



31ST ANNUAL REPORT

2017-18

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Ms. Shruti Saraogi *Resigned On 15.05.2018	Non Executive Director
Ms. Sumitra Devi Almal *Resigned On 15.05.2018	Non Executive Director
Mr. Ankit Tayal	Non Executive Director
Mr. Chander Shekhar	Non Executive Independent Director
Mr. Vikas Gambhir	Non Executive Independent Director
Mr. Sumit Tayal *Appointed on 16.05.2018	Additional Director (Category: Executive Director)
Mr. Hari Om Tayal *Appointed on 16.05.2018	Additional Director (Category: Non Executive)
Ms. Gunvanti Jain *Appointed on 16.05.2018	Additional Director (Category: Non Executive)

KEY MANAGERIAL PERSONNEL

Company Secretary Ms. Shipra Singh

AUDIT COMMITTEE

Mr. Chander Shekhar	Chairman
Mr. Vikas Gambhir	Member
Mr. Ankit Tayal	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Chander Shekhar	Chairman
Mr. Vikas Gambhir	Member
Mr. Ankit Tayal	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Chander Shekhar	Chairman
Mr. Vikas Gambhir	Member
Mr. Ankit Tayal	Member

SECRETARIAL AUDITOR

Tanay Ojha & Associates

STATUTORY AUDITOR

J.P. Kapur & Uberai.

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Private Limited
Unit No. 49, Bldg No. 13 A B, 2nd Floor, Samhita Commercial Co-Op. Soc Ltd,
Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072.

REGISTERED OFFICE

Flat 101 Surya Complex Phase-2, Surya Bagh,
Mahamoorganj, Varanasi-221010, Uttar Pradesh
1. Metropolitan Stock Exchange of India Limited
2. The Calcutta Stock Exchange Limited
larktradingfinance@gmail.com
www.larktrading.in

SHARES LISTED AT

E-MAIL :
WEBSITE :

NOTICE

Notice is hereby given that the **31st Annual General Meeting** of the members of **Lark Trading and Finance Limited (CIN:L34102UP1987PLC009222)** will be held on **Wednesday, 19th day of September, 2018 at 3:00 P.M.** at the registered office of the Company situated at **Flat 101 Surya Complex Phase-2 Surya Bagh, Mahamoorganj Varanasi, Uttar Pradesh-221010** to transact the following businesses:

ORDINARY BUSINESS:

1. *Ordinary Resolution* to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on **31st March, 2018** together with the reports of the Auditor's and Directors' thereon.
2. *Ordinary Resolution* to appoint a Director in place of **Mr. Ankit Tayal (DIN: 03055997)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.
3. Ordinary Resolution to ratify the appointment of **M/s J.P., Kapur and Uberai., Chartered Accountants, (FRN: 000593N)** as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General meeting till the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

SPECIAL BUSINESS:**4. CHANGE OF REGISTERED OFFICE OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provision of Section 12 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, as amended from time to time and any other applicable provisions if any, the Registered Office of the Company be and is hereby shifted from its present location at Flat 101 Surya Complex Phase-2 Surya Bagh, Mahamoorganj, Varanasi-221010, Uttar Pradesh to C-273, Sector-63, Noida-201301, Uttar Pradesh which is outside the local limits of city, town or village but within the same state & in the jurisdiction of same registrar where the company's registered office is presently situated.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Uttar Pradesh & Uttarakhand, Kanpur, the relevant e-form(s), and with any other statutory body or if required, verification of the situation of the registered office of the company."

5. APPOINTMENT OF MS. GUNVANTI JAIN AS DIRECTOR

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 **Ms. Gunvanti Jain (DIN:07447179)**, who was appointed as an **Additional Director** by the Board of Directors of the Company with effect from 16th May, 2018 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a **Director** of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. APPOINTMENT OF MR. HARI OM TAYAL AS DIRECTOR

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr.**

Hari Om Tayal (DIN:02720681), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 16th May, 2018 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

7. APPOINTMENT OF MR. SUMIT TAYAL AS WHOLE TIME DIRECTOR

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint **Mr. Sumit Tayal (DIN: 06598044) as a Whole Time Director**, of the Company, for a period of **3 (three) years** with effect from May 16, 2018 on the terms and conditions including remuneration as set out in appointment letter, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

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

**By order of the Board of Directors
FORLARK TRADING AND FINANCE LIMITED**

**Sd/-
Vikas Gambhir
Chairman
DIN:07767493**

**Add: Flat 101 Surya Complex Phase-2
Surya Bagh, Mahamoorganj, Varanasi
Uttar Pradesh 221010**

**Date: 14.08.2018
Place: Varanasi**

NOTES:

- 1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent 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(s) or shareholder(s).

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.

4. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
5. The Register of Members and Share Transfer Books will remain closed from **Saturday, 15.09.2018 to Wednesday, 19.09.2018 (both days inclusive)**.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
7.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
8. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent.
9. The shares of the Company are at presently listed on **Metropolitan Stock Exchange of India Ltd. (MSEI) and Calcutta Stock Exchange Limited**.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **National Securities Depository Limited ("NSDL")**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

11. The Board of Directors of the company has appointed **Preeti Mittal (name changed from Preeti Jain), Company Secretary (C. P. No. 17079), as Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **"Consolidated Scrutinizer's Report"** and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company at www.larktrading.in and on the website of Stock Exchange at www.msei.in. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.

- 13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
- 14. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

- 15. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. 14.09.2018**
- 16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.
- 17. With the enforcement of provision of Companies (Amendment) Act,2017 which grants relaxation to the Companies for transacting the business mentioned under section 110 of the Companies Act, 2013, by the way of postal ballot if the Company is providing e-voting facilities to its shareholder. In the notice Item no. 4 is one of the business item to be transacted by the way of postal ballot. As the Company is providing e-voting facilities to its shareholder, therefore no postal ballot facilities is required to be provided with respect to said business.

Note: A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

- 18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **preeticsjain@gmail.com—e-mail ID of Scrutinizer**> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send arequest at evoting@nsdl.co.in

20. The E Voting Period would be asunder:

Date and Time of commencement of e-voting	16 th September, 2018 at 09:00 A.M.
Date and Time of Conclusion of e-voting	18 th September, 2018 at 05:00 P.M.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Ankit Tayal
Designation	Director
Address	Flat 101 Surya Complex Phase-2 Surya Bagh Mahamoorganj Varanasi, Uttar Pradesh-221010
Contact	011-22159466
E-mail	larktradingfinance@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO.4

CHANGE OF REGISTERED OFFICE OF THE COMPANY

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by **Special Resolution**.

The Registered office of the Company is presently situated at Flat 101 Surya Complex Phase-2, Surya Bagh, Mahamoorganj Varanasi-221010, Uttar Pradesh, with a view of expansion and to improve operational efficiency, the Board of Directors considered and subject to approval of members, approved the proposal of shifting registered office to C-273, Sector-63, Noida-201301, Uttar Pradesh.

The Board of Directors recommends the approval by way of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is/are concerned or interested, financially or otherwise, in the resolution of item No. 4

ITEM NO.5&6

Ms. Gunvanti Jain & Mr. Hari Om Tayal had been appointed as Additional Directors (Category: Non Executive Non Independent Director) of the Company w.e.f. May 16, 2018.Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Gunvanti Jain & Mr. Hari Om Tayal are entitled to hold office up to the date of the ensuing AGM.

The Board is of the view that the appointment of Ms. Gunvanti Jain & Mr. Hari Om Tayalon the Company's Board as Director (Non Executive Non Independent Director)is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 5 &6 for approval as Ordinary Resolution by the members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Ms. Gunvanti Jain & Mr. Hari Om Tayal is/are concerned or interested, financially or otherwise, in theirrespective resolution of item No. 5 & 6.

ITEM NO.7

Mr. Sumit Tayal had been appointed as Additional Director in the capacity of Whole Time Director (Non Independent) of the Company w.e.f. May 16, 2018.Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sumit Tayal are entitled to hold office up to the date of the ensuing AGM.

The Board is of the view that the appointment of Sumit Tayal on the Company's Board as Whole Time Director (Non Independent)is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 7 for approval as Ordinary Resolution by the members of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Ankit Tayal and Mr. Sumit Tayal is/are concerned or interested, financially or otherwise, in therespective resolution of item No. 7.

PROFILE OF PROPOSED DIRECTOR FOR ITEM NO. 2

Name	Mr. Ankit Tayal
Director Identification Number (DIN)	03055997
D.O.B.	10/04/1986
Qualification	Graduation
Expertise in specific area	Finance
Date of First appointment on the Board of the Company	03/02/2016
Shareholding in the Company (Only In case the Director to be appointed is a Non-Executive Director)	750,000
List of Directorship held in other Companies	1. Step Cables Private Limited 2. Step Industries Private Limited 3. A.S.T Exim Private Limited
Names of Listed Entities in which the person holds membership of Committees of the Board	Nil
Relationship between Directors Inter-se	Brother of Mr. Sumit Tayal, Whole Time Director

PROFILE OF PROPOSED DIRECTOR FOR ITEM NO. 5, 6, & 7

Name	Ms. Gunvanti Jain	Mr. Hari Om Tayal	Mr. Sumit Tayal
Director Identification Number (DIN)	07447179	02720681	06598044
D.O.B.	01/09/1977	25/01/1970	18/11/1988
Qualification	Graduate	Graduate	LL.B Graduate
Expertise in specific area	Management & Administration	Management & Administration	Legal
Date of First appointment on the Board of the Company	16/05/2018	16/05/2018	16/05/2018

Shareholding in the Company (Only In case the Director to be appointed is a Non- Executive Director)	9,00,000	8,00,000	NIL
List of Directorship held in other Companies	NIL	NIL	1. A.S.T EXIM PVT. LTD. 2. AVJ PRODUCTION PVT LTD
Names of Listed Entities in which the person holds membership of Committees of the Board	N.A.	N.A.	N.A.
Relationship between Directors Inter-se	-	-	Relative of Mr. AnkitTayal, Director of the Company

**By order of the Board of Directors
FORLARK TRADING AND FINANCE LIMITED**

**Sd/-
Vikas Gambhir
Chairman
DIN:07767493**

**Add: Flat 101 Surya Complex Phase-2
Surya Bagh, Mahamoorganj, Varanasi
Uttar Pradesh 221010**

**Date: 14.08.2018
Place: Varanasi**

DIRECTOR'S REPORT

**To
The Members,**

Your Directors are pleased to present to the valued stakeholders, the 31st Annual Report of **Lark Trading And Finance Limited** along with the Audited Financial Statements of the Company for the Year ended March 31st, 2018.

FINANCIAL HIGHLIGHTS- AT A GLANCE**Overall Performance of your Company**

- The Financial Year 2017-18 had been a little fortunate for the Company as your Company has shown a tremendous performance during the year under review. The Net Profits of your Company had gone up from Rs. 18,24,648 in financial year 2016-17 to Rs.25,87,469 in financial year 2017-18.

The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

Amount (In Rupees)

PARTICULARS	Standalone	
	2017-18	2016-17
Income from Business Operations	74,12,891	42,07,394
Other Income	198	4,206
Total Income	74,13,089	42,11,600
Less: Expenditure except Depreciation	38,98,151	17,28,863
Profit/Loss before Interest, Depreciation and Tax	35,14,938	24,82,738
Less: Interest and other Financial Charge(s)	-	-
Profit/Loss before Depreciation and Tax	35,14,938	24,82,738
Less: Depreciation	-	-
Profit/Loss before Tax	35,14,938	24,82,738
Less: Tax Expense	9,73,694	6,58,090
Add: Deferred Tax Asset	46,225	-
Net Profit/Loss after Tax	25,87,469	18,24,648
Earnings per share:		
Basic	0.49	0.35
Diluted	0.49	0.35

DIVIDEND

To conserve the financial resources, the company has not recommended any dividend in the financial year 2017-18.

RESERVES

During the year net profit of the Company is Rs. 2,587,469. Out of the total net profit for the financial year 2017-18 i.e. Rs. 25,87,469/-, the Board proposes to transfer an amount of Rs. 517,494 to RBI reserve fund and balance amount of Rs 2,069,975/- is proposed to be retained in surplus.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of section 73 of the Companies Act, 2013 to be read with the Companies (Acceptance of Deposits) Rule, 2014 as amended from time to time, and also no amount was outstanding on account of principal or interest thereon, as on the date of the Balance Sheet.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in Form **MGT-9** is annexed herewith as “**Annexure-A.**”

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2017-18. Form AOC-1 has also been attached with this report as “**Annexure B.**”

PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

In the financial year 2017-2018, Company did not enter into any contracts or arrangements with any related party. Form AOC-2 has also been attached with this report as “**Annexure-C.**”

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

CHANGE IN NATURE OF BUSINESS

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

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – appointment, Resignation, variation made or withdrawn etc. are as follows:

There is no Change in the Directorship or Board of Directors or Key Managerial Personnel of the Company during the year except below **Retire by Rotation.**

S. No.	Name	Designation	Nature of Change
1.	Ms. Sumitra Devi Almal	Director	Retire by Rotation and Re-appointed

Further, Ms. Sumitra Devi Almal and Ms. Shruti Saraogi have resigned from the post of Director w.e.f from 15.05.2018 and Mr. Sumit Tayal, Mr. Hari Om Tayal and Ms. Gunvanti Jain has been appointed as an Additional Directors on Board of the Company w.e.f 16.05.2018.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

DISCLOSURE OF CHANGE IN ACCOUNTING TREATMENT IN FINANCIAL STATEMENTS

During the period under review, there were no changes in the Accounting treatment in the Financial Statements for the financial year under review, which is different from that as prescribed in Accounting Standards, prescribed by the Institute of Chartered Accountants of India (ICAI).

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

During the year under review 5 Board Meetings, 4 Audit Committee Meetings, 1 Nomination & Remuneration Committee Meetings, 4 Stakeholders' Relationship Committee Meetings, and 1 Internal Compliant Committee Meetings were convened and held. All the Meetings including Committee Meetings were duly held and convened and the intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 to be read with the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

The details in respect of the dates of the meetings along with attendance has been provided in the Corporate Governance Report which forms part of this Annual Report.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

BOARD ANNUAL EVALUATION

The provisions of section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board on the recommendation of Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of their remuneration thereof. The Policy contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director, etc.

FAMILIARIZATION POLICY

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company.

STATUTORY AUDITOR AND SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

A. STATUTORY AUDITOR

The members at the 30th Annual General Meeting held on September 29, 2017, appointed **M/s J.P. Kapur & Uberai.**, Chartered Accountants (**Firm Registration No. 000593N**) as Statutory Auditors of the Company for a period of 5 years to hold office till from the conclusion of that Annual General Meeting to 35th Annual General Meeting of the Company subject to ratification at every AGM. As the period of office needs ratification at the ensuing Annual General Meeting. Therefore the auditors have expressed their willingness to continue to act as Statutory Auditor for the Financial Year 2018-19.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

The observation made by the Statutory Auditor in its report is given below:

1. ***Non-provisions of gratuity amounting to Rs. 1,04,423/- based on provisions of Accounting Standard 15 "Employee Benefits" issued by The Institute of Chartered Accountants of India, which results in increase in Provisions and expenses by Rs. 1,04,423 and reduction of profit by the aforesaid amount.***
2. ***Impact of the aforesaid clause will result in Increase in Short Term Provisions by Rs. 1,04,423/- and reduction of profit by Rs. 1,04,423/- and EPS would have been Rs 0.47 for the year ended March 31, 2018.***

Reply of Management for observation made by the Statutory Auditor in his report:

The Company has employed less than 10 employees at any given point of time. Moreover there are no employees in the Company who have completed Five years of continuous service. Therefore, there was no need to make provisions for the payment of Gratuity under the Payment of Gratuity Act, 1972.

B. SECRETARIAL AUDITOR

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s Tanay Ojha & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Mr. Tanay Ojha**, Company Secretary, and the report thereon is annexed herewith as "**Annexure- D.**"

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

The observation made by the Secretarial Auditor in its report is given below:

1. ***The Company has not appointed a Whole Time Director pursuant to Section 196 of the Companies Act, 2013.***
2. ***The Company has not appointed a CFO pursuant to Section 203 of Companies Act, 2013.***

3. *The Company has not filed the e-forms i.e. MGT-14 for the approval of Financial Statement, Board Reports and appointment of Secretarial Auditor for the FY 2016-17.*
4. *The Company is listed on Metropolitan Stock Exchange of India and trading in the securities of the Company is suspended due to non compliance of the Listing agreement and fine of Rs. 2,119,280/- imposed by the Stock Exchange.*
5. *The Company has come out with preferential issue but the same is yet to be listed on the Stock Exchange.*

Reply of Management for observation made by the Secretarial Auditors in his report:

1. During the year under review Company was not able to appoint the Whole Time Director. However on 16.05.2018 the Board appointed Mr. Sumit Tayal as Additional Director (in Whole Time Employment) subject to the approval of shareholders in the ensuing General Meeting of the Company.
2. The Company is making efforts to appoint CFO for the Company and hope to finalize the candidate for the requisite post at the earliest.
3. The filing of said forms was left due to oversight and the same being filed with the ROC in due course of time.
4. Company has now complied with the all requirements and has paid the fine of Rs. 2,119,280/- imposed by the Stock Exchange.
5. Company is in process for complying with the formalities with respect to the preferential issue.

INTERNAL AUDIT

The Company had appointed Shipra Singh, as an Internal Auditor of the Company to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee for its review.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR

There were no instances of fraud, those have been observed by the Statutory Auditor during audit of the financial statements for the financial year 2017-18, which are required to be disclosed by the company in its Board Report under Section 143 (12) of the Companies Act, 2013.

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

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.

SHARE CAPITAL

During the period under review, there is no change in the capital structure of the Company. Further, we report that:

A) Issue of equity shares with differential voting rights

The Company has not issued equity shares with differential voting rights pursuant to provisions of Section 43 read with Rule 4 of the Companies (Share Capital and Debenture) Rules, 2014 during the financial year 2017-2018.

B) Issue of sweat equity shares

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with SEBI (Issue of Sweat Equity) Regulations, 2002 during the Financial Year.

C) Issue of employee stock options

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014, so question does not arise about voting rights not exercised by employee during the year under review.

D) Buy Back of Securities

The Company has not bought back any of its securities pursuant to the provisions of Section 67 and Section 68 of the Companies Act 2013 during the year under review.

MATERIAL CHANGES AND COMMITMENTS, IF ANY

There are no material changes or commitments noticed by the Board between the end of financial year of the company as on 31st March, 2018 and the date of this Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

To the best of the Management's knowledge, no other significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

However, during the year under review the Company has been suspended by the Metropolitan Stock Exchange of India due to non-compliance of Reg. 33 of SEBI (LODR) Regulations, 2015 i.e. Non submission of financial results for two consecutive quarters i.e. March 31, 2017 and June 30, 2017 and non-payment of fine thereof w.e.f. November 27, 2017. The Company has paid the fine as imposed by the Metropolitan Stock Exchange of India but it would not impact the going concern status and company's operation in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO

The provisions of Section 134(3)(m) of the Companies Act, 2013 are not applicable to your Company since your Company being engaged in financing business, does not have any activity relating to conservation of energy neither does it undertake any Research and Development Activity or derive any benefit out of it. No effort made towards technology absorption. There was no foreign exchange inflow or outflow during the year under review.

RISK MANAGEMENT

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

HUMAN RESOURCE

The relationship with employees continues to be harmonious. The company always consider its human resource as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the company's Statutory Auditors/ Practicing Company Secretary confirming compliance forms an integral part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31stMarch, 2018 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensures the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

LISTING AGREEMENT

The shares of the Company are presently listed at Metropolitan Stock Exchange of India Ltd. (MSE) and Calcutta Stock Exchange Limited.

PERSONNEL RELATIONS

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

CODE OF CONDUCT

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

PARTICULARS OF EMPLOYEES

The Company has not paid any remuneration to any of the Directors of the Company during the year ended March 31, 2018 hence, the disclosure as stated in section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 is not applicable.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

a)	Employed throughout the year	Nil
b)	Employed for part of the year	Nil

Pursuant to Rule 5(2) and Rule 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the list of top employees of the Company in terms of remuneration drawn is attached as “Annexure-E.”

DIRECTOR’S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- The Directors had taken proper & 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 & detecting fraud & other irregularities;
- The Directors had prepared the Annual Accounts on a going concern basis;
- The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the various stake holders including Financial Institutions, Banks, Governmental authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their deep appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards Company’s performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

**By Order of the Board of Directors
For Lark Trading And Finance Limited**

**Sumit Tayal
Director**

DIN:06598044

**Add: A-16, Vivek Vihar,
Phase- II Delhi-110095**

**Ankit Tayal
Director**

DIN:03055997

**Add: A-16, Vivek Vihar,
Phase-II Delhi-110095**

**Date: 14.08.2018
Place: Varanasi**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

Annexure-A

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L34102UP1987PLC009222
2	Registration Date	22 Dec. 1987
3	Name of the Company	LARK TRADING AND FINANCE LIMITED
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	Add: 101 Surya Complex Phase-2, Surya Bagh, Mahamoorganj, Varanasi -21010, Uttar Pradesh Ph: 011-22159466
7	Whether listed company	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Satellite Corporate Services Pvt. Ltd. Add: Unit No. 49, Bldg No. 13 A B, 2nd Floor, Samhita Commercial Co-Op. Soc Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072. Ph.: 022-28520461/463 E-mail: service@satellitecorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Activities auxiliary to financial service activities, except insurance and pension funding	661	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NA					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,25,500	0	1,25,500	2.39%	1,25,500	3,150,000	3,275,500	62.27%	59.88%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	1,25,500	0	1,25,500	2.39%	1,25,500	3,150,000	3,275,500	62.27%	59.88%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	1,25,500	0	1,25,500	2.39%	1,25,500	3150000	3,275,500	62.27%	59.88%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	40,000	40,000	0.76%	-	40,000	40,000	0.76%	0.00%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	66,100	66,100	1.25%	-	66,100	66,100	1.25%	0.00%
ii) Individual shareholders									

holding nominal share capital in excess of Rs 1 lakh	-	5,012,100	5,012,100	95.28%	-	1,862,100	1,862,100	35.40%	-59.88%
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
HUF	-	16,300	16,300	0.32%	-	16,300	16,300	0.32%	0.00%
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	5,134,500	5,134,500	97.61%	-	1,984,500	1,984,500	37.73%	-59.88%
Total Public (B)	-	5,134,500	5,134,500	97.61%	-	1,984,500	1,984,500	37.73%	-59.88%
Total (A)+(B)	125,500	5,134,500	5,260,000	100.00%	125,500	5,134,500	5,260,000	100.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	125,500	5,134,500	5,260,000	100.00%	125,500	5,134,500	5,260,000	100.00%	-

*Promoter Shareholding of 125500 equity shares kept in abeyance due suspension of trading in the securities of the Company.

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2017]			Shareholding at the end of the year [As on 31-March-2018]			% 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	SHRUTI SARAOGI	88500	1.69%	0	-	0.00%	0	-1.69
2	SUMITRA DEVI ALMAL	37000	0.70%	0	-	0.00%	0	-0.70
3	GUNVANTI JAIN	-	0.00%	0	936395	17.80	0	17.80
4	HARI OM TAYAL	-	0.00%	0	831375	15.81	0	15.81
5	ANKIT TAYAL	-	0.00%	0	780120	14.83	0	14.83
6	SHIVANI KHERA	-	0.00%	0	727610	13.83	0	13.83
	TOTAL	125500	2.39%	0	3275500	62.27	0	59.88

Note: Promoters Shareholding of 125500 Equity Shares are kept in abeyance due to suspension in the trading of the securities of the Company and the said equity shares are not included in the aforementioned promoters shareholding as on March 31, 2018.

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

S. No.	Particulars	Shareholding at the beginning of the year [As on 31-March-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Shruti Sarogi				
	At the beginning of the year	88500	1.69%	-	-
	Date wise Increase/Decrease in PromotersShare holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Decrease in shareholding due to transfer of shares			
	At the end of the year	-	-	-	-
2	Sumitra Devi Almal				
	At the beginning of the year	37000	0.70%	-	-
	Date wise Increase /Decrease in PromotersShare holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Decrease in shareholding due to transfer of shares			
	At the end of the year	-	-	-	-
3	Gunvanti Jain				
	At the beginning of the year	-	-	936395	17.80%
	Date wise Increase /Decrease in PromotersShare holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Increase in shareholding on account of allotment of equity shares pursuant to the option attached to the warrant and acquisition			
	At the end of the year	936395	17.80%	936395	17.80%
4	Hari Om Tayal				
	At the beginning of the year	-	-	831375	15.81%
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Increase in shareholding on account of allotment of equity shares pursuant to the option attached to the warrant and acquisition			
	At the end of the year	831375	15.81%	831375	15.81%
5	Ankit Tayal				
	At the beginning of the year	-	-	780120	14.83%
	Date wise Increase /Decrease in PromotersShare holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Increase in shareholding on account of allotment of equity shares pursuant to the option attached to the warrant and acquisition			
	At the end of the year	780120	14.83	780120	14.83%
6	Shivani Khera				
	At the beginning of the year	-	-	727610	13.83
	Date wise Increase /Decrease in PromotersShare holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Increase in shareholding on account of allotment of equity shares pursuant to the option attached to the warrant and acquisition			
	At the end of the year	727610	13.83	727610	13.83

Note: Promoters Shareholding of 125500 Equity Shares are kept in abeyance due to suspension in the trading of the securities of the Company and the said equity shares are not included in the aforementioned promoters shareholding as on March 31, 2018

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

S. No.	For each of the Top 10 shareholders	Shareholding at the beginning of the year "[As on 31-March-2017]"		Cumulative Shareholding during the year [As on 31-March-2018]	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Sameer Mittal				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
2	Sunil Gupta				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
3	Niril Kumar				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
4	Kanika Gupta				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
5	Dinesh Kumar				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
6	Shiv Kumar Gupta				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
7	Nirmal Kumar				
	At the beginning of the year	2,30,000	4.37%	2,30,000	4.37%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	2,30,000	4.37%	2,30,000	4.37%
8	Oven Commercial Pvt. Ltd.				
	At the beginning of the year	40,000	0.76%	40,000	0.76%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	40,000	.76%	40,000	.76%
9	Sunil Kumar Gupta				
	At the beginning of the year	25,000	.47%	25,000	.47%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	25,000	.47%	25,000	.47%
10	Richa Agarwal				
	At the beginning of the year	22,500	.42%	22,500	.42%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus / sweat equity etc)	No Change during the year			
	At the end of the year	22,500	.42%	22,500	.42%

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Sumitra Devi Almal	37,000	0.70%	-	-
2	Shruti Saraogi	88,500	1.68%	-	-
3	Ankit Tayal**	-	-	780,120	14.83%

*Mr. Vikas Gambhir and Mr. Chander Shekhar do not hold any shares during the period under review.

** Shareholding mentioned above of Mr. Ankit Tayal also includes 30,120 equity shares which are kept in abeyance due to suspension in the trading of the securities of the Company.

V. INDEBTEDNESS

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

(Amt. Rupees)

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

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rupees)
	Designation	-		
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			
	Total (A)			
	Ceiling as per the Act			-

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rupees)
1	Independent Directors	Vikas Gambhir	Chander Shekhar		
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	Ankit Tayal	Sumitra Devi Almal	Shruti Saraogi	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
				Shipra Singh	
	Name	-		Shipra Singh	
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-		96,000.00	96,000.00
	(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	-	-	-	
	Total	-		96,000.00	96,000.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By Order of the Board of Directors
For Lark Trading And Finance Limited

Date: 14.08.2018
Place: Varanasi

Sumit Tayal
Director
DIN:06598044
Add: A-16,Vivek Vihar,
Phase- II Delhi-110095

Ankit Tayal
Director
DIN:03055997
Add: A-16,Vivek Vihar,
Phase-II Delhi-110095

Form AOC-1**Annexure-B**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies/Joint Ventures**Part "A": Subsidiaries***(Information in respect of each subsidiary to be presented with amounts in Rupees)*

S. No.	Particulars	Details
1.	Name of the subsidiary	None
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

- | | | |
|----|--|------|
| 1. | Names of subsidiaries which are yet to commence operations | None |
| 2. | Names of subsidiaries which have been liquidated or sold during the year | None |

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associate/Joint Venture	None
1.	Latest audited Balance Sheet Date	Not Applicable
2.	Shares of Associate/Joint Venture held by the company on the year end	Not Applicable
	No.	Not Applicable
	Amount of Investment in Associate/Joint Venture	Not Applicable
	Extend of Holding%	Not Applicable
3.	Description of how there is significant influence	Not Applicable
4.	Reason why the associate/joint venture is not consolidated	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6.	Profit/Loss for the year	Not Applicable
	Considered in Consolidation	Not Applicable
	Not Considered in Consolidation	Not Applicable

- Names of subsidiaries which are yet to commence operations None
- Names of subsidiaries which have been liquidated or sold during the year None

**By Order of the Board of Directors
For Lark Trading And Finance Limited**

Ankit Tayal
Director
DIN: 03055997

Sumit Tayal
Director
DIN: 06598044

Shipra Singh
Company Secretary
& Compliance officer

Date: Varanasi
Place: 14.08.2018

FORM NO. AOC.2

Annexure-C

(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 arms length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at Arm's Length basis		
	a)	Name(s) of the related party and nature of relationship	-
	b)	Nature of contracts/arrangements/ transactions	-
	c)	Duration of the contracts/ arrangements/ transactions	-
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
	e)	Justification for entering into such contracts or arrangements or transactions.	-
	f)	Date(s) of approval by the Board	-
	g)	Amount paid as advances, if any	-
	h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	-
2	Detail of material contracts or arrangement or transactions at Arm's Length basis		
	a)	Name(s) of the related party and nature of relationship	-
	b)	Nature of contracts/arrangements /transactions	-
	c)	Duration of the contracts/arrangements/ transactions	-
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	-
	e)	Date(s) of approval by the Board, if any	-
	f)	Amount paid as advances, if any	-

**By Order of the Board of Directors
For Lark Trading And Finance Limited**

Date: 14.08.2018
Place: Varanasi

Sumit Tayal
Director
DIN:06598044
Add: A-16,Vivek Vihar,
Phase- II Delhi-110095

Ankit Tayal
Director
DIN:03055997
Add: A-16,Vivek Vihar,
Phase-II Delhi-110095

MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Lark Trading and Finance Limited,
Flat 101 Surya Complex Phase-2 Surya Bagh,
Mahamoorganj Varanasi, Uttar Pradesh-221010

We have conducted the *Secretarial Audit* of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lark Trading and Finance Limited** (hereinafter called as the “*Company*”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by “the Company” for the financial year according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable during period under review**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable for the period under review**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable during the period under review**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable during the period under review**

- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:
- Reserve Bank of India Act, 1934
 - Prevention on Money Laundering Act, 2002
 - RBI notifications related to NBFC
 - Circulars related to NBFC

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

- Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- The Company has not appointed a Whole Time Director pursuant to Section 196 of the Companies Act, 2013.***
- The Company has not appointed a CFO pursuant to Section 203 of Companies Act, 2013.***
- The Company has not filed the e-forms i.e. MGT-14 for the approval of Financial Statement, Board Reports and appointment of Secretarial Auditor for the FY 2016-17.***
- The Company is listed on Metropolitan Stock Exchange of India and trading in the securities of the Company is suspended due to non compliance of the Listing agreement and fine of Rs. 2,119,280/- imposed by the Stock Exchange.***
- The Company has come out with preferential issue but the same is yet to be listed on the Stock Exchange.***

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. All appointments of Directors were duly recommended by the Nomination and Remuneration Committee and all appointments/cessation were duly recorded by the Board Meeting made as per the requirements. .
- As per the representation received from the management, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were also sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**For Tanay Ojha
Company Secretary**

**Tanay Ojha
Company Secretary
M No.: 29658
C P No.:10790**

**Place: Kanpur
Date:11.08.2018**

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

Annexure A

To,
The Members,
Lark Trading and Finance Limited,
Flat 101 Surya Complex Phase-2 Surya Bagh,
Mahamoorganj Varanasi, Uttar Pradesh-221010

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Tanay Ojha
Company Secretary

Tanay Ojha
Company Secretary
M No.: 29658
C P No.:10790

Place: Kanpur
Date:11.08.2018

Annexure-E

Name of employees of the Lark Trading And Finance Limited in terms of remuneration for FY 2017-18 are mentioned below:

S. No.	Name of Employee(s)	Monthly Remuneration Drawn	Designation
1	Sumit Tayal	80000	Manager
2	Shivani Khera	65000	Manager
3	Shipra Singh	8000	Company Secretary
4	Narottam	9500	Office Assistant
5	Govind Patel	10000	Accountant
6	Rajeev Jain	9500	House keeping
7	Satish Kumar	9000	Office Boy

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations) and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

II. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

A. Composition and Category of the Board of Directors

As on 31st March 2018, the Board comprising of Five Non-Executive Directors out of which two are Independent Directors.

The Board of Directors has not undergone any changes during the year under review. During the year under review, no Director was either appointed or resigned from the Board of the Company.

As on 31st March, 2018, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013.

Category and attendance of each of the Directors at the Board Meetings held during 2017-18 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2017-2018		Whether attended last AGM for FY 2016-17	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Mr. Ankit Tayal	Director	5	5	Yes	Nil	3
2.	Ms. Shruti Saraogi	Director	5	2	Yes	Nil	Nil
3.	Ms. Sumitra D. Almal	Director	5	2	Yes	Nil	Nil
4.	Mr. Chander Shekhar	Director	5	5	Yes	3	Nil
5.	Mr. Vikas Gambhir	Director	5	5	Yes	Nil	3

During the period under review none of the above mentioned Directors are "Relative" of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

During the period, the Board of Directors of your Company met Five times, the dates on which the meetings were held are 30th May 2017, 12th September 2017, 15th September 2017, 13th December 2017 & 14th February, 2018 and the gap requirement of 120 days between two meetings has been complied with. The necessary quorum was present for all the meetings.

The company has formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

B. Code of Conduct

The Board has approved the code of conduct for all board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

C. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration or sitting fees was given to any of the Non-Executive Director during the financial year 2017-18.

III. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has **Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Internal Compliant Committee**. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors to be present at its meetings.
- iv. The previous Annual General Meeting (AGM) of the Company was held on September 29, 2017 and was attended by Mr. Chander Shekhar, Chairman of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Chander Shekhar	Chairperson	4	4
2.	Mr. Vikas Gambhir	Member	4	4
3.	Mr. Ankit Tayal	Member	4	4

- vi. Four Audit Committee meetings were held during the year 2017-18 on 30th May, 12th September, 13th December 2017 & 14th February, 2018.
- vii. The necessary quorum was present for all the meetings.
- viii. The role of the **audit committee** includes the following:
 1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before, submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ix.** The audit committee shall mandatorily review the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- x. Audit & other duties**
1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 2. Discussion with internal auditors of any significant findings and follow up there on.
 3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
 4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
 5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. Headed by **Mr. Chander Shekhar, the Non-Executive Independent Director**.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Chander Shekhar	Chairperson	4	4
2.	Mr. Vikas Gambhir	Member	4	4
3.	Mr. Ankit Tayal	Member	4	4

iii. Four Stakeholders' Relationship Committee meetings were held during the year 2017-18 on 30th May, 12th September, 13th December 2017 & 14th February, 2018. The necessary quorum was present for all the meetings.

iv. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- a) To consider and resolve the grievance of security holders of the Company.
- b) To review important circulars issued by SEBI /Stock Exchanges
- c) To take note of compliance of Corporate Governance during the quarter/year.
- d) To approve request for share transfer and transmissions.
- e) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.

v. Name, designation and address of Compliance Officer:

Name : Mr. Shipra Singh
 Designation : Company secretary & compliance officer
 Address : Flat 101 Surya Complex Phase-2, Surya Bagh, Mahamoorganj,
 Varanasi, Uttar Pradesh-221010

vi. Details of investor complaints received and redressed during the year 2017-18 are as follows:

No. of Complaints pending as on 01.04.2017	No. of Complaints received during the year 2017-18	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2018
Nil	Nil	Nil	Nil	Nil

C. Nomination & Remuneration Committee

i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

S. No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Chander Shekhar	Chairman	1	1
2.	Mr. Vikas Gambhir	Member	1	1
3.	Mr. Ankit Tayal	Member	1	1

The committee meetings were held on 29/05/2017.

ii. The terms of reference of the committee are as follows:

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) Devising a policy on diversity of board of directors;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iii. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

- a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.
- b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
 - d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
 - e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.
- iv. Remuneration of Directors

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

None of the Independent Directors were paid any sitting fees during the financial year 2017-18.

Remuneration of Executive Directors for the financial year 2017-18

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for the year 2017-18	Total
1.	N.A.					

The Company had not given any stock options during the year 2017-18.

There was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2017-18.

IV. WHISTLE BLOWER POLICY

The Company has a well defined Whistle Blower Policy for reporting the instances of unethical/ improper conduct and taking suitable steps to investigate and take remedial action. No personnel have been denied access to the Audit Committee. In addition to this, a policy to prevent frauds has also been adopted by the Company for reporting on frauds or suspected frauds, involving employees as well as representatives of vendors, suppliers, contractors, consultants, service providers or any other party doing any type of business with the company. All reports on frauds or suspected frauds are investigated with utmost speed. The mechanism for prevention of frauds is also included in the policy.

During the year under review, no complaint(s) have been reported under Whistle Blower Policy.

V. VIGILMECHANISM

The Vigil Mechanism of the Company also incorporates a whistle blower policy in terms of the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or letter to the Chairperson of the Audit Committee.

The vigil mechanism has provided for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

VI. RISK MANAGEMENT

As per Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to constitute Risk Management Committee.

VII. INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 13th February, 2018 inter alia to discuss the following matters:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination & Remuneration Committee discussed and thereafter decided upon the policy for selection & appointment of Directors and their remuneration. The highlights of this policy are as follows:

A. Criteria of selection of Non-Executive Directors

- i. The Non- Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- ii. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- iii. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- iv. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
 - a) Qualification, expertise and experience of Directors in their respective fields;
 - b) Personal, Professional or business standing;
 - c) Diversity of the Board.
 - d) In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

IX. REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining remuneration of Senior Management Employees, the Committee shall ensure/ consider the following:
 - a) the relationship of remuneration and performance benchmark is clear;
 - b) the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c) the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - d) the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Independent Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

X. SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company during the financial year under review.

XI. RELATED PARTY TRANSACTIONS:

During the financial year under review, the Company has not entered into any material transaction with any of its related party. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

XII. PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years which has a bearing on the going concern status of the company.

In accordance with requirement of Companies Act as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairperson of the Audit Committee of the Company to report any grievance.

Compliance, rules & regulations as laid down by various statutory authorities have always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming that they do not have any material financial or commercial interest in transactions with the company at large.

Compliance with Accounting Standards

In the preparation of financial statements, the Company has followed Indian Accounting Standards notified till date and has followed the relevant provisions of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to Financial Statements.

XIII. GENERAL BODY MEETING**a) Annual General Meeting**

The details of previous year Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Day and Date	Venue	Time	Whether any Special Resolution passed
2015-16	Thursday, 29.09.2016	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	04:00 P.M.	No
2016-17	Friday, 29.09.2017	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	11:00 A.M.	No

b) No Extraordinary General Meeting of Members was held during the year under review.

c) No Postal Ballot was conducted during the year under review.

XIV. MEANS OF COMMUNICATION

The Company's quarterly financial results in the format prescribed under the SEBI LODR Regulations, 2015, were approved and taken on record by the Board within the prescribed period under the Regulations and were sent to all Stock Exchanges on which the Company's shares are listed.

The quarterly, half-yearly and annual results of the Company are normally published both in Vernacular language and English National newspapers.

The Company has not displayed any official news release in any media.

XV. DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE NON-EXECUTIVE DIRECTORS AS ON MARCH 31, 2018 ARE GIVEN BELOW:

S. No.	Name	No. of Share held
1.	Mr. Ankit Tayal**	780,120
2.	Mr. Chander Shekar	Nil
3.	Mr. Vikas Gambhir	Nil
4.	Ms. Shruti Saraogi*	88,500
5.	Ms. Sumitra Devi Almal*	37,000

*Ms. Shruti Saraogi & Ms. Sumitra Devi Almal has resigned from the post of Director w.e.f 15.05.2018.

**Shareholding mentioned above of Mr. Ankit Tayal also includes 30120 equity shares which are kept in abeyance due to suspension in the trading of the securities of the Company.

XVI. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting:	
	Day & Date	Wednesday, 19.09.2018
	Venue	Flat 101 Surya Complex Phase-2, Surya Bagh, Mahamoorganj Varanasi, Uttar Pradesh-221010
2.	Financial year	2017-18
3.	Book Closure	15 th September, 2018 to 19 th September, 2018
4.	Listed on	MSEI and Calcutta Stock Exchange
5.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review

XVII. ANNUAL LISTING FEES

The Company has paid dues of the Stock Exchange(s) where the shares of the Company are listed in respect of Annual Listing Fees for the financial year 2018-19.

XVIII. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has continued to comply with the requirements of Stock Exchange(s), SEBI, and other statutory authorities on all matters relating to the capital market during the last three years. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange or SEBI or any other statutory authority for any violation related to the Capital market during the last three years except as under:

S. No.	Particulars	Name of Authority	Remarks
1.	Non-Compliance of Regulation 33	Metropolitan Stock Exchange of India Limited	As on date the Company has complied with the said regulations.
2.	Non-Compliance of Regulation 13(3)	Metropolitan Stock Exchange of India Limited	As on date the Company has complied with the said regulations.

XIX. LISTING REGULATIONS COMPLIANCE

The company complies with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.

XX. THE DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46:

According to the criteria laid down in Regulation 15(2) of the SEBI (LODR) Regulations, 2015, as on the last date of closure of financial year 2017-18, the paid up share capital of the Company was Rs. 5,26,00,000 (i.e. below the stipulated limit of Rs. 10 crores) and net worth was Rs. 6,94,66,445 (i.e. below the stipulated limit of Rs. 25 crores). Accordingly, the Company is not under an obligation to adhere to the requirements of Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

However, in order to follow best practices of corporate governance, the Company has complied with and is committed regularly towards complying with the requirements of the following:

1. The composition of the Board of Directors of the Company is in accordance with the requirements of Regulation 17;
2. The Audit Committee has been constituted in accordance with Regulation 18 with role as mentioned therein read with Part C of Schedule II;
3. Nomination & Remuneration Committee has been constituted in accordance with Regulation 19 read with Part D of Schedule II;
4. Stakeholders' Relationship Committee has been constituted to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders with role as mentioned in Part D of Schedule II;
5. Vigil Mechanism has been adopted by the Company pursuant to Regulation 22 of the Listing Regulations, 2015.

XXI. Outstanding DRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

As on date, there are no outstanding warrants /bonds/ other instruments having an impact on equity.

XXII. Disclosure of commodity price risks, foreign exchange risks and hedging activities:

The Company is not exposed to any foreign exchange risk or commodity price risks and therefore, is not involved in commodity hedging activities.

XXIII. STOCKEXCHANGE CODE

Stock Exchange	Script Code/Symbol/Security Code
MSEI	LARK
Calcutta Stock Exchange	022126

XXIV. Market price data- high, low during each month in last financial year and performance in comparison to broad-based indices:

The trading in shares of the Company are currently suspended at Metropolitan Stock Exchange of India Limited. Therefore, market price data is not available for the financial year 2017-18.

XXV. REGISTRAR & SHARE TRANSFER AGENT

The details of Registrar & Share Transfer Agent of the Company are as follows:

Satellite Corporate Services Private Limited,
Unit No. 49, Bldg No. 13 A B, 2nd Floor,
Samhita Commercial Co-Op. Soc Ltd,
Off Andheri Kurla Road, MTNL Lane,
Sakinaka, Mumbai-400072

XXVI. SHARE TRANSFER SYSTEM

The share transfer system consists of activities like receipt of shares along with transfer deed from transferees, its verification, preparation of Memorandum of Transfers, etc. Share transfers are approved/ratified by the Stakeholders' Relationship Committee. Share transfer activities are being carried out by Share Transfer Agent of the Company.

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on half yearly basis from Practicing Company Secretary confirming due compliance of share transfer formalities by the Company through its share transfer agent have been submitted to stock exchange(s) within the one month from the end of half financial year.

XXVII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 5000	158	78.61	19,560	195,600	0.37
5001-10000	5	2.49	4,630	463,000	0.09
10001-20000	1	0.50	1,500	15,000	0.03
20001-30000	1	0.50	2,500	25,000	0.05
30001-40000	0	0.00	0	0	0.00
40001-50000	0	0.00	0	0	0.00
50001-100000	4	1.99	37,910	379,100	0.72
100001 & above	32	15.92	51,93,900	5,19,39,000	98.74
Total	201	100	52,60,000	5,26,00,000	100

Categories of Equity shareholders as on March 31, 2018

	Category	No. of Shares	% of Holding
1.	Promoters Holding		
	i. Promoters		
	- Individual Indian Promoters	3,275,500*	62.27%
	- Indian Body Corporate		
	- Foreign Promoters		
	ii. Persons acting in concert		
	Sub Total	3,275,500	62.27%
2.	Non Promoters Holding		
	i. Institutional Investor		
	ii. Mutual Fund and UTI		
	iii. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)		
	iv. FII's		
	Sub Total		

3.	Others		
	i. Corporate Bodies	40,000	0.76
	ii. Indian Public	1,928,200	36.66%
	iii. NRI's/OCB's		
	iv. Any Other (HUF/Firm/Foreign Companies) Clearing Member	16,300	0.31
	Sub Total	1,984,500	37.73%
	Grand Total	52,60,000	100.00

*The Promoters shareholding includes 125,500 equity shares which are kept in abeyance due to suspension in the trading of the securities of the Company.

XXVIII. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2018**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	125500	2.39
Shares in dematerialized form with CDSL	-	-
Physical	5134500	97.61
Total	5260000	100.00

ISIN of the Company: INE936T01017

The names and addresses of the depositories are as under:

- National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
- Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

XXIX. Company Details:

Registered Office : Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj,
Varanasi- 221010, Uttar Pradesh

Address for communication : Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj,
Varanasi- 221010, Uttar Pradesh

The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number
Registered Office & Corporate Office: Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	011-22159466

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is larktradingfinance@gmail.com.

**On behalf of Board of Directors
For Lark Trading and Finance Limited**

**Date:14/08/2018
Place: Varanasi**

**Ankit Tayal
Director
DIN: 03055997**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
LARK TRADING AND FINANCE LIMITED

We have examined the report of Corporate Governance presented by the Board of Directors of **LARK TRADING AND FINANCE LIMITED** for the year ended 31st March, 2018 as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

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

For J.P., Kapur & Uberai.,
Chartered Accountants
FRN: 000593N

Vinay Jain
Partner
M. No.095187

Date: 14/08/2018
Place: New Delhi

CEO/CFO CERTIFICATION

I, **Ankit Tayal**, being **Director of Lark Trading and Finance Limited** do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
 - a. there were no significant changes in internal control system over financial reporting;
 - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Lark Trading and Finance Limited

Ankit Tayal
Director

Date: 14/08/2018

Place: Varanasi

COMPLIANCE WITH CODE OF CONDUCT

I, **Ankit Tayal, Director** of the Company hereby certify that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2018.

Date:14/08/2018
Place: Varanasi

Ankit Tayal
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the “Management Discussion and Analysis Report” on the business of the Company as applicable to the extent relevant.

INDUSTRY STRUCTURE AND DEVELOPMENT

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises of commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities.

So far, Non-banking Finance Companies (NBFC(s)) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds. In terms of financial assets, NBFC(s) have recorded a healthy growth. With the ongoing stress in the public sector banks due to mounting of bad debts, their appetite to lend (especially in rural areas) is deteriorating.

Industry Overview

Non-banking financial companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs’ ground-level understanding of their customers’ profile and their credit needs give them an edge, as does their ability to innovate and customise products as per their clients’ needs. This makes them the perfect conduit for delivering credit to the unbanked and SMEs. However, NBFCs operate under certain regulatory constraints, which put them at a disadvantage position vis-à-vis banks. While there has been a regulatory convergence between banks and NBFCs on the asset side, on the liability side, NBFCs still do not enjoy a level playing field. This needs to be addressed to help NBFCs realise their full potential and thereby perform their duties with greater efficiency.

The asset financing NBFCs in the recent past, akin to banks, have witnessed muted growth with the primary sales of assets somewhat tapered down due to high interest, inflation and back to back below par monsoon. Some of the sectors which have been majorly impacted include Commercial Vehicle (CV), Construction Equipment (CE) and passenger auto sectors. However, the past year saw initial signs of revival of these sectors giving hope for brighter days ahead, especially with softening of interest rates and a better monsoon.

OPPORTUNITIES, CHALLENGES AND OUTLOOK

Opportunities

NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance. Following variables in the external environment may be seen as opportunities for the Company:

- NBFCs aspire to emerge as a one-stop shop for all financial services
- The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future
- New banking license-related guidelines issued by RBI place NBFCs ahead in competition for licenses owing largely to their rural network
- New RBI guidelines on NBFCs with regard to capital requirements, provisioning norms & enhanced disclosure requirements are expected to benefit the sector in the long run

Challenges

Competitive rivalry between big players is intense in the industry

- Financial services companies often compete on the basis of offering lower financing rates, higher deposit rates and investment services;
- Stringent regulatory norms prevent new entrants;
- Customers prefer to invest their money with a reputed financial services company offering a wide range of services;
- Low bargaining power of suppliers as the industry is highly regulated by RBI;
- Medium bargaining power of customers. Although customers do not have much bargaining power, they can easily switch to another company based on the terms and quality of services provided.

Outlook

However, the year has started on a positive note. Inflation continues to be low, RBI has cut rates further and most importantly, monsoon forecast is expected to be good. Infrastructure is also expected to see positive traction especially in Roads and Mining sector, green shoots of economic recovery are visible.

Faster and more effective decision making and implementation of various initiatives already launched by the incumbent government are key drivers for the economic recovery. Reduction in global crude oil prices and consumer inflation numbers has provided the Indian government with a window of opportunity to put in place the building blocks for a sustained growth trajectory. The government continues to focus on roads and infrastructure projects by removing bottlenecks. Ongoing process of launching small banks and payment banks are key growth drivers for the asset finance industry. While signs of recovery are clearly seen in certain product segments, the upcoming financial year is expected to be a year of consolidation, so that the industry is ready for the next phase of growth. GDP growth is expected to improve on the back of proactive government initiatives and revival of commercial activity.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

INTERNAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the “Management Team” and the “Audit Committee” for follow-up action.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of the Board of Directors
For Lark Trading and Finance Limited**

**Ankit Tayal
Director
DIN:03055997**

**Date: 14/08/2018
Place: Varanasi**

INDEPENDENT AUDITORS' REPORT

To the Members of M/s. Lark Trading & Finance Limited Report on the financial statements

We have audited the accompanying financial statements of M/s Lark Trading & Finance Limited ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss for the year then ended, the Cash Flow Statement and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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 judgements 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 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 auditors' 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.

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

Basis for Qualified Opinion

We draw attention to the following:

- (i) Non-provision of gratuity amounting to Rs. 1,04,423 based on Accounting Standard 15 "Employee Benefits" issued by The Institute of Chartered Accountant of India, which results in increase in Provision and expenses by Rs. 1,04,423 and reduction of profit by the aforesaid amount.
- (ii) Impact of clause no (i) will result in Increase in Short terms Provision by Rs. 1,04,423 and reduction of profit by Rs. 1,04,423 and EPS would have been 0.47 for the year ended 31st March 2018.

Opinion

In our opinion and to the best of our information and according to the explanations given to us except for the effects of the matters described in the basis 'Basis for Qualified Opinion' paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) *in case of the balance sheet, of the state of affairs of the Company as at 31 March 2018, and*
- (b) *in case of the statement of profit and loss, of the profit of the Company for the year ended on that date.*
- (c) *in the case of the cash flow statement, 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 Act, we give in the Annexure A statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) *except for the effects of matters described in the basis for qualified opinion paragraph, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;*
 - (e) *on the basis of the written representations received from the directors appointed during the financial year 2017-18 at the time of appointment and further confirmed by the Company, none of the directors are disqualified as on 31 March 2018 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; and
 - (g) with respect to the other matters to be included in the Auditors' 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 provided to us:
- i. The Company has not disclosed the impact of pending contingency on its financial position. Refer Note No. 23 to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any foreseeable losses thereon does not arise.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For J. P., Kapur & Uberai
Chartered Accountants
Firm's registration number: 000593N

Place: New Delhi
Date: 30/05/2018

Vinay Jain
Partner
Membership number: 095187

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification. The same have been properly dealt with in the books of account.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, hence, paragraph 3(i)(c) of Order is not applicable
- (ii) The Company does not hold any stock at the year end, hence, paragraph 3(i)(c) of Order is not applicable.
- (iii) According to information and explanation given to us, the company has granted loan 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 loans had been granted to the companies listed in the Register maintained under section 189 of the Act were not, prima facia, prejudicial to the interest of the Company
 - b) In 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 has been no overdue amounts in respect of loan granted to company listed in Register maintained under Section 189 of the Act.
 - d) The maximum amount involved during the year is Rs.4,36,84,558 and the yearend balance of such loan is Rs. 3,81,95,984.
- (iv) As the company is Non-Banking Financial Company and registered with Reserve Bank of India according to the information and explanation 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.
- (v) According to the information and explanation given to us, the company has not taken any deposits, for which directives issued by the Reserve Bank of India and the provision 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 information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, service tax, and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of duty of excise, value added tax, sales tax, cess and duty of customs.
- (b) According to the information and explanations given to us, there are no statutory dues which have been not deposited on account of any dispute, with appropriate authorities.
- (viii) The Company does not have any loans or borrowings from any financial institutions, bank, government or debenture holders during the year. Accordingly, Paragraph 3(viii) of the Order is not applicable.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company or its officers, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, provisions of section 197 read with Schedule V to the Act does not apply to the company. Accordingly, paragraph 3 (xi) of the 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.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in Note no. 22 the financial statements etc. as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to information and explanation given to us as based on our explanation of record of the company, the Company has not entered into non-cash transactions 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 has obtained Registration under section 45-IA of the Reserve Bank of India Act, 1934.

For J. P., Kapur & Uberai

Chartered Accountants

Firm's registration number: 000593N

Place: New Delhi
Date: 30/05/2018

Vinay Jain

Partner

Membership number: 095187

Annexure B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Lark Trading & Finance Limited ("the Company") as of 31 March 2018 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 the 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 the 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.

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 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for J. P., Kapur & Uberai
Chartered Accountants
Firm's registration number: 000593N

Vinay Jain
Partner
Membership number: 095187

Place: New Delhi
Date: 30/05/2018

BALANCE SHEET AS AT 31st MARCH 2018

(Amount in Rs.)

I. EQUITY AND LIABILITIES	Notes	As at 31.03.2018	As at 31.03.2017
(1) Shareholders' Funds			
(a) Share Capital	2	52,600,000	52,600,000
(b) Reserves and Surplus	3	16,866,445	14,278,976
		69,466,445	66,878,976
(2) Current Liabilities			
(a) Trade Payable	4		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		176,230	14,601
(b) Other Current Liabilities	5	2,215,192	251,439
(c) Short-Term provisions	6	1,126,619	638,536
		3,518,041	904,576
Total		72,984,486	67,783,551
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible Assets	7	2,212	2,212
(b) Non-Current Investments		-	-
(b) Deferred Tax Asset (Net)	8	46,224	-
(b) Long Term Loans And Advances	9	65,091,141	66,483,612
(d) Other Non Current Asset		-	-
		65,139,578	66,485,824
(2) Current Assets			
(a) Inventories	10	-	333
(b) Cash And Bank Balances	11	1,058,023	1,258,478
(c) Short-Term Loans And Advances	12	6,747,969	-
(d) Other Current Assets	13	38,916	38,916
		7,844,908	1,297,727
Total		72,984,486	67,783,551

Significant Accounting Policies and Other Notes

1-26

The accompanying Notes are integral part of the Financial Statements

This is the Balance Sheet referred in our report of even date

For J.P., Kapur & Uberai

Chartered Accountants

Firm Registration No. 000593N

(Vinay Jain)

Partner

Membership No. 095187

Place: New Delhi

Date: 30.05.2018

For & on behalf of Board of Directors

Ankit Tayal

Director

DIN: 03055997

Vikas Gambhir

Director

DIN: 07767493

Shipra Singh

Company Secretary

M.No. 31772

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2018

(Amount in Rs.)

Particulars	Notes	As at 31.03.2018	As at 31.03.2017
Income:			
Revenue From Operations	14	7,412,891	4,207,394
Other Income	15	198	4,206
Total Revenue		7,413,089	4,211,600
Expenses:			
Changes in Inventories of Stock-in-Trade	16	333	263,016
Employee Benefits Expense	17	2,323,750	125,250
Depreciation	18	-	-
Other Expenses	19	1,574,068	1,340,597
Total Expenses		3,898,151	1,728,863
Profit/ (Loss) before tax		3,514,938	2,482,738
Tax expense:			
(1) Current Tax		973,694	658,090
(2) Deferred Tax		(46,224)	-
(3) Income tax for earlier year		-	-
Profit/(Loss) after Tax		2,587,469	1,824,648
Earnings per Equity Share (Face Value of Rs. 10 each)	20		
Basic/Diluted		0.49	0.35

Significant Accounting Policies and Other Notes

1-26

The accompanying Notes are integral part of the Financial Statements**For J.P., Kapur & Uberai**

Chartered Accountants

Firm Registration No. 000593N

(Vinay Jain)

Partner

Membership No. 095187

Place: New Delhi

Date: 30.05.2018

For & on behalf of Board of Directors

Ankit Tayal

Director

DIN: 03055997

Vikas Gambhir

Director

DIN: 07767493

Shipra Singh

Company Secretary

M.No. 31772

Cash Flow Statement for the Year ended 31st March, 2018

(Amount in Rs.)

PARTICULARS	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
A. Cash Flow from Operating Activities :		
Net Profit before tax and extraordinary items	3,514,938	2,482,738
Depreciation	-	-
Sundry Balance Written Back	-	(543)
Profit/Loss on Sale of Investments	-	(276,429)
Operating Profit before Working Capital Changes	3,514,938	2,205,765
Movements in Working Capital :		
(Increase)/Decrease in Trade Payables	161,629	1,542
(Increase)/Decrease in Short Term Provisions	488,083	615,171
(Increase)/Decrease in Other Current Liabilities	1,963,753	174,419
(Increase)/Decrease in Long Term Loans & Advances	1,392,471	(57,103,992)
(Increase)/Decrease in unsecured loans	-	-
Decrease/(Increase) in other current assets	-	-
Decrease/(Increase) in Short term Loans & Advances	(6,747,969)	-
Decrease/(Increase) in Inventories	333	263,016
Cash generated from operations/(Used in) Operations	773,238	(53,844,079)
Direct taxes paid	(973,694)	(429,774)
Cash Flow before extraordinary items	(200,455)	(54,273,853)
Net Cash from operating activities	(200,455)	(54,273,853)
B. Cash Flow from Investing Activities		
(Purchase)/Sale of Investments	-	3,781,107
Net Cash used in investing activities	-	3,781,107
C. Cash Flow from Financing Activities		
Issue of Share	-	44,625,000
Net Cash used in Financing Activities	-	44,625,000
Net increase/(decrease) in Cash or Cash Equivalens (A+B+C)	(200,455)	(5,867,746)
Cash and Cash Equivalents as at (Opening Balance)	1,258,478	7,126,224
Cash and Cash Equivalents as at (Closing Balance)	1,058,023	1,258,478
COMPONENTS OF CASH AND CASH EQUIVALENT	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Cash & Cash Equivalents		
Bank Balance		
On Current Account	673,297	868,914
Cash on hand	384,726	389,564
Total	1,058,023	1,258,478

Note :

- 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.
- Figures in bracket indicate cash outgo.
- Previous year's figures have been regrouped/ recasted wherever necessary.

For J.P., Kapur & Uberai

Chartered Accountants

Firm Registration No. 000593N

(Vinay Jain)

Partner

Membership No. 095187

Place: New Delhi

Date: 30.05.2018

For & on behalf of Board of Directors

Ankit Tayal

Director

DIN: 03055997

Vikas Gambhir

Director

DIN: 07767493

Shipra Singh

Company Secretary

M.No. 31772

Notes to the Financial Statements as at 31st March, 2018

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 recognised 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.

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 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.

Long Term Benefits

- a. Gratuity is a post employment benefit and is in the nature of defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of defined benefit/ obligation at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/ obligation are calculated at or near the balance sheet date by an independent actuary using projected unit credit method.
- b. Leave encashment is non vesting in nature.

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.

Notes to the Financial Statements as at 31st March, 2018

Note : 2 SHARE CAPITAL

(Amount in Rs.)

Particulars		As at 31.03.2018	As at 31.03.2017	
Equity Shares				
Authorised Shares				
1,05,00,000 (P.Y. 1,05,00,000) equity shares of Rs. 10/- each		105,000,000	105,000,000	
		105,000,000	105,000,000	
Issued, Subscribed & Paid Up				
52,60,000 (P.Y. 52,60,000) equity shares of Rs. 10/- each fully paid up		52,600,000	52,600,000	
Total		52,600,000	52,600,000	
a. Reconciliation of shares outstanding at the beginning & at the end of the reporting year				
Equity Shares	Nos.	As at 31.03.2018	Nos.	As at 31.03.2017
At the beginning of the year	5,260,000	52,600,000	500,000	5,000,000
Issued during the year	-	-	4,760,000	47,600,000
Outstanding at the end of the year	5,260,000	52,600,000	5,260,000	52,600,000
Total	5,260,000	52,600,000	5,260,000	52,600,000
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 31.03.2018 % Holding in the class	Nos.	As at 31.03.2017 % Holding in the class
Equity Shares of 10/- Each				
Shivani Khera	700,000	13.31%	700,000	13.31%
Ankit Tayal	750,000	14.26%	750,000	14.26%
Hari OM Tayal	800,000	15.21%	800,000	15.21%
Gunvati Jain	900,000	17.11%	900,000	17.11%

- 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 :
- i) The company has allotted 47,60,000 equity shares of Rs. 10/- each at a premium of Rs. 2.50/- per equity shares by converting convertible warrants last year.
 - ii) No Shares have been allotted as fully paid up by way of bonus shares.
 - iii) No Shares has been brought back by the company.

Note : 3 RESERVES & SURPLUS

Particulars	As at 31.03.2018	As at 31.03.2017
a) RBI Reserve Fund :		
Opening Balance	496,888	131,958
Additions	517,494	364,930
Deductions	-	-
Closing Balance	1,014,382	496,888
b) Security Premium Account :		
Opening Balance	11,900,000	-
Additions	-	11,900,000
Deductions	-	-
Closing Balance	11,900,000	11,900,000
c) Surplus/(Deficit) Statement of Profit & Loss :		
Surplus/(Deficit) as per the last Financial Statement	1,882,088	422,370
Add: Profit/(Loss) for the year	2,587,469	1,824,648
Deduct: RBI Reserve Fund	517,494	364,930
Surplus/(Deficit) at the end of the reporting year	3,952,063	1,882,088
Total	16,866,445	14,278,976

Note : 4 TRADE PAYABLE

Particulars	As at 31.03.2018	As at 31.03.2017
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	176,230	14,601
Total	176,230	14,601

* There are no Micro, Small and Medium Enterprises to which the company owes dues, as no parties have confirmed of their having being registered as a Micro, Small and Medium Enterprise.

Disclosure of Micro, Small and Medium Enterprises

Particulars	As at 1.03.2018	As at 31.03.2017
(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

Note : 5 OTHER CURRENT LIABILITIES

Particulars	As at 1.03.2018	As at 31.03.2017
Payable to employees	1,673,338	33,400
Dues from Director	83,609	-
Other Payables	372,914	218,039
GST Payable	3,669	-
TDS Payable	81,662	-
Interest on Late Payment GST	-	-
Provision for Interest on TDS	-	-
Total	2,215,192	251,439

Note : 6 SHORT TERM PROVISIONS

Particulars	As at 1.03.2018	As at 31.03.2017
Provision against Standard Assets @ 0.25%	179,514	166,125
Provision for Tax(Net of Advance Tax & TDS)	947,105	472,411
Total	1,126,619	638,536

Notes to the Financial Statements as at 31st March, 2018
Note : 7 FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	As at 01.04.2017 Rs.	ADDITIONS DURING Rs.	Sales/ Adjustment THE YEAR Rs.	As at 31.03.2018 Rs.	Upto 31.03.2017 Rs.	Addition during the Year Rs.	Transitional Depreciation Rs.	Sales/ Adjustment Rs.	Upto 31.03.2018 Rs.	AS ON 31.03.2018 Rs.	AS AT 31.03.2017 Rs.
TANGIBLE ASSETS											
Air Conditioners	10,000	-	-	10,000	9,500	-	-	-	9,500	500	500
Furnitures & Filings	11,780	-	-	11,780	11,618	-	-	-	11,618	162	162
Mobile Phone	5,100	-	-	5,100	4,845	-	-	-	4,845	255	255
Refrigerator	25,900	-	-	25,900	24,605	-	-	-	24,605	1,295	1,295
Total	52,780	-	-	52,780	50,568	-	-	-	50,568	2,212	2,212
Previous Year	52,780	-	-	52,780	50,568	-	-	-	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.

Note : 8 DEFERRED TAX ASSET (NET)

(Amount in Rs.)

Particulars	As at 1.03.2018	As at 31.03.2017
Deferred Tax Asset	-	-
Add: Expenses disallowed under Income Tax	46,224	-
Deferred Tax Asset (Closing)	46,224	-

Note : 9 LONG TERM LOANS & ADVANCES

Particulars	As at 1.03.2018	As at 31.03.2017
Unsecured, Considered Good		
Loan to Related Party	38,195,984	43,704,699
Loan to Others	26,861,657	22,745,413
Security Deposit	33,500	33,500
Total	65,091,141	66,483,612

Note : 10 INVENTORIES

Particulars	As at 1.03.2018	As at 31.03.2017
In Shares*	-	333
Total	-	333

*Valued at lower of cost or market price

S.No.	Name of the Company	Qty in Nos.	Cost Price	Carrying Value 31.03.2018	Carrying Value 31.03.2017
	Quoted Equity Shares				
1	Hindustan Motors	100	3,067	-	333
	Total 'A'	100	3,067	-	333

Note : 11 CASH & BANK BALANCES

Particulars	As at 1.03.2018	As at 31.03.2017
Cash & Cash Equivalentents :		
Banks Balance		
-On Current Account	673,297	868,914
Cash On Hand	384,726	389,564
Total (A)	1,058,023	1,258,478

Note : 12 SHORT TERM LOANS & ADVANCES**(Amount in Rs.)**

Particulars	As at 1.03.2018	As at 31.03.2017
Advance Income tax & TDS	-	-
Short Term Loans	6,747,969	-
Total	6,747,969	-

Note : 13 OTHER CURRENT ASSETS

Particulars	As at 1.03.2018	As at 31.03.2017
Income Tax Refundable	38,916	38,916
Total	38,916	38,916

Note : 14 REVENUE FROM OPERATIONS

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Dividend Received on Mutual Fund	-	49,414
Interest on Loan	7,327,269	3,603,992
Processing Fees	1,148	-
Success Fees	84,474	-
Profit/(Loss) on sale of Long Term Investment (Mutual Funds)	-	260,863
Profit/(Loss) on sale of Short Term Investment (Mutual Funds)	-	15,566
Sale of Shares	-	277,559
Total	7,412,891	4,207,394

Note : 15 OTHER INCOME

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Interest on Late payment on loan	191	-
Short and Excess	7	-
Interest on I.T. Refund	-	3,663
Sundry Balance Written Back	-	543
Total	198	4,206

Note : 16 CHANGES IN INVENTORY OF STOCK IN TRADE**(Amount in Rs.)**

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Inventories at the end of the year Stock of Shares/Mutual Fund	-	333
Inventories at the beginning of the year Stock of Shares/Mutual Fund	333	263,349
(Increase)/Decrease in Inventory	333	263,016

Note : 17 EMPLOYEE BENEFITS EXPENSE

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Salary, Bonus & Allowances	2,323,750	125,250
Total	2,323,750	125,250

Note : 18 DEPRECIATION

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Depreciation	-	-
Total	-	-

Note : 19 OTHER EXPENSES**(Amount in Rs.)**

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
Rent	180,000	180,000
Postage, Telegram & Telephone	550	1,370
Printing and Stationery	1,698	2,111
Payment to Auditors :		
- As Statutory Fees	70,000	17,175
- As Others	20,000	22,924
Professional Fees	399,570	37,240
Directors Meeting Fees	4,200	4,200
Filing Fees	4,800	765,300
Repairs & Maintenance :		
To Other Assets	46,500	3,000
Demat Charges	-	1,516
Bank Charges and Commission	24,715	4,679
Interest on Late Payment of TDS	353	-
GSTR Late Filing Fees	520	-
Late Filing Fees-TDS	4,000	-
Listing Fees	40,250	48,669
Provision for Standard assets	13,389	142,760
Central Depository Services Ltd.	8,850	12,625
NSDL	-	8,878
Annual Custody Fee	10,942	-
ROC Fees		-
RTA Fees	70,156	16,488
GST Expense	5,920	-
Meeting Expenses	117,020	-
Office Expenses	104,800	-
Travelling Expense	8,250	130
Advertisement and Publicity	59,985	45,905
Adventure Advertising Consultant	-	-
NSDL Tender Offer Facility Fee	118,000	-
OTB Aquisition Window Software Fee	236,000	-
Other Expenses	23,600	25,627
Rates and Tax	-	-
Total	1,574,068	1,340,597

NOTE 20 : BASIC/ DILUTED EARNINGS PER SHARE**(Amount in Rs.)**

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2017
(a) Profit/Loss attributable to equity Shareholders	2,587,469	1,824,648
(b) Average No. of Equity Shares outstanding during the year	5,260,000	5,260,000
Basic/Diluted Earnings Per Shares(a/b)	0.49	0.35

NOTE 21

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

NOTE 22: 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 influence.

- 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: (Amount in Rs.)

Nature of Transaction Particulars	Other Related Parties		Key Management Personnel	
	Current year	Previous year	Current year	Previous year
Transaction during the year				
1 Loan Given	950,000	42,000,000	-	-
2 Interest Received	4,111,755	1,704,699	-	-
3 Loan Refunded	10,400,000	-	-	-
4 Director Meeting Fees	-	-	4,200	4,200
5 Amount received (Net)	-	-	83,609	-
Balance Receivable at the year end				
1 Step Industries Pvt Ltd	38,195,984	43,704,699	-	-
Balance Payable at the year end				
Ref Amount Written off during the year	NIL	NIL	NIL	NIL
1 Director Fees Payable	-	-	8,400	4,200
2 Ankit Tayal	-	-	83,609	-

NOTE 23:**As Per AS 29 – Provisions, Contingent Liabilities and Contingent Assets :**

Provision towards Standard Assets	(in Rs.)
Carrying amount beginning of the year	166,125
Additional Provision during the year	13,389
	179,514
Amount charged against the provision	-
Carrying amount end of the year	179,514

Contingent Liabilities

Claim against the company not acknowledged as due Rs. 21,19,280 (P.Y. Rs. Nil)

NOTE 24

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

NOTE 25**Capital & other commitments**

There are no capital and other commitments in the current and previous financial year.

NOTE 26

In the opinion of board Current Assets, Loans and Advances are stated at their realizable value in the ordinary course of business. Balance of some of the current assets are subject to confirmation.

For J.P., Kapur & Uberai

Chartered Accountants
Firm Reregistration No. 000593N

(Vinay Jain)
Partner
Membership No. 095187

Place: New Delhi
Date: 30.05.2018

For & on behalf of Board of Directors

Ankit Tayal
Director
DIN: 03055997

Vikas Gambhir
Director
DIN: 07767493

Shipra Singh
Company Secretary
M.No. 31772

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

REGD. OFFICE: FLAT 101, SURYA COMPLEX, PHASE-2, SURYA BAGH,
MAHAMOORGANJ, VARANASI, UTTAR PRADESH-221010

Email:Larktradingfinance@gmail.com website:www.larktrading.in

PROXY FORM

Form No. MGT-11

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

CIN	L34102UP1987PLC009222
Name of the Company	Lark Trading and Finance Limited
Registered Office	Flat 101, Surya Complex, Phase-2, Surya Bagh, Mahamoorganj, Varanasi, Uttar Pradesh-221010
Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of **Lark Trading and Finance Limited** holding _____ shares hereby appoint:

- 1 Name
 Address
 E-Mail I.D.
 Signature or failing him
- 2 Name
 Address
 E-Mail I.D.
 Signature or failing him
- 3 Name
 Address
 E-Mail I.D.
 Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on **Wednesday, 19th September, 2018 at 03:00 P.M.** at the Registered Office of the company situated at **Flat 101, Surya Complex, Phase-2, Surya Bagh, Mahamoorganj, Varanasi, Uttar Pradesh-221010** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March 2018 together with the Reports of the Auditors' and Directors' thereon.		
2.	To appoint a Director in place of Mr. Ankit Tayal (DIN: 03055997) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of appointment of M/s J.P., Kapur and Uberai, Chartered Accountants, (FRN:000593N), as statutory auditors of the Company.		
4.	To change the registered office of the Company.		
5.	To appoint Ms. Guvanti Jain as the Director of the Company.		
6.	To appoint Mr. Hari Om Tayal as the Director of the Company.		
7.	To appoint Mr. Sumit Tayal as the Whole Time Director of the Company		

Signed this _____ day of _____ 2018.

Affix Revenue Stamp of Rs. 1/-

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- (1) *This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.*
- (2) *For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.*
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- (4) *In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

REGD. OFFICE: FLAT 101, SURYA COMPLEX, PHASE-2, SURYA BAGH,
MAHAMOORGANJ, VARANASI, UTTAR PRADESH-221010

Email:Larktradingfinance@gmail.com website:www.larktrading.in

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of
the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

31st Annual General Meeting of the members of Lark Trading and Finance Limited to be held on **Wednesday, 19th September, 2018 at 03.00 P.M.** at Registered office of the company situated at **Flat101, Surya Complex, Phase-2, Surya Bagh, Mahamoorganj, Varanasi, Uttar Pradesh-221010:-**

Name of First Named Shareholder(In Block Letters)

Postal Address

Folio No./DP ID & Client ID

No. of Shares held

Class of Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March 2018 together with the Reports of the Auditors' and Directors' thereon.		
2.	To appoint a Director in place of Mr. Ankit Tayal (DIN: 03055997) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of appointment of M/s J.P., Kapur and Uberai, Chartered Accountants, (FRN:000593N), as statutory auditors of the Company.		
4.	To change the registered office of the Company.		
5.	To appoint Ms. Guvanti Jain as the Director of the Company.		
6.	To appoint Mr. Hari Om Tayal as the Director of the Company.		
7.	To appoint Mr. Sumit Tayal as the Whole Time Director of the Company		

Date:

Place:

Signature of Shareholder

* Please tick in the appropriate column

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

REGD. OFFICE: FLAT 101, SURYA COMPLEX, PHASE-2, SURYA BAGH,
MAHAMOORGANJ, VARANASI, UTTAR PRADESH-221010

Email:Larktradingfinance@gmail.com website:www.larktrading.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

31st Annual General Meeting on Wednesday, 19th September, 2018 at 03.00 P.M.

Name of the Member(In Block Letters)

Folio No./DP ID & Client ID

No. of Shares held

Name of Proxy(To be filled in, if the proxy attends instead of the member)

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 31st Annual General Meeting of the Company on Wednesday, 19th September, 2018, at 03.00 P.M. at Flat 101, Surya Complex, Phase-2, Surya Bagh, Mahamoorganj, Varanasi, Uttar Pradesh-221010.

Member's /Proxy's Signature

Note:

Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

REGD. OFFICE: FLAT 101, SURYA COMPLEX, PHASE-2, SURYA BAGH,
MAHAMOORGANJ, VARANASI, UTTAR PRADESH-221010
Email:Larktradingfinance@gmail.com website:www.larktrading.in

GREEN INITIATIVE IN CORPORATE GOVERNANCE E-COMMUNICATION REGISTRATION FORM (In terms of Section 20 of the Companies Act, 2013)

Folio No. / DP ID & Client ID :

Name of 1st Registered Holder :

Name(s) of Joint Holder(s) :

Registered Address :

Email ID (to be registered) :

I/We shareholder(s) of **Lark Trading and Finance Limited** agree to receive communication from the Company in electronic mode under relevant provisions of the Companies Act, 2013. Please register my above e-mail in your records for sending communication through mail.

Signature:- _____(First Holder)

Date: _____

***Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.**

