive Non-Independent**

Ms. Shruti Saraogi

Ms. Sumitra Devi Almal

Mr. Ankit Tayal

### **Independent Directors**

Mr. Chander Shekhar

Mr. Vikas Gambhir

## **COMPANY SECRETARY**

Ms. Shipra Singh

## **AUDITORS**

Salarpuria & Partners

Chartered Accountants

1008, Chiranjiv Tower

New Delhi - 110019

## **REGISTRAR & SHARE TRANSFER AGENT**

Satellite Corporate Services Private Limited

B-302, Sony Apartment,

Opp. St. Judge High School,

90 Ft. Road, Off Andheri Kurla Road,

Jarimari, Sakinaka, Mumbai, Maharashtra

Phone: 022-28520461/62

Fax No.: 022-28511809

Email: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

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

## **LISTING DETAILS**

1. The Calcutta Stock Exchange Limited
2. Metropolitan Stock Exchange of India Limited

## **REGISTERED OFFICE**

101, Surya Bagh, Surya Complex,

Phase II, Mahamoorgunj

Varanasi, Uttar Pradesh 221010

Phone: +91 0542-2220331

E-mail: [shruti.saraogi@rediffmail.com](mailto:shruti.saraogi@rediffmail.com)

Website: [www.larktrading.in](http://www.larktrading.in)

# LARK TRADING & FINANCE LIMITED

CIN: L34102UP1987PLC009222

REGISTERED OFFICE: 101, SURYA BAGH, SURYA COMPLEX, PHASE II, MAHAMOORGUNJ,  
VARANASI, UTTAR PRADESH 221010

PHONE: +91 0542-2220331; E-MAIL: SHRUTI.SARAOGI@REDIFFMAIL.COM

WEBSITE: [www.larktrading.in](http://www.larktrading.in)

## NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 30th Annual General Meeting of the Members of Lark Trading & Finance Limited will be held at the Registered Office of the Company at Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, on Friday, September 29, 2017, at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon.
- 2) To re-appoint Ms. Sumitra Devi Almal (DIN: 00906643) who retires by rotation and, being eligible, offers herself for re-appointment.
- 3) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Messrs J.P. Kapur & Uberai., Chartered Accountants (Firm Registration No. 000593N), New Delhi, be and are hereby appointed as the Statutory Auditors of the Company (in place of Messrs Salarpuria & Partners., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company’s financial year ending March 31, 2018 to hold the office from the conclusion of the 30th Annual General Meeting of the Company till the conclusion of the 35<sup>th</sup> Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting) on such remuneration, as may be agreed upon by the Board of Directors and Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Ms. Shipra Singh, Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution

### SPECIAL BUSINESS:

- 4) **To appoint Mr. Chander Shekhar as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Chander Shekhar (DIN: 06380668), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 24, 2017 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 23, 2020 and that he shall not be liable to retire by rotation.

## 5) To appoint Mr. Vikas Gambhir as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vikas Gambhir (DIN: 07767493), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 24, 2017 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to March 23, 2020 and that he shall not be liable to retire by rotation.”

### Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (‘AGM’) may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, not less than forty-eight hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members of the Company will remain closed from **Monday, September 25, 2017 to Friday, September 29, 2017 (both days inclusive)** for the purpose of Annual General Meeting.
9. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration.
10. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is offering voting facility through electronic means (remote e-voting) to the members to cast their votes electronically on the Resolutions proposed at this AGM and for which purpose the Company has engaged the services of Central Depository Services (India) Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but

shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.

11. Additional Information pursuant to Regulation 36 of Listing Regulations on Director seeking appointment / re-appointment at this AGM is furnished herewith annexure to the Notice. The directors have furnished their consent for appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
12. The Annual Report 2016-17, the Notice of the 30th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
13. Members may note that the Notice of the AGM and the Company's Annual Report 2016-17 will be available on the Company's website, [www.larktrading.in](http://www.larktrading.in). The physical copies of the documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: <http://larktrading.in/index.html>.
14. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent / Company.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. Satellite Corporate Services Private Limited.
16. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the AGM.
17. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
18. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants / Registrar and Share Transfer Agent to enable the Company to send communications electronically.

**Regd. Office**

Flat No. 101, Surya Complex,  
Surya Bagh, Mahmoorganj,  
Varanasi- 221010  
May 30, 2017

**By order of the Board**

(Ankit Tayal )  
Director  
(DIN - 03055997)

**Statement Annexed to the Notice in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 (“Act”)**

**Item No. 4 & 5**

Mr. Chander Shekhar (DIN: 06380668) & Mr. Vikas Gambhir (DIN: 07767493) have been appointed as Additional Directors (Independent) of the Company w.e.f. March 24, 2017.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Chander Shekhar and Mr. Vikas Gambhir are entitled to hold office up to the date of the ensuing AGM. The Company has received individual notices in writing under Section 160 of the Companies Act, 2013, from members along with a deposit of Rs.1,00,000 proposing the candidatures of Mr. Chander Shekhar and Mr. Vikas Gambhir for the office of Directors (Independent).

The Company has received from Mr. Chander Shekhar and Mr. Vikas Gambhir, individually (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolutions seeking approval of members for the appointment of Mr. Chander Shekhar and Mr. Vikas Gambhir as Directors (Independent) of the Company are included in the Notice of AGM. Mr. Chander Shekhar and Mr. Vikas Gambhir shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Chander Shekhar and Mr. Vikas Gambhir, the Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management. Copy of the draft letter of appointment of Mr. Chander Shekhar and Mr. Vikas Gambhir as Independent Directors setting out the terms and conditions are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 & 5 of the Notice.

The Board recommends the resolutions set forth in the Item No. 4 & 5 of the Notice for approval of the members.

**Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015**

Name of the Director	Mr. Chander Shekhar	Mr. Vikas Gambhir	Ms. Sumitra Devi Almal
Date of Birth	June 2, 1972	November 29, 1973	April 1, 1945
Date of Appointment	March 24, 2017	March 24, 2017	November 7, 2002
Relationship with Directors	NIL	NIL	N.A.
Expertise in Specific functional area	Finance	Finance	Finance
Qualification	Graduate	Graduate	Graduate
Board Membership of Companies as on March 31, 2017	1. Ishika Garments Pvt. Ltd. 2. Gee Cee Homes Pvt. Ltd.	NIL	1. Victor Commercial Co. Ltd. 2. Steel City Investment Services Pvt Ltd 3. Simur Promoters Pvt Ltd 4. Shruti Profin-Services Pvt Ltd 5. Priti Vastushilpa & Services Pvt. Ltd. 6. B.S. Commercial Pvt Ltd 7. Saket Maintenance Private Limited
Chairman/Member of the Committee of the Board of directors as on March 31, 2017	NIL	NIL	NIL
Number of Shares held in the Company as on March 31, 2017	NIL	NIL	37,000

### INSTRUCTIONS FOR E-VOTING

Dear Member,

In compliance with Regulation 44, SEBI Listing Obligations and Disclosure Requirements, 2015 and Section 108 of the Companies Act, 2013, read with the applicable rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their vote electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The procedure with respect to **remote e-voting** is provided below:

- (i) The voting period begins on **September 26, 2017 (9.00 A.M.)** and ends on **September 28, 2017 (5.00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 22, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **LARK TRADING AND FINANCE LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## GENERAL INSTRUCTIONS

- a) The e-voting period begins from **September 26, 2017 from 9.00 A.M. and ends on September 28, 2017 till 5.00 P.M.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of **September 22, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off/entitlement date of **September 22, 2017** may cast their vote electronically.
- c) Ms. Neha Kaushal Goenka, a Practising Company Secretary (C.P. No. 18442 and Membership No. 23323) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- e) Results shall be declared on or after the 30th Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the 30th Annual General Meeting of the Company and shall be communicated to the Stock Exchange(s).

### Regd. Office

Flat No. 101, Surya Complex,  
Surya Bagh, Mahmoorganj,  
Varanasi- 221010  
May 30, 2017

### By order of the Board

(Ankit Tayal )  
Director  
(DIN - 03055997)

# Board's Report

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To  
The Members of the Company,

Your Directors have pleasure in presenting their 30<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2017.

## **FINANCIAL SUMMARY:**

Key highlights of financial performance for the Company for the financial year 2016-17 are tabulated below:

Particulars	(Rs. In lacs)	
	FY 2017	FY2016
Sales and Other Income	42.12	7,68
Profit before Tax	24.83	(3.86)
Profit after Tax	18.23	(3.86)
Balance brought forward from previous year	4.22	8.09
Earnings Per Share (In Rs.)	0.35	(0.77)

Our Company does not have any subsidiary company during the year under review.

## **DIVIDEND**

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

## **TRANSFER TO RESERVES**

During the financial year ended March 31, 2017, Rs. 3.65 lacs is transferred to the reserves.

## **OPERATIONS**

The Company is engaged in the business of investment and financing activities, and 99.90% of the total revenue of the Company is derived from these activities.

The operational performance of the Company during the period under review is satisfactory. We intend to achieve sustainable and profitable growth through our consistent efforts.

The Company is presently operating in Uttar Pradesh, and also in the process of expanding its business presence in nearby states.

## **CHANGES IN THE NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

## **MATERIAL CHANGES AND COMMITMENTS**

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

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

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **INTERNAL CONTROL SYSTEMS**

The Company has an Internal Control System, commensurate with the size, scale and Complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Whole-time Director of the Company.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

### **SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES:**

The Company does not have any subsidiaries or joint ventures or associates as on March 31, 2017. Hence, the statement containing the salient feature of the financial statement of associate companies in Form AOC-1 is not applicable to the Company.

Further, none of the companies have ceased to be a subsidiary, joint venture or associate company during FY2017.

### **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

### **RBI REGULATION COMPLIANCE:**

Your company continues to comply with all the applicable rules and regulations of RBI including the prudential provisioning for risky assets, credit concentration statutory reserve liquid assets, capital adequacy etc.

### **DEPOSITS**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### **SHARE CAPITAL**

The paid-up equity share capital of the Company comprises 52,60,000 equity shares of Rs. 10/- each as on March 31, 2017. During the year under review, the Company has allotted 47,60,000 Equity Shares pursuant to conversion of 47,60,000 convertible warrants.

### **AUDIT COMMITTEE**

The Audit Committee of the Board comprises of the following members as on March 31, 2017:

- a. Mr. Chander Shekhar, Chairman
- b. Mr. Vikas Gambhir, Member
- c. Mr. Ankit Tayal, Member

During the year under review, there has been no instance where the recommendations of the Audit Committee have not been accepted by the Board.

The terms of reference, role and scope of Audit Committee are in line with those prescribed under Section 177 of the Companies Act, 2013. The Audit Committee of the Company is entrusted with the responsibility, inter alia, to supervise the Company's internal control and financial reporting process.

### **NOMINATION & REMUNERATION COMMITTEE**

The Board has constituted a Nomination & Remuneration Committee of the Board comprises of:

- a. Mr. Chander Shekhar, Chairman
- b. Mr. Vikas Gambhir, Member
- c. Mr. Ankit Tayal, Member

The terms of reference of the Committee are as under:

- The Committee shall identify persons who are qualified to become directors and who may be appointed as Key Managerial Persons in accordance with criteria laid down, recommend the board their appointment and removal and shall carry out evaluation of every director's performance.
- This Committee is empowered to review and recommend the Board of Directors, remuneration and commission of directors and other senior executives of the Company.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted a vigil mechanism named Whistle Blower Policy for directors and employees to report genuine concerns which shall provide adequate safeguards against victimization of persons who use such mechanism. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct, to management (on an anonymous basis, if employees so desire).

Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the said investigation.

No individual in the Company has been denied access to the Audit Committee or its Chairman.

### **RISK MANAGEMENT POLICY**

The Company has in place a Business Risk Management Framework. The risk management framework commensurate with the size of the Company's operation and provides for, inter alia, identification of elements of risk, pro-active approach for its minimization and mitigation.

The Board has been regularly informed about risk assessment and minimization procedures. The main objective of this policy is to ensure sustainable business growth with stability.

### **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) are not applicable to the Company.

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 149(7) of the Companies Act, 2013, the Independent Directors have confirmed to the Company that he or she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

Ms. Sumitra Devi Almal (DIN: 00906643) retires by rotation and, being eligible, has offered herself for re appointment. A resolution seeking approval of members for her re-appointment has been included in the Notice of annual general meeting.

The Board of Directors has appointed Mr. Chander Shekhar (DIN: 06380668) and Mr. Vikas Gambir (DIN: 07767493) as Additional Director (Independent) of the Company. The Board recommends appointment of Mr. Chander Shekhar (DIN: 06380668) and Mr. Vikas Gambir (DIN: 07767493) as Independent Director under Section 149 of the Companies Act, 2013 for a term of three years each, with effect from March 24, 2017, for approval of the shareholders at the forthcoming AGM.

Based on the declaration received from the Independent Directors, the Board of Directors is of the opinion that Mr. Chander Shekhar and Mr. Vikas Gambir, Independent Directors, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of its Committees of the Board has been carried out. This evaluation is led by the Chairman of the Nomination and Remuneration Committee with specific focus on the performance and effective functioning of the Board. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

### **CODE OF CONDUCT**

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company, on an annual basis.

### **BOARD MEETING**

During the year under review, 4 Board Meetings were convened and held on May 30, 2016, August 14, 2016, November 14, 2016, December 27, 2016 and February 14, 2017. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Ankita Agarwal, Company Secretary in Practice, has conducted the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as Annexure 1.

As regard to the observation contained in the Secretarial Audit Report, we state that as regard to the appointment of key managerial personnel, the Company has already appointed a Company secretary w.e.f. May 9, 2016 and that as regard to other KMPs, the Company has taken initiative for appointment and shall appoint such key managerial personnel.

### **STATUTORY AUDITORS & AUDITORS REPORT**

In the last Annual General Meeting (AGM) held on September 30, 2014, M/s. Salarpuria & Partners (Firm Regn. No. 302113E), Chartered Accountants, have been appointed Statutory Auditors of the Company for a period of 3 years. Ratification of appointment of Statutory Auditors is being sought from the Members of the Company at this AGM.

Further, M/s. Salarpuria & Partners has, under Section 139(1) of the Act and the Rules framed thereunder furnished a certificate of their eligibility and consent for appointment.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

The Auditor's Report does not contain any qualification, reservation or adverse remark.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis; and
- e) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) proper systems had been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

As per the provisions of SEBI's Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 (applicable up to November 30, 2015) and Regulation 15(2) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), effective from December 1, 2015, the Company having paid-up equity share capital not exceeding Rs.10 crores and Net Worth not exceeding Rs.25 crores, as on the last day of the previous financial year, are exempted from the provisions of the Corporate Governance. The paid up capital of the Company as at March 31, 2016, is Rs.5.26 cores and Net Worth is Rs.6.69 cores, being less than the limit as mentioned hereinbefore. Hence, the provisions of Corporate Governance as specified in Listing Regulations are not applicable to the Company.

#### **DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2016-17, no complaint had been received.

#### **GREEN INITIATIVES IN CORPORATE GOVERNANCE**

Ministry of Corporate Affairs has permitted Companies to send copies of Annual report, Notices, etc., electronically to the email IDs of shareholders. We request the shareholders to get their email id registered either with the Company or the Registrar and Share Transfer Agent to receive the soft copies of documents and communications from the Company. In case, any shareholder would like to receive physical copies of these documents, the same shall be forwarded upon receipt of written request in this respect.

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

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure 2.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is not applicable to the Company during the year under review.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Since the Company is a non-banking financial company, the provisions of Section 186 of the Companies Act, 2013 are not applicable. The details of loan and investments are disclosed in Notes to the Financial Statements.

**PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES**

The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employee as mentioned in Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1)**

During the year under review, the Company has entered into any contract or arrangement at arm's length as per the provisions of Section 188 of the Companies Act, 2013. The disclosure of particulars of contract or arrangement with related parties in Form AOC-2 is annexed as Annexure 1.

**MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES**

The Company has not paid any remuneration to any of the Directors of the Company during the year ended March 31, 2017, hence, the disclosure as stated in section 197(12) of the Companies Act, 2013 read with rules 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, as amended, during the year ended March 31, 2017.

The Company has only three employee on payroll during the year ended March 31, 2017. The particulars of managerial remuneration as disclosed in Annexure 3 form part of the Board's Report.

**HUMAN RESOURCES**

The Company has always provided a congenial atmosphere for work to all sections of society. It has provided equal opportunities of employment to all irrespective to their caste, religion, color, marital status and sex. The Company believes that human capital of the Company is its most valuable assets and its human resource policies are aligned towards this objective of the Company.

The relation amongst its employees remained harmonious and the year under review remained free from any labor unrest.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank the Regulatory and Government Authorities, Bankers, Business Associates, Shareholders and the Customers of the Company for their continued support to the Company. The Directors express their deep sense of appreciation towards all the employees and staff of the Company and wish the management all the best for achieving greater heights in the future.

**Regd. Office**

Flat No. 101, Surya Complex,  
Phase II, SuryaBagh, Mahamoorganj,  
Varanasi - 221010 (UP)  
May 30, 2017

**By order of the Board**

Vikas Gambhir  
Director  
(DIN- 07767493)

Ankit Tayal  
Director  
(DIN- 03055997)

**Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis**

**During the year under review, the contracts or arrangement or transactions with related party were done at arm's length basis.**

**2. Details of material contractors or arrangement or transactions at arm's length basis**

Name(s) of the related party and nature of relationship	Sumitra Devi Almal Shruti Saraogi Ankit Tayal Rajendra Kumar Raniwala- significant control over the company.
Nature of contracts/arrangements/transactions	Loan given
Duration of the contracts / arrangements/transactions	-
Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 420 Lacs p.a. of loan along with interest on loan of Rs. 17.05 lacs All transactions are carried out as a part of the business requirements of the Company in ordinary course of business at arm's length.
Date of approval by the Board, if any	-
Amount paid as advances, if any:	-

*\*Refer note no. 22 of the balance sheet for the year ended March 31, 2017.*





Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Sub-total (A) (2):-Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	1,25,500	1,25,500	25.10%	1,25,500	-	1,25,500	2.39%	-22.71%
<b>B. Public Shareholding</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	-	1,39,400	1,39,400	27.88%	-	40,000	40,000	0.76%	-27.12%
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	66,100	66,100	13.22%	-	2,70,700	2,70,700	5.15%	-8.07%
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	-	1,69,000	1,69,000	33.80%	-	48,07,500	48,07,500	91.40%	57.60%
(c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	-	<b>3,74,500</b>	<b>3,74,500</b>	<b>74.90%</b>	-	<b>51,34,500</b>	<b>51,34,500</b>	<b>97.61%</b>	<b>22.71%</b>
<b>Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	<b>3,74,500</b>	<b>3,74,500</b>	<b>74.90%</b>	-	<b>51,34,500</b>	<b>51,34,500</b>	<b>97.61%</b>	<b>22.71%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total(A+B+C)</b>	-	<b>5,00,000</b>	<b>5,00,000</b>	<b>100.00%</b>	1,25,500	<b>51,34,500</b>	<b>52,60,000</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. Of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sumitra Devi Almal	37,000	7.40%	Nil	37,000	0.70%	Nil	-6.70%
2	Shruti Saraogi	88,500	17.70%	Nil	88,500	1.68%	Nil	-16.02%
	<b>Total</b>	<b>1,25,500</b>	<b>25.10%</b>	<b>Nil</b>	<b>1,25,500</b>	<b>2.39%</b>	<b>Nil</b>	<b>-22.71%</b>

**(iii) Change in Promoters' Shareholding:**

Sl. No	Name Of Shareholders	Shareholding at the beginning of the year		Date	Reason	Reason Increase/Decrease In		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sumitra Devi Almal	37,000	7.40%	24.03.2017	Allotment of Equity shares pursuant to conversion of 47,60,000 convertible warrants	37,000	0.70%	<b>37,000</b>	-6.70%
2	Shruti Saraogi	88,500	17.70%			88,500	1.68%	<b>88,500</b>	-16.02%

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

Sl. No.	Name Of Shareholders	Shareholding at the beginning of the year		Date	Reason	Reason Increase/Decrease In		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Gunvati Jain	0	0	24.03.2017	Allotment of Equity shares pursuant to conversion of 47,60,000 convertible warrants	9,00,000	17.11%	9,00,000	17.11%
2	Hari Om Tayal	0	0			8,00,000	15.21%	8,00,000	15.21%
3	Ankit Tayal	0	0			7,50,000	14.26%	7,50,000	14.26%
4	Shivani Khera	0	0			7,00,000	13.31%	7,00,000	13.31%
5	Sameer Mittal	0	0			2,30,000	4.37%	2,30,000	4.37%
6	Sunil Gupta	0	0			2,30,000	4.37%	2,30,000	4.37%
7	Niril Kumar	0	0			2,30,000	4.37%	2,30,000	4.37%
8	Kanika Gupta	0	0			2,30,000	4.37%	2,30,000	4.37%
9	Dinesh Kumar	0	0			2,30,000	4.37%	2,30,000	4.37%
10	Shiv Kumar Gupta	0	0			2,30,000	4.37%	2,30,000	4.37%

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Reason	Reason Increase/Decrease in		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sumitra Devi Almal	37,000	7.40%	24.03.2017	Allotment of Equity shares pursuant to conversion of 47,60,000 convertible warrants	37,000	0.70%	37,000	-6.70%
2	Shruti Saraogi	88,500	17.70%			88,500	1.68%	88,500	-16.02%

## V. INDEBTEDNESS

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

(Rs. In Lacs)

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs. in Lakhs)
		-	-	
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) of Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	-	-	-

Ceiling as per the Act				-
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Note: The Company has not appointed any managing director / whole-time director / manager during the year under review.

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount (Rs. in Lakhs)
		Ankit Tayal	R K Raniwala	
1.	Independent Directors <ul style="list-style-type: none"> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	-	-	-
	Total (1)	-	-	-
2.	Other Non-Executive Directors <ul style="list-style-type: none"> <li>Fee for attending board /committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	Sumitra Devi Almal	Shruti Saraogi	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

Note - No remuneration either by way of salary, commission or sitting fees has been paid to any of the Independent Directors and Non-Executive Directors of the Company during the year under review.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/ WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
			Total Amount (Rs. in Lakhs)
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	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	<b>Total</b>		

Note: The Company has not appointed any key managerial personnel during the year under review.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

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>COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**Regd. Office**

Flat No. 101, Surya Complex,  
Phase II, SuryaBagh, Mahamoorganj,  
Varanasi - 221010 (UP)  
May 30, 2017

**By order of the Board**

Vikas Gambhir  
Director  
(DIN- 07767493)

Ankit Tayal  
Director  
(DIN- 03055997)

Place: Kolkata  
Date: May 30, 2017

**Particulars of Managerial remuneration as stated in section 197 of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014**

**I. Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year**

No remuneration has been paid to any of the Directors of the Company during the year under review, hence, the ratio cannot be ascertained.

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

No remuneration has been paid to any of the Directors of the Company during the year under review. Further, the company has not employed any KMPs except the Company Secretary during the year under review. There was no increase in the remuneration of Company Secretary, hence, the same cannot be ascertained.

**III. The percentage increase in the median remuneration of the employees in the financial year**

There is no increase in remuneration of any of the employees of the Company during the year under review, hence, the same cannot be ascertained.

**IV. The number of permanent employees on the rolls of the company**

As on March 31, 2017, the Company have three (3) employees on the roll of the Company.

**V. The explanation on the relationship between average increase in remuneration and company performance**

Not applicable - No remuneration has been paid to any of the Directors of the Company during the year under review and that there has been no increase in remuneration of any of the employees.

**VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company**

The Company has not employed any Key Managerial Personnel except Company Secretary, hence, the same cannot be ascertained.

**VII. Variations in :**

**A. The market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year**

Particulars	March 31, 2017	March 31, 2016	% Change
<b>Market Capitalization</b>	Not ascertainable as there is no trade in the shares of the Company at Calcutta Stock Exchange Limited.	Not ascertainable as there is no trade in the shares of the Company at Calcutta Stock Exchange Limited.	NA
<b>Price Earnings Ratio</b>			NA

**B. 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**

Particulars	March 31, 2017	(IPO)	% Change
<b>Market Price</b>	Not ascertainable as there is no trade in the shares of the Company at Calcutta Stock Exchange Limited.	The Company has not made any Public Issue or Rights issue of securities since listing and the current market price is not available. Hence, no comparison has been made.	NA

**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.**

The Company has not employed any Key Managerial Personnel (KMP) except Company Secretary, and there is no increase in remuneration of any of the employees during the financial year. Therefore, the 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 is not ascertainable.

**IX. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.**

Same as mentioned at point VI above.

**X. The key parameters for any variable component of remuneration availed by the directors.**

No remuneration is paid to any of the Directors of the Company during the year under review. Hence, the same cannot be ascertained.

**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.**

No remuneration is paid to any of the Directors of the Company during the year under review. Hence, the same is not ascertainable.

**XII. Affirmation that the remuneration is as per the remuneration policy of the company.**

At present, no remuneration has been paid to any of the Directors of the Company during the year under review. However, the Board of Directors hereby affirms that the remuneration, if any paid in future, to any of the directors, KMPs shall be in accordance with the Nomination and Remuneration Policy of the Company.

**Regd. Office**

Flat No. 101, Surya Complex,  
Phase II, SuryaBagh, Mahamoorganj,  
Varanasi - 221010 (UP)  
May 30, 2017

**By order of the Board**

Vikas Gambhir  
Director  
(DIN- 07767493)

Ankit Tayal  
Director  
(DIN- 03055997)

Place: Kolkata  
Date: May 30, 2017

**SALARPURIA & PARTNERS**  
7, CHITTARANJAN AVENUE,  
Kolkata 700 072  
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E-mail : [salarpuria.jajodia@rediffmail.com](mailto:salarpuria.jajodia@rediffmail.com)

## **LARK TRADING & FINANCE LTD.**

**BALANCE SHEET, STATEMENT OF PROFIT & LOSS  
AND CASH FLOW STATEMENT FOR THE YEAR  
ENDED 31<sup>ST</sup> MARCH, 2017**



# Salarpuria & Partners

CHARTERED ACCOUNTANTS  
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Branches at New Delhi & Bangalore

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LARK TRADING & FINANCE LIMITED

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of **Lark Trading & Finance Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

We conducted our audit 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the 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 financial statements.





# Salarpuria & Partners

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its **Profit** and its cash flows 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 Companies Act,2013, we give in the "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 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 purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".







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- (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 does not have any long term contracts including derivative contract as at 31<sup>st</sup> March, 2017 for which there were any material foreseeable losses.
  - (iii) There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management of the Company –Refer Note – 22 (5) to the financial statements.

For Salarpuria & Partners  
Chartered Accountants  
Firm Reg. No. 302113E

Nihar Ranjan Nayak

N. R. Nayak  
Chartered Accountant  
Membership No.-57076  
Partner

Place: Kolkata

Date: 30<sup>th</sup> MAY, 2017





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- (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 does not have any long term contracts including derivative contract as at 31<sup>st</sup> March, 2017 for which there were any material foreseeable losses.
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For Salarpuria & Partners  
Chartered Accountants  
Firm Reg. No. 302113E

Nihar Ranjan Nayak

N. R. Nayak  
Chartered Accountant  
Membership No.-57076  
Partner

Place: Kolkata

Date: 30<sup>th</sup> MAY, 2017





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## ANNEXURE 'A' TO THE AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31st March, 2017, we report that:

- i) a) According to information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. ✓
  - b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to explanation and information given to us the company does not have any immovable property. Hence comment on Paragraph 3(i) (c) of the said Order is not applicable.
- ii) As there is no Inventory so the comments on this clause does not arise.
- iii) According to information and explanation given to us, the company has granted loans and advances to one Company covered under Section 189 of the Companies Act, 2013 ('the Act').
  - a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the companies listed in the Register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
  - b) In the case of the loans granted to the companies listed in the Register maintained under Section 189 of the Act, the borrower has been regular in the repayment of the principal and payment of the interest, wherever stipulated.
  - c) As explained to us, there are no overdue amounts in respect of loan granted to company listed in the Register maintained under Section 189 of the Act.
  - d) The maximum amount involved during the year is ₹ 4,37,04,699 and the yearend balance of such loans is ₹ 4,37,04,699.
- iv) As the company is a Non Banking Financial Company and registered with the Reserve bank of India according to the information and explanations given to us, the Company is engaged in the business of lending of Loans and Advances in the ordinary course of the business. So Compliance of provisions of section 185 and 186 of the Companies Act, 2013 does not arise. Hence comment on Paragraph 3(iv) of the said Order is not applicable.





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- v) According to the information and explanations given to us, there is no such deposits, taken by the Company, for which directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are required to be complied with.
- vi) As explained to us by the management, this being a non banking finance company, maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 is not applicable.
- vii) (a) According to the records of the Company and as per the information and explanations given to us, it has been regular in depositing undisputed statutory dues like Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax Cess and Other Statutory Dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Value Added Tax, Duty of Customs, Service Tax, Cess and other statutory dues were in arrears as at 31st March, 2017 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 were no statutory dues which have not been deposited on account of any dispute, with appropriate authorities.
- viii) The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, Paragraph 3(viii) of the Order is not applicable.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, comment on Paragraph 3(ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officer 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, no managerial remuneration has been paid or provided by the Company. Accordingly Paragraph 3(xi) of the said Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly Paragraph 3(xii) of the Order is not applicable.





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- 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 such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the record of the Company, the Company has made private placement of convertible share warrant which has converted and allotted in equity shares of ₹ 10/- each during the year and requirement of section 42 of the Companies Act 2013 as explained to us have been complied with.
- xv) According to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him. Accordingly, Paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is Non Banking Finance Company and obtained Registration under Section 45-IA of Reserve Bank of India Act, 1934.

For Salarpuria & Partners  
Chartered Accountants  
Firm Reg. No. 302113E

Nihar Ranjan Nayak

N. R. Nayak  
Chartered Accountant  
Membership No.-57076  
Partner

Place: Kolkata

Date: 30<sup>th</sup> MAY, 2017





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

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

We have audited the internal financial controls over financial reporting of **Lark Trading & Finance Limited** ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management 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.

### Auditors' Responsibility

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

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

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





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## 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.

## 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 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Salarpuria & Partners  
Chartered Accountants  
Firm ICAI Reg. No. 302113E

Nihar Ranjan Nayak

*N. R. Nayak*  
Chartered Accountant  
Membership No.-57076  
Partner

Place: Kolkata

Date: 30<sup>th</sup> MAY, 2017



# LARK TRADING & FINANCE LIMITED

CIN : L34102UP1987PLC009222

Balance Sheet as at 31st March 2017

I. EQUITY AND LIABILITIES	Notes	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	5,26,00,000	50,00,000
(b) Reserves and Surplus	3	1,42,78,976	5,54,328
(c) Convertible Share Warrants		-	1,48,75,000
		<u>6,68,78,976</u>	<u>2,04,29,328</u>
<b>(2) Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)	4	-	543
		-	543
<b>(3) Current Liabilities</b>			
(a) Trade Payable	5	-	-
Total outstanding dues of micro enterprises and small enterprises			
Total outstanding dues of creditors other than micro enterprises and small enterprises		14,601	13,059
(b) Other Current Liabilities	6	2,51,439	77,020
(c) Short-Term provisions	7	6,38,536	23,365
		<u>9,04,576</u>	<u>1,13,444</u>
<b>Total</b>		<u>6,77,83,551</u>	<u>2,05,43,315</u>

II. ASSETS	Notes	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
<b>(1) Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	8	2,212	2,212
(b) Non-Current Investments	9	-	35,04,678
(c) Long Term Loans And Advances	10	6,64,83,612	93,79,620
(d) Other Non Current Asset	11	-	-
		<u>6,64,85,824</u>	<u>1,28,86,510</u>
<b>(2) Current Assets</b>			
(a) Inventories	12	333	2,63,349
(c) Cash And Bank Balances	13	12,58,478	71,26,224
(d) Short-Term Loans And Advances	14	-	2,28,316
(e) Other Current Assets	15	38,916	38,916
		<u>12,97,727</u>	<u>76,56,805</u>
<b>Total</b>		<u>6,77,83,551</u>	<u>2,05,43,315</u>

Significant Accounting Policies And Other Notes

1 & 22

The accompanying Notes are integral part of the Financial Statement  
As per our separate report of even date attached.

For SALARPURIA & PARTNERS

Chartered Accountants

FIRM ICAI REG. NO.302113E

Nihar Ranjan Nayak

N.R. Nayak

Chartered Accountant

Membership No.-57076

Partner

Place : Kolkata

Date : 30<sup>th</sup> MAY, 2017

For LARK TRADING & FINANCE LTD.



Shree

SHRIPRA SINGH (C.S.)

For and on behalf of the Board of Directors

For Lark Trading & Finance Limited

Director

For Lark Trading & Finance Limited

AK Nayak Director



**LARK TRADING & FINANCE LIMITED**

CIN : L34102UP1987PLC009222

Statement of Profit and Loss for the Year Ended 31st March, 2017

Particulars	Notes	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
I. Revenue From Operations	16	42,07,394	7,66,805
II. Other Income	17	4,206	1,181.00
<b>II. Total Revenue</b>		<b>42,11,600</b>	<b>7,67,986</b>
<b>III. Expenses:</b>			
Changes in Inventories of Stock-in-Trade	18	2,63,016	2,29,299
Employee Benefits Expense	19	1,25,250	1,25,250
Depreciation	20	-	-
Other Expenses	21	13,40,597	7,99,927
<b>IV. Total Expenses</b>		<b>17,28,863</b>	<b>11,54,476</b>
V. Profit/ (Loss) before tax (II - IV)		24,82,738	(3,86,490)
<b>VI. Tax expense:</b>			
(1) Current Tax		6,58,090	-
(2) Deferred Tax		-	-
(3) Income tax for earlier year		-	-
VII. Profit/(Loss) after Tax (V - VI)		18,24,648	(3,86,490)
VIII. Earnings per Equity Share (Face Value of ₹ 10 each) Basic/Diluted	22(2)	0.35	(0.77)

Significant Accounting Policies And Other Notes

1 &amp; 22

The accompanying Notes are integral part of the Financial Statement

As per our separate report of even date attached.

For SALARPURIA &amp; PARTNERS

Chartered Accountants

FIRM ICAI REG. NO.302113E

Nihar Ranjan Nayak

For and on behalf of the Board of Directors

For Lark Trading &amp; Finance Limited

AK Nayak  
DirectorN.R. Nayak  
Chartered Accountant  
Membership No -57676  
Partner

For LARK TRADING &amp; FINANCE LTD.

Shipra Singh  
SHIPRA SINGH (C.S.)

For Lark Trading &amp; Finance Limited

Director

Place : Kolkata

Date : 30th MAY,  
2017

**LARK TRADING & FINANCE LIMITED**

CIN : L34102UP1987PLC009222

Cash Flow Statement for the Year Ended 31st March, 2017

PARTICULARS	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
<b>A. Cash Flow from Operating Activities :</b>		
Net Profit before tax and extraordinary items	24,82,738	(3,86,490)
Depreciation	-	-
Sundry Balance Written Back	(543,00)	-
(Profit)/Loss on Sale of Investments	(2,76,429)	(45,139.00)
<b>Operating Profit before Working Capital Changes</b>	<b>22,05,765</b>	<b>(4,31,629)</b>
<b>Movements in Working Capital :</b>		
(Increase)/Decrease in Trade Payables	1,542	(1,72,759)
(Increase)/Decrease in Short Term Provisions	6,15,171	20,490
(Increase)/Decrease in Other Current Liabilities	1,74,419	(30,093)
(Increase)/Decrease in Long Term Loans & Advances	(5,71,03,992)	(81,71,510)
Decrease/(Increase) in Inventories	2,63,016	2,29,299
<b>Cash generated from operations/(Used in) Operations</b>	<b>(5,38,44,079)</b>	<b>(85,56,202)</b>
Direct taxes paid	(4,29,774)	(1,33,476)
Cash Flow before extraordinary items	(5,42,73,852)	(86,89,678)
<b>Net Cash from operating activities</b>	<b>(5,42,73,852)</b>	<b>(86,89,678)</b>
<b>B. Cash Flow from Investing Activities</b>		
Fixed Deposit	-	19,74,914
(Purchase)/Sale of Investments	37,81,107	(20,14,023)
<b>Net Cash used in investing activities</b>	<b>37,81,107</b>	<b>(39,109)</b>
<b>C. Cash Flow from Financing Activities</b>		
Issue of Share	4,46,25,000	1,48,75,000
<b>Net Cash used in Financing Activities</b>	<b>4,46,25,000</b>	<b>1,48,75,000</b>
<b>Net increase/(decrease) in Cash or Cash Equivalens (A+B+C)</b>	<b>(58,67,745)</b>	<b>61,46,213</b>
Cash and Cash Equivalents as at (Opening Balance)	71,26,224	3,35,512
Cash and Cash Equivalents as at (Closing Balance)	12,58,478	71,26,224



**LARK TRADING & FINANCE LIMITED**

CIN : L34102UP1987PLC009222

Cash Flow Statement for the Year Ended 31st March, 2017

COMPONENTS OF CASH AND CASH EQUIVALENT	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
<b>Cash &amp; Cash Equivalents</b>		
Bank Balance		
On Current Account	8,68,914	71,20,591
Cash on hand	3,89,564	5,633
<b>Total</b>	<b>12,58,478</b>	<b>71,26,224</b>

Note :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as prescribed under Accounting Standard 3 notified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.
2. Cash and Cash Equivalents represent cash and bank balances.
3. Previous year's figures have been regrouped/ recasted wherever necessary.

As per our separate report of even date attached hereto.

For SALARPURIA & PARTNERS  
Chartered Accountants  
FIRM ICAI REG. NO.302113E

**Nihar Ranjan Nayak**

*N R Nayak*  
Chartered Accountant  
Membership No.-57076  
Partner

For and on behalf of the Board of Directors

For LARK TRADING &amp; FINANCE LTD.

*Shivra*  
SHIVRA SINGH (C.S.)

For Lark Trading &amp; Finance Limited

*[Signature]*  
Director

Place : Kolkata

Date : 30<sup>th</sup> MAY, 2017

For Lark Trading &amp; Finance Limited

*Akoyal*  
Director

## LARK TRADING AND FINANCE LIMITED

### Notes to the Financial Statement as at 31st March, 2017

#### NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

##### 1 Basis of Preparation

The Financial Statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply in all material aspects with the Accounting Standards and the other relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

##### 2 Property, Plant and Equipment (Fixed Assets) & Depreciation

- a) Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation.
- b) Depreciation on Property, Plant and Equipment is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

##### 3 Revenue Recognition

- a) Interest income is accounted for on accrual basis except that no interest income is recognised on Non-Performing/Doubtful Assets, considering prudential norms for income recognition prescribed by the Reserve Bank of India for Non Banking Financial Companies. Interest income on such assets is recognized when the amount is received and appropriated towards interest.
- b) Income from dividend on shares is taken into account on cash basis.

##### 4 Investments.

Non Current Investments are stated at cost, after providing for diminution value, if such diminution is other than temporary in nature.

##### 5 Stock-in-Trade:

- a) Securities acquired with the intention of short-term holding and trading positions are considered as stock-in-trade and shown as current assets.
- b) In respect of securities held as stock-in-trade, brokerage and stamp duty are written off as revenue expenditure.
- c) The securities held as stock-in-trade under current assets are valued at cost or Net Realizable Value whichever is lower. Where Net Realizable Value is not available securities are valued at cost.

##### 6 Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the substantially ready for their intended use or sale. All other borrowings cost are recognized in the Statement of Profit & Loss in the period in which they are incurred.



## LARK TRADING AND FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

### NOTE 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

#### 7 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity Shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit/ (loss) for the period after deducting preference dividend, if any, and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit/(loss) for the period attribute-able to equity share-holders before appropriation to RBI Reserve Fund and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

#### 8 Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss for the year ended in which the related service is rendered.

#### 9 Impairment of Assets:

As assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable value.

#### 10 Prudential Norms.

The company has followed the prudential norms, as issued by the Reserve Bank of India in respect of Non Banking Financial Company (NBFCs) wherever necessary.

#### 11 Taxation:

*Current tax* is determined on the basis of the amount payable for the year ended under Income Tax Act. *Deferred Tax* is calculated at current statutory income tax rate and is recognized on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

*Deferred Tax Assets*, subject to consideration of prudence are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

#### 12 Provisions for Contingent Liability & contingent assets:

Provisions are recognized in respect of present obligations arising out of past events where there are reliable estimate of probable outflows of resources. Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of a future event. These are not provided for and are disclosed by way of notes to the accounts. Contingent assets are not provided for or disclosed.

13 The company has made/ held adequate contingency provision against standards assets @ 0.25% as per Circular No. DNBS.PD.No. 207/03.02.2002/2010-11 issued by RBI.



# LARK TRADING & FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

Note : 2 SHARE CAPITAL	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
<b>Equity Shares</b>		
<b>Authorised Shares</b>		
1,05,00,000 (1,05,00,000) equity shares of ₹ 10/- each	<u>10,50,00,000</u>	<u>10,50,00,000</u>
	<u>10,50,00,000</u>	<u>10,50,00,000</u>
<b>Issued, Subscribed &amp; Paid Up</b>		
52,60,000 (5,00,000) equity shares of ₹ 10/- each fully paid up	<u>5,26,00,000</u>	<u>50,00,000</u>
<b>Total</b>	<u>5,26,00,000</u>	<u>50,00,000</u>

a. Reconciliation of shares outstanding at the beginning & at the end of the reporting year

Equity Shares	Nos.	As at 31.03.2017 (₹)	Nos.	As at 31.03.2016 (₹)
At the beginning of the year	5,00,000	50,00,000	5,00,000	50,00,000
Issued during the year	47,60,000	4,76,00,000	-	-
Outstanding at the end of the year	<u>52,60,000</u>	<u>5,26,00,000</u>	<u>5,00,000</u>	<u>50,00,000</u>
<b>Total</b>	<u>52,60,000</u>	<u>5,26,00,000</u>	<u>5,00,000</u>	<u>50,00,000</u>

b. The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual general Meeting except in the case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

c. The company does not have any Holding Company, ultimate Holding Company or Subsidiary Company.

d. Details of Shareholders holding more than 5% Shares in the Company

Particulars	Nos.	As at 31.03.2017 % Holding in the class	Nos.	As at 31.03.2016 % Holding in the class
<b>Equity Shares of ₹ 10/- Each</b>				
Shivani Khara	7,00,000	13.31%	-	-
Ankit Tayal	7,50,000	14.26%	-	-
Hari OM Tayal	8,00,000	15.21%	-	-
Gurvati Jain	9,00,000	17.11%	-	-
Victor Commercial Co. Ltd.	-	0.00%	99,400	19.88%
Shruti Almal	-	0.00%	88,500	17.70%
Oven Commercial Pvt. Ltd.	-	0.00%	40,000	8.00%
Sumitra Devi Almal	-	0.00%	37,000	7.40%
Sunil Kumar Gupta	-	0.00%	25,000	5.00%

e. No Shares have been reserved for issue under options and contracts/commitments for the sale of Shares/ disinvestment as at the Balance Sheet date.

f. For the period of five years immediately preceding the date as at the Balance Sheet is prepared :

- No Shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash
- No Shares have been allotted as fully paid up by way of bonus shares.
- No Shares has been brought back by the company.

g. The company has allotted 47,60,000 equity shares of ₹ 10/- each at a premium of ₹ 2.50/- per equity shares by converting convertible warrants during the year.



# LARK TRADING & FINANCE LIMITED

## Notes to the Financial Statement as at 31st March, 2017

Note : 3 RESERVES & SURPLUS	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
<b>a) RBI Reserve Fund :</b>		
Opening Balance	1,31,958	1,31,958
Addition	3,64,930	-
Deduction	-	-
<b>Closing Balance</b>	<b>4,96,888</b>	<b>1,31,958</b>
<b>b) Security Premium Account :</b>		
Opening Balance	-	-
Addition	1,19,00,000	-
Deduction	-	-
<b>Closing Balance</b>	<b>1,19,00,000</b>	<b>-</b>
<b>c) Surplus/(Deficit) Statement of Profit &amp; Loss :</b>		
Surplus/(Deficit) as per the last Financial Statement	4,22,370	8,08,860
Addition Profit/(Loss) for the year	18,24,648	(3,86,490)
Deduction for RBI Reserve Fund	3,64,930	-
Surplus/(Deficit) at the end of the reporting year	<b>18,82,088</b>	<b>4,22,370</b>
<b>Total</b>	<b>1,42,78,976</b>	<b>5,54,328</b>

Note : 4 DEFERRED TAX LIABILITIES (NET)	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Deferred Tax Liabilities(Opening)	-	543
Add: Charged/(debit) during the year	-	-
<b>Deferred tax liabilities (Closing)</b>	<b>-</b>	<b>543</b>



## LARK TRADING & FINANCE LIMITED

### Notes to the Financial Statement as at 31st March, 2017

Note : 5 TRADE PAYABLE	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
-For Goods	-	-
-For services		
<b>Total</b>	<b>14,601</b>	<b>13,059</b>
	<b>14,601</b>	<b>13,059</b>

\* There are no Micro, Small and Medium Enterprises to which the company owes dues as no parties claim to be registered as a Micro, Small and Medium Enterprises.

#### Disclosure of Micro, Small and Medium Enterprises

	Particulars	AS AT 31.03.2017 ₹	AS AT 31.03.2016 ₹
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(iii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to supplier beyond the appointed day during each accounting year.	NIL	NIL
(iv)	The amount of interest due and payable for the period of delay in making payment	NIL	NIL
(v)	The amount of interest accrued and remaining unpaid at the end of each accounting year	NIL	NIL
(vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL





## LARK TRADING & FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

Note : 6 OTHER CURRENT LIABILITIES	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Payable to employees	33,400	16,700
Other Payables	2,18,039	60,320
<b>Total</b>	<b>2,51,439</b>	<b>77,020</b>

Note : 7 SHORT TERM PROVISIONS	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Contingent provision against standard Assets	1,66,125	23,365
Provision for Tax(Net of Advance Tax & TDS)	4,72,411	-
<b>Total</b>	<b>6,38,536</b>	<b>23,365</b>



**LARK TRADING & FINANCE LIMITED**

Notes to the Financial Statement as at 31st March, 2017

Note : 8 FIXED ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at 01.04.2016 ₹	Addition during the Year ₹	Sales/ Adjustment ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹	Addition during the Year ₹	Transitional Depreciation ₹	Sales/ Adjustment ₹	As at 31.03.2017 ₹	As at 01.04.2016 ₹
<b>TANGIBLE ASSETS</b>										
Air Conditioners	10,000	-	-	10,000	9,500	-	-	-	9,500	500
Furnitures & Fittings	11,780	-	-	11,780	11,618	-	-	-	11,618	162
Mobile Phone	5,100	-	-	5,100	4,845	-	-	-	4,845	255
Refrigerator	25,900	-	-	25,900	24,605	-	-	-	24,605	1,295
Total	52,780	-	-	52,780	50,568	-	-	-	50,568	2,212
Previous Year	52,780	-	-	52,780	47,036	-	3,532.00	-	50,568	2,212

Note: Pursuant to enactment of the Companies Act, 2013 (the "Act") (effective from 01.04.2014 ) the company has complied with the provisions of Schedule II of the Act.



# LARK TRADING & FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

Sl. No.	NOTE - 9 NON CURRENT INVESTMENT	31.03.2017		31.03.2016	
		No. of Shares/ Units	Cost Price ₹	No. of Shares/ Units	Cost Price ₹
	Investment In Mutual Fund (Other Than Trade) (Quoted)				
1	Reliance Money Manager Fund Dividend		-	68.09	1,30,543
2	Reliance Vison Fund		-	393.83	1,00,000
3	SBI Arbitrage Opp. Fund.		-	2,39,695.39	31,39,401
4	Sundaram BNP Paribas		-	1,090.60	1,00,000
5	UTI Infrastructure Fund		-	1,015.64	34,734
	<b>TOTAL</b>		-		<b>35,04,678</b>

	As at 31st March 2017		As at 31st March 2016	
	Cost	Market Value	Cost	Market Value
	₹	(₹)	₹	(₹)
Aggregate value of Quoted Investments	-	-	35,04,678	36,13,878



# LARK TRADING & FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

Note : 10 LONG TERM LOANS & ADVANCES	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Unsecured, Considered Good		
Loan to Related Party*	4,37,04,699	-
Loan to Others	2,27,45,413	93,46,120
Security Deposit	33,500	33,500
<b>Total</b>	<b>6,64,83,612</b>	<b>93,79,620</b>
* Step Industries Pvt Ltd		

Note : 11 OTHER NON CURRENT ASSET	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Fixed Deposits having maturity more than 12 months (Refer Note 13)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

\* As the company is NBFC and Registered with the RBI and engaged in the business of lending of Loans and Advances in ordinary course of the business. So Compliance of Section 185 and 186 of the companies Act, 2013 does not arise.



# LARK TRADING & FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

Note : 13 CASH & BANK BALANCES	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
<b>Cash &amp; Cash Equivalents :</b>		
Banks Balance		
-On Current Account	8,68,914	71,20,591
Cash On Hand	3,89,564	5,633
<b>Total (A)</b>	<b>12,58,478</b>	<b>71,26,224</b>

Note : 14 SHORT TERM LOANS & ADVANCES	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Advance Income tax & TDS	-	2,28,316
<b>Total</b>	<b>-</b>	<b>2,28,316</b>

Note : 15 OTHER CURRENT ASSETS	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
Income Tax Refundable	38,916	38,916
<b>Total</b>	<b>38,916</b>	<b>38,916</b>



# LARK TRADING & FINANCE LIMITED

Notes to the Financial Statement as at 31st March, 2017

Note : 12 INVENTORIES	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
In Shares*	333	90,389
In Mutual Fund*	-	1,72,960
<b>Total</b>	<b>333</b>	<b>2,63,349</b>
*Valued at lower of cost or market price		

S.N.	Name of the Company	Qty in Nos.	Cost Price	Carrying Value 31.03.2017	Carrying Value 31.03.2016
	<b>Quoted</b>				
	<b>Equity Shares</b>				
A	Bagri Minerals & Chemicals	-	-	-	-
1	DSQ Software	-	-	-	330
2	Hindusthan Motor	100	3,067	333	1,000
3	Mideast Integrated Steel Ltd.	-	-	-	4,760
4	NEPC India Ltd.	-	-	-	869
5	NEPC Textiles Ltd.	-	-	-	261
6	Silverline Technologies Ltd.	-	-	-	22
7	Silverline Animation Technologies Ltd.	-	-	-	7
8	Stifel Und Schuch (I) Ltd.	-	-	-	-
9	Victor Commercial Co. Ltd.	-	-	-	83,140
	<b>Total 'A'</b>	<b>100</b>	<b>3,067</b>	<b>333</b>	<b>90,389</b>
B	<b>Mutual Fund</b>				
1	UTI Master Share	-	-	-	1,72,960
	<b>Total 'B'</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,72,960</b>



## LARK TRADING & FINANCE LIMITED

Notes to the Financial Statements For the Year Ended 31st March, 2017

Note : 16 REVENUE FROM OPERATIONS	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
Interest Received on Fixed Deposit	-	62,300
Dividend Received on Mutual Fund	49,414	1,50,911
Interest on Loan	36,03,992	3,120
Profit/(Loss) on sale of Long Term Investment (Mutual Funds)	2,60,863	45,139
Profit/(Loss) on sale of Short Term Investment (Mutual Funds)	15,566	-
Sale of Shares	2,77,559	5,05,335
<b>Total</b>	<b>42,07,394</b>	<b>7,66,805</b>

Note : 17 OTHER INCOME	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
Interest on I.T. Refund	3,663	-
Sundry Balance Written Back	543	1,181
<b>Total</b>	<b>4,206</b>	<b>1,181</b>

Note : 18 CHANGES IN INVENTORY OF STOCK IN TRADE	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
<b>Inventories at the end of the year</b>		
Stock of Shares/Mutual Fund	333	2,63,349
<b>Inventories at the beginning of the year</b>		
Stock of Shares/Mutual Fund	2,63,349	4,92,648
<b>(Increase)/Decrease in Inventory</b>	<b>2,63,016</b>	<b>2,29,299</b>

Note : 19 EMPLOYEE BENEFITS EXPENSE	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
Salary, Bonus & Allowances	1,25,250	1,25,250
<b>Total</b>	<b>1,25,250</b>	<b>1,25,250</b>



**LARK TRADING & FINANCE LIMITED**

Notes to the Financial Statements For the Year Ended 31st March, 2017

Note : 20 DEPRECIATION	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
Depreciation	-	-
<b>Total</b>	-	-

Note : 21 OTHER EXPENSES	For the Year Ended 31.03.2017 (₹)	For the Year Ended 31.03.2016 (₹)
Rent	1,80,000	9,300
Postage, Telegram & Telephone	1,370	6,900
Printing and Stationery	2,111	6,084
<b>Payment to Auditors :</b>		
- As Statutory Fees	17,175	17,175
- As Others	22,924	-
Professional Fees	37,240	19,975
Directors Meeting Fees	4,200	4,200
Filling Fees	7,65,300	6,000
<b>Repairs &amp; Maintenance :</b>		
To Other Assets	3,000	91,160
Demat Charges	1,516	1,137
Bank Charges and Commission	4,679	2,421
Electricity Charges	-	15,156
Listing Fees	48,669	5,15,250
Provision for Standard asset	1,42,760	20,490
Central Depository Services Ltd.	12,625	53,815
NSDL	8,878	4,295
RTA Fees	16,488	8,588
Travelling Expense	130	5,000
Advertisement and Publicity	45,905	12,981
Other Expenses	25,627	-
Rates and Tax	-	-
<b>Total</b>	<b>13,40,597</b>	<b>7,99,927</b>





## LARK TRADING AND FINANCE LIMITED

### NOTE 22 : NOTES TO ACCOUNTS

1 Special Reserve has been created as per the Provision of Section 45(1C) of the directions of Reserve Bank of India.

#### 2 Basic/Diluted Earnings per Share

Particulars	2016-2017	2015-2016
(a) Profit/Loss attributable to equity Shareholder ₹	18,24,648	(3,86,490)
(b) Average No. of Equity Shares outstanding during the year	52,60,000	5,00,000
Basic/Diluted Earnings Per Shares(1/2) ₹	0.35	(0.77)

#### 3 Related parties and their Relationship

##### A) Key Managerial Personnel:

- 1 Sumitra Devi Almal
- 2 Shruti Saraogi
- 3 Rajendra Kumar Raniwala
- 4 Ankit Tayal

##### B) Enterprise over which Key Managerial Personnel have significant

- 1 Plural Shared Services Private Limited
- 2 Step Industries Private Limited
- 3 A.S.T Exim Private Limited
- 4 Victor Commercial Co. Ltd.
- 5 BS Commercial Pvt. Ltd.
- 6 Simur Promoters Pvt. Ltd.
- 7 Steel City Investment Services Pvt. Ltd.
- 8 Shruti Profin Services Pvt. Ltd.
- 9 Priti Vastushilpa & Services Private Limited
- 10 Saket Maintenance Private Limited

##### C) Transaction with Related Parties above during the year:

Nature of Transaction Particulars	With Relatives (A) above		With Relatives (B) above	
	Current year	Previous year	Current year	Previous year
1 Loan Given	4,20,00,000	NIL	NIL	NIL
2 Interest on Loan	17,04,699			
3 Balance Receivable at the year end	4,37,04,699	NIL	NIL	NIL
4 Meeting Fees	4,200	4,200	4,200	4,200
5 Balance Payable at the year end	4,200	4,200	4,200	4,200
6 Amount Written off during the year	NIL	NIL	NIL	NIL



## LARK TRADING AND FINANCE LIMITED

### NOTE 22 : NOTES TO ACCOUNTS

#### 4 As Per AS 29 – Provisions, Contingent Liabilities and Contingent Assets :

	<u>Provision towards Standard Assets (₹)</u>
Carrying amount beginning of the year	23,365
Additional Provision during the year	<u>1,42,760</u>
	1,66,125
Amount charged against the provision	<u>-</u>
Carrying amount – end of the year	<u>1,66,125</u>

#### 5 Disclosure of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as per Notification No. G.S.R. 308C dated 30th March, 2017 of Ministry of Corporate of Affairs.

	SBNs	Other Denomi- nation Notes	Total
Closing Cash in hand as on 08.11.2016	18,000	37,030	55,030
(+) Permitted Receipts	-	10,000	-
(-) Permitted Payments	-	730	-
(-) Amount Deposited in Banks	18,000	-	-
Closing Cash in hand as on 30.12.2016	-	46,300	46,300

#### 6 Figures for previous year have been regrouped and/or recasted wherever necessary.



# LARK TRADING & FINANCE LIMITED

CIN: L34102UP1987PLC009222

REGISTERED OFFICE: 101, SURYA BAGH, SURYA COMPLEX, PHASE II, MAHAMOORGUNJ,  
VARANASI, UTTAR PRADESH 221010

PHONE: +91 0542-2220331; E-MAIL: SHRUTI.SARAOGI@REDIFFMAIL.COM

WEBSITE: WWW.LARKTRADING.IN

## ATTENDANCE SLIP

<b>Folio / DP ID &amp; Client Id No.</b>	
<b>Name</b>	
<b>Address</b>	
<b>Joint Holder's Name</b>	
<b>No. of Shares</b>	

I hereby record my presence at the 30th Annual General Meeting of the Company being held on Friday, September 29, 2017, at 11 A.M. at the Registered Office of the Company at Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010.

---

Signature of the Shareholder/Proxy Present

--

1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Note:** - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

# LARK TRADING & FINANCE LIMITED

CIN: L34102UP1987PLC009222

REGISTERED OFFICE: 101, SURYA BAGH, SURYA COMPLEX, PHASE II, MAHAMOORGUNJ, VARANASI, UTTAR PRADESH 221010

PHONE: +91 0542-2220331; E-MAIL: SHRUTI.SARAOGI@REDIFFMAIL.COM

WEBSITE: [www.larktrading.in](http://www.larktrading.in)

## PROXY FORM

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

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:	E MAIL ID:

I/ We, being the member(s) of Lark Trading & Finance Limited holding \_\_\_\_\_ shares of the Company, hereby appoint

Name:- \_\_\_\_\_ Address:- \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature:- \_\_\_\_\_

or failing him/her

Name:- \_\_\_\_\_ Address:- \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature:- \_\_\_\_\_

or failing him/ her

Name:- \_\_\_\_\_ Address:- \_\_\_\_\_

Email Id:- \_\_\_\_\_ Signature:- \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Annual General Meeting to be held on **Friday, September 29 2017** at 11.00 AM at Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi – 221010 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution Nos.	Description of Resolution	Vote (Please mention no. of shares)		
		For	Against	Absent
<b>Ordinary Business</b>				
1.	Approval of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Ms. Sumitra Devi Almal (DIN: 00906643) who retires by rotation and, being eligible, offers herself for re-appointment.			
3.	Appointment of M/s. J.P. Kapur & Uberai, Chartered Accountants, New Delhi , as Statutory Auditors and fix their remuneration.			
<b>Special Business:</b>				
4.	Appointment of appoint Mr. Chander Shekhar (DIN: 06380668) as an Independent Director of the Company			
5.	Appointment of appoint Mr. Vikas Gambhir (DIN: 07767493) as an Independent Director of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017; Member's Folio./ DP ID/Client Id No. \_\_\_\_\_  
Signature of Shareholder: \_\_\_\_\_; Signature of the Proxy: \_\_\_\_\_

**Affix  
Revenue  
Stamp**

Notes:

- Proxy need not to be a member of the Company
- The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting.
- It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

**Route map for the location of the venue of the 30th Annual General Meeting of the Company is given below:**

