



**LARK TRADING AND
FINANCE LIMITED**

CIN:L34102UP1987PLC009222

33RD ANNUAL REPORT

2019-20

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. Chander Shekhar	Chairperson & Non Executive Independent Director
Mr. Hari Om Tayal	Non Executive Director
Mr. Ankit Tayal	Non Executive Director
Mr. Sumit Tayal	Executive Director
Ms. Guvanti Jain	Non Executive Director
Mr. Vikas Gambhir	Non Executive Independent Director (Resigned w.e.f.10.07.2019)
Mr. Manoj Jiwnani	Non Executive Independent Director (Appointedw.e.f. 05.11.2019)

KEY MANAGERIAL PERSONNEL

Mr. Ankit Tayal	Chief Financial Officer
Ms. Shipra Singh	Company Secretary & Compliance Officer (Resigned w.e.f.27.12.2019)
Ms. Manisha Chauhan	Company Secretary & Compliance Officer (Appointed w.e.f.01.01.2020)

AUDIT COMMITTEE

Mr. Chander Shekar	Chairperson
Mr. Ankit Tayal	Member(resignedw.e.f.05.11.2019)
Mr. Vikas Gambhir	Member(resignedw.e.f. 10.07.2019)
Mr. Manoj Jiwnani	Member (Appointedw.e.f.05.11.2019)
Ms. Guvanti Jain	Member (Appointedw.e.f. 10.07.2019)

NOMINATION & REMUNERATION COMMITTEE

Mr. Manoj Jiwnani	Chairperson (Chairperson Appointed w.e.f.05.11.2019)
Mr. ChanderShekhar	Member (Chairperson Resigned w.e.f. 10.07.2019)
Mr. VikasGambhir	Member(resignedw.e.f. 10.07.2019)
Mr. AnkitTayal	Member (resignedw.e.f.05.11.2019)
Ms. Guvanti Jain	Member (Chairperson Appointed w.e.f. 10.07.2019 & Member Appointed w.e.f.05.11.2019)

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Ms. Guvanti Jain	Chairperson (Chairperson Appointed w.e.f. 05.11.2019; Member Appointed w.e.f. 10.07.2019)
Mr. ChanderShekhar	Member (Chairperson Resigned w.e.f. 05.11.2019; Member Appointed05.11.2019)
Mr. VikasGambhir	Member (resignedw.e.f. 10.07.2019)
Mr. AnkitTayal	Member (Resigned w.e.f.05.11.2019)
Mr. ManojJiwnani	Member (Appointedw.e.f.05.11.2019)

SECRETARIAL AUDITOR

M/s Jain P & Associates
C-273, II Floor, Sector-63, Noida-201301, Uttar Pradesh

STATUTORY AUDITOR

M/s J. P., Kapur & Uberai Lower Ground Floor, C-4/5,
Safdarjung Development Area, New Delhi-110016

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.
Unit No. 49, Building No. 13-A 3, 2nd Floor, Samhita
Commercial Co-Op. Society Ltd., Sakinaka, Mumbai-400072

CIN

L34102UP1987PLC009222

REGISTERED OFFICE

C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301

CORPORATE OFFICE

592A/1B/4C, SahdevGali, Vishwas Nagar, Shahdara, Delhi-110032

BANKERS

AXIS BANK LTD., Vishwas Nagar Branch, Delhi-110032
ICICI BANK LTD., A-34, Ground Floor, Lajpat Nagar-II, New Delhi-110024

SHARES LISTED AT

Metropolitan Stock Exchange of India Limited, Calcutta Stock Exchange

E-MAIL

larktradingfinance@gmail.com

WEBSITE

www.larktrading.in

NBFC REGISTRATION NO.

B-12.00382

NOTICE

NOTICE is hereby given that the **33rd** Annual General Meeting of the members of Lark Trading And Finance Limited (“Lark” or “the Company”) will be held on **Tuesday, December 15, 2020 at 12:30 P.M.** through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) facility to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors’ and Auditors’ thereon.
2. To appoint a director in place of **Ms. Gunvanti Jain (DIN:07447179)**, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To confirm the appointment of **M/s. Sanjeev Bimla & Associates, Chartered Accountants, Chartered Accountants, (FRN: 008840N)** as the Statutory Auditors of the Company and to fix their remuneration.

In this regard, if thought fit, the members will pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and pursuant to the recommendations of the audit committee, the consent of members be and are hereby accorded for the appointment of the Statutory Auditors of the company **M/s. Sanjeev Bimla & Associates, Chartered Accountants** (Firm registration No: **008840N**), from the conclusion of this Annual General Meeting till the conclusion of 37th Annual General Meeting to be held for the financial year 2024-25 at such remuneration as may be determined by the Board of Directors of the Company, who has been appointed by the Board of Directors under Section 139(8) of the Companies Act, 2013 on 5th September, 2020 in place of **M/s J.P., Kapur & Uberoi, Chartered Accountants (FRN 000593N)** who had resigned as the Statutory Auditor of the company voluntarily w.e.f. dated 01st September, 2020.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Manoj Jiwnani (DIN: 02177522) as a “Non-Executive” Independent 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 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Manoj Jiwnani (DIN: 02177522)**, a Non-Executive Additional Director of the Company, who is eligible for re-appointment as Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of “**Five**” consecutive years commencing from **December 15, 2020** upto **December 14, 2025**, not liable to retire by rotation.”

5. **Re-appointment of Mr. Chander Shekhar (DIN: 06380668) as an Independent Director**

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

“**RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if

any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. ChanderShekhar (DIN: 06380668)**, who was appointed as an Independent Director of the Company for a term of three years up to March 23, 2020, by the members at the 30th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of one year commencing from **March 24, 2020** upto **March 23, 2021**, not liable to retire by rotation.”

**By order of the Board of Directors
For Lark Trading And Finance Limited
(Sumit Tayal)
Whole Time Director
(DIN:06380668)**

Date: 10.11.2020

Place: Noida

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is **being conducted through VC/OAVM**, hereinafter called as 'e-AGM'.
2. The deemed venue for 33rde-AGM shall be the Registered Office of the Company at C-273 Sector-63, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.
3. The Company has appointed **Beetal Financial & Computer Services Limited as "Facilitator of VC/OAVM"** to facilitate the conduct of AGM through VC/OAVM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, the facility of physical attendance of members is not provided. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email on cstanayojha@gmail.com through its registered email address and mark copy to Company's email idlarktradingfinance@gmail.com
6. Statement pursuant to Section 102 of the Act shall form a part of this Notice for special business to be transacted at the 33rd AGM.
7. Brief details of the director, who are eligible to be re-appointed in place of retiring director in 33rd e-AGM, are annexed hereto as per requirements of regulation 36(3) of the SEBI LODR) Regulations, 2015 and as per provisions of the Companies Act.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM, i.e., from 12:15 p.m. to 12.45 p.m. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 33rd AGM of the Company.

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
11. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12th May 2020, Notice of 33rd AGM along with the Annual Report for FY 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at larktradingfinance@gmail.com and on the website of the stock exchanges i.e., MSEI Limited at www.msei.in and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address by sending email to Company's email Id_larktradingfinance@gmail.com by sending duly filled form downloaded from Company's website www.larktrading.in Members are requested to register their email id and support the green initiative efforts of the Company.
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable.
15. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, *inter alia*, the statutory registers as prescribed under Companies Act, 2013 at its registered office at **C-273, Sector-63, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301**.
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
18. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through Electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.
19. The Register of Members and Share Transfer Books will remain closed from **Saturday, the 12th Day of December, 2020 to Tuesday, the 15th Day of December, 2020 (both days inclusive)**.
20. The shares of the Company are at presently listed on Metropolitan Stock Exchange of India Limited (MSEI) and Calcutta Stock Exchange (CSE).
21. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.larktrading.in> In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
22. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

23. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e. **Tuesday, 8th December, 2020**, such person may obtain the user id and password from NSDL by email request on evoting@nsdl.co.in.
24. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to larktrading@gmail.com for obtaining the Annual Report and Notice of AGM.
25. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.
2. Beetal Financial Computer Services Pvt. Ltd has been appointed as Facilitator, who will be providing VC/OAVM Services in respect of AGM.
3. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at larktradingfinance@gmail.com These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

In case shares are held in **physical mode** please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to larktradingfinance@gmail.com with a copy marked to [RTA service@satellitecorporate.com](mailto:RTA.service@satellitecorporate.com)

In case shares are held in **demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to larktradingfinance@gmail.com with a copy marked to [RTA service@satellitecorporate.com](mailto:RTA.service@satellitecorporate.com)

28. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

29. Instructions for remote e-voting and joining the AGM are as follows:

The remote e-voting period begins on Saturday, 12th Day of December, 2020 at 09:00 A.M. and ends on Monday, 14th Day of December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
 - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are 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 cstanayojha@gmail.com 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to at evoting@nsdl.co.in

General Guidelines for shareholders

- i. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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

Name of official	Ms. Manisha Chauhan
Designation	Company Secretary & Compliance Officer
Address	C-273, Sector-63, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301
Contact	+91-120-4308517
E-mail	larktradingfinance@gmail.com

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Name	Mr. Manoj Jiwnani	Mr. Chander Shekhar	Ms. Gunvanti Jain
Director Identification Number (DIN)	02177522	06380668	07447179
D.O.B.	12/06/1974	02/06/1972	01/09/1977
Qualification	Chartered Accountant	Graduate	Graduate
Expertise in specific area	Finance, Accounts & Administration	Finance	Management & Administration
Date of First appointment on the Board of the Company	05/11/2019	27/03/2017	16/05/2018
List of Directorship held in other companies	Alchemy Corporate Services Private Limited	Gee Cee Homes Pvt.Ltd.	NIL
Names of Listed Entities in which the person holds membership of Committees of the Board	Lark Trading and Finance Limited	Lark Trading and Finance Limited	Lark Trading and Finance Limited
Relationship between Directors Inter-se	None	None	None

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

Appointment of Mr. Manoj Jiwnani (DIN: 02177522) as a “Non-Executive” Independent Director

In accordance with the provisions of Section 149 read with Schedule IV to the Act, Re-appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that **Mr. Manoj Jiwnani (DIN: 02177522)**, be appointed as an Independent Director on the Board of the Company.

The appointment of **Mr. Manoj Jiwnani (DIN: 02177522)**, shall be effective upon approval by the members in the Meeting.

Mr. Manoj Jiwnani has been appointed as an Additional Director (**Category: Independent**) w.e.f. 05/11/2019 by the Board of Directors and whose term is going to expire from the date of Annual general Meeting. The Company has received consent in writing from him under Section 160 of the Act. **Mr. Manoj Jiwnani** is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a declaration from **Mr. Manoj Jiwnani** that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, **Mr. Manoj Jiwnani** fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. **Mr. Manoj Jiwnani** is independent of the management and possesses appropriate skills, experience and knowledge.

Details of **Mr. Manoj Jiwnani** is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of **Mr. Manoj Jiwnani** setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except Mr. Manojjiwnani.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Terms & Conditions:

1. Designation: Independent Director
2. Term: 5 Years
3. Salary: NIL

Item No. 5

Re-appointment of Mr. ChanderShekhar (DIN: 06380668) as an Independent Director

Mr. ChanderShekhar (DIN: 06380668) was appointed as an Independent Director for a period of three years upto 23.03.2020. In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, Re-appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. ChanderShekhar (DIN: 06380668) be re-appointed as an Independent Director on the Board of the Company.

The duties of the Director shall be discharged subject to superintendence, control and direction of the Board and shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, matters and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. ChanderShekhar (DIN: 06380668) as an Independent Director of the Company.

None of the Director(s) are interested in the said resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the OrdinaryResolution set out at Item No. 5 of the Notice for approval by the members.

Terms & Conditions:

1. Designation: Independent Director
2. Term: 1 Year
3. Salary: NIL

Date: 10.11.2020
Place: Noida

By order of the Board of Directors
For Lark Trading And Finance Limited
(Sumit Tayal)
Whole Time Director
(DIN:06380668)

DIRECTORS' REPORT

To
The Shareholders of the Company,

Your Directors are pleased to present this 33rd Annual Report together with the Audited Annual Financial Statements for the year ended March 31st, 2020.

COVID-19 PANDEMIC

The COVID-19 pandemic has caused a huge disruption creating an unprecedented impact on the financial well-being of nations, corporations and individuals. A detailed discussion on impact of COVID-19 on the business and operations of the Company is covered in the 'Management Discussion and Analysis Report.'

CIRCULATION OF ANNUAL REPORTS IN ELECTRONIC FORM

In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for FY2020.

Accordingly, the Annual Report of the Company for FY2020 is being sent only by email to the members, and all other persons/entities entitled to receive the same.

This Annual Report, along with other documents, is also available on the Company's website at <http://larktrading.in/>.

FINANCIAL HIGHLIGHTS- AT A GLANCE

V Overall Performance of your Company

The Financial Year 2019-20 had seen the increase in Revenue from Operation from Rs.7,271,734 in Financial Year 2018-19 to Rs.7,314,766 in the Financial Year 2019-20. However, the company's Profit has declined to Rs. 4,59,702/- earned in the Financial Year 2019-20 against the net Profit of Rs. 8,36,228/- earned in the Financial Year 2018-19.

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

Amount (In Rupees)

PARTICULARS	Standalone	
	2019-20	2018-19
Income from Business Operations	7,314,766	7,271,734
Other Income	106,115	185,565
Total Income	7,420,881	7,457,300
Less: Expenditure	6,864,567	6,298,831
Profit/Loss before Tax	556,314	1,158,469
Less: Tax Expense	154,724	374,045
Add: Deferred Tax Asset	(58,112)	(51,804)
Net Profit/Loss after Tax	459,702	836,228
Earnings per share:		
Basic	0.09	0.16
Diluted	0.09	0.16

DIVIDEND

With a view of augmenting financial resources for generating stable growth in future, the Board of Directors of the company have not declared any dividend for the current financial year.

RESERVES

The Board proposes Rs. 459,702/- to be retained as "Surplus" and no amount has been transferred to the General Reserve.

SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2019-20.

As on 31st March, 2020, paid-up share capital of the Company stood at 52,600,000 consisting of 5,260,000 Equity Share of Rs. 10/-each.

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 on the company for the financial year ending on March 31, 2020.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of Section 73 of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2020.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2019-20. A statement about Subsidiary / Joint Ventures / Associate Company(ies) is, as in the form **AOC-I**, not Applicable.

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 DIRECTORS /KEY MANAGERIAL PERSONNEL

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

S. No.	Name	Designation	Nature of Change	With Effect From
1.	Mr. Vikas Gambhir	Director	Resignation	10/07/2019
2.	Mr. Manoj Jiwnani	Additional Director (Independent)	Appointment	05/11/2019
3.	Ms. Shipra Singh	Company Secretary & Compliance Officer	Resignation	27/12/2019
4.	Ms. Manisha Chauhan	Company Secretary & Compliance Officer	Appointment	01/01/2020

The Board places on record its appreciation for the valuable services rendered by Director Mr. Vikas Gambhir and Company Secretary Ms. Shipra Singh, who have resigned from the Company in the year under review.

Ms. Gunvanti Jain (DIN:07447179), Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment to the members of the Company at the ensuing Annual General Meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 ;
- (c) 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;
- (d) The Directors had prepared the Annual Accounts on a going concern basis;
- (e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- (f) 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.

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.

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**". Website Link of <http://larktrading.in/>.

The provision of Section 134(3) has been amended by Companies (Amendment) Act, 2017 w.e.f. 31.07.2018 i.e. as per notification dated 31st July, 2017 provision in relation to MGT-9 has been removed from Section 134 and a new provision added which prescribed the web-link of such annual return shall be disclosed in the Board's report.

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

The details of board meetings & committee meetings convened and held during the year and other details of Board Meetings held are given in Corporate Governance Report. The maximum interval between any two board meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

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 the 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 the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

VIGIL MECHANISM

The Vigil Mechanism policy of the Company is framed in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and access of the same is given to Chairperson of Audit Committee.

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.

STATUTORY AUDITOR & 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 Annual General Meeting held on 29th Day of September, 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 (five) years who had resigned as the Statutory Auditor voluntarily w.e.f. 1st September, 2020.

M/s. Sanjeev Bimla & Associates, Chartered Accountants (Firm registration No: 008840N) has been appointed by the Board of Directors on 5th September, 2020 to fill up the causal vacancy under section 139(8) of the Companies Act, 2013. On recommendation of the Audit Committee, the Board appoints **M/s. Sanjeev Bimla & Associates, Chartered Accountants** and recommend to shareholders to appoint **M/s. Sanjeev Bimla & Associates, Chartered Accountants**, till the conclusion of the Annual General Meeting held for the financial year 2024-25 of the Company.

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

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

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. Jain P & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Ms. Preeti Jain**, Company Secretary, and the report thereon is annexed herewith as "**Annexure-C**".

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

No adverse observation(s) have been recorded by the Secretarial Auditor for the year under review in its report.

Annual Secretarial Compliance Report

The provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 are not applicable on the Company.

INTERNAL AUDIT

The Company had appointed Mr. Govind Patel as 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.

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

Since the Company is Non-Banking Financial Company, the provisions of the Section 186, except Sub-Section (1), of the Companies Act, 2013, are not applicable to the Company. The details of loan and investments are disclosed in Notes of the Financial Statements.

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

All contracts/arrangements/transactions entered into during the financial year with the related parties were on arm's length basis and were in the ordinary course of business as disclosed in financial statement. Form AOC-2 is attached as “Annexure-B”.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

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 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.

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.

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 whistle blower policy. This policy is explained in “Corporate Governance Report” and is also posted on website of the company.

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 workplace. During the year, no complaints were filed with the Company and Internal Complaints Committee (ICC).

HUMAN RESOURCE

The relationship with employees continues to be harmonious. The company always considers 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 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 31st March, 2020 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensure 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. (MSEI) 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.

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.

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 remuneration to any of the Non- Executive Directors of the Company during the year ended March 31, 2020, hence, the disclosures pursuant to the provisions of Section 197(12) of the Companies Act, 2013 and read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 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**

The remuneration paid to all Key Managerial Personnel was in accordance with the remuneration policy as adopted by the company.

DISCLOSURE OF STATEMENT OF DEVIATION(S) OR VARIATION(S) UNDER REGULATION 32 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

With reference to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of Statement of Deviation(s) or Variation(s) as per the said regulation is not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of the Board
Lark Trading and Finance Limited**

**Sumit Tayal
Whole Time Director
DIN:06598044**

**Ankit Tayal
Director
DIN:03055997**

**Date: 10.11.2020
Place: Noida**

**Manisha Chauhan
Company Secretary
Pan: BKLPC2576D**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

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	22/12/1987
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	C-273, Sector-63, Gautam Buddha Nagar, Noida, UP-201301 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. 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 sharehold	Applicable Section
1	Not Applicable				

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				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	3,150,000	3,150,000	59.88%	-	3,150,000	3,150,000	59.88%	0.00%
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)	-	3,150,000	3,150,000	59.88%	-	3,150,000	3,150,000	59.88%	0.00%
(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 (A)	-	3,150,000	3,150,000	59.88%	-	3,150,000	3,150,000	59.88%	0.00%
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.	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Indian	-	40,000	40,000	0.76%	-	40,000	40,000	0.76%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%

b) Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	66,100	66,100	1.26%	-	66,100	66,100	1.26%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	125500	1,862,100	1,987,600	37.78%	125500	1,862,100	1,987,600	37.78%	0.00%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
HUF	-	16,300	16,300	0.31%	-	16,300	16,300	0.00%	0.31%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	125,500	1,984,500	2,110,000	40.11%	125,500	1,984,500	2,110,000	40.11%	0.00%
Total Public (B)	125,500	1,984,500	2,110,000	40.11%	125,500	1,984,500	2,110,000	40.11%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
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%	0.00%

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total Shares	No. of Shares	% of total Shares of the company	% of shares Pledged / encumbered to total shares	
1	Ankit Tayal	750,000	14.26%	0.00%	750,000	14.26%	0.00%	0.00%
2	Shivani Khera	700,000	13.31%	0.00%	700,000	13.31%	0.00%	0.00%
3	Gunvanti Jain	900,000	17.11%	0.00%	900,000	17.11%	0.00%	0.00%
4	Hari Om Tayal	800,000	15.21%	0.00%	800,000	15.21%	0.00%	0.00%
	Total	3,150,000	59.89%	0.00%	3,150,000	59.89%	0.00%	0.00%

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
	At the beginning of the year				No Change		
	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)						
	At the end of the year						

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

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2019]		Shareholding at the end of the year [As on 31-March-2020]		Increase/(decrease) during the year	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares	No. of Shares	% of total Shares
1	Sameer Mittal	230,000	4.37%	230,000	4.37%	0	0
2	Sunil Gupta	230,000	4.37%	230,000	4.37%	0	0
3	Niril Kumar	230,000	4.37%	230,000	4.37%	0	0
4	Kanika Gupta	230,000	4.37%	230,000	4.37%	0	0
5	Dinesh Kumar	230,000	4.37%	230,000	4.37%	0	0
6	Shiv Kumar Gupta	230,000	4.37%	230,000	4.37%	0	0
7	Nirmal Kumar	230,000	4.37%	230,000	4.37%	0	0
8	Shruti Almal	88,500	1.68%	88,500	1.68%	0	0
9	Oven Commercial Pvt Ltd	40,000	0.76%	40,000	0.76%	0	0
10	Sumitra Devi Almal	37,000	0.70%	37,000	0.70%	0	0
	Total	1,775,500	33.75%	1,775,500	33.75%	0	0

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Ankit Tayal	750,000	14.26%	750,000	14.26%
2	Gunvanti Jain	900,000	17.11%	900,000	17.11%
3	Hari Om Tayal	800,000	15.21%	800,000	15.21%
	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 changes during the year			
	At the end of the year				
1	Ankit Tayal	750,000	14.26%	750,000	14.26%
2	Gunvanti Jain	900,000	17.11%	900,000	17.11%
3	Hari Om Tayal	800,000	15.21%	800,000	15.21%

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	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition	NIL			
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	NIL			
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)
	Name	Sumit Tayal	
	Designation	Whole Time Director	
1	Gross salary	24,00,000	24,00,000
	(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)	24,00,000	24,00,000
	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	Manoj Jiwnani	
	Fee for attending board, committee meetings	2,500.00	22,500.00	10,000.00	35,000.00
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (1)	2,500.00	22,500.00	10,000.00	35,000.00
2	Other Non-Executive Directors	Gunvanti Jain	Hari Om Tayal		
	Fee for attending board committee meetings	22,500.00	22,500.00		45,000.00
	Commission				
	Others, please specify				
	Total (2)	22,500.00	22,500.00		45,000.00
	Total (B)=(1+2)	25,000.00	45,000.00	10000.00	80,000.00
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

Note: Mr. Vikas Gambhir has resigned from the Board of Director w.e.f. 10.07.2019 and Mr. Manoj Jiwnani has been appointed as Independent Director w.e.f. 05.11.2019

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
		Ankit Tayal	Shipra Singh	Manisha Chauhan	
	Name	Ankit Tayal	Shipra Singh	Manisha Chauhan	
	Designation	CFO	CS	CS	
1	Gross salary	-	91,810	81,000	1,72,810
	(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		91,810	81,000	1,72,810

Note: Ms. Shipra Singh has resigned from the Company w.e.f. 27.12.2019 and Ms. Manisha Chauhan has been appointed w.e.f. 01.01.2020.

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	NO PENALTIES / PUNISHMENT/ COMPOUNDING OF			
	Punishment	OFFENCES DURING THE YEAR			
	Compounding				
B.	DIRECTORS				
	Penalty	NO PENALTIES / PUNISHMENT/ COMPOUNDING OF			
	Punishment	OFFENCES DURING THE YEAR			
	Compounding				
C.	OTHER OFFICERS IN DEFAULT				
	Penalty	NO PENALTIES / PUNISHMENT/ COMPOUNDING OF			
	Punishment	OFFENCES DURING THE YEAR			
	Compounding				

**For and on Behalf of the Board of Directors
For Lark Trading and Finance Limited**

Sumit Tayal
Whole Time Director
DIN:06598044

Ankit Tayal
Director & CFO
DIN:03055997

Manisha Chauhan
Company Secretary
Pan: BKLPC2576D

Date: 10.11.2020
Place: Noida

FORM NO. AOC.2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain 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	Annexure-1
b)	Nature of contracts/arrangements /transactions	
c)	Duration of the contracts/arrangements/ transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
e)	Date(s) of approval by the Board, if any	
f)	Amount paid as advances, if any	

**For and on Behalf of the Board of Directors
For Lark Trading and Finance Limited**

Sumit Tayal
Whole Time Director
DIN:06598044

Ankit Tayal
Director & CFO
DIN:03055997

Manisha Chauhan
Company Secretary
Pan: BKLPC2576D

Date: 10.11.2020
Place: Noida

Detail of material contracts or arrangement or transactions at Arm's Length basis

A. Name(s) of the related party and nature of relationship

Key Managerial Personnel:	<ol style="list-style-type: none"> 1. Hari Om Tayal 2. Sumit Tayal 3. Chander Shekhar 4. Ankit Tayal- CFO 5. Gunvanti Jain 6. Vikas Gambhir (<i>Resigned w.e.f. 10.07.2019</i>) 7. Shipra Singh- Company Secretary (<i>Resigned w.e.f. 27.12.2019</i>) 8. Manisha Chauhan (<i>Appointed w.e.f. 01.01.2020</i>)
Enterprise over which Key Managerial Personnel have significant influence.	<ol style="list-style-type: none"> 1. M.K. Plastic 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
Relatives of Key Managerial Personnel:	<ol style="list-style-type: none"> 1. Reeta Tayal 2. Sonam Tayal 3. Mukesh Tayal 4. Shivani Khera

B. Transaction with Related Parties above during the year:

Nature of Transaction	Other Related Parties		Key Management Personnel	
	Current year	Previous year	Current year	Previous year
Particulars				
Transaction during the year (Loan)				
1. Loan Given	3,400,000	1,100,000	-	-
2. Interest Received (Net off TDS)	3,926,957	3,295,498	-	-
3. Loan Refunded back	16,640,000	2,750,000	-	-
Sitting Fees				
1. Sitting Fees			18,500	18,000
Ankit Tayal				
1. Advance Refunded back	-	-	3991391	925000
2. Advance given	-	-	5000000	-
3. Interest Received	-	-	208577	-
Sumit Tayal				
1. Director remuneration	-	-	2400000	935902

2. Amount Received	-	-	4000	-
3. Amount paid on behalf of company	-	-	147810	-
Sonam Tayal				
1. Advance given	200000	-	-	-
Mukesh Tayal				
1. Advance given	70000	-	-	-
Reeta Tayal				
1. Rent	-	135,000	-	-
Shivani Khera				
1. Salary	1800000	768372	-	-
Shipra Singh				
1. Salary	-	-	91810	96000
Manisha Chauhan				
1. Salary	-	-	81000	-

Balance Receivable at the year end

1. Step Industries Pvt. Ltd.	27,763,928	38,675,332	-	-
2. M.K. Plastic	2,472,560	874,198	-	-
3. Ankit Tayal	-	-	208,577	-
4. Sonam Tayal	200,000	-	-	-
5. Mukesh Tayal	70,000	-	-	-

Balance Payable at the year end

1 Sitting Fees Payable	-	-	36,500	18,000
2 Ankit Tayal	-	-	-	1,008,609
3 Reeta Tayal	285,000	285,000	-	-
4 Sumit Tayal	-	-	147,810	-

Salary Payable

1 Sumit Tayal		-	1,146,048	1,858,222
2 Shipra Singh		-	-	56,000
3 Manisha Chauhan	-	-	27,000	-
4 Shivani Khera	793,272	1,508,579	-	-

**For and on Behalf of the Board of Directors
For Lark Trading and Finance Limited**

Sumit Tayal
Whole Time Director
DIN:06598044

Ankit Tayal
Director & CFO
DIN:03055997

Manisha Chauhan
Company Secretary
Pan: BKLPC2576D

Date: 10.11.2020
Place: Noida

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

[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
C-273, Sector-63 Noida
Gautam Buddha Nagar UP 201301

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 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 **Lark Trading and Finance Limited'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, 2020** 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 ended on **31st March, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **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; **Not applicable for the period under review**
 - (e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 - **Not applicable for the period under review.**
 - (f) The Securities 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.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:
 - (a) Reserve Bank of India Act, 1934
 - (b) Prevention on Money Laundering Act, 2002
 - (c) RBI notifications related to NBFC
 - (d) Circulars related to NBFC

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- (ii) Listing Agreement entered into by the Company with **Metropolitan Stock Exchange and Calcutta Stock Exchange**;

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 observations:

It is pertinent to mention here that the Company is in the last stage of revocation of suspension of trading of equity shares with Metropolitan Stock Exchange of India Ltd. (MSEI). Further, inspection of the registered office and statutory records has been completed by Metropolitan Stock Exchange of India Ltd. through Video conferencing.

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. There was no change in the composition of the Board of Directors during the period under review *except resignation of Mr. Vikas Gambhir, Director w.e.f. 10.07.2019 and appointment of Mr. Manoj Jiwnani as an Additional Director w.e.f. 05.11.2019.*
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 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 Jain P & Associates
Company Secretaries**

**Preeti Mittal
Company Secretary
Mem. No.: 41759
C P No.:17079**

**Place: Delhi
Date: 09/11/2020**

This report is to be read with our letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2020]

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 Jain P & Associates
Company Secretaries**

**Preeti Mittal
Company Secretary
Mem. No.: 41759
C P No.:17079**

**Place: Delhi
Date: 09/11/2020
UDIN: A041759B001194416**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members
Lark Trading and Finance Limited
Add: C-273, Sector-63,
Noida-201301, UP

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Lark Trading and Finance Limited, having CIN L34102UP1987PLC009222** and having its registered office at **C-273, Sector-63, Noida-201301**, (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below as on the date of this certificate have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name	DIN	Date of Appointment	Date of cessation
1.	Mr. Hari Om Tayal	02720681	16.05.2018	-
2.	Mr. Ankit Tayal	03055997	29.09.2016	-
3.	Mr. Chander Shekhar	06380668	24.03.2017	-
4.	Mr. Sumit Tayal	06598044	16.05.2018	-
5.	Ms. Gunvanti Jain	07447179	15.05.2018	-
6.	Mr. Manoj Jiwnani	02177522	05.11.2019	-
7.	Mr. Vikas Gambhir	07767493	24.03.2017	10.07.2019

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

**For Jain P & Associates
Company Secretaries**

**Preeti Mittal
Company Secretary
Memb. No.:41759
C P No.: 17079**

**Date: 08.11.2020
Place: Noida
UDIN: A041759B001184659**

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of Lark Trading And Finance Limited (the 'Company' or 'Lark') for FY2020.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

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 Director's 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

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

A. Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting

As on 31st March 2020, there were one executive and Five Non-executive Directors out of which two are Independent Directors; two are Non-Executive and one is Non-Executive Woman Director. Non-Executive Independent Directors is Chairperson of the Company.

As on 31st March, 2020, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

Category and attendance of each of the Directors at the Board Meetings held during 2019 -20 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2019-2020		Whether attended last AGM for FY 2018-19	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Mr. AnkitTayal	Non-Executive Director	9	9	Yes	Nil	Nil
2.	Mr. ChanderShekhar	Non-Executive Independent Director	9	9	Yes	1	2
3.	Mr. VikasGambhir*	Non-Executive Independent Director	1	1	No	Nil	Nil

4.	Mr. Hari Om Tayal	Non-Executive Director	9	9	Yes	Nil	Nil
5.	Mr. SumitTayal	Whole Time Director	9	9	Yes	Nil	Nil
6.	Ms. Gunvanti Jain	Non-Executive Director	9	9	Yes	1	2
7.	Mr. Manoj Jiwnani#	Additional Director	4	4	No	1	2

Note:*Mr. Vikas Gambhir, has resigned from the Board of Directors of the Company w.e.f. 10.07.2019.

Mr. Manoj Jiwnani, Non-Executive Independent Director, has been appointed on 05.11.2019 in the Board and in the Committee(s) of the Company.

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2020 (including the Company)

Sr. No.	Name of director	Directorships			Committee positions in listed and unlisted public limited companies	
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chairperson)	As chairperson
1.	Mr. Ankit Tayal	1	-	3	Nil	Nil
2.	Mr. Chander Shekhar	1	-	1	3	1
3.	Mr. Hari Om Tayal	1	-	-	Nil	Nil
4.	Mr. Sumit Tayal	1	-	1	Nil	Nil
5.	Ms. Gunvanti Jain	1	-	-	3	1
6.	Mr. Manoj Jiwnani	1	-	1	3	1

- i) None of the Director holds office as a Director, including as an alternate Director, in more than twenty companies at the same time. None of them has Directorships in more than ten public companies. For reckoning the limit of public companies, Directorships of private companies that are either holding or subsidiary company of a public company are included and Directorships in dormant companies are excluded. For the purpose of reckoning the Directorships in listed companies, only equity listed companies have been considered.
- ii) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.
- iii) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31st March 2020 (including the Company)

Sr. No.	Name of Director	Listed Entity	Category
1.	Mr. Ankit Tayal	Lark Trading And Finance Limited	Non-Executive
2.	Mr. Chander Shekhar	Lark Trading And Finance Limited	Non-Executive Independent (Chairperson)
3.	Mr. Hari Om Tayal	Lark Trading And Finance Limited	Non-Executive
4.	Mr. Sumit Tayal	Lark Trading And Finance Limited	Executive
5.	Ms. Gunvanti Jain	Lark Trading And Finance Limited	Non-Executive
6.	Mr. Manoj Jiwnani	Lark Trading And Finance Limited	Non-Executive Independent

Disclosure of relationships between Directors inter-se

Mr. Sumit Tayal, Whole Time Director & Mr. Ankit Tayal, Director are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

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

During the period, the Board of Directors have met **9 times**. The dates on which the meetings were held are **29.05.2019, 11.07.2019, 19.07.2019, 14.08.2019, 05.11.2019, 14.11.2019, 27.12.2019, 01.01.2020 and 12.02.2020** the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

Orderly succession to Board and Senior Management

The framework of succession planning for appointment of Board/Management is passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

Letters of appointment of Independent Directors

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

During the F.Y. 2019-20, Mr. Vikas Gambhir has been resigned from the office of Director w.e.f. 10th July, 2019 and Mr. Manoj Jiwnani has been appointed as an Additional Director (Category- Non-Executive Independent Director) w.e.f 5th November, 2019.

The company has also 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. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors except the following:

Name of Non-Executive Director	Pecuniary Relation	Other Relation
Mr. Ankit Tayal	Promoters of the Company (7,50,000 Equity Shares)	Chief Financial Officer
Ms. Gunvanti Jain	Promoters of the Company (9,00,000 Equity Shares)	-
Mr. Hari Om Tayal	Promoters of the Company (8,00,000 Equity Shares)	-

No remuneration was given to any of the Non-Executive Director during the financial year 2019-20.

C. Familiarization Program for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required 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 this programme.

D. Skill/Expertise/Competence of the Board of Directors:

The Board of Directors has recognized skill & expertise in managing the Non-Bank Finance Company (NBFC), besides having expertise & competence in manufacturing, administration & Accounts.

Skill Description	Ankit Tayal	Gunvanti Jain	Hari Om Tayal	Sumit Tayal	Manoj Jiwnani	Chander Shekhar
Leadership	Yes	Yes	Yes	Yes	Yes	Yes
Financial	Yes	-	Yes	Yes	Yes	Yes
Adminst-ration	Yes	Yes	Yes	Yes	Yes	-
Marketing and Communications	-	-	Yes	Yes	-	-
Accounts & Income Tax	Yes	-	-	Yes	Yes	Yes
Legal & compliance	Yes	-	-	Yes	Yes	Yes

- E.** The company is engaged in the business of Financing Industrial or other Companies, Enterprises and persons and to lend or advance money to builders and other persons on securities of all descriptions whether real or personal and to grant loans on mortgage immovable properties and to lend money and negotiable loans of every descriptions and to transact business as financiers and monetary agents in India and elsewhere provided the Company shall not carry on business of Banking under the meaning of Banking Regulations Act 1949 or any other business prohibited by the Prize, Chit & Money Circulation Schemes(Banning) Act, 1978.
- F.** In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.
- G.** During the year, During the F.Y. 2019-20, Mr. Vikas Gambhir has been resigned from the office of Director w.e.f. 10th July, 2019 and Mr. Manoj Jiwnani has been appointed as an Additional Director (Category- Non-Executive Independent Director) w.e.f 05th November, 2019 pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 and Stakeholders Relationship 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 and representatives of the internal auditors to be present at its meetings.
- iv.** The previous Annual General Meeting (AGM) of the Company was held on **25th September, 2019** and was attended by **Mr. Chander Shekhar**, Chairperson 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. ChanderShekhar	Chairperson	4	4
2.	Ms. Guvanti Jain**	Member	4	3
3.	Mr. Manoj Jiwnani#	Member	4	2
4.	Mr. Vikas Gambhir*	Member	4	1
5.	Mr. Ankit Tayal***	Member	4	2

Note:1.

*Mr. Vikas Gambhir resigned w.e.f. 10.07.2019 from the membership of the Committee.

**Ms. Guvanti Jain was appointed as the member w.e.f. 10.07.2019.

***Mr. Ankit Tayal resigned w.e.f. 05.11.2019 from the membership of the Committee

#Mr. Manoj Jiwnani was appointed as the member w.e.f. 05.11.2019.

- vi. Four Audit Committee meetings were held during the year **2019-20 on 29.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020.**
- 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 in 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. ChanderShekhar, the Non-Executive Director.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Ms. Gunvanti Jain**	Chairman	4	4
2.	Mr. ChanderShekhar***	Member	4	4
3.	Mr. Manoj Jiwnani#	Member	4	2
4.	Mr. Vikas Gambhir*	Member	4	1

Note:

1. *Mr. Vikas Gambhir resigned w.e.f 10.07.2019
 2. **Ms. Gunvanti Jain appointed as a member w.e.f. 10.07.2019 and as the Chairperson w.e.f. 05.11.2019.
 3. ***Mr. Chander Shekhar resigned as the Chairperson w.e.f. 05.11.2019 and appointed as the member w.e.f. 05.11.2019.
 4. #Mr. Manoj Jiwnani appointed w.e.f. 05.11.2019
- iii. Four Stakeholders' Relationship Committee meetings were held during the year **2019-20** on **29.05.2019, 14.08.2019, 14.11.2019 and 12.02.2020**. 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	Ms. Manisha Chauhan
Designation	Company Secretary & Compliance Officer
Address	C-273, Sector-63, Noida-201301, UP

- vi. **Details of investor complaints received and redressed during the year 2019-20 are as follows:**

No. of Complaints pending as on 01.04.2019	No. of Complaints received during the year 2019-20	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 31.03.2020
0	0	0	0	0

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. Manoj Jiwnani##	Chairperson	3	1
2.	Mr. Chander Shekhar**	Member	3	3
3.	Ms. Gunvanti Jain***	Member	3	3
4.	Mr. Vikas Gambhir*	Member	3	0
5.	Mr. Ankit Tayal#	Member	3	2

Note:

1. *Mr. Vikas Gambhir resigned w.e.f 10.07.2019
2. **Mr. Chander Shekhar resigned as the Chairperson and appointed as the member w.e.f. 10.07.2019.
3. ***Ms. Gunvanti Jain appointed as Chairperson w.e.f. 10.07.2019 and appointed as the Member w.e.f. 05.11.2019.
4. #Mr. Ankit Tayal resigned w.e.f. 05.11.2019 from Nomination & Remuneration Committee.
5. ##Mr. Manoj Jiwnani was appointed as the Chairperson w.e.f. 05.11.2019

The committee meetings were held on **14.08.2019, 05.11.2019, 01.01.2020.**

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.

D. Independent Directors' Meeting

The Ministry of Corporate Affairs vide General circular no. 11 dated 24 March 2020, granted relaxation in compliance with holding separate meeting of independent director without attendance of non-independent directors and members of the management for FY2019-20. The said meeting was, however, held on 19th May, 2020.

The independent directors present elected Mr. Chander Shekar, as Chairperson for the meeting. All independent directors were present at the meeting.

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.

The Independent Directors & Non-Executive Directors were paid sitting fees during the financial year 2019-20.

Remuneration of Executive Directors for the financial year 2019-20

S. No.	Name of Director	Designation	Salary (Basic)	Benefits & Allowances	Performance Related Pay (PRP) for the year 2019-20	Total
1.	Mr. Sumit Tayal	Whole Time Director	24,00,000	-	-	24,00,000

The Company had not given any stock options during the year 2019-20.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2019-20.

V. GENERAL BODY MEETING

a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Date	Venue	Time	Whether any Special Resolution passed
2016-17	29.09.2017	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	11:00A.M	No
2017-18	29.09.2018	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	03.00 P.M.	Yes
2018-19	25.09.2019	C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301	10:30 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.

VI. 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.

Quarterly/ Half Yearly/ Annual Financial Results notice, advertisement and other official news are normally published both in Vernacular language and English National newspapers regularly. The results are also displayed/uploaded on the Company's website i.e. <http://larktrading.in/>.

VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting: Date & Time Deemed Venue	33rd Tuesday, December 15, 2020 at 12:30 P. M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') C-273, Sector-63, GautamBudh Nagar, Noida, Uttar Pradesh-201301
2.	Financial year	April 1, 2019 to March 31, 2020
3.	Financial Calendar 2020-21 Results for quarter/year ending : (a) 30th June, 2020 (b) 30th September, 2020 (Tentative Schedule) (c) 31st December, 2020 (d) 31st March, 2021	On 15th day of September, 2020 On 10 th day of November, 2020 On or before 14th day of February, 2021 Before end of 30th day of May, 2021
4.	Book Closure	12.12.2020 To 15.12.2020(both days inclusive)

5.	Listed on	MSEI and Calcutta Stock Exchange
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review
7.	Stock Symbol	LARK (MSEI)
8.	Stock Code	022126 (on CSE)

VIII. NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferred in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the Company upon such request and is also available on the Company's website at www.larktrading.in

Nomination facility for shares held in electronic form is also available with depository participants.

IX. AGM THROUGH VC

Pursuant to MCACirculars, the Company will provide video conferencing facility to the members for participating in the 33rd AGM. Please refer the Notice of the 33rd AGM for more details.

X. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder and provisions under SEBI Listing Regulations, every listed company is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with NSDL, the authorised agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method. The Company will also provide facility to members attending the AGM through VC or OAVM to vote at the meeting in accordance with the Companies (Management and Administration) Rules, 2014 and MCA circulars for conducting AGM through VC or OVAM.

Shareholders who are attending the meeting through VC or OAVM and who have not already cast their votes by remote e-voting shall be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, is **8th December 2020** and the remote e-voting shall be open for a period of 3 (three) days, from **Saturday, 12th Day of December, 2020** (9.00 a.m.) till **Monday, 14th Day of December, 2020** (5.00 p.m.).

The Board has appointed M/s. Ojha & Associates, practicing company secretary, as Scrutinizer for the e-voting process.

Detailed procedure is given in the Notice of the 33rd AGM and is also placed on the Company's website at <http://larktrading.in/index.html>

Shareholders may get in touch with the Company Secretary at larktradingfinance@gmail.com for further assistance.

XI. DISCLOSURE

- a) During the financial year under review, the Company has entered into some material transaction(s) with the related parties. All the contracts/arrangements/transactions entered into with related parties were on the arm's length basis, which were intended to further Company's Interest. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report and Note 21 of Notes to account of Financial Statements of the Company.
- b) During last three year under review, the company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015 except the following:

Due to non-submission of financial results for two consecutive quarters i.e. March 31, 2017 and June 30, 2017, the trading of equity shares has been suspended w.e.f. 27th November, 2017 by MSEI. Further, The Company is in a process of Revocation of suspension of trading of equity shares.

- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company does not have any Subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not required to be framed.
- e) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. www.larktrading.in and web-link of the same is <http://larktrading.in>.
- f) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- g) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the year.
- h) A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- i) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- j) With reference to the notes 18 of Profit and Loss Accounts for the period ended March 31, 2020, total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs. 1,88,800/-.
- k) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- (l) There were no complaints filed/pending/disposed of in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year in concern.

XII. The provisions of Corporate Governance requirements as specified in regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable on the Company, however, the Company has complied with the same to the extent possible as a part of good Corporate Governance Practice. The company complies with the clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

XIII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XIV. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL

- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XV. RISK MANAGEMENT

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

XVI. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

Presently, the Board of the Company comprises of following 2 (Two) Independent Directors:

- i) Mr. ChanderShekhar
- ii) Mr. Manoj Jiwani (*Appointed w.e.f.05.11.2019*)

XVII. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

XVIII. CEO/CFO CERTIFICATION

Mr. Ankit Tayal, Chief Financial Officer (CFO), have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XIX. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

XX. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.larktrading.in.

XXI. Market price data- high, low during each month of the financial year 2019-20:

The shares of the Company are not being traded currently, trading being currently suspended. Therefore, market price data is not available for the financial year under review.

XXII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2020:

Shareholding of Nominal value of Rs. 1/-	No. of Shareholders	% of Shareholders	No. of Shares held	Amount	% to total
Up to 500	158	78.61	19560	195600	0.37
501-1000	5	2.49	4630	46300	0.09
1001-2000	1	0.50	1500	15000	0.03
2001-3000	1	0.50	2500	25000	0.05
3001-4000	0	0.00	-	-	0.00
4001-5000	0	0.00	-	-	0.00
5001-10000	4	1.99	37910	379100	0.72
10001 & above	32	15.92	5193900	51939000	98.74
Total	201	100.00	5260000	52600000	100.00

Categories of Equity shareholders as on March 31, 2020

	Category	No. of Shares	% of Holding
1.	Promoters Holding		
	i. Promoters		
	- Indian Promoters	31,50,000	59.89
	- Foreign Promoters	-	-
	- Persons acting in concert	-	-
	Sub Total A	31,50,000	59.89
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. FI's	-	-
	Sub Total B	-	-
3.	Others		
	i. Corporate Bodies	40,000	0.76
	ii. Indian Public	20,70,000	39.36
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Foreign Companies) Clearing Member	-	-
	Sub Total C	21,10,000	40.11
	Grand Total (A+B+C)	52,60,000	100

XXIII. 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 2020**.

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

ISIN of the Company : INE936T01017

The names and addresses of the depositories are as under:

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

XXIV. Company Details:

Registered Office : C-273, Sector-63, Gautam Buddha Nagar, Noida, U.P. 201301

PlantLocation : Same as Above

Addressfor communication : Same as Above

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

Particulars	Telephone Number	Fax No.
Registered Office:C-273, Sector-63, Gautam Buddha Nagar, Noida, U.P. 201301	+91- 1204308517	-
Corporate Office:Same as above	Same as above	-

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**

Place: Noida
Date: 10.11.2020

Sumit Tayal
Whole-time Director
DIN: 06598044

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.

THE COVID-19 PANDEMIC AND LOCKDOWN

We are amidst unprecedented times. The COVID-19 pandemic has spread across the world — leading to well above 4.7 million confirmed infections, over 315,000 deaths, enormous human suffering and a full stop on virtually all commercial and economic activities. Even India, apparently relatively fortunate up to now, has had 101,139 confirmed cases and 3,163 deaths as per COVID-19 Situation Report–120 of World Health Organisation (WHO) dated 19 May 2020. With lockdowns spreading across countries accounting for over 50% of the world’s gross domestic product (GDP), COVID-19 has caused disruptions on an unimaginable scale. Nobody really knows how long the pandemic will last; whether it will increase in the winter of 2020-21 and if so how, and what will be its final toll on lives and livelihood. With the impact of this pandemic still to play out, the scenario of eerily empty high streets, shut factories and stores, and literally millions being rendered unemployed together point to a single outcome, extreme stress for the global economy of the kind not seen since the Great Depression.

In response, Governments across the world have unleashed massive fiscal measures to protect economic activity and dramatically strengthen health services and testing. Central banks, too, have initiated multiple monetary and regulatory measures.

India, too, has initiated relief measures. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal GDP — which covered among others (i) direct cash transfers and food security for vulnerable sections of society, (ii) collateral free loans and concessional credit to farmers and street vendors, (iii) enhancement of systemic liquidity by the Reserve Bank of India (RBI), (iv) special liquidity and partial credit guarantee scheme to provide liquidity to NBFCs, HFCs, MFIs and mutual funds, (v) 100% credit guarantee scheme for aggregate Rs. 3 lakh crore of emergency credit lines by banks and NBFCs to their MSME borrowers and (vi) subordinated debt and equity support to MSMEs. The Government has also initiated compliance relief measures across various regulatory requirements. The RBI has also initiated several measures like reduction in policy rates, monetary transmission, credit flows to the economy and providing relief on debt servicing.

INDUSTRY STRUCTURE AND DEVELOPMENT

India, too, has initiated relief measures. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal GDP — which covered among others (i) direct cash transfers and food security for vulnerable sections of society, (ii) collateral free loans and concessional credit to farmers and street vendors, (iii) enhancement of systemic liquidity by the Reserve Bank of India (RBI), (iv) special liquidity and partial credit guarantee scheme to provide liquidity to NBFCs, HFCs, MFIs and mutual funds, (v) 100% credit guarantee scheme for aggregate Rs. 3 lakh crore of emergency credit lines by banks and NBFCs to their MSME borrowers and (vi) subordinated debt and equity support to MSMEs. The Government has also initiated compliance relief measures across various regulatory requirements. The RBI has also initiated several measures like reduction in policy rates, monetary transmission, credit flows to the economy and providing relief on debt servicing.

GDP growth for FY2020 was 4.2% — worst in the last 11 years.

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 customize 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 realize their full potential and thereby perform their duties with greater efficiency.

The NBFC sector continued to grow its share in the financial services industry. Credit growth of scheduled commercial banks (SCBs) continued to moderate throughout FY2020. On 31 March 2019, growth in advances of SCBs was 13.2%. By 30 September 2019, this had reduced to 8.7% and on 27 March 2020, it was further down to 6.1%. SCBs also continued to face asset quality challenges in FY2020. Data published by the RBI in its *Financial Stability Report* dated 27 December 2019 show that NBFCs have outperformed SCBs on asset quality.

To strengthen the asset-liability profile of the sector, RBI introduced a liquidity coverage ratio (LCR) requirement for all NBFCs with AUM of ₹ 5,000 crore and above. The LCR regulation mandates NBFCs to maintain a minimum level of high-quality liquid assets to cover expected net cash outflows in a stressed scenario. The regulation also stipulates that NBFCs should attain LCR of 100% in a phased manner over a period of four years starting December 2020. It is a welcome regulatory change and will significantly strengthen the ALM profile of the NBFC sector. The RBI's moratorium measures for customers are likely to put additional stress on many NBFCs. There is an asymmetry. On one hand, NBFCs have to offer such moratoriums to their customers; while on the other, their market borrowings must be repaid on due dates.

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:

- The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal (GDP) subordinated debt and equity support to MSMEs.
- 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

- Global recession due to COVID-19 pandemic.
- Working Capital and Liquidity Stress in the market.
- Low demand in the market.
- 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;
- 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

Although slowdown in all business sector including NBFC and trade tensions between the US and China were among the many factors that softened the economic outlook for 2019, the year did begin on a firm footing. The projected global economic growth, albeit downgraded, was 2.9%. Despite the economic and financial headwinds, growth in developing Asia was projected to remain a robust 5.5% during 2019 (Asian Development Outlook, Update, September 2019). However, in 2019-20, the Indian economy grew by 4.2% against 6.1% expansion in 2018-19. Due to the COVID-19 pandemic, the International Monetary Fund has projected a sharp contraction of the global economy to a status much worse than what resulted from the 2008-09 financial crisis.

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**

**(Sumit Tayal)
Whole Time Director
(DIN:06380668)**

**Date:10.11.2020
Place:Noida**

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
Add: C-273, Sector-63, Gautam Buddha Nagar,
Noida, Uttar Pradesh-201301

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, 2020 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 Jain P & Associates,
Company Secretaries**

Date: 08.11.2020
Place: Delhi
UDIN : A041759B001184659

(Preeti Mittal)
C. P. No.17079
M. No.41759

CEO/CFO CERTIFICATION

I, **AnkitTayal**, being Chief Financial Officer (CFO), 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 violate 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 during the year under reference:
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

Date: 10.11.2020
Place: Noida

Ankit Tayal
Chief Financial Officer

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Sumit Tayal**, being **Whole Time Director**, of the Company do hereby declare 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, 2020.

Date: 10.11.2020
Place: Noida

Sumit Tayal
Whole Time Director
DIN:06598044

INDEPENDENT AUDITORS' REPORT
To the Members of M/s.Lark Trading & Finance Limited
Report on the audit of Ind AS financial statements

Opinion

We have audited the accompanying Ind AS financial statements of M/s Lark Trading & Finance Limited ("the company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including Other Comprehensive Income) and the Statement of Changes in Equity for the year then ended, Statement of Cash Flows and notes to the Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

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 'Emphasis of Matter' paragraph, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder of the state of affairs of the company as at 31st March, 2020, and its profit and total comprehensive income and changes in equity for the year ended on that date.

Basis for opinion

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

Emphasis of Matter

The developments surrounding Corona (COVID-19) virus have a profound impact on people's health and on the society as a whole, as well as on the operational and financial performance of the organization. The situation has worsened since March on a daily basis giving rise to inherent uncertainty. The company and its borrowers are confronted with this uncertainty as well. Refer Note 30 to the Ind AS financial statements.

Our opinion is not modified in respect of this matter.

Key audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Transition to Ind AS accounting framework In accordance with the roadmap for implementation of Ind AS for non-banking financial companies, as announced by the Ministry of Corporate Affairs, the Company has adopted Ind AS from 1 April, 2019 with an effective date of 1 April, 2018 for such transition. For periods up to and including the year ended 31	Our Audit procedures include: <ul style="list-style-type: none"> • Read the Ind AS impact assessment performed by the management to identify areas to be impacted on account of Ind AS transition. • Understood the financial statement closure process established by the Company for transition to Ind AS.

	<p>March, 2019, the Company had prepared and presented its Ind AS financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian*GAAP). In order to give effect of the transition to Ind AS, these Ind AS financial statements for the year ended 31 March, 2020, together with the comparative financial information for the previous year ended 31 March, 2019 and the transition date balance sheet as at 1 April, 2018 have been prepared under Ind AS.</p> <p>The transition has involved significant change in the Company's policies and processes relating to financial reporting, including generation of reliable and supportable information. In view of the complexity arising from implementing the principles of Ind AS at the transition date, which could result in a misstatement in these Ind AS financial statements, this has been an area of key focus in our audit. (Refer S. No. 1 to the Accounting policies)</p>	<ul style="list-style-type: none"> • Read changes made to the accounting policies in light of the requirements of the new framework. • Assessed the judgement exercised by the management in applying first-time adoption principles of Ind AS 101 especially in respect of fair valuation of assets and liabilities existing as at transition date. • Assessed the judgement applied by the Company in determining its business model for classification of financial assets. • Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS. • Assessed disclosures included in the Ind AS financial statements in accordance with the requirements of Ind AS 101, with respect to the previous periods presented.
2.	<p>Credit risk and provisioning on loans and advances to customers</p> <p>For the year ended 31 March, 2020 the Company's total loans and advances to customers is Rs. 649.22 lakhs against which a provision for non-performing assets of Rs. 1 lacs and provision against standard assets of Rs. 2.12 lacs have been recognized by the Company.</p> <p>Loans and advances form major portion of the Company's assets. Provision on loans are made as per minimum provision required as per Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India as amended from time to time. The Company exercises significant judgment while determining the extent of provision required against Non-performing assets. In carrying out the above exercise for identification of credit risk, the Company takes into consideration the ageing of overdue receivables and also takes into account the external factors like political disruptions / actions, natural calamities etc.</p> <p>This has been considered as a key audit matter as significant judgement is involved in determining the provision amount for doubtful loans and advances.</p> <p>(Refer Note no. 30 to the Ind AS financial statement and S. No. 1.2(L) to the Accounting policies)</p>	<p>The audit procedures performed, among others, include:</p> <ul style="list-style-type: none"> • Considered the Company's policies for NPA identification and provisioning and assessing compliance with the Non- Banking Financial Company — Non- Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016. • Performed tests of controls over the identification and provisioning of aged / delinquent loans and advances. • Performed other procedures including substantive audit procedures covering the identification of NPAs by the Company. These procedures included: • For customer-wise provisioning, tested selected samples of loans and advances to assess whether doubtful loans and advances have been identified correctly. • Tested whether the provision calculated is as per the RBI prudential norms. For provisioning in excess of the RBI norms, we tested whether there is compliance with the Company's provision policy. • Assessed compliance with the disclosure requirements of the applicable accounting standards, Schedule [JI] to the Companies Act and RBI guidelines.

Responsibilities of Management and those charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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) *Except for the effects of the matter described in the 'Emphasis of Matter' paragraph above, 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 (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of cash flows dealt with by this Report are in agreement with the books of account;
 - (d) *Except for the effects of the matter described in the 'Emphasis of Matter' paragraph above, in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;*
 - (e) *on the basis of the written representations received from the directors appointed during the financial year 2018-19 at the time of appointment and further confirmed by the Company, none of the directors are disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act;*
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - (g) in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director during the year is in accordance with the provisions of Section 197 of the Act.

- (h) with respect to the other matters to be included in the 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. 22 to the Ind AS 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 were no amounts that were required to be transferred to the Investor Education and Protection Fund by the company. Therefore, the question of delay in transferring of such sums does not arise.

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

Vinay Jain
Partner
Membership number: 095187
UDIN-20095187AAAAAQ1714

Place: New Delhi
Date: 27/07/2020

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has generally 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, it does not own any immovable properties, hence, paragraph 3(i)(c) of the Order is not applicable.
- (ii) The company does not hold any stock at the year end, hence, paragraph 3(ii) of the Order is not applicable.
- (iii) According to information and explanation given to us, the company has granted loan and advances to two 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 loan has been granted to the company listed in the Register maintained under section 189 of the Act were not, prima facia, prejudicial to the interests of the Company.
 - b) In case of the loans granted to the company listed in the Register maintained under section 189 of the Act, the borrower has been regular in the repayment of principal and payment of 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.4,82,12,537/-and the year end balance of such loans are Rs.3,07,15,065/-.
- (iv) As the company is a Non-Banking Financial Company and registered with the 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 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 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 Financial 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, goods & services 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, goods & services tax, cess and duty of customs.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, value added tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable *except GST amounting to Rs. 24,232/-*.

- (c) According to the information and explanations given to us, there are no statutory dues which have not been deposited on account of any dispute, with appropriate authorities other than those mentioned below:

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Period which the amount relates	Amount in Rs.
The Income Tax Act,	Income Tax 1961	Commissioner of Income Tax (Appeals)	A.Y. 2007-08	12,254

- (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, company has paid/provided managerial remuneration in accordance with the requisite provisions of section 197 read with Schedule V to the Act.
- (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 related parties and details of related party transactions have been disclosed in Note No. 21 of the Ind AS financial statements etc. as required by the applicable Indian accounting standard.
- (xiv) According to the information and explanations given to us and based on our examination of 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 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 Financial 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

Vinay Jain
Partner
Membership number: 095187

UDIN-20095187AAAAAQ1714
New Delhi
Date: 27/07/2020

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India ('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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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, *subject to a few areas in which improvement, as discussed and agreed with the management, is required*, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Vinay Jain

Partner
Membership number: 095187

UDIN-20095187AAAAAQ1714
Place: New Delhi
Date: 27/07/2020

BALANCE SHEET AS AT 31ST MARCH, 2020

(Amount in Rs.)

Particulars	Note No.	As at31.03.2020	As at31.03.2019	As at01.04.2018
ASSETS				
1. Non-current assets				
a) Property, plant and equipment	3	-	2,212	2,212
b) Capital work-in-progress		-	-	-
c) Other Intangible Asset		-	-	-
d) Financial assets				
i) Investments		-	-	-
ii) Loans	4	23,035,259	72,684,426	65,057,641
iii) Trade receivables		-	-	-
iv) Other financial Assets	5	-	-	-
e) Deferred tax assets (Net)	6	81,130	54,274	46,224
f) Other non-current assets	7	-	-	-
Total non current assets		23,116,389	72,740,912	65,106,077
2. Current assets				
a) Inventories		-	-	-
b) Financial assets				
i) Investments		-	-	-
ii) Trade receivables		-	-	-
iii) Cash and Cash equivalents	8	8,451,601	99,788	1,058,023
iv) Bank balances other than (iii) above		-	-	-
v) Loans	4	41,886,575	590,000	5,624,565
vi) Other Financial Assets	5	1,095,629	1,138,591	38,917
c) Current Tax assets (Net)	9	309,059	53,726	-
d) Other current assets	7	14,000	17,500	33,500
Total current assets		51,756,864	1,899,605	6,755,005
Total Assets		74,873,253	74,640,517	71,861,082
EQUITY AND LIABILITIES				
EQUITY				
a) Equity Share capital	10	52,600,000	52,600,000	52,600,000
b) Other equity	11	17,038,972	16,579,269	15,743,041
Total Equity		69,638,972	69,179,269	68,343,041
LIABILITIES				
1. Non-current liabilities				
a) Financial liabilities				
i) Borrowings		-	-	-
ii) Trade payables	12	-	-	-
iii) Other financial liabilities	13	-	-	-
b) Provisions	14	-	79,695	-
c) Deferred tax liabilities (Net)	6	-	-	-
Total Non Current Liabilities		-	79,695	-
2. Current liabilities				
a) Financial liabilities				
i) Borrowings		-	-	-

ii) Trade and other payables	12			
-total outstanding dues of micro enterprises and small enterprises; and		84,911	5,716	-
- total outstanding dues of creditors other than micro & small enterprises		1,335,085	269,050	95,230
iii) Other financial liabilities	13	3,414,246	4,809,961	2,215,192
b) Provisions	14	400,039	296,826	260,514
c) Current tax liabilities (Net)	9	-	-	947,105
d) Other current liabilities		-	-	-
Total current liabilities		5,234,281	5,381,553	3,518,041
Total liabilities		5,234,281	5,461,248	3,518,041
Total Equity and liabilities		74,873,253	74,640,517	71,861,082

Significant Accounting Policies & Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For J.P., Kapur & Uberai

Chartered Accountants
Firm Registration No. 000593N

Vinay Jain

Partner
Membership No. 095187

Place: New Delhi
Date: 27.07.2020

For & on behalf of Board of Directors
LARK TRADING AND FINANCE LIMITED

Ankit Tayal

Director & CFO
DIN: 03055997

Sumit Tayal

Whole time Director
DIN: 06598044

Manisha Chauhan

Company Secretary
M.No. - 61014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Rs.)

Particulars	Notes	As at 31.03.2020	As at 31.03.2019
Income:			
Revenue From Operations	15	7,314,766	7,271,734
Other Income	16	106,115	185,565
Total Revenue		7,420,881	7,457,300
Expenses:			
Changes in Inventories of Stock-in-Trade		-	-
Employee Benefits Expense	17	4,486,810	2,239,775
Depreciation	3	-	-
Other Expenses	18	2,377,757	4,059,056
Total Expenses		6,864,567	6,298,831
Profit/ (Loss) before tax and exceptional items		556,314	1,158,469
Less: Exceptional Items		-	-
Profit/ (Loss) before tax		556,314	1,158,469
Tax expense:			
(1) Current Tax		154,724	374,045
(2) Deferred Tax		(26,856)	(8,049)
(3) Income tax for earlier year		(31,256)	(43,755)
Profit/(Loss) after Tax		459,702	836,228
Other Comprehensive income			
(A) Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
(i) Net gain/(loss) on above		-	-
(ii) Tax effect on above		-	-
(B) Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
(i) Net gain/(loss) on above		-	-
(ii) Tax effect on above		-	-
Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)		459,702	836,228
Earnings per Equity Share (Face Value of Rs. 10 each)			
Basic/Diluted	19	0.09	0.16

Significant Accounting Policies & Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For J.P., Kapur & Uberai
Chartered Accountants
Firm Registration No. 000593N

Vinay Jain
Partner
Membership No. 095187

Place: New Delhi
Date: 27.07.2020

For & on behalf of Board of Directors
LARK TRADING AND FINANCE LIMITED

Ankit Tayal
Director & CFO
DIN: 03055997

Sumit Tayal
Whole time Director
DIN: 06598044

Manisha Chauhan
Company Secretary
M.No. - 61014

Cash Flow Statement for the Year ended 31st March, 2020

(Amount in Rs.)

PARTICULARS	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
A. Cash Flow from Operating Activities :		
Net Profit before tax and extraordinary items	556,314	1,158,469
Depreciation	-	-
Sundry balance written back	(79,775)	(185,437)
Sundry balance written off	3,500	70,650
Fixed Asset written off	2,212	-
Operating Profit before Working Capital Changes	482,251	1,043,682
Movements in Working Capital :		
Increase/(Decrease) in Trade Payables	1,145,230	179,536
Increase/(Decrease) in Short Term Provisions	103,293	62,899
Increase/(Decrease) in Long Term Provisions	-	79,695
Increase/(Decrease) in Other financial liabilities	(1,395,715)	2,780,206
Decrease/(Increase) in Long Term Loans	49,649,167	(7,626,785)
Decrease/(Increase) in Short term Loans	(41,296,575)	5,034,565
Decrease/(Increase) in other financial assets	121,314	(520,253)
Decrease/(Increase) in other current assets	-	16,000
Cash generated from operations/(Used in) Operations	8,808,966	1,049,545
Direct taxes paid (Net of refunds)	(457,153)	(2,007,780)
Net Cash from operating activities	8,351,813	(958,235)
B. Cash Flow from Investing Activities		
(Purchase)/Sale of Investments	-	-
Net Cash used in investing activities	-	-
C. Cash Flow from Financing Activities		
Issue of Share	-	-
Net Cash used in Financing Activities	-	-
Net increase/(decrease) in Cash or Cash Equivalents (A+B+C)	8,351,813	(958,235)
Cash and Cash Equivalents as at (Opening Balance)	99,788	1,058,023
Cash and Cash Equivalents as at (Closing Balance)	8,451,601	99,788
COMPONENTS OF CASH AND CASH EQUIVALENT	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
Cash & Cash Equivalents		
Bank Balance		
On Current Account	8,451,601	97,057
Cash on hand	-	2,731
Total	8,451,601	99,788

Note :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as prescribed under Indian Accounting Standard 7 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: 27.07.2020

For & on behalf of Board of Directors
LARK TRADING AND FINANCE LIMITED

Ankit Tayal

Director & CFO
DIN: 03055997

Sumit Tayal

Whole time Director
DIN: 06598044

Manisha Chauhan

Company Secretary
M.No. - 61014

Statement of Changes in equity for the year ended 31st March, 2020

ANNUAL REPORT 2019-2020

(Amount in Rs.)

Particulars	Equity share Capital	Reserve and Surplus			Other Comprehensive Income		Total Other Equity
		RBI Reserve Fund	Retained Earnings	Securities Premium	Equity instruments through Other Comprehensive Income	Other items of Other Comprehensive Income	
As at 1 April, 2017	52,600,000	496,888	1,882,088	11,900,000	-	-	14,278,976
Changes in accounting policy	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	52,600,000	496,888	1,882,088	11,900,000	-	-	14,278,976
Profit for the year	-	-	2,587,469	-	-	-	2,587,469
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	2,587,469	-	-	-	2,587,469
Transfer to RBI reserve fund	-	517,494	(517,494)	-	-	-	-
Any other change	-	-	-	-	-	-	-
As at 31 March, 2018	52,600,000	1,014,382	3,952,063	11,900,000	-	-	16,866,445
As at 1 April, 2018	52,600,000	1,014,382	3,952,063	11,900,000	-	-	16,866,445
Changes in accounting policy	-	-	-	-	-	-	-
Prior period errors	-	-	(1,123,404)	-	-	-	(1,123,404)
Restated balance at the beginning of the reporting period	52,600,000	1,014,382	2,828,659	11,900,000	-	-	15,743,041
Profit for the year	-	-	836,228	-	-	-	-836,228
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	836,228	-	-	-	-836,228
Transfer to RBI reserve fund	-	167,246	(167,246)	-	-	-	-
Any other change	-	-	-	-	-	-	-
As at 31 March, 2019	52,600,000	1,181,627	3,497,642	11,900,000	-	-	16,579,269
As at 1 April, 2019	52,600,000	1,181,627	3,497,642	11,900,000	-	-	16,579,269
Changes in accounting policy	-	-	-	-	-	-	-
Prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	52,600,000	1,181,627	3,497,642	11,900,000	-	-	16,579,269
Profit for the year	-	-	459,702	-	-	-	459,702
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	459,702	-	-	-	459,702
Transfer to RBI reserve fund	-	91,940	(91,940)	-	-	-	-
Any other change	-	-	-	-	-	-	-
As at 31 March, 2020	52,600,000	1,273,568	3,865,404	11,900,000	-	-	17,038,972

Significant Accounting Policies & Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For J.P., Kapur & Uberai

Chartered Accountants

Firm Registration No. 000593N

Vinay Jain

Partner

Membership No. 095187

Place: New Delhi

Date: 27.07.2020

For & on behalf of Board of Directors

LARK TRADING AND FINANCE LIMITED

Ankit Tayal

Director & CFO

DIN: 03055997

Sumit Tayal

Whole time Director

DIN: 06598044

Manisha Chauhan

Company Secretary

M.No. - 61014

NOTE 2 : Reconciliation

The following reconciliations provide the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101:

1. Equity at April 1, 2018 and March 31, 2019.
 2. Net profit for the period ended March 31, 2019.
- 2.1 Reconciliation of equity as previously reported under IGAAP to Ind AS

(Amount in Rs.)

Particulars	Opening Balance Sheet as at 1 April , 2018			Balance Sheet as at 31 March, 2019		
	IGAAP	Ind AS adjustment	Ind AS	IGAAP	Ind AS adjustment	Ind AS
ASSETS						
Non-current assets						
(a) Property, Plant and Equipment	2,212	-	2,212	2,212	-	2,212
(b) Capital work-in -progress	-	-	-	-	-	-
(c) Other Intangible assets	-	-	-	-	-	-
(d) Financial assets	-	-	-	-	-	-
(i) Investments	-	-	-	-	-	-
(ii) Loans	65,091,141	(33,500)	65,057,641	72,701,926	(17,500)	72,684,426
(iii) Trade Receivable	-	-	-	-	-	-
(iv) Other financial assets	-	-	-	-	-	-
(e) Deferred Tax Asset (Net)	46,224	-	46,224	54,274	-	54,274
(f) Other non-current assets	-	-	-	-	-	-
Total non-current assets	65,139,577	(33,500)	65,106,077	72,758,412	(17,500)	72,740,912
Current assets						
(a) Inventories	-	-	-	-	-	-
(b) Financial Assets	-	-	-	-	-	-
(i) Investments	-	-	-	-	-	-
(ii) Trade receivables	-	-	-	-	-	-
(iii) Cash and cash equivalent	1,058,023	-	1,058,023	99,788	-	99,788
(iv) Bank balances other than (iii) above	-	-	-	-	-	-
(v) Loans	6,747,969	(1,123,404)	5,624,565	1,078,520	(488,520)	590,000
(vi) Other financial assets	-	38,917	38,917	-	1,138,591	1,138,591
(c) Current tax assets (Net)	-	-	-	-	53,726	53,726
(d) Other current assets	38,917	(5,417)	33,500	703,797	(686,297)	17,500
Total current assets	7,844,909	(1,089,904)	6,755,005	1,882,105	17,500	1,899,605
Total Assets	72,984,486	(1,123,404)	71,861,082	74,640,517	-	74,640,517
EQUITY AND LIABILITIES						
Equity						
(a) Equity share capital	52,600,000	-	52,600,000	52,600,000	-	52,600,000
(b) Other Equity	16,866,445	(1,123,404)	15,743,041	16,579,269	-	16,579,269
Total equity	69,466,445	(1,123,404)	68,343,041	69,179,269	-	69,179,269

Liabilities						
Non-current liabilities						
(a) Financial Liabilities						
(i) Borrowings	-	-	-	-	-	-
(ii) Trade payables	-	-	-	-	-	-
(ii) Other financial Liabilities	-	-	-	-	-	-
(b) Provisions	-	-	-	79,695	-	79,695
(c) Deferred tax liabilities (Net)	-	-	-	-	-	-
Total non-current liabilities	-	-	-	79,695	-	79,695
Current liabilities						
(a) Financial Liabilities						
(i) Borrowings	-	-	-	-	-	-
(ii) Trade payables	95,230	-	95,230	274,900	-	274,900
(iii) Other financial liabilities	-	2,215,192	2,215,192	-	4,809,827	4,809,827
(b) Other current liabilities	2,215,192	(2,215,192)	-	4,809,827	(4,809,827)	-
(c) Provisions	1,207,619	(947,105)	260,514	296,826	-	296,826
(d) Current tax liabilities (Net)	-	947,105	947,105	-	-	-
Total current liabilities	3,518,041	-	3,518,041	5,381,553	-	5,381,553
Total Equity & Liabilities	72,984,486	(1,123,404)	71,861,082	74,640,517	-	74,640,517

2.2 Reconciliation Statement of Profit and Loss as previously reported under IGAAP to Ind AS

(Amount in Rs.)

Particulars	Year ended as at March 31, 2019		
	IGAAP	Ind AS adjustment	Ind AS
Revenue From Operations	7,271,734	-	7,271,734
Other Income	185,565	-	185,565
Total Income	7,457,300	-	7,457,300
Expenses			
Cost of Material Consumed	-	-	-
Employee benefits expense	2,239,775	-	2,239,775
Depreciation and amortization expense	-	-	-
Other expenses	4,059,056	-	4,059,056
Increase/Decrease in Inventory	-	-	-
Total Expenses	6,298,831	-	6,298,831
Profit before exceptional items and tax	1,158,469	-	1,158,469
Exceptional Items	1,123,404	(1,123,404)	-
Profit before tax	35,065	(1,123,404)	1,158,469
Tax expense :			
Current Tax	374,045	-	374,045

Deferred Tax	(8,049)	-	(8,049)
Income tax for earlier years	(43,755)	-	(43,755)
Profit for the period	(287,177)	(1,123,404)	836,227
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
(i) Net gain/(loss) on above	-	-	-
(ii) Tax effect on above	-	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
(i) Net gain/(loss) on above	-	-	-
(ii) Tax effect on above	-	-	-
Total Comprehensive Income for the period	(287,177)	(1,123,404)	836,227

Explanations for reconciliation of Statement of Profit and loss as previously reported under IGAAP to Ind AS

- 1 Expenses already adjusted with retained earnings as on April 1, 2018 being prior period adjustments, pertaining to the year 2017-18 of Rs. 11,23,404 booked during the financial year 2018-19, accordingly the same has been adjusted with Loans in Current Asset.

Notes to the Financial Statements as at 31st March, 2019

Note : 3 Property, Plant and Equipment**Assets under active use**

(Amount in Rs.)

Particulars	Air Conditioner	Mobile Phone	Refrigerator	Furniture & Fixtures	Total
Gross carrying value as at 1 April, 2018	500	255	1,295	162	2,212
Additions	-	-	-	-	-
Disposals/Adjustments	-	-	-	-	-
Gross carrying value as at 31 March, 2019	500	255	1,295	162	2,212
Additions	-	-	-	-	-
Disposals/Adjustments	(500)	(255)	(1,295)	(162)	(2,212)
Gross carrying value as at 31 March, 2020	-	-	-	-	-
Depreciation & Impairment					
Accumulated depreciation as at 1 April, 2018	-	-	-	-	-
Depreciation charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Accumulated depreciation as at 31 March, 2019	-	-	-	-	-
Depreciation charge for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Accumulated depreciation as at 31 March, 2020	-	-	-	-	-
Net book value					
At 31 March, 2020	-	-	-	-	-
At 31 March, 2019	500	255	1,295	162	2,212
At 1 April, 2018	500	255	1,295	162	2,212

Note : 4 LOANS	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Non Current			
Unsecured, Considered Doubtful			
Loan to Others	750,000	250,000	.
Unsecured, Considered Good			
Loan to Related Parties	4,004,143	39,549,530	38,504,031
Loan to Others	18,281,116	32,884,896	26,553,610
Sub Total (A)	23,035,259	72,684,426	65,057,641
Current			
Unsecured, Considered Good			
Loan to Related Parties	26,232,345	-	-
Loan to Others	15,654,230	590,000	5,624,565
Sub Total (B)	41,886,575	590,000	5,624,565
Total (A+B)	64,921,834	73,274,426	70,682,206

(Amount in Rs.)

Note : 5 OTHER FINANCIAL ASSETS	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Non Current			
Others	-	-	.
Sub Total (A)	-	-	.
Current			
Income Tax Refundable	78,352	650,071	38,917
Dues from related parties	478,577	-	.
Advance to parties	538,700	488,520	.
Sub Total (B)	1,095,629	1,138,591	38,917
Total (A+B)	1,095,629	1,138,591	38,917

(Amount in Rs.)

Note : 6 DEFERRED TAX	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Deferred Tax Asset (Net)			
Expenses disallowed under Income Tax	81,130	54,274	46,224
Deferred Tax Asset (Closing)	81,130	54,274	46,224
Deferred Tax Liabilities (Net)	-	-	.

Notes to the Ind AS Financial Statements as at 31st March, 2020

(Amount in Rs.)

Note : 7 OTHER CURRENT ASSETS	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Non Current			
Others	-	-	-
Sub Total (A)	-	-	-
Current (Unsecured, considered good unless otherwise stated)			
Security Deposit	14,000	17,500	33,500
Sub Total (B)	14,000	17,500	33,500
Total (A+B)	14,000	17,500	33,500

(Amount in Rs.)

Note : 8 CASH & BANK BALANCES	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Cash & Cash Equivalents :			
Banks Balance			
-On Current Account	8,451,601	97,057	673,297
Cash On Hand	-	2,731	384,726
Total	8,451,601	99,788	1,058,023

(Amount in Rs.)

Note : 9 CURRENT TAX	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Current Tax Asset (Net)			
Advance Payment of tax (Net off Provision for tax)	309,059	53,726	-
Total	309,059	53,726	-
Current tax liabilities (Net)			
Provision for tax (Net off advance tax & TDS)	-	-	947,105
Total	-	-	947,105

Note : 10 SHARE CAPITAL	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Equity Shares			
Authorised			
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	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	52,600,000
Total	52,600,000	52,600,000	52,600,000

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

(Amount in Rs.)

Equity Shares	Nos.	As at 31.03.2020	Nos.	As at 31.03.2019	Nos.	As at 01.04.2018
At the beginning of the year	5,260,000	52,600,000	5,260,000	52,600,000	5,260,000	52,600,000
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	5,260,000	52,600,000	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	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 31.03.2020 % Holding in the class	Nos.	As at 31.03.2019 % Holding in the class	Nos.	As at 01.04.2018 % Holding in the class
Equity Shares of 10/- Each						
Shivani Khera	700,000	13.31%	700,000	13.31%	700,000	13.31%
Ankit Tayal	750,000	14.26%	750,000	14.26%	750,000	14.26%
Hari OM Tayal	800,000	15.21%	800,000	15.21%	800,000	15.21%
Gunvati Jain	900,000	17.11%	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.

Notes to the Ind AS Financial Statements as at 31st March, 2020

- For the period of five years immediately preceding the date as at the Balance Sheet is prepared :
- 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 in financial year 2016-17.
 - No Shares have been allotted as fully paid up by way of bonus shares.
 - No Shares has been bought back by the company.

(Amount in Rs.)

Note : 11 OTHER EQUITY	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
RBI Reserve Fund	1,273,568	1,181,627	1,014,382
Security Premium Account	11,900,000	11,900,000	11,900,000
Retained Earnings	3,865,404	3,497,642	2,828,655
Equity instruments through Other Comprehensive Income	-	-	-
Other Items through Other Comprehensive Income	-	-	-
Total	17,038,972	16,579,269	15,743,041

(Amount in Rs.)

Note : 12 TRADE & OTHER PAYABLE	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Non Current			
-Others	-	-	-
SubTotal (A)	-	-	-
Current			
Dues to micro & small enterprises	84,911	5,716	-
Dues other than micro & small enterprises	1,335,085	269,050	95,230
Sub Total (B)	1,419,996	274,766	95,230
Total (A+B)	1,419,996	274,766	95,230

The information regarding dues to Micro and Small Enterprises as required under Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 as on 31st March 2020 is furnished below:

(Amount in Rs.)

Particulars	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
(i) The principal and the interest due thereon remaining unpaid as at 31st March:			
Principal	84,911	5,716	.
Interest	7,510	134	.
(ii) The interest paid by the Company along with the amount of the payment made beyond the appointed day during the year ending 31st March:			
Principal	-	-	.
Interest	-	-	.
(iii) Interest due and payable for the period of delay (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	3,907	-	.
(iv) Interest accrued and remaining unpaid at the end of the year ending 31st March.	7,510	134	.
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	7,510	134	.

ii The information has been given in respect of such suppliers/ service providers to the extent they could be identified as Micro & Small Enterprises on the basis of information available with the Company and have been relied upon by the Auditors.

Notes to the Ind AS Financial Statements as at 31st March, 2020

(Amount in Rs.)

Note : 13 OTHER FINANCIAL LIABILITIES	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Non Current			
-Others	-	-	-
Sub Total (A)	-	-	-
Current			
Payable to employees	114,500	500	-
Dues to Directors	1,293,858	2,866,831	1,012,853
Dues to related parties	1,105,272	1,849,580	924,094
Sitting fees payable	36,500	18,000	8,400
Other payables	40,804	-	184,514
Interest accrued & due to micro & small enterprises*	7,510	134	-
Statutory Dues-			
GST Payable (Net of GST Input)	24,232	24,232	3,669
TDS Payable	791,570	50,684	81,662
Sub Total (B)	3,414,246	4,809,961	2,215,192
Total (A+B)	3,414,246	4,809,961	2,215,192

* Refer Note 12

(Amount in Rs.)

Note : 14 PROVISIONS	As at 31.03.2020	As at 31.03.2019	As at 01.04.2018
Non Current			
Provision for Gratuity	-	79,695	-
Sub Total (A)	-	79,695	-
Current			
Provision against Standard Assets @ 0.25%	212,039	183,746	179,514
Provision against Sub-Standard Assets	50,000	25,000	-
Provision against Doubtful Assets	50,000	-	-
Provision for Gratuity	-	80	-
Provision for Statutory Audit Fees	63,000	63,000	81,000
Provision for Secretarial Audit fees	25,000	25,000	-
Sub Total (B)	400,039	296,826	260,514
Total (A+B)	400,039	376,521	260,514

Notes to the Ind AS Financial Statements For the Year Ended 31st March, 2020

(Amount in Rs.)

Note : 15 REVENUE FROM OPERATIONS	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
Interest on Loan	7,314,766	7,202,06C
Commission Income	-	64,42C
Success Fees	-	5,254
Total	7,314,766	7,271,734

(Amount in Rs.)

Note : 16 OTHER INCOME	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
Short and Excess	-	12E
Sundry Balance Written Back	79,775	185,437
Interest on income tax refund	26,340	-
Total	106,115	185,565

(Amount in Rs.)

Note : 17 EMPLOYEE BENEFITS EXPENSE	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
Salary, Bonus & Allowances	4,486,810	2,160,00C
Provision for Gratuity	-	79,775
Total	4,486,810	2,239,775

(Amount in Rs.)

Note : 18 OTHER EXPENSES	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
Rent	84,000	186,900
Interest on MSME	7,376	134
Printing and Stationery	9,500	19,855
Payment to Auditors :		
- As Statutory Fees	188,800	181,165
Professional Fees	1,736,405	1,103,852
Directors Meeting Fees	18,500	18,000
Filing Fees	3,600	7,800
Bank Charges and Commission	26,783	10,916
Commission Expense	-	24,455
Interest on Late Payment of TDS	2,172	5,629
GSTR Late Filing Fees	1,500	5,220
Listing Fees	64,900	64,805
Issuer Fees - CDSL	26,550	42,076
NSDL(E-voting fee)	9,000	17,683
RTA Fees	25,075	23,650
Office Expenses	-	76,610
Travelling Expense	9,534	8,939
Advertisement and Publicity	37,592	42,104
IT and Software Expenses	-	2,178
Website Maintainance Exp	11,505	-
Provision for Doubtful Assets	50,000	-
Provision for Sub Standard Assets	25,000	25,000
Provision for Standard Assets	28,293	4,232
Fixed Asset written off	2,212	-
Sundry balance Written off	3,500	70,650
Penalty paid to MSEI	-	2,116,182
Other Expenses	5,960	1,015
Total	2,377,757	4,059,056

NOTE 19 : BASIC/ DILUTED EARNINGS PER SHARE

(Amount in Rs.)

Particulars	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
(a) Profit/Loss attributable to equity Shareholders	459,702	836,22€
(b) Average No. of Equity Shares outstanding during the year	5,260,000	5,260,00C
Basic/Diluted Earnings Per Shares(a/b)	0.09	0.1€

NOTE 20

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

NOTE 21: Related parties and their Relationship in copliance with Ind AS 24**A) Key Managerial Personnel:**

- 1 Hari Om Tayal
- 2 Sumit Tayal
- 3 Chander Shekhar
- 4 Ankit Tayal- CFO
- 5 Gunvanti Jain
- 6 Vikas Gambhir
- 7 Shipra Singh- Company Secretary (till 31.12.2019)
- 8 Manisha Chauhan (from 01.01.2020)

B) Enterprise over which Key Managerial Personnel have significant influence.

- 1 M.K. Plastic
- 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) Relatives of Key Managerial Personnel:

- 1 Reeta Tayal
- 2 Sonam Tayal
- 3 Mukesh Tayal
- 4 Shivani Khera

D) 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				
Loans				
1 Loan Given	3,400,000	1,100,000	-	-
2 Interest Received (Net off TDS)	3,926,957	3,295,498	-	-
3 Loan Refunded back	16,640,000	2,750,000	-	-
Sitting Fees	-	-	18,500	18,000
Ankit Tayal				
1 Advance Refunded back	-	-	3,991,391	925,000
2 Advance given			5,000,000	-
3 Interest Received			208,577	-
Sumit Tayal				
1 Director remuneration	-	-	2,400,000	935,902
2 Amount Received			4,000	-
4 Amount paid on behalf of company			147,810	-
Sonam Tayal				
1 Advance given	200,000	-	-	-
Mukesh Tayal				
1 Advance given	70,000	-	-	-
Reeta Tayal				
1 Rent	-	135,000	-	-
Shivani Khera				
1 Salary	1,800,000	768,372	-	-
Shipra Singh				
1 Salary	-	-	91,810	96,000
Manisha Chauhan				
1 Salary	-	-	81,000	-
Balance Receivable at the year end				
1 Step Industries Pvt Ltd	27,763,928	38,675,332	-	-
2 M.K. Plastic	2,472,560	874,198	-	-
3 Ankit Tayal	-	-	208,577	-
4 Sonam Tayal	200,000	-	-	-
5 Mukesh Tayal	70,000	-	-	-
Balance Payable at the year end				
1 Sitting Fees Payable	-	-	36,500	18,000
2 Ankit Tayal	-	-	-	1,008,600
3 Reeta Tayal	285,000	285,000	-	-
4 Sumit Tayal	-	-	147,810	-
Salary Payable				
1 Sumit Tayal	-	-	1,146,048	1,858,222
2 Shipra Singh	-	-	-	56,000
3 Manisha Chauhan	-	-	27,000	-
4 Shivani Khera	793,272	1,508,579	-	-

NOTE 22: As Per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets :

(Amount in Rs.)

Movement of Provision	Standard Asset	Sub Standard Asset	Doubtful Asset
Carrying amount as on 01.04.2018	179,514	-	.
Additional Provision during the year	4,232	25,000	.
	183,746	25,000	.
Amount charged against the provision	-	-	.
Carrying amount as on 31.03.2019	183,746	25,000	.
Carrying amount as on 31.03.2019	183,746	25,000	.
Additional Provision during the year	28,293	25,000	50,000
	212,039	50,000	50,000
Amount charged against the provision	-	-	.
Carrying amount as on 31.03.2020	212,039	50,000	50,000

Contingent Liabilities

Income tax Appeal for AY 2007-08- Rs. 12,254/- (P.Y. Rs. 12,254/-)

NOTE 23

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

NOTE 24**Capital & other commitments**

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

NOTE 25

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.

NOTE 26**Impact of Changes in Accounting Policies**

Impact of Changes in Accounting Policies during FY 2019-20 is Rs. NIL (Rs. NIL)

NOTE 27**Operating Cycle**

As per the requirement of Schedule III to the Companies Act, 2013, the Operating Cycle has been determined as 12 months.

NOTE 28

The Company has analysed indications of impairment of assets. On the basis of assessment of internal and external factors, it has not found indications of Impairment of its Assets and hence, no provision is considered necessary.

Note 29**Non Cancellable Operating Lease Disclosure:****a) As a Lessee:**

The Company has taken premises on non-cancellable operating lease and the rental expenses for the year ended 31 March, 2020 is Rs. 84,000/- (31 March, 2019: Rs.1,86,900/-)

Note 30

Due to COVID 19 outbreak, some accounts which would have become NPA in the month of March, 2020 have been allowed moratorium of 3 months i.e. 01st March, 2020 to 31st May 2020 in accordance with RBI circular no DOR.No.BP.BC.63/21.04.048/2019-20 dated 17th April, 2020. Extended provision @5% for March quarter on such loans is charged as per aforesaid circular. However, as these lockdown restrictions have continued during the Financial year 2020-21, the company may not be able to realise the amount given as loans as and when due, which might result in the operations of the company getting materially affected.

NOTE 31**Fair Value Measurements****a Financial Instruments by Category****(Amount in Rs.)**

Particulars	31.03.2020	31.03.2019	01.04.2018
A Financial Assets	Amortised Cost	Amortised Cost	Amortised Cost
I Trade Receivables	-	-	-
II Cash and cash equivalents	8,451,601	99,788	1,058,023
III Loans			
a Security deposits	-	-	-
b Loans to Related Parties	30,236,488	39,549,530	38,504,031
c Loans to Others	34,685,346	33,724,896	32,178,175
IV Other Financial Assets	1,095,629	1,138,591	38,917
Total Financial Assets	74,469,064	74,512,805	71,779,146
B Financial Liabilities			
I Trade Payables	1,419,996	274,766	95,230
II Other Financial Liabilities			
a Other Liabilities	3,414,246	4,809,961	2,215,192
Total Financial Liabilities	4,834,242	5,084,727	2,310,422

All the financial instruments are measured initially at fair value and subsequently at amortised cost.

b Interest Risk

There is no interest risk related to company's financial liability

c Credit Risk

Credit risk refers to a risk that the counterparty will default on its contractual obligations resulting in financial loss to the company. Credit risk arises on liquid assets, non-current financial assets, derivative assets, trade and other receivables. The company does not have any derivative assets and in respect of cash and cash equivalents, the said amount is in current account with Scheduled Bank where chances of default are minimum. The maximum exposure to the credit risk is equal to the carrying amount of the company's other financial Assets.

d Liquidity Risk

Liquidity risk is the risk that the company may encounter difficulties in meeting its obligation associated with financial liabilities that are settled with delivering cash or other financial assets. The Company believes that its working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

e Contractual maturities of Financial Liabilities**As at 31.03.2020****(Amount in Rs.)**

Contractual Maturities of Financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Tota
I Trade Payables	261,170	1,158,826	-	-	-	-	1,419,996
II Other Financial Liabilities							
A Other Liabilities	36,000	3,378,246	-	-	-	-	3,414,246

As at 31.03.2019**(Amount in Rs.)**

Contractual Maturities of Financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Tota
I Trade Payables	274,766	-	-	-	-	-	274,766
II Other Financial Liabilities							
A Other Liabilities	4,809,961	-	-	-	-	-	4,809,961

As at 01.04.2018**(Amount in Rs.)**

Contractual Maturities of Financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Tota
I Trade Payables	95,230	-	-	-	-	-	95,230
II Other Financial Liabilities							
A Other Liabilities	2,215,192	-	-	-	-	-	2,215,192

Significant Accounting Policies & Accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For J.P., Kapur & UberaiChartered Accountants
Firm Registration No. 000593N**Vinay Jain**Partner
Membership No. 095187Place: New Delhi
Date: 27.07.2020

For & on behalf of Board of Directors

LARK TRADING AND FINANCE LIMITED**Ankit Tayal**Director & CFO
DIN: 03055997**Sumit Tayal**Whole time Director
DIN: 06598044**Manisha Chauhan**Company Secretary
M.No. - 61014