

# Devki Leasing & Finance Limited

Velocity Multiplex, 18-A, Scheme No. 94-C, Ring Road,  
INDORE - 452010 (M.P.) INDIA Tel. : +91-731-473 5555 - 69  
Fax: +91-731-473 5500 E-mail : dlfiindore@gmail.com

CIN : L65921MP1993PLC007522

devki

Date: 02<sup>nd</sup> August, 2019

To,  
General Manager, Listing  
BSE Limited,  
P.J. Tower, Dalal Street,  
Mumbai- 400001

**Sub: Submission under Regulation 30 & 34 of SEBI (LODR) Regulation, 2015, Notice of 27<sup>th</sup> Annual General Meeting and a copy of a Annual Report of the Company for the Financial Year 2018-19.**

**Script Code- 530765 ISIN Code- INE510B01018**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 & 34 of SEBI (LODR) Regulations, 2015, we are submitting Notice of 27<sup>th</sup> Annual General Meeting and a copy of 27<sup>th</sup> Annual Report of the Company for the Financial Year 2018-19 which are being sent to the members of the Company.

Please take the same in your record.

Thanking You,  
Yours Sincerely

For DEVKI LEASING AND FINANCE LIMITED



SHRADDHA DIYA  
COMPANY SECRETARY

**Enclosed: as above**

**27<sup>TH</sup>**  
**ANNUAL REPORT**  
**2018 - 2019**

**devki**

**DEVKI LEASING AND FINANCE LIMITED**

## DEVKI LEASING AND FINANCE LIMITED

<b>MANAGING DIRECTOR</b>	:	Mr. Sudhir Bindal (DIN: 00108548)
<b>NON EXECUTIVE DIRECTOR</b>	:	Mrs. Sarita Bindal (DIN: 02194558)
<b>INDEPENDENT DIRECTORS</b>	:	Mr. Manoj Kumar Singh (DIN: 01684132)  Mr. Vijay Jaiswal (DIN: 08278676)
<b>CHIEF FINANCIAL OFFICER</b>	:	Mr. Muralidharan Pillai
<b>COMPANY SECRETARY</b>	:	Ms. Shraddha Diya
<b>AUDITORS</b>	:	Spark & Associates Chartered Accountants SPARK House, 51, Scheme No. 53, Vijay Nagar, Near Medanta Hospital, Indore- 452011 (M.P.)
<b>BANKERS</b>	:	HDFC Bank, Trade House Branch, Indore
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	:	Ankit Consultancy Private Limited 60 Electronic Complex Pardeshipura, Indore (M.P.) 452010 Tel No-0731-2551745, Fax-0731-4065798, Email- <a href="mailto:ankit_4321@yahoo.com">ankit_4321@yahoo.com</a>
<b>REGISTERED OFFICE</b>	:	“Velocity”, 18-A Scheme No 94C, Ring Road, Indore - 452010 (M. P.) <a href="http://www.devkileasing.com">www.devkileasing.com</a> <a href="mailto:dlflindore@gmail.com">dlflindore@gmail.com</a> Tel: +91-731 4735510 Fax: +91-731 4735500 CIN: L65921MP1993PLC007522

## **NOTICE**

NOTICE is hereby given that Twenty Seventh Annual General Meeting of the Members of the **Devki Leasing and Finance Limited** will be held on **Friday, 30<sup>th</sup> August, 2019** at **1:30 P.M.** at the registered office of the Company at **“Velocity, 18-A Scheme No 94C, Ring Road, Indore 452010 (M.P)** to transact the following business : -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Bindal (DIN: 00108548), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **REGULARISATION OF MR. VIJAY JAISWAL (DIN : 08278676) AS INDEPENDENT DIRECTOR OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and Board, consent of the members be and is hereby given to the appointment of Mr. Vijay Jaiswal (DIN 08278676), who was appointed as an Additional Independent Director of the Company by the Board w.e.f. 13<sup>th</sup> November, 2018 to hold the office till the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term upto five consecutive years commencing from 13<sup>th</sup> November, 2018 to 12<sup>th</sup> November, 2023.”

**By the order of the Board of Directors  
DEVKI LEASING & FINANCE LIMITED**

**PLACE: INDORE  
DATE: 18.07.2019**

**SHRADDHA DIYA  
COMPANY SECRETARY**

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM FOR THE AGM IS ENCLOSED HEREWITH.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
6. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 30<sup>th</sup> August, 2019 (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and SS-2) forms part of the notice.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 25<sup>th</sup> Annual General Meeting, held on 26<sup>th</sup> September, 2017 to hold office for the Financial Year 2021-22.
8. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
9. The Company has notified closure of register of members and share transfer books (For the purpose of AGM) from **Saturday 24<sup>th</sup> August, 2019 to Friday 30<sup>th</sup> August, 2019 (both days inclusive)**.
10. The Members are requested to:
  - (i) Intimate changes, if any, in their registered addresses immediately.
  - (ii) Quote their ledger folio number in all their correspondence.
  - (iii) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - (iv) Bring their Annual Report and Attendance Slips with them at the AGM venue.
11. Members seeking any information are requested to write to the Company by e-mail at [dlflindore@gmail.com](mailto:dlflindore@gmail.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
12. In case of joint holders attending the AGM, 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.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to Ankit Consultancy Private Limited, RTA of the Company for consolidation into a single folio.

14. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts, to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Private Limited, 60 Electronic Complex, Pardesipura, Indore (M.P.) 452010.
15. SEBI has vide its Notifications dated 8th June, 2018 and 30<sup>th</sup> November, 2018 mandated that securities of listed companies can be transferred only in dematerialised form from 1st April, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
16. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Notice of the 27<sup>th</sup> Annual General Meeting along with the Annual Report 2018-19 will be sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies will be sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.devkileasing.com](http://www.devkileasing.com)
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
18. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Ankit Consultancy Private Limited along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.
19. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
20. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, Sunday and Public holiday, during business hours up to the date of the meeting.
21. The route map showing directions to reach the venue of the **27<sup>th</sup> AGM** is annexed.
22. **Voting through electronic means**
  - (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.

- (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through polling paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. If a Member votes by both the modes, then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- (iv) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) as the Scrutinizer to scrutinize the voting at the meeting and to conduct remote e-voting process in a fair and transparent manner.

**(v) The instructions for shareholders voting electronically are as under:**

- a. The voting period begins on 27<sup>th</sup> August, 2019 & ends on 29<sup>th</sup> August, 2019. During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut off (23/08/2019) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c. Click on Shareholders/Members
- d. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

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

- h. 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 i.e. **23<sup>rd</sup> August, 2019**, may obtain the login ID and password by sending a request to Ankit Consultancy Private Limited at [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com).
  - i. After entering these details appropriately, click on "SUBMIT" tab.
  - j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - l. Click on the EVSN for the **DEVKI LEASING AND FINANCE LIMITED** on which you choose to vote.
  - m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(vii) Note for Non – Individual Shareholders and Custodians**

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (viii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (ix) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **23<sup>rd</sup> August, 2019**.
- (x) Ms. Shraddha Jain (Membership No. 39488 CP no. 14717), Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xi) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through poll for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- (xii) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- (xiii) The voting results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.devkileasing.com](http://www.devkileasing.com) and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

#### **EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 03**

Brief Profile of Proposed Appointee: Mr. Vijay Jaiswal DIN (08278676) aged about 39 Years has done graduation in the field of commerce. He has experience of more than 16 years.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mr. Vijay Jaiswal as Additional Directors (Independent) of the Company subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”). The Company has also received declarations from proposed appointee confirming that he meet the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Company has also received consents in writing from proposed appointee to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board Mr. Vijay Jaiswal fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and they are independent of the management. Mr. Vijay Jaiswal is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except proposed appointee and their relatives, are in any way, concerned or interested in the said resolution. The Board recommends to pass Ordinary resolution as set out in Item No. 3.

**PLACE: INDORE**

**DATE: 18.07.2019**

**Registered Office:**

**Velocity”, 18-A Scheme No 94 C,**

**Ring Road, Indore (M.P.) 452010**

**CIN: L65921MP1993PLC007522**

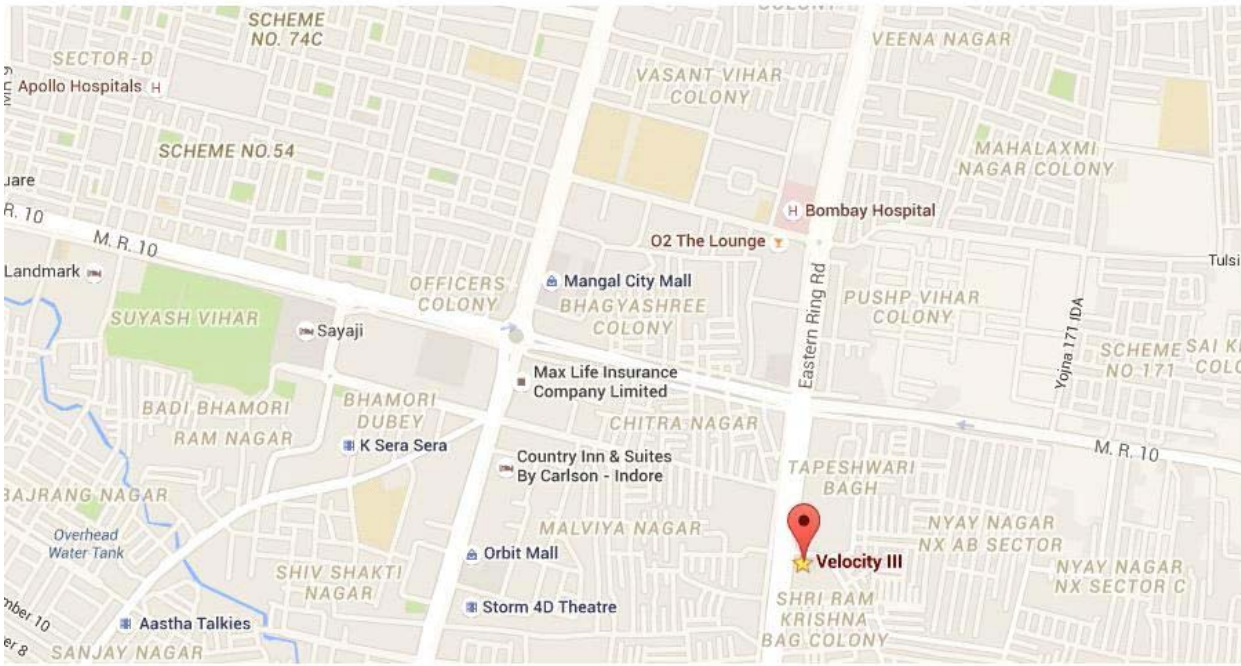
**DEVKI LEASING & FINANCE LIMITED**

**SHRADDHA DIYA  
COMPANY SECRETARY**

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

<b>S. No.</b>	<b>Name of Directors</b>	<b>Mr. Sudhir Bindal</b>	<b>Mr. Vijay Jaiswal</b>
<b>1.</b>	DIN	00108548	08278676
<b>2.</b>	Date of Birth	06/04/1964	25/06/1980
<b>3.</b>	Date of first appointment	01/10/2009	13/11/2018
<b>4.</b>	Qualification	B.Com, DCMA	B.com
<b>5.</b>	Expertise / Experience in specific functional areas	Having more than 30 years of experience in handling finance in business	Having more than 16 years in the field of Commerce.
<b>6.</b>	Terms and conditions of appointment/ re-appointment	Appointed as Executive Promoter Director liable to retire by rotation	Appointed as Independent Director not liable to retire by rotation
<b>7.</b>	Details of remuneration of last drawn (2017-18)	3,72,000	NIL
<b>8.</b>	Details of remuneration proposed to be paid	372000	NIL
<b>9.</b>	No. & % of Equity Shares held	171400 (4.88%)	NIL
<b>10.</b>	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sudhir Bindal and Mrs. Sarita Bindal are spouse.	----
<b>11.</b>	Number of Meetings of the Board attended during the year	7	2
<b>12.</b>	List of outside Company Directorship held	NIL	NIL
<b>13.</b>	Chairman / Member of the Committees of the Board of Directors of the Company	<b>Member</b> <ul style="list-style-type: none"> <li>▪ Stake holder Relationship Committee</li> </ul>	<b>Member</b> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Nomination and Remuneration Committee</li> <li>▪ Stake holder Relationship Committee</li> </ul>
<b>14.</b>	Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL

**Route  
Map for the Venue of AGM**



## BOARDS' REPORT

To  
The Members,  
**Devki Leasing and Finance Limited,**  
Indore – 452010

Your Directors have immense pleasure in presenting Twenty Seventh Board's Report of Devki Leasing and Finance Limited, together with the audited financial statements for the year ended March 31, 2019.

### 1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

#### a. Financial Performance

The financial highlights and summarized financial results of the company are given below:

(Rupees in lacs)

Particulars	2018- 2019	2017-2018
Revenue from operations	0.35	1.86
Other Income	95.12	4.86
Total Expenses [excluding interest & depreciation]	17.86	17.02
Profit before Interest, Depreciation & Tax	77.61	(10.29)
<b>Less:</b> Depreciation	1.62	1.62
<b>Less:</b> Interest	6.64	-
Profit / (Loss) Before exceptional and extraordinary items and tax	69.35	(11.91)
<b>Less:</b> Exceptional Items	13.64	85.00
Profit / (Loss) Before Tax	82.99	(96.91)
<b>Less:</b> Tax Expenses	-	-
Current Tax	-	-
Deferred Tax	0.69	-
Net Profit / (Loss) after Tax	82.30	(96.91)
<b>Add:</b> Amount brought forward from Last Year	(321.11)	(224.20)
Balance carried forward to Balance Sheet	(238.81)	(321.11)

During the Financial Year the Company has not done any business activity due to lack of financial resource which resulted in to the weak financial performance of the Company. During this year the Company has generated only interest income to the tune of Rs. 0.35 Lacs as compared to Rs. 1.86 Lacs in the Previous Financial Year, registering a fall of 81.82 %. The overall expense of the Company has also increased from Rs. 18.64 Lacs to Rs. 26.13 Lacs.

Company has write off its investment amount of Rs. 105 lacs which are no longer recoverable. In which Rs. 85 lacs has been adjusted from Provision made earlier years for permanent dimunision in the value of investment and balance amount charged to exceptional items head under Profit & Loss A/c. Further company has sold some unquoted investment and the profit of Rs. 33.65 lacs on the same shown under exceptional item in Profit & Loss A/c.

## **b. Operations and Future Outlook**

It's hard to predict the future, especially if you're still struggling to figure out what's happening in today's economy. The pace of change in the business world is faster than ever these days, thanks largely to globalization and digital technology. The movement and management of money is technically complex, and integral to most companies. In view of the same, your Directors are looking for best possible new business ideas to be carried out by the Company in the future.

## **c. Change in nature of Business**

During the year there was no change in business activity of the company.

## **d. Changes in Share Capital**

During the Financial Year 2018-19 there was no change in capital structure of the company. The issued & subscribed equity capital was Rs. 350.96 Lacs and paid up equity capital was Rs.345.18 Lacs as on 31<sup>st</sup> March 2019. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31<sup>st</sup> March 2019, none of the Directors of the company hold instruments convertible into equity shares of the Company.

## **e. Revision of Annual Financial Statements**

There was no case of revision in financial statement during the year.

## **2. TRANSFER TO RESERVES**

The Company has transferred Rs. 82.30 lacs to Reserve for the Financial Year ended on 31<sup>st</sup> March, 2019, which has been used to set off accumulated losses of previous years.

## **3. DIVIDEND**

Your Directors do not recommend any dividend for the financial year 2018-19.

## **4. DEPOSITS**

During the year under review, your Company did not accept any deposits within the meaning of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **5. MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR**

The company has not carried any business activity during the year and there are not any material changes and commitments during the year. The company is searching for any business activity to be performed.

There are no other changes, to be referred as material, in the affairs of your Company.

## **6. SUBSIDIARY, ASSOCIATE COMPANIES OR JOINT VENTURE**

The Company does not have any subsidiary, joint venture or associate Company.

## **7. EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return of the Company as on 31<sup>st</sup> March, 2019 in Form MGT - 9 in accordance with Section 92 (3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out in the **Annexure I** to this report.

Further, As per Section 134 (3) (a) of the Companies Act, 2013, the Annual Return of the Company as on 31<sup>st</sup> March, 2018 in Form MGT – 7, has been posted the website of the Company and can be accessed through Company's web link at [http://www.devkileasing.com/8\\_Other\\_Shareholder\\_Information/MGT\\_7\\_2018.pdf](http://www.devkileasing.com/8_Other_Shareholder_Information/MGT_7_2018.pdf) and Annual Return for the Financial Year 31<sup>st</sup> March 2019 will be posted on website of the Company once the same will be filed with Registrar of Companies.

## **8. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

At the year ended March 31, 2019, the Board of Directors comprised of One Executive director and one Non-Executive woman director and two Independent Directors. The Company has one Chief Financial Officer and a Company Secretary.

### **RESIGNATIONS:**

During the year under review, Mr. Kamlesh Kasliwal DIN (00457056) has been resigned from the post of Independent Director of the Company w.e.f. 14<sup>th</sup> November, 2018.

Mrs. Shilpa Gulani, Company Secretary of the Company has resigned from the position of Company Secretary with effect from 02<sup>nd</sup> May, 2019.

### **APPOINTMENTS:**

During the year under review the Board appointed, Mr. Vijay Jaiswal (DIN: 08278676) as Additional Director in the capacity of Independent category w.e.f. 13<sup>th</sup> November, 2018 to hold office upto the date of ensuing Annual General Meeting

During the year under review, the Board appointed Ms. Shraddha Diya as Company Secretary of the Company w.e.f. 02<sup>nd</sup> May, 2019.

### **REGULARIZATION OF DIRECTORS:**

During the year under review, The Board has appointed Mr. Vijay Jaiswal (DIN: 08278676) as Additional Director in the capacity of Independent category w.e.f. 13<sup>th</sup> November, 2018 to hold office upto the date of ensuing Annual General Meeting. Your Directors recommend the appointment of Mr. Vijay Jaiswal (DIN: 08278676), as Independent Director of the Company.

### **DECLARATION BY INDEPENDENT DIRECTORS**

Independent Directors have given declaration that they meet the criteria of independence as per Regulation 16 (1) (b) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the criteria provided in the Section 149 of the Companies Act, 2013.

In the opinion of the Board, the Independent Directors fulfill the conditions relating to their status as Independent Directors as specified in Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Independent Directors not liable to retire by rotation, in terms of Section 149(13) of the Act.

## **RETIRE BY ROTATION**

In accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Sudhir Bindal (DIN: 00108548) retires by rotation and being eligible, offers himself for reappointment at the ensuing 27<sup>th</sup> Annual General Meeting. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

## **DISQUALIFICATIONS OF DIRECTORS**

During the year declarations received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. The Board appraised the same and found that none of the director is disqualified for holding office as director.

Further the Certificate from Practicing Company Secretary as per the certifying that none of the directors of the company disqualified for holding office as director of the Company is enclosed with this Board Report.

## **9. COMMITTEES OF THE BOARD OF DIRECTORS**

The Board has three committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. The following are the details of the Board Committees during the Financial Year 2018-19:

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee

### **Audit Committee**

Your Company has an adequately qualified and experienced Audit Committee with Mr. Manoj Kumar Singh (Chairman), Mr. Vijay Jaiswal and Mrs. Sarita Bindal, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The full details with respect to Committees, their compositions, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Report.

## **10. MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES**

### **a. Board Meetings:**

During the year under review the Board has met 7 (Seven) times viz. **28<sup>th</sup> May 2018( Adjourned on 30<sup>th</sup> May, 2018), 27<sup>th</sup> June 2018, 14<sup>th</sup> August 2018, 10<sup>th</sup> September 2018, 13<sup>th</sup> November 2018, 11<sup>th</sup> February 2019, 30<sup>th</sup> March, 2019**. The details of meetings of the Board and the attendance of Directors are provided in the Corporate Governance Report.

### **b. Committee Meetings:**

During the year under review, the Committees duly met and the details of the the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report.

### **c. Separate Meeting of Independent Director:**

During the year under review, a separate meeting of Independent Directors was held on 11<sup>th</sup> February March 2019. Details of the attendance of the Directors at such meeting and details about familiarization programme are provided in the Corporate Governance Report.

## **11. PERFORMANCE EVALUATION OF THE BOARD AND INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 134(3)(p) of Companies Act 2013 and Regulation 25(4) and 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Company has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees, and Directors.

The Board of Directors has carried out an annual performance evaluation of its own performance, the Directors and the Committees. Performance evaluation of independent Directors was in accordance with Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is done by the entire board, excluding the director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The criteria on the basis which the evaluation has been carried out are explained in the Corporate Governance Report.

The performance of the board was evaluated by the board after seeking inputs from all the Directors on the basis of criteria such as board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The performance of the committee was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of the committee, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual director on the basis of criteria such as the contribution of the individual directors to the board and committee meeting like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meeting, etc.

## **12. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- 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 have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for the year ended on that period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- d. The Directors had prepared the annual accounts on a going concern basis.
- e. The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.



### **13. AUDITORS:**

#### **a. Statutory Auditors**

Pursuant to the provisions of section 139 of the Act and the rules framed there under, at the 25<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September 2017, Spark & Associates, Chartered Accountants (ICAI Firm Registration No.005313C) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Thirtieth Annual General Meeting to be held in the calendar year 2022.

#### **Explanation to Auditor's Remark**

The Auditors' Report read with relevant notes are self-explanatory and not required any comments or Explanation.

#### **Reporting of fraud by Statutory Auditors**

There was no fraud in the Company, which was required to report by Statutory Auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

#### **b. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Ms. Shraddha Jain, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31<sup>st</sup>, 2019 is annexed herewith marked as **Annexure II** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **c. Cost Record and Cost Audit**

Your company does not fall within the provisions of Section 148 of Company's Act, 2013 read with the Companies (Cost records & Audit) Rules, 2014, therefore no such records required to be maintained.

#### **d. Internal Auditor**

Pursuant to the provisions of Section 138 of the Act read with Rule 13(1)(a) of Companies (Accounts) Rules, 2014, the Board of Directors of the Company has appointed Mr. Muralidharan Pillai, CFO of the Company to conduct internal audit reviews for the Company.

### **14. DISCLOSURE OF RATIO OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The prescribed particulars of employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure III** and forms the part of this Board Report.

### **15. PARTICULARS OF EMPLOYEES**

During the year, none of the employee of the company is drawing remuneration in excess of Rs.1,02,00,000/- per annum or Rs. 8,50,000/- per month. Your Company is presently working with four Directors and one CFO and one CS. There are no other employees in the company.

Accordingly, information required to be given pursuant to provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure IV** and forms the part of this Boards' Report.

## **16. CORPORATE GOVERNANCE REPORT**

As per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable on the Company. Hence on 03<sup>rd</sup> August, 2018 your Directors intimated to Stock exchange regarding non applicability of above corporate governance provisions.

However your Company believes in Good Corporate Governance Practices, so the Directors present the Report on Good Corporate Governance for the year ended 31st March 2019 to have more transparency and disclosures and the same is attached with this report as **Annexure – V.**

## **17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Statement in pursuance of requirement of Para B of Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure – VI.**

## **18. NOMINATION AND REMUNERATION POLICY**

Pursuant to the provisions of Section 178(3) of the Companies Act, 2013, and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has formulated a policy relating to the remuneration for the Directors, Key Managerial Personnel (KMP) and other employees which is being approved and adopted by the Board and has been posted on the website of the Company and can be accessed through web link [http://www.devkileasing.com/6\\_Policies/Nomination\\_and\\_Remuneration\\_Policy.pdf](http://www.devkileasing.com/6_Policies/Nomination_and_Remuneration_Policy.pdf)

**Salient Features of the policy:** The policy covers the following:

- Definitions
- Appointment Criteria for Directors/Key Managerial Personnel/Senior Management Personnel.
- Additional Criteria for Appointment of Independent Directors.
- Tenure of the Directors.
- Remuneration Policy for Remuneration to Directors/Key Managerial Personnel/Senior Management Personnel
- Criteria For Evaluation Of Performance Of Independent Directors and The Board Of Directors
- Removal of the Directors

### **CHANGES MADE IN NOMINATION AND REMUNRATION POLICY**

- Criteria for Appointment of Independent Directors on attaining age above 75 years.

Further the amended policy has been annexed to this Board Report as **Annexure VII**

### **a. OTHER POLICIES**

The details of the Key Policies adopted by the Company are mentioned at **Annexure VIII** to the Board's Report.

## **19. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY**

The Company has comprehensive Internal Financial Controls system for all major processes including financial statements to ensure reliability of reporting. The system also helps management to have timely data on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use. The internal financial controls system of the Company is commensurate with the size, scale and complexity of its operations. The system and controls are periodically reviewed and modified based on the requirement.

The internal and operational audit is entrusted to Mr. Muralidharan Pillai, CFO of the Company. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. Based on the audit observations & suggestions, follow up & remedial measures are being taken on a regular basis.

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

During the year under review, the Company has neither made any loans and investments nor has given any guarantee or provided any security in connection with a loan to any other body corporate or person within the meaning of Section 186 of Companies Act, 2013.

Further details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note No 05 and 06 to the Financial Statements.

## **21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 of the Companies Act, 2013 and the Rules made there under. Further disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 are not applicable.

The Company at its meeting held on 27.06.2018 has obtained Inter corporate Loan to the tune of Rs. 60 Lacs from Velocity Private Limited, Related Party of the Company, on arm's length basis & on commercial terms. The transaction has also been approved by the Audit Committee in their meeting held on 27.06.2018.

Further the Details of the Related Party Transactions are set out in Note 44 to the Financial Statement forming part of this Annual Report.

The Company has adopted a Related Party Transactions Policy and the same is uploaded on the Company's website [www.devkileasing.com](http://www.devkileasing.com).

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

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

### **A. Conservation of Energy**

The steps taken or impact on conservation of energy:

- i. The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.
- ii. The capital investment on energy conservation equipments: Nil

**B. Technology Absorption :**

- i. The efforts made towards technology absorption: Not Applicable.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Not Applicable.
- iv. Company has not incurred any expenditure on Research and Development during the year under review.

**C. Further there was neither inflow nor outflow of foreign exchange during the year**

**23. RISK MANAGEMENT**

The Company recognizes that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company as part of business strategy has in place a mechanism to identify, assess, monitor risks and mitigate various risks with timely action.

**24. CORPORATE SOCIAL RESPONSIBILITY**

The Company does not meet the requirements of Section 135 of Companies Act, 2013 for establishing Corporate Social Responsibility (CSR) committee; therefore no such committee was established by the Board.

**25. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There were no other significant material orders passed by the Regulators/Courts/Tribunals impacting the going concern status of the Company and its future operations.

**26. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company has in place a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of illegal activities, unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil mechanism and Whistle Blower policy of the Company was received by the Company. The Whistle Blower Policy has been posted on the website of the company [www.devkileasing.com](http://www.devkileasing.com)

**27. COMMISSION RECEIVED BY DIRECTORS FROM HOLDING/SUBSIDIARY COMPANY**

The Company does not have any holding/ subsidiary company. Hence provisions of Section 197 (14) of Companies Act, 2013 are not applicable to the Company.

## **28. CHIEF FINANCIAL OFFICER AND MANAGING DIRECTOR CERTIFICATION**

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31<sup>st</sup> March, 2019.

## **29. VOTING RIGHTS OF EMPLOYEES**

During the year under review the company has not given loan to any employee for purchase of its own shares as per section 67(3) (c) of Companies Act, 2013.

## **30. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section 62 read with Rule 12 of Companies (Share Capital and Debenture) Rules, 2014.

## **31. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES**

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of Companies (Share Capital and Debenture) Rules, 2014 and SEBI (issue of sweat equity) Regulations, 2002 during the Financial Year.

## **32. LISTING AT STOCK EXCHANGE**

The Equity shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai and the Listing Fee for the year 2018-19 has been duly paid.

## **33. INSURANCE**

The Company's assets are adequately insured against the loss of fire and other risks, as consider necessary by the Management from time to time.

## **34. BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to the Company for the financial year ending March 31, 2019.

## **35. DEPOSITORY SYSTEM**

The Company's shares are tradable compulsorily in electronic form and the Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). As per the SEBI (Listing Obligations & Disclosure Requirements) (Fourth Amendment) Regulations, 2018, vide Gazette notification dated June 8 and 30<sup>th</sup> November, 2018 mandated that securities of listed companies shall be transferred only in dematerialised from 1st April, 2019. In view of the numerous advantages offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

## **36. ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

### **37. INDUSTRIAL RELATIONS**

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

### **38. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 AND CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

An Internal Complaints Committee is in place to redress complaints received regarding sexual harassment. Further, during the year 2018-19 no grievance/complaint was reported from any employee.

### **39. COMPLIANCE OF SECRETARIAL STANDARD**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

### **40. ACKNOWLEDGEMENTS**

Your Directors place on record their gratitude to all the Government and Semi Government Departments and Company's Bankers, for the assistance and co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, stakeholders, Reserve Bank of India, Banks and other regulatory authorities.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
DEVKI LEASING & FINANCE LIMITED**

**PLACE: INDORE  
DATE: 18.07.2019**

**Registered Office:  
Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010  
CIN:L65921MP1993PLC007522**

**Sudhir Bindal  
Managing Director  
(DIN - 00108548)**

**Sarita Bindal  
Director  
(DIN - 02194558)**

**Annexure – I**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31<sup>st</sup> March 2019  
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**1. REGISTRATION & OTHER DETAILS**

CIN	L65921MP1993PLC007522
Registration Date	15.02.1993
Name of the Company	Devki Leasing & Finance Limited
Category/Sub-category of the Company	Public Company / Limited by shares
Address of the Registered office & contact details	"Velocity", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Ankit Consultancy Private Limited 60, Electronic Complex, Pardesipura, Indore (M.P.) 452010 Phone- 0731-2551745-46, Fax- 0731-4065798 Mail ID: <a href="mailto:ankit_4321@yahoo.com">ankit_4321@yahoo.com</a> , rtaindore@gmail.com,

**2. 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	Interest on Loan	6491	100.00%

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	Name and Address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares Held	Applicable section
NA					

**4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

- a. **Category-wise Share Holding**  
b.

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2018				No. of Shares held at the end of the year i.e. 31.03.2019				% Change during
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A Promoters									
1 Indian									
a Individual/ HUF	1361752	0	1361752	38.80	1405852	92000	1498052	42.68	3.88
b Central Govt.	0	0	0	0	0	0	0	0	0
c State Govt. (s)	0	0	0	0	0	0	0	0	0
d Bodies Corp.	0	0	0	0	0	0	0	0	0
e Banks / FI	0	0	0	0	0	0	0	0	0
f Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>1361752</b>	<b>0</b>	<b>1361752</b>	<b>38.80</b>	<b>1405852</b>	<b>92000</b>	<b>1498085</b>	<b>42.68</b>	<b>3.88</b>
2 Foreign									

	NRIs -	0	0	0	0	0	0	0	0	0
	Individuals	0	0	0	0	0	0	0	0	0
b	Other –Individuals	0	0	0	0	0	0	0	0	0
c	Bodies Corp.	0	0	0	0	0	0	0	0	0
d	Banks / FI	0	0	0	0	0	0	0	0	0
e	Any Other	0	0	0	0	0	0	0	0	0
	<b>Sub-total (A) (2):-</b>	0	0	0	0	0	0	0	0	0
	<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1361752</b>	<b>0</b>	<b>1361752</b>	<b>38.80</b>	<b>1405852</b>	<b>92000</b>	<b>1498085</b>	<b>42.68</b>	<b>3.88</b>
<b>B</b>	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>									
a	Mutual Funds	0	0	0	0	0	0	0	0	0
b	Banks / FI	0	0	0	0	0	0	0	0	0
c	Central Govt	0	0	0	0	0	0	0	0	0
d	State Govt(s)	0	0	0	0	0	0	0	0	0
e	Venture Capital	0	0	0	0	0	0	0	0	0
f	Insurance Companies	0	0	0	0	0	0	0	0	0
g	FIs	0	0	0	0	0	0	0	0	0
h	Foreign Venture	0	0	0	0	0	0	0	0	0
i	Others (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2</b>	<b>Non-Institutions</b>									
a	Bodies Corp.									
i	Indian	218745	134000	352745	10.05	213402	134000	347402	9.90	-0.15
ii	Overseas	0	0	0	0	0	0	0	0	0
b	Individuals									
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	576927	521320	1098247	31.29	591770	511820	1103590	31.44	-0.15
ii	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	151156	537300	688456	19.62	260056	292100	552156	15.73	-3.88
c	Others (specify)									
	NRI	6400	2000	8400	0.24	6400	2000	8400	0.24	0.00
	Overseas Corporate	0	0	0	0	0	0	0	0	0
	Foreign Nationals	0	0	0	0	0	0	0	0	0
	Market maker	0	0	0	0	0	0	0	0	0
	Clearing Members	0	0	0	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0	0	0	0
	Foreign Bodies-D R	0	0	0	0	0	0	0	0	0
	<b>Sub-total (B)(2):-</b>	<b>953228</b>	<b>1194620</b>	<b>2147848</b>	<b>61.20</b>	<b>1071628</b>	<b>939920</b>	<b>2011548</b>	<b>57.32</b>	<b>-3.88</b>
	<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>953228</b>	<b>1194620</b>	<b>2147848</b>	<b>61.20</b>	<b>1071628</b>	<b>939920</b>	<b>2011548</b>	<b>57.32</b>	<b>-3.88</b>
	<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
	<b>Grand Total (A+B+C)</b>	<b>2314980</b>	<b>1194620</b>	<b>3509600</b>	<b>100.00</b>	<b>2477480</b>	<b>1032120</b>	<b>3509600</b>	<b>100</b>	<b>0.00</b>



**C. Shareholding of Promoter & Promoter Group**

SNo	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2018)			Shareholding at the end of the year (As on 31.03.2019)			
		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	% change in shareholding during the year
1	Anju Bindal	191191	5.45	-	191191	5.45	-	0.00
2	B N Bindal & Sons (HUF)	28500	0.81	-	28500	0.81	-	0.00
3	Bharat Bindal	168400	4.80	-	168400	4.80	-	0.00
4	Devki Rani Bindal	156100	4.45	-	156100	4.45	-	0.00
5	Sarita Bindal	130469	3.72	-	174569	4.97	-	1.25
6	Sauhard Bindal	21600	0.62	-	71600	2.17	-	1.55
7	Shweta Bindal	146381	4.17	-	184081	5.25	-	1.08
8	Sudhir Bindal	171400	4.88	-	171400	4.88	-	0.00
9	Sudhir Bindal & Sons (HUF)	8500	0.24	-	8500	0.24	-	0.00
10	Yashveer Bindal	329211	9.38	-	329211	9.38	-	0.00
11	Yashveer Bindal & Sons (HUF)	10000	0.28	-	10000	0.28	-	0.00
	<b>Total</b>	<b>1361752</b>	<b>38.80</b>	<b>-</b>	<b>1498052</b>	<b>42.68</b>	<b>-</b>	<b>3.88</b>

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

SNo	Particulars	Shareholding at the beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
I	At the beginning of the Year	1361752	38.80	1361752	38.80
II	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<b>Note 1</b>			
III	At the end of the Year	1498052	42.68	1498052	42.68

**Note 1: There is change in the total shareholding of promoters between 01.04.2018 and 31.03.2019 and the same details are given below NOTE-1-DETAILS OF INCREASE AND DECREASE IN PROMOTERS' SHARE HOLDING**

SNo	Name	Shareholding at the beginning of the year (As on 01.04.2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of Shares	% of total shares of Company				No. of Shares	% of total shares of Company
1.	Sarita Bindal	130469	3.72	01.04.2018	-	-	130469	3.72
				29.09.2018	44100	Purchase	174569	4.97
				05.10.2018	(200)	Sale	174369	4.96
				02.11.2018	200	Purchase	174569	4.97
				31.03.2019	0	-	174569	4.97
2.	Shweta Bindal	146381	4.17	01.04.2018	-	-	146381	4.17
				31.12.2018	37700	Purchase	184081	5.25
				31.03.2019	0	-	184081	5.25
3.	Sauhard Bindal	21600	0.62	01.04.2018	-	-	21600	0.62
				31.12.2018	54500	Purchase	76100	2.17
				31.03.2019	-	-	76100	2.17

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

SNo	Name (For Each of the Top 10 Shareholders)	Shareholding at the beginning of the year (As on 01.04.2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Jupiter Securities And Properties Pvt Ltd	180900	5.15	--	NIL	--	180900	5.15
2	Ashish Garg	108900	3.10	--	NIL	--	108900	3.10
3	Sanjay Jain	--	--	31.03.18	108900	Purchase	108900	3.10
4	Millennium Cyber tech Limited	108000	3.08	--	NIL	--	108000	3.08
5	Manish Kumar Anasune	54500	1.55	23.11.18	54500	Sale	0	0.00
6	Nilesh Kumar Khade	54500	1.55	--	NIL	--	54500	1.55
7	Surendra Joshi	--	--	31.12.18	54500	Purchase	54500	1.55
8	Pawn Sinha	54500	1.55	23.11.18	54500	Sale	0	0.00
9	Abhishek Ghosh	52700	1.26	--	NIL	--	52700	1.26
10	Manoj Diwar	44100	1.25	26.10.18	44100	Sale	0	0.00
11	Rais Khan	37700	1.07	23.11.18	37700	Sale	0	0.00
12	Hitesh Ramji Javeri	30000	0.85	--	NIL	--	30000	0.85
13	Pankaj Chetan	28600	0.81	--	NIL	--	28600	0.81
14	Sneh Jain	22710	0.65	--	NIL	--	22710	0.65
15	Mohan Shehani	21500	0.61	--	NIL	--	21500	0.61

f. Shareholding of Directors and Key Managerial Personnel:

g.

S No	Name (For Each of the Directors and Key Managerial Personnel)	Shareholding at the beginning of the year (As on 01.04.2018)		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
<b>A. DIRECTORS</b>								
1	Sudhir Bindal- Chairman	171400	4.88	01.04.2018	--	Nil movement during the year	171400	4.88
		--	--	31.03.2019	--		171400	4.88
2	Sarita Bindal- Non Executive Director	130469	3.72	01.04.2018		Purchase	130469	3.72
				29.09.2018	44100		174569	4.97
		--	--	31.03.2019			174569	4.97
3	Manoj Kumar Singh- Independent Director	0	0	01.04.2018	--	Nil movement during the year	0	0
		--	--	31.03.2019	--		0	0
4	Kamlesh Kasliwal- Independent Director	4000	0.11	01.04.2018	--	Nil movement during the year	4000	0.11
		--	--	31.03.2019	--		4000	0.11
<b>KEY MANAGEMENT PRSONNEL</b>								

1	Muralidharan Pillai- CFO	0	0	01.04.2018	--	Nil movement during the year	0	0
				31.03.2019	--		0	0
2	Shilpa Gulani- CS	0	0	01.04.2018	--	Nil movement during the year	0	0
				31.03.2019	--		0	0

#### 5. INDEBTEDNESS – Indebtedness of the Company including interest outstanding/accrued but not due for payment

S.No	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
	<b>Indebtedness at the beginning of the financial year (01.04.2017)</b>				
i)	Principal	26284879	-	-	26284879
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	26284879	-	-	26284879
	<b>Change in Indebtedness during the financial year</b>				
	* Addition	-	71,77,115	-	71,77,115
	* Reduction	(2,62,84,879)	-	-	(2,62,84,879)
	<b>Net Change (The amount of Secured loan was increased and decreased within the overdraft limits)</b>	(2,62,84,879)	71,77,115	-	(1,91,07,764)
	<b>Indebtedness at the end of the financial year (31.03.2019)</b>				
i)	Principal Amount	0.00	71,77,115	-	71,77,115
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	0.00	71,77,115	-	71,77,115

#### 6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### a. Remuneration to Managing Director, Whole-time Directors and/or Managers:

S No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Sudhir Bindal	
1	Gross salary	3,72,000.00	3,72,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>3,72,000.00</b>	<b>3,72,000.00</b>
	<b>Ceiling as per the Act</b>	<b>As per Schedule V of the Companies</b>	

**b. Remuneration to other directors**

S	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Manoj Kumar Singh	Mr. Vijay Jaiswal	
1	<b>Independent Directors</b>			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	<b>Total (1)</b>			
2	<b>Other Non-Executive Directors</b>	<b>Mrs. Sarita Bindal</b>	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	<b>Total (2)</b>	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	<b>3,72,000.00</b>
	<b>Overall Ceiling as per the Act</b>	The Company may pay sitting fees to the Directors for attending Boar/ Committee meetings as may be decided by the Board of Directors which shall not exceed one lakh rupees per meeting of the Board or committee		

**c. Remuneration to Key Managerial Personnel Other than MD/ Manager/WTD**

Sr. No.	Particulars of Remuneration	Mr. Muralidharan Pillai (CFO)	Ms. Shilpa Gulani (CS)	Total Amount
1	Gross salary	5,91,000	2,10,000	8,01,000
	(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	-	-	-
	<b>Total (A)</b>	<b>5,91,000</b>	<b>2,10,000</b>	<b>8,01,000</b>

**7. 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**NIL**

Note: Extract of Annual Return i.e. Form MGT 9 can be also assessed on the website of the Company [www.devkileasing.com](http://www.devkileasing.com)

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
DEVKI LEASING & FINANCE LIMITED**

**PLACE: INDORE**

**DATE: 18.07.2019**

**Registered Office:**

**Velocity”, 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010  
CIN:L65921MP1993PLC007522**

**Sudhir Bindal  
Managing Director  
(DIN - 00108548)**

**Sarita Bindal  
Director  
(DIN - 02194558)**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**To,  
The Members,  
DEVKI LEASING & FINANCE LIMITED  
(L65921MP1993PLC007522)  
Velocity”, 18-A Scheme No 94C,  
Ring Road, Indore MP-452010.**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Devki Leasing & 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 my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder (in so far as they are made applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder (in so far as they are made applicable);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (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;
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, in so far as they are made applicable from time to time.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; which is not applicable to the Company during the Audit Period.

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; which is not applicable to the Company during the Audit Period.
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; which is not applicable to the Company during the Audit Period
- f) 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;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; which is not applicable to the Company during the Audit Period
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; which is not applicable to the Company during the Audit Period and,
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in so far as they are made applicable from time to time).

Company has surrendered the certificate of NBFC to RBI on 12<sup>th</sup> May 2018 for cancellation and accordingly RBI has cancelled the same by its order on 17<sup>th</sup> May, 2018. In view of the same, now the Company cannot transact the business of Non-Banking Financial Company.

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

Secretarial Standards issued by The Institute of Company Secretaries of India.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meeting, 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.

All decisions at Board Meetings and Committee(s) Meetings are carried through unanimously as recorded in the meetings of the Board and Committee(s) of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not incurred any specific event /action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Indore

Date: 18<sup>th</sup> July 2019

Signature: \_\_\_\_\_

Shraddha Jain

ACS No: 39488

C P No: 14717

**Annexure – III**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19:

S. N.	Name of Director/KMP	Designation	Remuneration of Director/KMP for financial year 2018-19	% Increase/decrease in Remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director to median remuneration of employees
1.	Mr. Sudhir Bindal	Managing Director	Rs. 3,72,000/-	-	0.93
2.	Mrs. Sarita Bindal	Non-Executive Promoter Director	-	-	N.A
3.	Mr. Manoj Kumar Singh	Independent Director	-	-	N.A
4.	Mr. Kamlesh kasliwal	Independent Director	-	-	N.A
5.	Mr. Vijay Jaiswal	Independent Director	-	-	N.A.
6.	Mr. Muralidharan Pillai	Chief Financial Officer	Rs. 5,91,000/-	13.22%	N.A
7.	Ms. Shilpa Gulani	Company Secretary	Rs. 2,10,000/-	-	N.A

**Note**

1. The percentage increase in the median remuneration of employees in the financial year-13.22%
2. The Number of permanent employees on the roll of the Company: 2  
The Company is presently working with four Directors (including one Managing Director), One CFO and one CS. There are no other employees in the company.
3. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 - 13.22% whereas the increase in the managerial remuneration for the same financial year was NIL.
4. The key parameters for any variable component of remuneration availed by the directors are approved by the Board of Directors based on the recommendation of Nomination & Remuneration Committee.
5. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
DEVKI LEASING & FINANCE LIMITED**

**PLACE: INDORE**

**DATE: 18.07.2019**

**Registered Office:**

**Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010  
CIN:L65921MP1993PLC007522**

**Sudhir Bindal                      Sarita Bindal  
Managing Director                  Director  
(DIN - 00108548)                  (DIN - 02194558)**



**Annexure – IV**

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(2) & 5 (3) OF CHAPTER XIII, THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AND FORMING PART OF THE BOARDS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019.**

<b>S. No</b>	<b>Name</b>	<b>Designation</b>	<b>Remuneration received During the Financial Year (In Rs.)</b>	<b>Qualification and Experience</b>	<b>Date of Joining</b>	<b>Age</b>	<b>Last employment</b>
1	Mr. Sudhir Bindal	Managing Director	Rs.372000/-	B.COM, DCMA Experience-30 years	15/02/1993	54	Woyang Electronix Limited
2	Mr. Muralidharan Pillai	Chief Financial Officer	Rs.5,91,000/-	B.Com Experience-47 years	15/04/1995	64	Indira Sports Private Limited
4	Shilpa Gulani	Company Secretary	Rs. 2,10,000/-	B.Com, CS Experience - 2 years	25/10/2017	25	Porwal Auto Components Limited

1. None of the employees holds 2% or more of the paid up equity share capital of the Company as per clause (iii) of sub-rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
2. Mr. Sudhir Bindal and Mrs. Sarita Bindal are spouse.
3. Mr. Shilpa Gualni has resigned from the position of Company Secretary w.e.f. 02.05.2019 and Ms. Shraddha Diya appointed as Company Secretary of the Company w.e.f. 02.05.2019
4. All the above employees are permanent employees of the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
DEVKI LEASING & FINANCE LIMITED**

**PLACE: INDORE  
DATE: 18.07.2019**

**Registered Office:  
Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010  
CIN:L65921MP1993PLC007522**

<b>Sudhir Bindal</b>	<b>Sarita Bindal</b>
<b>Managing Director</b>	<b>Director</b>
<b>(DIN - 00108548)</b>	<b>(DIN - 02194558)</b>

## Annexure –V

### **CORPORATE GOVERNANCE REPORT 2018-19 (Forming part of the Board Report of Devki Leasing And Finance Limited)**

As per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable on the Company. Hence on 03<sup>rd</sup> August, 2018 your Directors intimated to Stock exchange regarding non applicability of above corporate governance provisions.

However your Company believes in Good Corporate Governance Practices, so the Directors present the Report on Good Corporate Governance for the year ended 31st March 2019 to have more transparency and disclosures.

The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance and goals are met with integrity. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate.

#### **1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance at Devki Leasing and Finance Limited has been a continuous journey and the business goals of the Company are aimed at the overall well being and welfare of all the constituents of the system. The Company is committed to conduct its business in compliance with applicable laws, rules and regulations with highest standards of business ethics. The Company firmly believes and has consistently practiced good Corporate Governance.

The Company's policy is reflected by the values of transparency, fairness, professionalism and accountability, effective management control, social responsiveness with complete disclosure of material facts and independence of Board. Devki Leasing and Finance Limited constantly strives towards betterment and these aspects and thereby perpetuate in generating long term economic value for its Shareholders, Customer, Employees other associated persons and the society as a whole.

In India, Corporate Governance Standards for listed companies are regulated by the Listing Regulation. Your Company is in compliance with the requirements of Corporate Governance stipulated in the Listing Regulations. The Company has adopted best practices mandated in SEBI (LODR) Regulations, 2015.

#### **2. BOARD OF DIRECTORS**

##### **a. Composition & Category:**

The Composition of Board of Directors is governed by the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Name of Director	Category
Mr. Sudhir Bindal	Managing Director, Chairman
Mr. Manoj Kumar Singh	Independent Non Executive
Mr. Vijay Jaiswal	Independent Non Executive
Mrs. Sarita Bindal	Non Executive Director

In accordance with the compliances, Board has an optimum combination of Executive & Non-Executive Directors. The Board comprised of:

Category	No. of Directors	Percentage
Executive Directors	1	25%
Non Executive (Including 2 Independent Directors)	3	75%
<b>TOTAL</b>	<b>4</b>	<b>100%</b>

All Directors possess relevant qualifications and experience in general corporate management, marketing, finance and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

All Independent Directors of the Company have been appointed as per the provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. Independent Directors play an important role in deliberations at the Board Meetings and bring to the Company their wide experience in the field of Business and Industry. The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia, their roles, responsibilities, term of appointment, code of conduct, functions and duties. The terms and conditions of their appointment are disclosed on the Company's website at <http://www.devkileasing.com/>

All the Independent Directors of the Company, have given a declaration affirming compliance to the criteria of independence pursuant to Section 149 of the Companies Act, 2013 and SEBI, (LODR) Regulations, 2015.

In the opinion of the Board, each Independent Director possesses appropriate balance of skills, experience and knowledge, as required.

**b. Details of Directors who holds Directorship in another Company:**

Director Name	Name of the Company	Designation
Manoj Kumar Singh	Devki Cyber Securities Private Limited	Director

**c. Reason of Resignation of Independent Director:**

Mr. Kamlesh Kasliwal (DIN: 00457056) has resigned from the post of Independent Non-Executive Director w.e.f. 14<sup>th</sup> November, 2018. He has resigned due to personal engagements as he was not able to devote his time to the Company. Further, he has provided the confirmation for the same.

**d. Key Board Qualifications, Expertise and Attributes**

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. In view of the objectives and activities of our Business, the Company requires skills/expertise/ competencies in the areas of Finance, Regulatory, Strategy, Business Leadership, Technology, Sales & Marketing, Hospitality, Human Resources and Risk & Governance. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively. The Board periodically evaluates the need for change in its composition and size.

**e. Board Procedure and its Meetings and attendance of Directors :**

The Board meets at least once in every quarter to review the results and other items on the agenda. The agenda is circulated well in advance to the Board/Committee members, along with comprehensive background information on the items in the agenda to enable the Board and Committees to arrive at appropriate decisions.

The Board in its meeting reviews the existing policies and programmes and also formulates various strategies for the betterment of the Company and enhancement of stakeholder's value. The Board considers matters relating to business, production, finance, marketing, personnel, materials and general administration also. The maximum gap between any two Board meetings was not more than one hundred and twenty days. During the Financial year, the Board met seven times on:

- i. 28<sup>th</sup> May, 2018 (Adjourned on 30.05.2018) ;
- ii. 27<sup>th</sup> June, 2018;
- iii. 14<sup>th</sup> August, 2018;
- iv. 10<sup>th</sup> September 2018;
- v. 13<sup>th</sup> November, 2018;
- vi. 11<sup>th</sup> February, 2019;
- vii. 30<sup>th</sup> March 2019;

- f. **Details of attendance of each Director at Board Meetings and at the last year's Annual General Meeting with particulars of their other Directorships and Chairman/Membership of Board Committees showing the position as at 31st March, 2019 are given in the following table:**

Name of the Director	Category	Meeting during the tenure of the director	Attendance at Board meeting	Attendance at last AGM on 25.09.2018	No. of Directorship (including this Company)	No. of Committee Membership Position (including this Company)		Shareholding
						Chairman	Member	
Mr. Sudhir Bindal DIN :00108548	Managing Director	7	7	Yes	1	-	1	171400
Mrs. Sarita Bindal DIN: 02194558	Non-Executive Promoter Director	7	7	Yes	1	-	2	174569
Mr. Manoj Kumar Singh DIN :01684132	Independent Non-Executive	7	7	Yes	2	3	-	Nil
Mr. Kamlesh Kasliwal DIN:00457056	Independent Non-Executive	5	5	Yes	3	-	3	4000
Mr. Vijay Jaiswal DIN:08278676	Independent Non-Executive	2	2	No	1	-	3	Nil

- g. **Separate Meeting of Independent Directors:** Pursuant to the Regulation 25(3) of the SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 11<sup>th</sup> February, 2019, without the attendance of non-independent directors and members of management. They discussed following at the meeting:

- Reviewed and evaluated performance of Non-Independent Directors and Board of Directors as a whole.
- Assessed the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.

Attendance of Independent Directors in Independent Directors meeting:

Name of Director	No. of Meetings held	No. of Meetings Attended
Mr. Manoj Kumar Singh	1	1
Mr. Vijay Jaiswal	1	1

**h. Familiarization Programme:**

The Company has an orientation programme upon induction of new Directors.

The Company also has a familiarization programme for its Independent Directors, with the objective of familiarizing them with the Company, its operations, business model, nature of the industry and environment in which it operates, the regulatory environment applicable to it, and also the roles, rights and responsibilities of Independent Directors.

Details of familiarization programme are available on the Company's website at <http://www.devkileasing.com/>

**i. Inter-se relationship among directors:**

Mr. Sudhir Bindal, and Mrs. Sarita Bindal are Spouse.

**j. Note on Directors Appointment/ Re-appointment**

Mr. Vijay Jaiswal (DIN: 08278676) is appointed as the an Additional Director in the category of Non Executive Independent Director with effect from 13th November, 2018 to hold office upto the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term of five (5) consecutive years from the date of 13th November, 2018 to 12th November, 2023."

**3. COMMITTEES OF THE BOARD:**

**Board has Three Committees, viz.**

- a. Audit Committee;
- b. Nomination and Remuneration Committee;
- c. Stakeholder Relationship Committee;

The above said Committees consist of appropriate number of Executive Directors, non-executive and Independent Directors. The quorum for the Meetings is either two directors or one third of the members of the Committee, whichever is higher.

**a. Audit Committee:**

A qualified and independent Audit Committee has been set up by the Board in compliance with the requirements of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. All the members of the committee are financially literate and have accounting and financial management expertise.

**i. Terms of reference**

The terms of reference of the Audit Committee includes the matters specified in Part C of Schedule II to the SEBI (LODR) Regulations, 2015 and also as required under Section 177 of the Companies Act, 2013 which includes oversight of the Company’s financial reporting process and disclosure of its financial information, review of financial statements, review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review report of the internal auditor etc.

**ii. Composition and Meetings:**

The Audit Committee comprised of three Directors, out of which Two Directors are Independent Directors. The Audit Committee is chaired by Mr. Manoj Kumar Singh, who is an Independent Director.

During the financial year ended 31<sup>st</sup> March, 2019, four Audit Committee Meetings were held and the dates on which the said meetings were held are as follows:

- i. 28<sup>th</sup> May, 2018( Adjourned on 30.05.2018);
- ii. 27<sup>th</sup> June, 2018;
- iii. 14<sup>th</sup> August,2018;
- iv. 10<sup>th</sup> September 2018;
- v. 13<sup>th</sup> November, 2018;
- vi. 11<sup>th</sup> February, 2019;
- vii. 30<sup>th</sup> March 2019;

The Composition and attendance record of the members at the meeting is as under:

Name	Category	Number of Meetings	
		Held	Attended
Mr. Manoj Kumar Singh	Chairman, Independent Director	7	7
Mr. Kamlesh Kasliwal	Member, Independent Director	7	5
Mr. Vijay Jaiswal	Member, Independent Director	7	2
Mrs. Sarita Bindal	Member, Non-Independent Director	7	7

\* Mr. Vijay Jaiswal has appointed as Additional Independent Director w.e.f. 13<sup>th</sup> November, 2018.

\* Kamlesh Kasliwal has resigned from the office w.e.f 14<sup>th</sup> November, 2018.

**b. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee is constituted in accordance with the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 178(1) of the Companies Act 2013.

**i. Terms of reference**

The terms of reference of the Nomination and Remuneration Committee includes the matters specified in Part D of Schedule II to the SEBI (LODR) Regulations, 2015 which broadly includes determination and recommendation for appointment/removal of Executive, Non-Executive and Independent Directors to the Board etc.

## ii. Composition and Meetings

The Nomination and Remuneration Committee comprised of three Directors, out of which all the Directors are Non-Executive Directors in which two are independent Directors. The Committee is chaired by Mr. Manoj Kumar Singh, who is an independent director.

During the financial year ended 31st March, 2019, four meetings of Nomination and Remuneration Committee were held and the dates on which the said meetings were held are:

- (i) **May 28, 2018;**
- (ii) **August 14, 2018;**
- (iii) **November 13, 2018;**
- (iv) **March 30, 2019;**

The composition and attendance record of the members at the meeting is as under:

Name	Category	Number of Meetings	
		Held	Attended
Mr. Manoj Kumar Singh	Chairman, Independent Director	04	04
Mr. Kamlesh Kasliwal	Member, Independent Director	04	03
Mr. Vijay Jaiswal	Member, Independent Director	04	01
Mrs. Sarita Bindal	Member, Non-Independent Director	04	04

- \* **Mr. Vijay Jaiswal has appointed as Additional Independent Director w.e.f. 13<sup>th</sup> November, 2018.**
- \* **Mr. Kamlesh Kasliwal has resigned from the office w.e.f 14<sup>th</sup> November, 2018.**

## iii. Criteria for Performance Evaluation

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive Directors, Non-Executive Directors including Independent Directors and Board as a Whole.

The criteria for Performance Evaluation are as under:

### **For Executive Directors, Non-Executive Directors including Independent Directors:**

An indicative list of criteria for evaluation of Executive Directors, Non-Executive Directors including Independent Directors includes Qualifications and Competency, Commitment towards Board, Fulfillment of functions, Ability to function as a team, Attendance at Board, Committee and General Meeting, Prepares in advance for board and committee meetings, Maintains confidentiality, Abides by the legal obligations and code of conduct, Reports concerns about unethical behavior, actual and suspected fraud, the amount of time spent on discussions on strategic and general issues is sufficient, Whether person is independent from the entity and the other directors and there if no conflict of interest, Whether the person exercises his/ her own judgment and voices opinion freely.

### **For Board as a whole:**

The criteria for evaluation of the Board, inter alia, includes- Proper mix of competencies and experience, composition and diversity, induction programme, team work, integrity Understanding of the legal requirements, setting of goals, Compliances with corporate governance regulations and guidelines, Adequacy of attendance and participation by the board members, Frequency of Board Meetings, Understanding of the risk attached with the business structure, Monitoring the company's internal controls and compliance, Appropriateness of effective vigil mechanism, Succession plan for the Management.

#### **For Board Committee:**

The criteria for evaluation of the Board Committee, inter alia, includes-Constitution of Committee, the terms of reference, Independence of the Committee, Reporting the Committees to the Board, Reviews its mandate and performance, Proactive measures to perform its functions, Suggestion and recommendation of committee, Fulfillment of its functions as assigned by the Board, frequency of the Committee meetings, Adequacy of attendance and participation in the Committee meetings, discussions and decision making.

#### **iv. REMUNERATION OF DIRECTORS**

##### **➤ Transactions with Non-executive Directors/ Independent Directors**

The non-executive directors of the Company do not have any material pecuniary relationship or transactions vis-à-vis Company. The Company is not paying any remuneration to the Non-Executive/Independent Directors except sitting fees for attending the Board meetings.

##### **➤ Criteria for making payment**

As per the Nomination and Remuneration Policy of the Company which is placed on the Company's website.

##### **➤ Remuneration to Executive Directors**

During the financial year, there were only one director who is in the whole time employment of the company and drawing remuneration. The details of remuneration for the year ended March 31, 2019 to the Executive Directors are as follows

<b>Name of Directors</b>	<b>Designation</b>	<b>Salary</b>	<b>Benefits</b>	<b>Commission</b>	<b>Bonus</b>	<b>Total</b>
Mr. Sudhir Bindal	Managing Director	3,72,000 P.A.	-	-	-	3,72,000 P.A.

- The company does not pay any fixed component and performance linked incentives any of its Directors.
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its Director/employees.
- No sitting Fees was paid to any Director of the Company during the financial year
- The Company is not paying any remuneration to the Non-Executive/Independent Directors.

#### **c. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the SEBI (LODR) Regulations, 2015 and the provisions of Section 178 of the Act.

##### **i. Terms of reference**

The board has set up a Stakeholders Relationship Committee to consider and resolve the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends etc.

##### **ii. Composition and Meetings**

The Stakeholders Relationship Committee comprised of three Directors, out of which majority of the Directors are Independent Director. The Committee is chaired by Mr. Manoj Kumar Singh, who is an Independent Director.



During the financial year ended 31st March, 2019, four meetings of Stakeholders Relationship Committee were held and the dates on which the said meetings were held are

- (i) **May 28, 2018;**
- (ii) **August 14, 2018;**
- (iii) **November 13, 2018;**
- (iv) **March 30, 2019;**

The composition and attendance record of the members at the meeting is as under:

Name	Category	Number of Meetings	
		Held	Attended
Mr. Manoj Kumar Singh	Chairman, Independent Director	04	04
Mr. Kamlesh Kasliwal	Member, Independent Director	04	03
Mr. Vijay Jaiswal	Member, Independent Director	04	01
Mrs. Sudhir Bindal	Member, Non-Independent Director	04	04

- \* **Mr. Vijay Jaiswal has appointed as Additional Independent Director w.e.f. 13<sup>th</sup> November, 2018.**
- \* **Mr. Kamlesh Kasliwal has resigned from the office w.e.f 14<sup>th</sup> November, 2018.**

During the year under review no complaint was received from shareholders and there were no complaints pending unresolved as at the end of the year.

#### **Compliance Officer**

Ms. Shraddha Diya, Company Secretary is the general compliance officer of the Company except specifically provided otherwise for specific purposes.

Ms. Shraddha Diya,  
 "Velocity" 18-A, Scheme 94C,  
 Ring Road, Indore (MP) - 452010  
 Email: dlflindore@gmail.com  
 Telephone: 0731-4735510

#### **4. GENERAL BODY MEETINGS**

- a. Details of the General Body Meetings held during last three years:

AGM/EGM	Date	Venue	Time
AGM-2016	08 <sup>th</sup> September, 2016	Registered office of the Company	01:30 PM
AGM-2017	26 <sup>th</sup> September, 2017	Registered office of the Company	01:30 PM
AGM-2018	25 <sup>th</sup> September, 2018	Registered office of the Company	01:30 PM

b. Details of Special Businesses Transacted in last three years General Body Meetings are as under:

AGM/EGM	Date	Special Business Transacted
AGM-2016	08 <sup>th</sup> September, 2016	<ul style="list-style-type: none"> <li>To make investments under Section 186 of the Companies Act, 2013.</li> <li>Adoption of new set of Articles of Association of the Company.</li> </ul>
AGM-2017	26 <sup>th</sup> September, 2017	<ul style="list-style-type: none"> <li>Re-appointment of Mr. Sudhir Bindal (DIN- 00108548) as Managing Director of the company.</li> <li>To approve the Expenses for Service of Documents to Members.</li> <li>Approval for Related Party Transaction.</li> </ul>
AGM-2018	25 <sup>th</sup> September, 2018	<ul style="list-style-type: none"> <li>Approval for Related Party Transaction.</li> <li>Re-appointment of Mr. Manoj Kumar Singh (DIN: 01684132) as an Independent Director of the Company.</li> <li>Re-appointment of Mr. Kamlesh Kasliwal (DIN: 00457056) as an Independent Director of the Company.</li> </ul>

No Extra-ordinary General Meeting of the shareholders was held during the year.

c. No special resolutions were passed nor proposed to be passed during 2018-19 through postal ballot.

## **5. MEANS OF COMMUNICATION**

- Quarterly and Annual Financial Results:** The Board of Directors of the Company approves and takes on record the Quarterly, Half Yearly and Yearly Financial Results in the performa prescribed by SEBI (LODR) Regulations, 2015 within 45/60 days of the end of the respective quarter.
- Newspaper publications on Financial Results:** The Quarterly/ Half yearly/ Annual Results of the Company are published in accordance with the SEBI (LODR) Regulations, 2015 in newspapers viz. "Free Press", (English) and "ChhothaSansar" (Hindi).
- Website:** The Company's website [www.devkileasing.com](http://www.devkileasing.com) contains a dedicated segment called 'Investors Corner', where all the information as may be required by the Shareholders is available including quarterly results, shareholding pattern, stock exchange disclosures, Annual Reports, Policies, additional disclosures, etc. in accordance with Regulation 46 of Listing Regulations.
- Official Media releases and presentations made to Institutional Investors/Financial Analysts:** No official media releases and presentations made are made by the Company.

## **6. GENERAL SHAREHOLDERS INFORMATION**

### **Annual General Meeting**

Date, Time & Venue of Annual General Meeting on Friday, the 30<sup>th</sup> day of August 2019 at 1:30 PM at the Registered Office of the Company.

a. **Financial Year:** The financial year covers the period from 1<sup>st</sup> April, to 31<sup>st</sup> March.

### **b. Financial Calendar**

Results for the Quarter ending 30<sup>th</sup> June, 2019:  
Results for the Quarter ending 30<sup>th</sup> Sept, 2019:  
Results for the Quarter ending 31<sup>st</sup> Dec, 2019:

### **(Tentative)**

First Fortnight of August, 2019  
First Fortnight of November, 2019  
First Fortnight of February, 2019

**c. Dividend**

The Board of Directors of the Company has not declared any dividend on equity share for the financial year 2018-19.

**d. Book Closure**

Saturday, 24<sup>th</sup> August 2019 to Friday, 30<sup>th</sup> August 2019 (both days inclusive) for the purpose of AGM.

**e. Listing**

- **Stock Exchange:** Bombay Stock Exchange Limited
- **Stock Code:** 530765
- **ISIN No.:** INE510B01018
- Listing Fees has been paid for 2019-20.

**Company Secretary & Compliance Officer****Shraddha Diya**

“Velocity” 18-A, Scheme 94C,  
Ring Road, Indore (MP) - 452010  
Email: dlflindore@gmail.com  
Telephone: 0731-4735510

**f. Stock Market Data:**

**High/Low/Close during each month in the last Financial Year**  
**Monthly highs and lows Quotes at the BSE 2018-19**

Year	High(Rs.)	Low(Rs.)	Close(Rs.)
Mar 2019	-	-	-
Feb 2019	1.09	1.09	1.09
Jan 2019	-	-	-
Dec 2018	-	-	-
Nov 2018	-	-	-
Oct 2018	1.04	1.04	1.04
Sep 2018	1.19	1.09	1.09
Aug 2018	-	-	-
Jul 2018	-	-	-
Jun 2018	-	-	-
May 2018	1.14	1.14	1.14
Apr 2018	1.20	1.20	1.20

**g. performance in comparison to broad-based indices such as BSE sensx, CRISIL Index etc;**

Published on Investing.com, 10/Jul/2019 - 12:52:12 GMT, Powered by TradingView.

**Devki Leasing and Finance Ltd, India, BSE:DELE, D**

DELE, BSE  
BSEL, NSE



Investing.com

**h. Registrars and Share Transfer Agents**

Ankit Consultancy Private Ltd.  
60, Electronics Complex,  
Pardesipura, Indore (M.P.) -452010  
E Mail ID: rtaindore@gmail.com, ankit\_4321@yahoo.com  
Web Address: - www.ankitonline.com  
Tel:- 0731-2551745-46 Fax- 0731-4065798

**i. Share Transfer System:**

All the transfers received are processed by the Registrar and Share transfer Agent. Transfers are registered and confirmed within 30 days from the date of receipt, if the documents are in order in all respects. The details of share transfers during the quarter are also placed before the Stakeholders Relationship Committee meetings to take the same on record.

**j. Distribution of shareholding as on 31<sup>st</sup> March, 2019:**

SHAREHOLDING OF NOMINAL SHARES	NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT RS.	PERCENTAGE OF TOTAL
1 – 1000	363	21.17	288170	0.82
1001 – 2000	215	12.54	423470	1.21
2001 – 3000	115	6.71	342080	0.97
3001 -- 4000	213	12.42	847920	2.42
4001 -- 5000	228	13.29	1136820	3.24
5001 -- 10000	304	17.73	2487900	7.09
10001 -- 20000	152	8.86	2292140	6.53
20001-- 30000	43	2.51	1134240	3.23
30001-- 40000	28	1.63	1015270	2.89
40001-- 50000	6	0.35	269400	0.77
50001--100000	20	1.17	1652510	4.71
100000 Above	28	1.63	23206080	66.12
<b>TOTAL</b>	<b>1715</b>	<b>100</b>	<b>35096000</b>	<b>100</b>

**k. Dematerialization of shares as on 31.03.2019:**

CATEGORY	NO. OF SHARES	PERCENTAGE (%)
Total number of Demated shares with NSDL	2021398	57.60
Total number of Demated shares with CDSL	456082	13.00
PHYSICAL	1032120	29.40
<b>TOTAL</b>	<b>3509600</b>	<b>100</b>

## Shareholding Pattern as on 31<sup>st</sup> March, 2019

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
1.	Promoters & Promoter Group	1498052	36.82%
2.	Corporate Bodies	347402	24.84%
3.	Indian Public	1655746	47.17%
4.	NRIs/OCBs	8400	0.23%
		<b>3509600</b>	<b>100.00</b>

- l. Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity-** The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
- m. Commodity price risk or foreign exchange risk and hedging activities:** Your Company does not deal in any commodity or foreign exchange; hence it is not directly exposed to any commodity price risk or foreign exchange risk and hedging activities.

## 7. DISCLOSURES:

### a. **Related Party Transactions**

There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Further details of related party transactions are as per Accounting Standard 18 and are presented in Notes to Accounts in the Annual Report.

Your Company has formulated a Policy on Related Party Transactions which has been posted on the website of the Company and can be accessed through web link [www. devkileasing.com](http://www.devkileasing.com) .

### b. **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years**

There were no such instances-

### c. **Vigil Mechanism/ Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism Policy under which the employees are free to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy. The same is posted on the website of the Company at [www.devkileasing.com](http://www.devkileasing.com). It is hereby affirmed by the Board that No personnel have been denied access to the Audit Committee to lodge their grievances.

### d. **Compliance with mandatory requirements**

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations, 2015 during the year. The Company has not adopted any of the non-mandatory requirements of SEBI (LODR) Regulations, 2015.

### e. **Web link where policy for determining 'material' subsidiaries is disclosed.**

Your Company does not have any Subsidiary Company.

f. **Disclosure of commodity price risks and commodity hedging activities.**

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

g. **Disclosure of Accounting Treatment**

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

h. **Anti Sexual Harassment Policy**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act 2013. Following are the details of Complaints received during the year.

No. of Complaints on Sexual Harassment received during year: NIL

No. of Complaints disposed off during the Year: Not Applicable

No. of cases pending as end of the Financial Year: Not Applicable

i. **Disclosure of Subsidiaries**

Your Company does not have any material subsidiary.

**8. Management Discussion And Analysis:**

The Management Discussion and Analysis is a part of the Annual report and annexed separately.

**9. Disclosure With Respect To Demat Suspense Account/Unclaimed Suspense Account:**

The Company does not have any shares in the demat suspense account/unclaimed suspense account

**10.** Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V (c) of the Listing Regulations: NIL

**11.** Extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted. NIL

**12.** The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

**13. Code of Conduct**

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, which shall suitably incorporate the duties of Independent directors as laid down in the Companies Act, 2013.

In accordance with Regulation 17(5) of the SEBI Listing Regulations, 2015, the Company has adopted Code of Conduct for all the Board Members and senior management team and the code of conduct for Independent Directors separately and both the codes are available on Company's website at [www.devkileasing.com](http://www.devkileasing.com). All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct, for the Financial Year ended March 31<sup>st</sup>, 2019. A declaration signed by the Managing Director to this effect is annexed separately to this report.

**14. Total fees paid to Statutory Auditors of the Company**

The Company has paid Total fees of Rs. 45,000/- (Rupees Forty Five Thousand only) for financial year 2018-2019 for all services, to the Statutory Auditor.

**15. Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors**

A certificate from Company Secretary in Practice certifying that none of the Directors on the Board of the Company as on 31st March, 2019 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, is enclosed with this Report.

**16. The Disclosures Of The Compliance With Corporate Governance Requirements Specified in Regulation 17 To 27 And Clauses (B) To (I) Of Sub-Regulation (2) Of Regulation 46:**

As per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable on the Company. Hence on 03<sup>rd</sup> August, 2018 your Directors intimated to Stock exchange regarding non applicability of above corporate governance provisions. However your Company has voluntarily followed Corporate Governance Practice even after 03<sup>rd</sup> August, 2018 as far as possible.

17. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Schedule V (c) of the Listing Regulations: NIL

18. Extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted. NIL

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
DEVKI LEASING & FINANCE LIMITED**

**PLACE: INDORE**

**DATE: 18.07.2019**

**Registered Office:**

**Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010  
CIN:L65921MP1993PLC007522**

<b>Sudhir Bindal</b>	<b>Sarita Bindal</b>
<b>Managing Director</b>	<b>Director</b>
<b>(DIN - 00108548)</b>	<b>(DIN - 02194558)</b>



**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M & A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion.

India's economic structure and growth make it an attractive market for any business opportunities that can cater to the growing needs of both the Company as well as the stakeholders of the Company.

The outlook for Financial Year 2020 remains uncertain owing to softening of domestic consumption and the slowdown in the PMI, automotive sales, tourist arrivals and rail freight. However, with a clear mandate, the focus shifts on the improvement of rural demand through various schemes coupled with a stable monsoon outlook. The Centre fiscal deficit target of 3.4% remains an uphill task. The recent positive developments are the decline in oil prices, RBI's favorable policy stance and softening bond yields.

With the new government having been re-elected with a strong mandate, continuity in policy reforms will continue. Therefore, renewed focus on infrastructure, manufacturing and rural development will be at the forefront going forward. Centre's Fiscal deficit was contained at 3.4% (slightly above the budgeted target of 3.3%), despite significantly lower than estimated GST collection, due to curtailed expenditure by the Government in Q4 Financial 2019.

The liquidity in the banking system, which was impacted after the NBFC fallout, is likely to see gradual improvement. The Centre's tax revenues for Financial 2019 were ` 1.1tn lower than projections in the interim budget. States are likely to step-up spending, as there is fiscal room available to increase fiscal deficit from 2.6% as budgeted in Financial Year 2020.

**OPPORTUNITIES & THREATS**

**OPPORTUNITIES**

- Increasing Financial Services industry's share of wallet for disposable income.
- Leadership in sophisticated solutions that enable our clients to optimize the efficiency of their business.
- Leveraging technology to enable best practices and processes.
- Corporates looking at consolidation / acquisitions / restructuring opens out opportunities for the corporate advisory business.

**THREATS**

- Execution risk
- Short term economic slowdown impacting investor sentiments and business activities
- Slowdown in global liquidity flows
- Increased intensity of competition from local and global players
- Market trends making other assets relatively attractive as investment avenues

## **SEGMENT-WISE & PRODUCT-WISE PERFORMANCE**

As the company has surrendered its NBFC Registration Certificate, Therefore, Company is not having any business activities. During the Financial Year Company has not done any business activity due to lack of financial resource which resulted in to the weak financial performance of the Company. During this year your Company has generated only interest income to the tune of Rs. 0.35 Lacs against the turnover of Rs. 1.86 Lacs in the Previous Financial Year, registering a fall of 81.82%.

## **FUTURE OUTLOOK**

The Company is looking for the new Business opportunities to give the best to stakeholders of the Company.

## **RISKS AND CONCERNS**

Every Company is prone to internal and external risks, including risks around compliance, operational, strategic and many others. Many of these risks are inherent in the enterprise structure of any organization and may interfere with an organization's operations and objectives. Further as our Company is looking for the new Business opportunities the Following Risk associate for doing any business:

- Market Risk
- Reputation Risk
- Competition Risk
- Technological Risk
- Changes in the policies of the Government of India or political instability may adversely affect economic conditions in India generally, which could impact our business and prospects.
- New and changing regulatory compliance, corporate governance and public disclosure requirements add uncertainty to our compliance policies and increase our costs of compliance.

The board of directors also reviewed the key risks associated with the business of the Company, the procedures adopted to assess the risks, efficacy and mitigation measures.

## **INTERNAL CONTROL SYSTEMS**

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance, with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters.

Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems. The system also helps management to have timely data on various operational parameters for effective review. It also ensures proper safeguarding of assets across the Company and its economical use.

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the Financial Year Company has not done any business activity due to lack of financial resource which resulted in to the weak financial performance of the Company. During this year your Company has generated only interest income to the tune of Rs. 0.35 Lacs against the turnover of Rs.1.86 Lacs in the Previous Financial Year, registering a fall of 81.82%. The overall expense of the Company has also increased from Rs. 18.64 Lacs to Rs. 26.13 Lacs.

During this year the Company has write off its investment amount of Rs. 105 lacs which are no longer recoverable. In which Rs. 85 lacs has been adjusted from Provision made earlier years for permanent dimunision in the value of investment and balance amount charged to exceptional items head under Profit & Loss A/c. Further company has sold some unquoted investment and the profit of Rs. 33.65 lacs on the same shown under exceptional item in Profit & Loss A/c.

#### **HUMAN RESOURCES / INDUSTRIAL RELATIONS**

The Company is presently working with four Directors (including one Managing Director), One CFO and one CS. There are no other employees in the company.

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

**a. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore**

<b>Ratio</b>	<b>Ration in Year 2018</b>	<b>Ration in Year 2019</b>	<b>% of Change</b>	<b>Reason for Change</b>
Inventory Turnover	8.74	0.77	Decrease by 91.19%	Current year revenue is decreased as compared to previous year and also inventory value is changed due to change in market value.
Interest Coverage Ratio	NIL	13.49	Increase by 100%	Previous year company does not have any borrowings on which interest has to be recognized
Current Ratio	28.35	0.01	Decrease by 99.96%	Current Ratio is changed due to company has settled the full and final amount of loan including interest for a sum of Rs. 1,67,87,000/- with bank. The difference amount of Rs. 94,97,879/- charged to other income in profit and loss account.

**Declaration by the Managing Director under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I Sudhir Bindal, Managing Director of the Company hereby confirm that , all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended March 31, 2019.

The Code of Conduct of the Company is available on its website at [www.devkileasing.com](http://www.devkileasing.com) .

**Sudhir Bindal**  
**Managing Director**  
**(DIN- 00108548)**

## ANNEXURE – VII

### **NOMINATION AND REMUNERATION POLICY**

#### **1. INTRODUCTION:**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### **2. OBJECTIVES OF THE COMMITTEE:**

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees;
- ii. Formulate the criteria for evaluation of Independent Directors and the Board of directors
- iii. To specify manner for effective evaluation of performance of Board, its committees and individual directors which is to be carried out either by the Board or by the NRC and also to review its implementation and compliance;
- iv. Devise a policy on Board diversity;
- v. Identify persons who are qualified to become Directors and persons who may be appointed in Senior Management positions in accordance with the criteria laid down in this policy;
- vi. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- vii. Determine 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.
- viii. recommend to the board, all remuneration, in whatever form, payable to senior management

#### **3. DEFINITIONS:**

- **"Committee"**:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **"Company"**:- Company means 'Devki Leasing & Finance Limited'
- **"Key Managerial Personnel"**:- Key Managerial Personnel (KMP) means-
  - (i) the Chief Executive Officer or the managing director or the manager or the whole-time director;
  - (ii) the company secretary;
  - (iii) the Chief Financial Officer.
- **"Independent Director"** means a Director referred to in Section 149(6) of the Companies Act, 2013, rules made thereunder and as defined under Regulation 16 of the LODR.
- **"Senior Management"**:- The expression "senior management" means officer/personnel of the company who are members of its core management team excluding Board of Directors comprising all members of

management one level below the [chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.].

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### **4. APPLICABILITY:-**

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

#### **5. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:-**

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.

#### **6. GENERAL APPOINTMENT CRITERIA:-**

The Committee shall consider the following criteria and qualifications as follows:

- i. The Committee shall identify, ascertain and consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- iv. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- v. Criteria for appointment of Independent Director on attaining age of 75 years or above.

#### **7. ADDITIONAL CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:**

The Nomination and Remuneration Committee shall satisfy itself with regard to the Independent nature of the Directors so as to enable the Board to discharge its function and duties effectively. Independent Director shall meet all criteria specified under the provisions of the Companies Act, 2013 and rules made there under and Listing Regulations. The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions'.

#### **8. TERM / TENURE:**

The Term / Tenure of the Directors shall be governed as per provisions of the Listing Regulations, Companies Act, 2013 and rules made there under as amended from time to time.

#### **9. POLICY ON BOARD DIVERSITY:**

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like

production, Management, Quality Assurance, Finance, Sales and Marketing, Supply Chain, Research and Development, Human Resources etc. or as may be considered appropriate.

## **10. REMUNERATION POLICY FOR REMUNERATION TO DIRECTORS/KEY MANAGERIAL PERSONNEL/SENIOR MANAGEMENT PERSONNEL:-**

### **A. Non-Executive Directors:**

The Company doesn't pay any remuneration and/or Commission to the Non-Executive Directors.

The Company doesn't pay sitting fee for attending meeting of the Board of directors including committee meetings thereof.

The Company does not provide any ESOP, etc to its directors.

If the Company decides to pay sitting fees then the amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

### **B. Executive Directors & Key Managerial Personnel:**

- i. The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration Policy of the Company for Director & Key managerial personnel is primarily based on the following criteria:
  - Overall Performance of the Company, its divisions and units.
  - Track record, potential and performance capacity and capability of individual.
- ii. The Nomination and Remuneration Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, Key Managerial Personnel and Senior Management Personnel to the Board for their approval.
- iii. The remuneration shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- iv. The remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the company and to provide quality required to run the company successfully.
- v. The relationship of remuneration and performance should be clear and meet appropriate performance benchmarks.
- vi. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- vii. The Company doesn't pay sitting fee for attending meeting of the Board of directors including committee meetings thereof. The Company do not provides any ESOP, etc to its directors.
- viii. The Company shall pay remuneration to its CS and CFO as per the terms of the appointment as approved by the Nomination and Remuneration Committee and they shall also entitled for the annual increments based on their performance, evaluated by the Nomination and Remuneration Committee and Board on annual basis

## **11. CRITERIA FOR EVALUATION OF PERFORMANCE OF INDEPENDENT DIRECTORS AND THE BOARD OF DIRECTORS:-**

### **A. For Executive Directors:**

The criteria for evaluation of Executive Directors, inter alia, includes his ability to conduct meetings, ability to elicit inputs from all members, ability to table and openly discuss challenging matters, attendance at meetings, assistance to board in formulating policies and setting standards, accessibility, ability to analyze strategic situations, ability to protect positive image of the Company, compliance with regulatory requirements, monitor the performance of management and satisfy himself with integrity of the financial controls.

### **B. For Non-Executive Directors (including Independent Directors):**

The criteria for evaluation of Non-Executive Directors, inter alia, includes attendance and contribution of Directors at Board and Committee meetings, study of agenda and active participation, discharge of other function and responsibilities prescribed under law, Monitoring the effectiveness of corporate governance practice, contribution to discussion on strategy, participate constructively and actively in committees of the Board, exercise of skills and diligence with due and reasonable care and to bring independent judgment to the Board, ability to bring in best practices from his/her experience, adherence to the code of conduct.

### **C. For Board as a whole:**

The criteria for evaluation of the Board, inter alia, includes composition and diversity, induction programme, No. of meetings held, team work, performance culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by members.

## **12. REMOVAL:-**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable law, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## **13. AMENDMENT:-**

Any change in the Policy shall, on recommendation of Nominations and Remuneration Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

**Sudhir Bindal**  
**Managing Director**  
**(DIN- 00108548)**

## **ANNEXURE – VIII**

### **POLICIES**

Your Company is committed to adhere to the highest possible standards of ethical, moral and legal business conduct. Considering this, your Company has, inter alia, in accordance with the requirements of the Companies Act, 2013 ( “the Act” ), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( “Listing Regulations” ), SEBI (Prohibition of Insider Trading) Regulations, 2018(“Insider Trading Regulations” ) formulated certain policies. The policies as mentioned below are available on the Company’ s website [www.devkileasing.com](http://www.devkileasing.com). These policies are reviewed periodically and are updated as and when needed. During the year, the Company had revised and adopted some of its Policies in order to align the same with recent changes in Corporate Laws.

<b>Name of the Policy</b>	<b>Brief description</b>	<b>Summary of key changes made to the Policies during the year</b>
Whistleblower Policy	The Vigil Mechanism as envisaged in the Act and SEBI Listing Regulations is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.	The Whistleblower Policy was amended in line with the amendments brought in through SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, enabling employees to report insider trading violations as well as reporting of instances of leak of unpublished price sensitive information
Code of Conduct for Board of Directors and Senior Management Personnel	This Code has been formulated for Directors and Senior Management Personnel for complying with the highest standards of business ethics and Business Conduct	During the year, changes were made in the code to align the same with the amendments made to the Companies Act, 2013 and the SEBI Listing Regulations.
Policy on Terms and Conditions of appointment of Independent Directors	This policy is framed to determine the criteria for Terms and Conditions of appointment, Remuneration, role and duties of Independent Directors.	During the year, changes were made in the policy to align the same with the amendments made to the Companies Act, 2013 and the SEBI Listing Regulations.
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	This Code has been formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information (“UPSI”) which inter alia includes policy for Determination of “Legitimate Purposes”.	The code was amended in line with the amendments made by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 inter alia laying the procedure, policy for determining “legitimate purposes”
Policy on Related Party Transactions	The policy has been framed in order to regulate all the transactions between the Company and its related parties.	This policy was also amended to align it with the changes made in the SEBI Listing Regulations and with the regulatory requirements mandated in the Companies Act.
Policy for determination of Materiality of any Event/ Information	This policy requires the Company to make disclosure of events or information which is material to the Company as per the requirements of Regulation 30 of the Listing Regulations.	This policy was also amended to align it with the changes made in the SEBI Listing Regulations
Policy on Material Subsidiaries	This Policy is for determination of Material Subsidiaries and to provide the governance framework for such	This policy was also amended to align it with the changes made in the SEBI Listing



	subsidiaries and also to provide disclosure thereof, as required under SEBI Listing Regulations	Regulations
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**Sudhir Bindal**  
**Managing Director**  
**(DIN- 00108548)**

**CERTIFICATE**

**[Pursuant to Regulation 34(3) and sub-clause (i) of clause (10) of Paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Members of  
**Devki Leasing & Finance Limited**  
"Velocity", 18-A Scheme No 94 C,  
Ring Road Indore MP 452008,

I have examined the relevant registers, returns and records maintained by Devki Leasing & Finance Limited ( "the Company" ) having CIN L65921MP1993PLC007522 and registered office at "Velocity", 18-A Scheme No 94 C, Ring Road Indore MP 452008, forms and disclosures received from the Directors of the Company, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with sub-clause (i) of clause (10) of Paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors' Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its Officers,

I certify that none of the Directors on the Board of the Company for the Financial year ended on March 31<sup>st</sup> 2019, has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory Authority. Ensuring eligibility for appointment / continuity of every director on the Board is the responsibility of the management of the Company.

My responsibility is to express an opinion on these based on my 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.

Place: Indore

Date: 18<sup>th</sup> July 2019

Signature: \_\_\_\_\_  
Shraddha Jain  
ACS No: 39488  
C P No: 14717

**MD / CFO CERTIFICATION**

To,  
The Board of Directors,  
**Devki Leasing & Finance Limited**  
"Velocity", 18-A Scheme No 94 C,  
Ring Road Indore (M.P.) – 452008

Dear Members' of the Board,

1. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 and that to the best of our 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 Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further certify, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or volatile of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of Internal Control Systems of the listed entity pertaining to Financial Reporting and have not noticed any deficiency that need to be rectified or disclosed to the Auditors and the Audit.
4. We have indicated to the auditors and the Audit committee that there is:
  - a. No significant change in internal control over financial reporting during the year;
  - b. No significant change accounting policies during the year under review, and
  - c. No instance of any fraud in the company in which the management has any role.

**For Devki Leasing & Finance Limited**

**Place: Indore**

**Date: 18.07.2019**

**Muralidharan Pillai**  
**Chief Financial officer**

**Sudhir Bindal**  
**Managing Director**

**To the Members of DEVKI LEASING AND FINANCE LIMITED**  
**Report on the Audit of the Ind AS Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of **Devki Leasing And Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Cash Flow Statement for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards On Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's 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 together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance 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. There is no key audit matter to be communicated in our report.

**Other Matter**

The comparative financial information of the Company for the year ended March 31, 2018 and the transition date opening balance sheet as at April 01, 2017 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2014 audited by us for the year ended March 31, 2018 dated May 30, 2018 and for the year ended March 31, 2017 by the predecessor auditor dated May 30, 2017 expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

## **Information Other than the Financial Statements and Auditor's Report Thereon**

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

## **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. 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 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 misstatements, 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 are 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 misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it 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 exercised professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 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 auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 "1", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent as applicable.

2. As required by section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015;
  - e. On the basis of the written representations received from the directors as at March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as at March 31, 2019 from being appointed as director in terms of section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure "2"; and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has no pending litigations on its financial position in its Ind AS Financial Statements;
    - ii. The Company did not have any long-term contracts including derivative contracts;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For: SPARK & Associates**  
**Chartered Accountants**  
**FRN: 005313 C**

**Pankaj Kumar Gupta**  
**Partner**  
**Membership No. 404644**

**Place: Indore**  
**Date: May 29<sup>th</sup>, 2019**

**Annexure "1" to Independent Auditors' Report  
(Referred to in our report of even date)**

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets;
- (b) The management during the year has physically verified all the assets and there is a regular program of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The company does not own any immovable property. Hence not applicable.
- II. The stock of share and securities has been in demat form, which is verified from the demat account statements.
- III. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- IV. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 of the Companies Act, 2013 with respect to the loans made.
- V. The Company has not accepted any deposits from the public as governed by the provision of section 73 to 75 or any other relevant provision of the Companies Act, 2013 and rules framed their under.
- VI. The Central Government has not prescribed the maintenance of cost record under section 148(1) of the Act, for any of the services rendered by the company.
- 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, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have 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 employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax of cess, which have not been deposited on account of any dispute in various offices, of the Company as a whole as on 31st March, 2019.
- VIII. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph (ix) of the order is not applicable.
- X. According to the information and explanations given to us, no material fraud on or by the company by its officers or employees has been noticed or reported during the course of our audit.



- XI. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph (xii) of the order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examination of the 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 (xv) of the order is not applicable.
- XVI. The Company was registered under section 45-IA of the Reserve Bank of India Act, 1934 bearing registration No. 03-00060 Dt. 20th April, 1998. However the NBFC license has been surrender on May 12th, 2018 and RBI has cancelled the certificate on May 17th 2018. Consequently as on balance sheet date company is not an NBFC and company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For: SPARK & Associates**  
**Chartered Accountants**  
**FRN: 005313 C**

**Pankaj Kumar Gupta**  
**Partner**  
**Membership No. 404644**

**Place: Indore**  
**Date: May 29<sup>th</sup>, 2019**

**Annexure – “2” to the Auditors’ Report  
(Refer to in our report of even date)**

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

We have audited the internal financial controls over financial reporting of Devki Leasing And Finance Limited (“the Company”) as at March 31, 2019 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 ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the 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 authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For: SPARK & Associates**  
**Chartered Accountants**  
**FRN: 005313 C**

**Pankaj Kumar Gupta**  
**Partner**  
**Membership No. 404644**

**Place: Indore**  
**Date: May 29<sup>th</sup>, 2019**

**DEVKI LEASING AND FINANCE LIMITED**  
**BALANCE SHEET AS AT 31st MARCH, 2019**

(Amount in Rs.)

Particulars	Notes	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
<b>Assets</b>				
<b>Non-current Assets</b>				
(a) Property, Plant and Equipment	4	222,592	385,136	547,680
(b) Intangible assets		-	-	-
(c) Capital Work-In-Progress		-	-	-
(d) Financial assets				
- Investments	5	18,595,800	26,468,000	36,112,000
- Loans	6	-	37,900	37,900
- Other Financial Assets		-	-	-
(e) Deferred Tax Assets	7	-	69,467	69,467
(f) Non Current Assets		-	-	-
(g) Other Non-current Assets	8	14,502	14,502	14,502
<b>Total non-current assets</b>		<b>18,832,894</b>	<b>26,975,005</b>	<b>36,781,549</b>
<b>Current assets</b>				
Inventories	9	45,891	21,290	32,265
Financial Assets				
- Trade Receivables		-	-	-
- Cash and Cash Equivalents	10	39,099	763,314	295,039
- Others	11	591	1,886,855	2,479,922
Other Current Assets	12	25,000	-	-
<b>Total current assets</b>		<b>110,581</b>	<b>2,671,459</b>	<b>2,807,226</b>
<b>Total assets</b>		<b>18,943,475</b>	<b>29,646,464</b>	<b>39,588,775</b>
<b>Equity and Liabilities</b>				
<b>Equity</b>				
(a) Equity Share Capital	13	34,518,500	34,518,500	34,518,500
(b) Other Equity	14	(23,025,799)	(31,255,851)	(21,564,426)
<b>Total equity</b>		<b>11,492,701</b>	<b>3,262,649</b>	<b>12,954,074</b>
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
(a) Financial Liabilities				
- Borrowings	15	-	26,284,879	26,284,879
- Other Financial Liabilities		-	-	-
(b) Provisions	16	69,615	4,700	18,766
(c) Deferred Tax Liabilities		-	-	-
(d) Other Non Current Liability		-	-	-
<b>Total non-current liabilities</b>		<b>69,615</b>	<b>26,289,579</b>	<b>26,303,645</b>
<b>Current liabilities</b>				
(a) Financial Liabilities				
- Borrowings	17	7,177,115	-	-
- Trade Payables		-	-	-
- Other Financial Liabilities		-	-	-
(b) Provisions	18	3,748	3,861	1,248
(c) Other Current Liabilities	19	200,296	90,375	329,808
(d) Current Tax Liabilities		-	-	-
<b>Total current liabilities</b>		<b>7,381,159</b>	<b>94,236</b>	<b>331,056</b>
<b>Total liabilities</b>		<b>7,450,774</b>	<b>26,383,815</b>	<b>26,634,701</b>
<b>Total equity and liabilities</b>		<b>18,943,475</b>	<b>29,646,464</b>	<b>39,588,775</b>
Significant accounting policies and other notes	1-44			

The accompanying notes form an integral part of these financials statements

As per our report of even date  
For SPARK & Associates  
Chartered Accountants  
FRN : 005313 C

Pankaj Kumar Gupta  
Partner  
Membership No.: 404644  
PAN : AIEPG8275H

Place : Indore  
Date : 29-May-19

for and behalf of Board of Directors of  
DEVKI LEASING AND FINANCE LIMITED

Sudhir Bindal  
(Managing Director)  
DIN : 00108548

Sarita Bindal  
(Director)  
DIN : 02194558

Shraddha Diya  
Company Secretary  
Membership No. : 49581

Muralidharan Pillai  
Chief Financial Officer

**DEVKI LEASING AND FINANCE LIMITED**  
**Statement of Profit and Loss for the year ended 31st March, 2019**

(Amount in Rs.)

Particulars	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
<b>Income</b>			
Revenue from operations	20	35,423	186,167
Other income	21	9,512,951	486,850
<b>Total income</b>		<b>9,548,374</b>	<b>673,017</b>
<b>Expenses</b>			
Purchases & Direct Expenses		-	-
Changes in Inventories	22	(24,601)	10,975
Employee benefits expense	23	1,173,000	1,089,500
Finance costs	24	664,689	-
Depreciation and amortization expense	25	162,544	162,544
Other expenses	26	638,023	601,423
<b>Total expenses</b>		<b>2,613,655</b>	<b>1,864,442</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>6,934,719</b>	<b>(1,191,425)</b>
Exceptional items	42	1,364,800	(8,500,000)
<b>Profit before tax</b>		<b>8,299,519</b>	<b>(9,691,425)</b>
<b>Tax expense:</b>			
Current tax		-	-
Tax of earlier periods		-	-
Deferred tax		69,467	-
<b>Income tax expense</b>		<b>69,467</b>	<b>-</b>
<b>Profit for the year</b>		<b>8,230,052</b>	<b>(9,691,425)</b>
<b>Other comprehensive income</b>			
<b>Items not to be reclassified to profit or loss in subsequent periods</b>			
Re-measurement gains/ (losses) on defined benefit plans		-	-
Foreign exchange (loss)		-	-
Income tax related to item that will not be reclassified to profit and loss		-	-
<b>Net other comprehensive (expense) not to be reclassified to profit or loss in subsequent periods</b>		<b>-</b>	<b>-</b>
<b>Items to be reclassified to profit or loss in subsequent periods</b>			
		-	-
<b>Other comprehensive income/ (expense) for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>8,230,052</b>	<b>(9,691,425)</b>
<b>Earnings per equity share</b>			
Basic and diluted earnings per equity shares	27	<b>2.38</b>	<b>(2.8)</b>
<b>Significant accounting policies and other notes</b>	1-44		

The accompanying notes form an integral part of these financials statements

As per our report of even date  
**For SPARK & Associates**  
**Chartered Accountants**  
FRN: 005313 C

For and on behalf of Board of Directors of  
**M/S DEVKI LEASING AND FINANCE LIMITED**

**Sudhir Bindal**  
(Managing Director)  
DIN : 00108548

**Sarita Bindal**  
Director  
DIN : 02194558

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644  
PAN : AIEPG8275H

Place : Indore  
Date : 29-May-19

**Shradha Diya**  
Company Secretary  
Membership No. 49581

**Muralidharan Pillai**  
Chief Financial Officer

**DEVKI LEASING AND FINANCE LIMITED**  
**Cash flow statement for the year ended 31st March, 2019**

(Amount in Rs.)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
<b>A Cash flow from operating activities:</b>		
Profit before tax	8,299,519	(1,191,425)
<b>Adjustments for :</b>		
Depreciation and amortisation expense	162,544	162,544
Profit (Loss) on sale of Investment	(1,364,000)	(425,000)
Interest Expenses	664,689	-
Loan Written Back	(9,507,916)	-
Non Cash Items	-	(14,065)
<b>Operating profit before working capital changes</b>	<b>(1,745,164)</b>	<b>(1,467,946)</b>
<b>Adjustments for changes in working capital :</b>		
Decrease/(Increase) in Inventories	(24,601)	10,975
Decrease/(Increase) in Short Term Loans & Advances	1,924,164	593,066
Decrease/ (Increase) in trade & other receivables	(25,000)	-
Increase / (Decrease) in Other Current Liabilities	109,921	(209,218)
Increase / (Decrease) in Short Term provision	(113)	2,613
Increase / (Decrease) in Other Long Term Liabilities	64,915	(30,215)
<b>Cash flow from/ (used in) operations</b>	<b>304,122</b>	<b>(1,100,725)</b>
Income taxes paid	-	-
<b>Net cash flow from/(used in) operating activities</b>	<b>304,122</b>	<b>(1,100,725)</b>
<b>B Cash flow from investing activities:</b>		
Purchase of fixed assets (including capital work-in-progress, capital advances and intangibles under development)	-	-
Sale of Investments	9,236,200	1,569,000
Net proceeds (to)/from financial asset	-	-
<b>Net cash (used in)/flow from investing activities</b>	<b>9,236,200</b>	<b>1,569,000</b>
<b>C Cash flow from financing activities:</b>		
Proceeds from financial liabilities	(9,599,848)	-
Interest paid	(664,689)	-
<b>Net cash (used in)/flow from financing activities:</b>	<b>(10,264,537)</b>	<b>-</b>
<b>D Net increase in cash and cash equivalents</b>	<b>(724,215)</b>	<b>468,275</b>
Cash and cash equivalents at the beginning of the year	763,314	295,039
<b>Cash and cash equivalents at the end of the year</b>	<b>39,099</b>	<b>763,314</b>
<b>E Cash and cash equivalents comprises of:</b>		
Balances with banks		
on current accounts	39,000	502,575
Cash in hand	99	260,739
	<b>39,099</b>	<b>763,314</b>

The accompanying notes form an integral part of these financials statements.

As per our report of even date.

For and on behalf of Board of Directors of

**For SPARK & Associates**

Chartered Accountants

FRN: 005313 C

**M/S DEVKI LEASING AND FINANCE LIMITED**

**Sudhir Bindal**  
(Managing Director)  
DIN : 00108548

**Sarita Bindal**  
Director  
DIN : 02194558

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644  
PAN : AIEPG8275H

Place : Indore  
Date : 29-May-19

**Shraddha Diya**  
Company Secretary  
Membership No. 49581

**Muralidharan Pillai**  
Chief Financial Officer

**DEVKI LEASING AND FINANCE LIMITED**  
Statement of Changes in Equity for the year ended 31 March 2019

**A. Equity share capital (Note no. 13)**

(Amount in Rs.)

Equity shares of Rs. 10/- each issued, subscribed and fully paid up	Number of shares	Amount
As at 01 April 2017	3,424,800	34,248,000
Issue/reduction, if any during the year	-	-
As at 31 March 2018	3,424,800	34,248,000
Issue/reduction, if any during the year	-	-
As at 31 March 2019	3,424,800	34,248,000

Equity shares of Rs. 10/- each issued, subscribed and Partly paid up	Number of shares	Amount
As at 01 April 2017	84,800	270,500
Issue/reduction, if any during the year	-	-
As at 31 March 2018	84,800	270,500
Issue/reduction, if any during the year	-	-
As at 31 March 2019	84,800	270,500

**B. Other equity (Note 14)**

(Amount in Rs.)

Particulars	Retained Earnings	Statutory Reserve	Equity Instruments through OCI	Total
As on 01 April, 2017	(22,420,129)	855,703	-	(21,564,426)
Profit for the year	(9,691,425)	-	-	(9,691,425)
Movement for the year	-	-	-	-
As on 31 March, 2018	(32,111,554)	855,703	-	(31,255,851)
Profit for the year	8,230,052	-	-	8,230,052
Movement for the year	-	-	-	-
As on 31 March, 2019	(23,881,502)	855,703	-	(23,025,799)

The accompanying notes form an integral part of these financials statements.

As per our report of even date.

For and on behalf of Board of Directors of

**For SPARK & Associates**  
Chartered Accountants  
FRN: 005313 C

**M/S DEVKI LEASING AND FINANCE LIMITED**

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644  
PAN : AIEPG8275H

**Sudhir Bindal**  
(Managing Director)  
DIN : 00108548

**Sarita Bindal**  
Director  
DIN : 02194558

Place : Indore  
Date : 29-May-19

**Shraddha Diya**  
Company Secretary  
Membership No. 49581

**Muralidharan Pillai**  
Chief Financial Officer

**DEVKI LEASING AND FINANCE LIMITED**  
**Notes to Financial statements for the year ended 31 March 2019**

**1. Corporate information**

DEVKI LEASING AND FINANCE LIMITED('the Company') is a Limited Company, domiciled in India under the provision of the Companies Act, 1956 having its registered office at **VELOCITY, 18-A SCHEME NO 94C, RING ROAD, INDORE - 452010 (MP)** India and listed on the Bombay Stock Exchange (BSE).

**2. Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

For all periods up to and including the year ended 31 March 2018, the Company prepared its financial statements in accordance accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2019 are the first the Company has prepared in accordance with Ind AS. (Refer Note 3 for information on how the Company has adopted Ind AS.)

The Company has adopted all the "Ind AS standards and the adoption was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in note no. 33.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (including derivative instruments) which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The financial statements are presented in Indian rupees (INR) and all values are are presented in full, except otherwise indicated.

**3. Summary of significant accounting policies**

**3.1 Basis of Accounting**

These separate financial statements as at end for the year ended March 31, 2019 have been prepared in accordance with Indian Accounting standards ("Ind AS") notified, by the Ministry of Corporate Affairs in consultation with the National Advisory Committee on Accounting Standards, under section 133 of the Companies Act, 2013 ('Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act.

The accounting policies set out in this note have been applied in preparing the financial statements for the year ended March 31, 2019, the comparative information presented in these financial statements for the years ended March 31, 2018 and in the preparation of an opening Ind AS balance sheet at April 1, 2017.

The Company applied Ind AS 101 - First-time Adoption of the Indian Accounting Standards. A statement provides an explanation of how the adoption of Ind AS has impacted on the balance sheet and results of operations of the Company.

**Functional and presentation currency**

These separate financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest Rupees unless otherwise indicated.



### **Use of Estimates and Judgements**

The preparation of financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

### **3.2 Revenue**

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be measured reliably.

### **3.3 Inventories**

Inventories are valued at lower of cost and net realizable value on FIFO basis. Cost of inventory is generally comprises of cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition.

### **3.4 Property, Plant and Equipment**

#### **i. Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any).

#### **ii. The cost of an item of property, plant and equipment comprises:**

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in statement of profit or loss.

#### **iii. Subsequent expenditure**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

#### **iv. Depreciation**

Depreciation on property, plant and equipment is provided in the manner as specified in Schedule II to the Companies Act, 2013. Depreciation of an asset is the difference between Original cost/revalued amount and the estimated residual value and is charged to the statement of profit and loss over the useful life of an asset on straight line value method. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

### **3.5 Income Tax**

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

### **i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognized amounts; and
- b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### **ii. Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

#### **Deferred tax is not recognized for:**

1. Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
2. Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
3. Taxable temporary differences arising on the initial recognition of goodwill.

#### **Deferred tax assets are recognized for**

Unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

### **3.6 Borrowing cost**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying asset are capitalized as part of the cost of that asset till the date it is ready for its intended use or sale. Qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

### **3.7 Cash and Cash Equivalent**

In cash flow statement, Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

### **3.8 Cash Flow Statement**

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.

### **3.9 Earning Per Share**

- i. Basic earnings per shares is arrived at based on net profit / (loss) after tax available to equity shareholders divided by Weighted average number of equity shares , adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- ii. Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares.

### **3.10 Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **3.11 Lease**

A lease is classified at the inception date as finance lease or an operating lease. Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss.

Other leases are treated as operating leases, with payments are recognized as expense in the statement of profit and loss on a straight line basis over the lease term.

### **3.12 Impairment of Non-Financial Assets**

The company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in profit or loss and reflected in an allowance account. When the company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

### **3.13 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

## **I. Financial Assets**

### **iClassification**

The Company shall classify financial assets and subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

## **ii Initial recognition and measurement**

All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company commits to purchase or sell the asset.

## **iii Measured at amortized cost**

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

## **iv. Measured at fair value through other comprehensive income (FVOCI)**

A financial asset is measured at FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

## **v. Financial Asset at fair value through profit and loss (FVTPL)**

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

## **vi. Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognized (i.e. removed from the company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

- c. When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.
- d. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

#### **vii. Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- a. Trade receivables which do not contain a significant financing component.
- b. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- c. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

## **II. Financial Liabilities**

### **i. Classification**

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

### **ii. Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### **iii. Financial liabilities at fair value through profit or loss.**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

**iv. Gains or losses on liabilities held for trading are recognized in the profit or loss.**

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. This gains/loss is not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss.

**v. Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

**vi. Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**vii. Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values, for traded inventories and financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes: Inventories; and Financial instruments;

## DEVKI LEASING AND FINANCE LIMITED

## Note 4 - Property, plant and equipment

(Amount in Rs.)

Particulars	Tangible assets				Capital Work in Progress		
	Air Conditioner	Furniture and fixtures	Office equipments	Total	Building	Plant and Machinery	Total
<b>Deemed cost</b>							
As at 1st April 2017	14,100	2,953,676	1,484,079	4,451,855	-	-	-
Additions	-	-	-	-			
Deductions							
Adjustments*							
<b>As at 31 March 2018</b>	14,100	2,953,676	1,484,079	4,451,855	-	-	-
Additions	-	-	-	-			
Deductions	-	-	-	-			
Adjustments*	-	-	-	-			
<b>As at 31 March 2019</b>	14,100	2,953,676	1,484,079	4,451,855	-	-	-
<b>Accumulated depreciation</b>							
As at 1st April 2017	13,395	2,480,905	1,409,875				
Depreciation for the year	-	162,544	-	162,544			
Deductions	-	-	-	-			
Adjustments*	-	-	-	-			
<b>As at 31 March 2018</b>	13,395	2,643,449	1,409,875	4,066,719	-	-	-
Depreciation for the year	-	162,544	-	162,544			
Deductions	-	-	-	-			
Adjustments*	-	-	-	-			
<b>As at 31 March 2019</b>	13,395	2,805,993	1,409,875	4,229,263	-	-	-
<b>Net block</b>							
As at 31 March 2019	705	147,683	74,204	222,592	-	-	-
As at 31 March 2018	705	310,227	74,204	385,136	-	-	-
As at 1 April 2017	705	472,771	74,204	547,680	-	-	-

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5 Investments	As at	As at	As at
	31 March 2019	31 March 2018	01 April 2017
<b>Non current investments</b>			
<b>Unquoted equity instruments, Fully Paid Up</b>			
Measured at Fair Value through Profit & Loss			
<b>Investment in related parties:</b>			
Velocity Private Limited 7,48,510 ( Previous Year 933250) Equity Shares of Rs 10/- each	10,795,800	16,668,000	16,668,000
Brahma Builders Private Limited 92500 ( Previous Year 92500) Equity Shares of Rs 10/- each	2,800,000	2,800,000	2,800,000
Jupiter Securities And Properties Pvt. Ltd. 1,25,000 ( Previous Year 1,25,000) Equity Shares of Rs 10/- each	5,000,000	5,000,000	5,000,000
<b>Investment in other parties</b>			
Design Finance Limited 200000 ( Previous Year 200000) Equity Shares of Rs 10/- each	-	2,000,000	2,000,000
Sundrop Securities Pvt Ltd 150000 ( Previous Year 150000) Equity Shares of Rs 10/- each	-	6,000,000	6,000,000
Alpine Essence Limited 50000 ( Previous Year 50000) Equity Shares of Rs 10/- each	-	500,000	500,000
Krishna Kripa Holdings Private Limited 40000 ( Previous Year 40000) Equity Shares of Rs 10/- each	-	2,000,000	2,000,000
P.J. Credit Capital Limited 85000 ( Previous Year 85000) Equity Shares of Rs 10/- each	-	-	850,000
Kirti Stock Brokers Pvt. Ltd. 19600 ( Previous Year 19600) Equity Shares of Rs 10/- each	-	-	294,000
Less : Provision for diminution in the value of investment	-	-8,500,000	-
<b>Total</b>	<b>18,595,800</b>	<b>26,468,000</b>	<b>36,112,000</b>
<b>6 Loans</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31 March 2019</b>	<b>31 March 2018</b>	<b>01 April 2017</b>
<b>Non-current loan</b>			
(Unsecured, considered good unless otherwise stated)			
Security deposits		37,900	37,900
<b>Total</b>	<b>-</b>	<b>37,900</b>	<b>37,900</b>
<b>7 Deferred tax assets (net)</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31 March 2019</b>	<b>31 March 2018</b>	<b>01 April 2017</b>
<b>Deferred tax assets</b>			
Depreciation and Amortisation Expenses	-	69,467	69,467
<b>Total</b>	<b>-</b>	<b>69,467</b>	<b>69,467</b>
Note: In absence of uncertainty of profit in near future, the company has reversed amount in current year			
<b>8 Other Non- Current Assets</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31 March 2019</b>	<b>31 March 2018</b>	<b>01 April 2017</b>
Other Advances	14,502	14,502	14,502
<b>Total</b>	<b>14,502</b>	<b>14,502</b>	<b>14,502</b>
<b>9 Inventories</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31 March 2019</b>	<b>31 March 2018</b>	<b>01 April 2017</b>
Stock in Trade-Equity Shares*	45,891	21,290	32,265
<b>Total</b>	<b>45,891</b>	<b>21,290</b>	<b>32,265</b>

\* Valued at cost or net realizable value which ever is lower



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		As at	As at	As at
		31 March 2019	31 March 2018	01 April 2017
<b>10</b>	<b>Cash and Cash Equivalents</b>			
	<b>Balances with scheduled banks:</b>			
	- In Current Accounts With HDFC Bank			
	Cash in hand	39,000	502,575	-
	<b>Total</b>	99	260,739	295,039
		<b>39,099</b>	<b>763,314</b>	<b>295,039</b>
<b>11</b>	<b>Loans</b>			
	( Unsecured, considered good, unless otherwise stated )			
	Loans and advances to related parties			
	- Mr. Sudhir Bindal		1,645,495	1,569,989
	-Velocity Private Limited		234,675	908,211
	Balances with statutory authorities	591	6,066	912
	Other Advance	-	619	810
	<b>Total</b>	<b>591</b>	<b>1,886,855</b>	<b>2,479,922</b>
<b>12</b>	<b>Other Current Assets</b>			
	Deposits	25,000	-	-
	<b>Total</b>	<b>25,000</b>	<b>-</b>	<b>-</b>
<b>13</b>	<b>Share capital</b>			
	<b>A). Authorized, issued, subscribed and paid up share capital</b>			
	<b><u>AUTHOURIZED CAPITAL</u></b>			
	37,50,000 equity shares of Rs.10 each			
	(31 March 2018 37,50,000 equity shares of Rs.10 each, 1 April 2017 37,50,000 equity shares)	37,500,000	37,500,000	37,500,000
	<b>Total</b>	<b>37,500,000</b>	<b>37,500,000</b>	<b>37,500,000</b>
	<b><u>ISSUED CAPITAL</u></b>			
	35,09,600 Equity Shares of Rs. 10/- each.			
	(31 March 2018 35,09,600 equity shares, 1 April 2017 35,09,600 equity shares)	35,096,000	35,096,000	35,096,000
	<b><u>SUBSCRIBED &amp; FULLY PAID UP</u></b>			
	34,24,800 Equity Shares of Rs. 10/- each Fully Paid Up			
	(31 March 2018 34,24,800 equity shares, 1 April 2017 34,24,800 equity shares)	34,248,000	34,248,000	34,248,000
	<b>A</b>	<b>34,248,000</b>	<b>34,248,000</b>	<b>34,248,000</b>
	<b><u>SUBSCRIBED BUT NOT FULLY PAID</u></b>			
	84,800 Equity Shares of Rs. 10/- each			
	(31 March 2018 84,800 equity shares, 1 April 2017 84,800 equity shares)	848,000	848,000	848,000
	<b>Less:</b>			
	Allotment Money in Arrears	(577,500)	(577,500)	(577,500)
	<b>Total</b>	<b>270,500</b>	<b>270,500</b>	<b>270,500</b>
	<b>B</b>	<b>34,518,500</b>	<b>34,518,500</b>	<b>34,518,500</b>
	<b>(A+B)</b>			

**(a) Reconciliation of the number of the shares outstanding as the beginning and end of the year:**

Particulars	As at 31 March 2019		As at 31 March 2018		As at 1st April 2017	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	3,509,600	35,096,000	3,509,600	35,096,000	3,509,600	35,096,000
Movement during the year	-	-	-	-	-	-
At the end of the year	<b>3,509,600</b>	<b>35,096,000</b>	<b>3,509,600</b>	<b>35,096,000</b>	<b>3,509,600</b>	<b>35,096,000</b>

(b) Terms/rights attached to equity shares:

The company has only one class of equity shares, having a par value of Rs.10/- per share. Each shareholder is eligible to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

(c) Details of shareholder holding more than 5% shares in the Company

Equity shares of Rs.10 each fully paid		As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
Mr. Yashveer Bindal	Number of Shares	329,211	329,211	172,100
	% Holding	9.38%	9.38%	4.90%
Smt. Anju Bindal	Number of Shares	191,191	191,191	191,191
	% Holding	5.45%	5.45%	5.45%
Shweta Bindal	Number of Shares	184,081	146,381	146,381
	% Holding	5.25%	4.17%	4.17%
Jupiter Securities & Properties Private Limited	Number of Shares	180,900	180,900	180,900
	% Holding	5.15%	5.15%	5.15%

(d) Details of Allotment Money Pending

Particulars	As at 31 March 2019		As at 31 March 2018		As at 01 April 2017	
	No. of shares held	Amount	No. of shares held	Amount	No. of shares held	Amount
Aggregate of calls unpaid						
_by Directors	-	-	-	-	-	-
_by Officers	-	-	-	-	-	-
_by Others	84,800	577,500	84,800	577,500	84,800	577,500
Total	84,800	577,500	84,800	577,500	84,800	577,500

14 Other Equity

(i) Retained earnings

	As at 31 March 2019	As at 31 March 2018	As at 1st April 2017
Opening balance	(32,111,554)	(22,420,129)	(20,914,436)
Add: Profits for the year	8,230,052	(9,691,425)	(1,505,693)
Adjustment on account of IND AS Charged to Retained Earnings	-	-	-
<b>Closing balance</b>	<b>(23,881,502)</b>	<b>(32,111,554)</b>	<b>(22,420,129)</b>

(ii) Statutory Reserves

	As at 31 March 2019	As at 31 March 2018	As at 1st April 2017
Opening balance	855,703	855,703	855,703
Movement for the year	-	-	-
<b>Closing balance</b>	<b>855,703</b>	<b>855,703</b>	<b>855,703</b>
<b>Total</b>	<b>(23,025,799)</b>	<b>(31,255,851)</b>	<b>(21,564,426)</b>

15 Borrowings

Non-current borrowings

	As at 31 March 2019	As at 31 March 2018	As at 1st April 2017
Secured loan from Bank			
Cash Credit Account- Dena Bank *	-	26,284,879	26,284,879
	<b>-</b>	<b>26,284,879</b>	<b>26,284,879</b>

\* Working capital loan secured against hypothecation of stock of hire under the Tri party agreement & collateral securities of immovable property situated 13-14, RNT Marg Indore & Office at 302 Devkrupa 28 raichur street wadi bundar, mumbai owned by relatives of director. The same has been treated as Long term Borrowing since it is outstanding more than 12 months and account has been declared as Non Performing Assets by the Bank. No provision for Interest has been made on secured loan given by the Dena Bank as matter is in Litigation and same shall be accounted for on cash basis on settlement of case till 31-Mar-18. During the financial year 2018-19 company has settled the full and final amount of loan including interest for a sum of Rs. 1,67,87,000/- with bank. The difference amount of Rs. 94,97,879/- charged to other income in profit and loss account.

M/S DEVKI LEASING AND FINANCE LIMITED  
Notes to financial statements for the year ended 31 March 2019

16 Provisions

**Long term Provision**

Contingent provision against standard assets  
Other Payables

As at	As at	As at
31 March 2019	31 March 2018	1st April 2017
-	4,700	18,766
69,615	-	-
<b>69,615</b>	<b>4,700</b>	<b>18,766</b>

17 Borrowings- Current

- From Director and Related Party  
Velocity Private Ltd.  
Sudhir Bindal

As at	As at	As at
31 March 2019	31 March 2018	1st April 2017
5,751,946	-	-
1,425,169	-	-
<b>7,177,115</b>	<b>-</b>	<b>-</b>

18 Provisions- Current

Others

As at	As at	As at
31 March 2019	31 March 2018	1st April 2017
3,748	3,861	1,248
<b>3,748</b>	<b>3,861</b>	<b>1,248</b>

19 Other Current Liabilities

Other Payables

As at	As at	As at
31 March 2019	31 March 2018	1st April 2017
200,296	90,375	329,808
<b>200,296</b>	<b>90,375</b>	<b>329,808</b>

20 Revenue from operations

(i) Interest Income  
(ii) Interest earn on inter Corporate Loan

For the year ended	For the year ended
31-Mar-19	31-Mar-18
35,423	125,506
-	60,661
<b>35,423</b>	<b>186,167</b>

21 Other Income

Interest income  
Profit on Sale of Assets  
Profit on sale of investments  
Balances written back  
Loan Written back (refer note no. 15.1)

For the year ended	For the year ended
31-Mar-19	31-Mar-18
334	48
-	-
4,701	425,000
9,507,916	61,802
<b>9,512,951</b>	<b>486,850</b>

22 Change In Inventory- Equity Shares

Opening Inventories  
Closing Inventories

For the year ended	For the year ended
31-Mar-19	31-Mar-18
21,290	32,265
45,891	21,290
<b>(24,601)</b>	<b>10,975</b>

23 Employee Benefits Expense

Salary  
Staff Welfare  
Directors Remuneration

For the year ended	For the year ended
31-Mar-19	31-Mar-18
801,000	717,500
372,000	372,000
<b>1,173,000</b>	<b>1,089,500</b>

**Details of Director's Remuneration:**

**Managing Director**

- Salary  
- Contribution to statutory funds

372,000	372,000
-	-
<b>372,000</b>	<b>372,000</b>

	For the year ended 31-Mar-19	For the year ended 31-Mar-18
<b>24 Finance Costs</b>		
Interest charged by		
-Related Party	664,689	-
-Others	-	-
Others borrowing cost	-	-
	<b>664,689</b>	<b>-</b>
	For the year ended 31-Mar-19	For the year ended 31-Mar-18
<b>25 Depreciation and Amortization Expenses</b>		
Depreciation of property, plant and equipment	162,544	162,544
Amortization of intangible assets	-	-
	<b>162,544</b>	<b>162,544</b>
	For the year ended 31-Mar-19	For the year ended 31-Mar-18
<b>26 Other Expenses</b>		
Audit Fees	45,000	38,750
Board Meeting & AGM Expenses	6,386	8,270
Advertisement Expenses	44,418	29,172
Demat & Custodian Charges	82,999	58,033
Filing Fees	-	71,950
Interest Expenses	-	604
Key Man Insurance Charges	34,634	34,508
Listing Fees	250,000	250,000
Electricity Expenses	12,900	-
Rent, Rates & Taxes	8,100	-
Legal, Professional & Consultancy Charges	34,100	40,000
Service Tax & GST	65,026	46,315
Postage, Telegram & telephone	29,776	4,821
Printing & Stationery	24,684	19,000
	<b>638,023</b>	<b>601,423</b>
<b>Details of Auditor's Remuneration</b>	<b>2018-19</b>	<b>2017-18</b>
Statutory Audit Fee	45,000	38,750
For other services	-	-
	<b>45,000</b>	<b>38,750</b>
	<b>2018-19</b>	<b>2017-18</b>
<b>27 Earning Per Share (EPS)</b>		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	8,230,052	(9,691,425)
ii) Weighted Average number of equity shares used as denominator for calculating EPS	3,451,850	3,451,850
iii) Basic and Diluted Earnings per share	2.38	(2.81)
iii) Nominal value of an equity share	10.00	10.00

## 28 Financial Instruments

### Financial risk management objectives and policies

In its ordinary operations, the companies activities expose it to the various types of risks, which are associated with the financial instruments and markets in which it operates. The company has a risk management policy which covers the foreign exchanges risks and other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The following is the summary of the main risks:

#### a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates (currency risk) and interest rates (interest rate risk), will affect the companies income or value of it's holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

**Interest rate risk**

Interest rate risk is the risk the fair value or future cash flow of a financial instrument will fluctuate because of changes in market interest rate. Fair value interest rate risk is the risk of changes in fair value of fixed interest bearing financial instrument because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing financial instrument will fluctuate because of fluctuations in the interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from banks. Currently company is not using any mitigating factor to cover the interest rate risk.

Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>Interest rate risk exposure</b>			
Borrowings from banks	-	26,284,879	26,284,879
<b>Total borrowings</b>	-	26,284,879	26,284,879

**Interest rate sensitivity**

The sensitivity analysis below have been determined based on exposure to interest rates for borrowing at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in case of term loans that have floating rates. If the interest rates had been 1% higher or lower and all the other variables were held constant, the effect on Interest expense for the respective financial years and consequent effect on companies profit in that financial year would have been as below:

Particulars	For the Year ended 31st March 2019	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
Impact on Profit or Loss for the year decrease	-	262,849	262,849
Impact on Profit or Loss for the year Increase	-	262,849	262,849

**(b) Credit risk**

Credit risk is the risk that arises from the possibility that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

**Trade and other receivables**

The ageing analysis of the trade receivables has been considered from the date the invoice falls due

Particular	As at 31st March 2019	As at 31st March 2018	As at 1st April 2017
0-90 Days	-	-	-
91-180 Days	-	-	-
181-Above Days	-	-	-
<b>Total</b>	-	-	-

The following table summarizes the change in the loss allowances measured using expected credit loss

Particulars	Amount
<b>Balance as at 1st April, 2017</b>	-
Provided during the year	-
Reversed during the year	-
<b>Balance as at 31st March, 2018</b>	-
Provided during the year	-
Reversed during the year	-
<b>Balance as at 31st March, 2019</b>	-

**(c) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company has obtained fund based working capital loan from Dena banks. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, process and policies related to such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Expected contractual maturity for derivative and non derivative Financial Liabilities:

Particulars	Carrying Amount	Less than 1 year	1 to 5 years	>5 year	Total
<b>As at 31st March, 2019</b>					
<b>Non Derivative Financial Liabilities</b>					
Borrowings	7,177,115	7,177,115			7,177,115
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
<b>Total</b>	<b>7,177,115</b>	<b>7,177,115</b>			<b>7,177,115</b>
<b>Derivative Financial Liabilities</b>					
Forward Contract outstanding	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>As at 31st March, 2018</b>					
<b>Non Derivative Financial Liabilities</b>					
Borrowings	26,284,879	26,284,879	-	-	26,284,879
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
<b>Total</b>	<b>26,284,879</b>	<b>26,284,879</b>			<b>26,284,879</b>
<b>Derivative Financial Liabilities</b>					
Forward Contract outstanding	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	Carrying Amount	Less than 1 year	1 to 5 years	>5 year	Total
<b>As at 1st April, 2017</b>					
<b>Non Derivative Financial Liabilities</b>					
Borrowings	26,284,879	26,284,879		-	
Trade payables	-	-	-	-	-
Other financial liabilities	-	-	-	-	-
<b>Total</b>	<b>26,284,879</b>	<b>26,284,879</b>			<b>26,284,879</b>
<b>Derivative Financial Liabilities</b>					
Forward Contract outstanding	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders.

#### Gearing Ratio:

Particulars	As at	As at	As at
	31 March 2019	31 March 2018	1st April 2017
Equity share capital	34,518,500	34,518,500	34,518,500
Other equity	(23,025,799)	(31,255,851)	(21,564,426)
<b>Total equity</b>	<b>11,492,701</b>	<b>3,262,649</b>	<b>12,954,074</b>
Non-current borrowings	-	26,284,879	26,284,879
Short term borrowings	7,177,115	-	-
Current maturities of long term borrowings	-	-	-
<b>Gross Debt</b>	<b>7,177,115</b>	<b>26,284,879</b>	<b>26,284,879</b>
Gross debt as above	7,177,115	26,284,879	26,284,879
Less: Cash and cash equivalents ( Refer Note 10)	(39,099)	(763,314)	(295,039)
<b>Net Debt</b>	<b>7,138,016</b>	<b>25,521,565</b>	<b>25,989,840</b>
<b>Net debt to equity</b>	<b>0.62</b>	<b>7.82</b>	<b>2.01</b>

**Financial Instruments by Category and fair value hierarchy**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values.

As 31st March 2019	Fair Value Measurement			Fair Value hierarchy			
	Particulars	FVTPL	FVOCI	Amortized Cost	Level-1	Level 2	Level-3
<b>Financial assets</b>							
Investments in Equity Instruments	18,595,800	-	-	-	-	-	18,595,800
Cash and cash equivalents	-	-	39,099	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-
Loan	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-
<b>Total</b>	<b>18,595,800</b>	<b>-</b>	<b>39,099</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18,595,800</b>
<b>Financial liabilities</b>							
Borrowings	-	-	7,177,115	-	-	-	-
Trade Payables	-	-	-	-	-	-	-
Other financial liability	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>7,177,115</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As 31st March 2018	Fair Value Measurement			Fair Value hierarchy			
	Particulars	FVTPL	FVOCI	Amortized Cost	Level-1	Level 2	Level-3
<b>Financial assets</b>							
Investments in Equity Instruments	26,468,000	-	-	-	-	-	26,468,000
Cash and cash equivalents	-	-	763,314	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-
Loan	-	-	37,900	-	-	-	-
Other financial assets	-	-	1,886,855	-	-	-	-
<b>Total</b>	<b>26,468,000</b>	<b>-</b>	<b>2,688,069</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26,468,000</b>
<b>Financial liabilities</b>							
Borrowings	-	-	26,284,879	-	-	-	-
Trade Payables	-	-	-	-	-	-	-
Other financial liability	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>26,284,879</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As 1st April 2017	Fair Value Measurement			Fair Value hierarchy			
	Particulars	FVTPL	FVOCI	Amortized Cost	Level-1	Level 2	Level-3
<b>Financial assets</b>							
Investments in Equity Instruments	36,112,000	-	-	-	-	-	36,112,000
Cash and cash equivalents	-	-	295,039	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-
Loan	-	-	37,900	-	-	-	-
Other financial assets	-	-	2,479,922	-	-	-	-
<b>Total</b>	<b>36,112,000</b>	<b>-</b>	<b>2,812,861</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36,112,000</b>
<b>Financial liabilities</b>							
Borrowings	-	-	26,284,879	-	-	-	-
Trade Payables	-	-	-	-	-	-	-
Other financial liability	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>26,284,879</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Ind AS. An explanation for each level is given below.

**Level 1:** Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

**Level 2:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3:** Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

### 33 First Time Adoption of Ind AS

#### Transition to Ind AS:

For the purposes of reporting as set out in Note A - B, we have transitioned our basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in note B have been applied in preparing the financial statements for the year ended March 31, 2019, the comparative information presented in these financial statements for the year ended March 31, 2018 and in the preparation of an opening Ind AS balance sheet at April 1, 2017 (the "transition date").

In preparing our opening Ind AS balance sheet, we have made certain adjustments to amounts reported in financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected our financial position, financial performance and cash flows is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

#### Exemptions and exceptions availed:

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS

#### Ind AS Optional Exemptions :

##### Property, Plant and Equipment & Intangible Assets

IND AS 101 permits to measure all its property ,plant and equipment at their previous GAAP carrying value i.e. being deemed cost represented by Gross Block reduced by accumulated depreciation on 1st ,April 2017

##### Leases

In accordance with Ind-AS transitional provisions, the company opted to determine whether an arrangement existing at the date of transition contains a lease on the basis of facts and circumstances existing at the date of transition rather than at the inception of the arrangement.

#### Fair value of financial assets and liabilities

The Company has financial receivables and payables that are non-derivative financial instruments. Under previous GAAP, these were carried at transaction cost less allowances for impairment, if any. Under Ind AS, these financial assets and liabilities are initially recognized at fair value and subsequently measured at amortized cost, less allowance for impairment, if any. For transactions entered into on or after the date of transition to Ind AS, the requirement of initial recognition at fair value is applied prospectively.

#### Estimates

The estimates at 1st April, 2017 and at 31st March, 2018 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustment to reflect any differences if any, in accounting policies) apart from the following items where application of Indian GAAP did not require estimation.

- Impairment of financial assets based on expected credit loss method.
- Investment in debt instruments carried at Amortized Cost.
- investment in equity instruments carried at Fair Value through profit or loss.

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions as at the transition date and as of 31st March, 2018.

#### Ind AS mandatory exceptions

##### Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exists at the date of transition to Ind AS.

##### Derecognition of financial assets & financial liabilities

The company has elected to apply the derecognition requirements for financial assets & financial liabilities in accordance with Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

#### Impact of transition to Ind AS

The following is a summary of the effects of the differences between Ind AS and Indian GAAP on the Company's total equity shareholders' funds and profit and loss for the financial period for the period previously reported under Indian GAAP following the date of transition of Ind AS.

#### Transition to Ind AS Reconciliation

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:



(i) Reconciliation of Total Equity as at April 1, 2017 and March 31, 2018

S.No	Particulars	Indian GAAPAs As at 31st March, 2018	Effect of Transition to IND AS (including Reclassification on)	Ind AS As at 31st March, 2018	Indian GAAPAs at 1st April, 2017	Effect of Transition to IND AS (including Reclassification)	Ind AS As at 1st April, 2017
<b>I.</b>	<b>ASSETS</b>						
<b>(1)</b>	<b>Non-current assets</b>						
	(a) Property, Plant and Equipment	385,136	-	385,136	547,680	-	547,680
	(b) Capital work-in-progress						
	(c) Intangible assets						
	(d) Financial Assets						
	(i) Investments	26,468,000	-	26,468,000	36,112,000	-	36,112,000
	(ii) Loans	37,900	-	37,900	37,900	-	37,900
	(iii) Others Financial Assets						
	(e) Deferred tax assets (net)	69,467	-	69,467	69,467	-	69,467
	(f) Other non-current assets	14,502	-	14,502	14,502	-	14,502
	<b>Total Non-current assets</b>						
<b>(2)</b>	<b>Current assets</b>						
	(a) Inventories	21,290	-	21,290	32,265	-	32,265
	(b) Financial Assets						
	(i) Investments						
	(ii) Trade receivables						
	(iii) Cash and cash equivalents	763,314	-	763,314	295,039	-	295,039
	(iv) Bank balances Other than (iii) above						
	(v) Loans	1,886,855	-	1,886,855	2,479,922	-	2,479,922
	(vi) Others Financial Assets						
	(c) Other current assets						
	<b>Total current assets</b>						
	Assets Classified as Held for Sale						
	<b>TOTAL Assets (1+2)</b>	<b>29,646,464</b>	<b>-</b>	<b>29,646,464</b>	<b>39,588,775</b>	<b>-</b>	<b>39,588,775</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>						
<b>(1)</b>	<b>Equity</b>						
	(a) Equity Share Capital	34,518,500	-	34,518,500	34,518,500	-	34,518,500
	(b) Other Equity	(31,255,851)	-	(31,255,851)	(21,564,426)	-	(21,564,426)
	<b>Total Equity</b>						
	<b>Liabilities</b>						
<b>(2)</b>	<b>Non-Current Liabilities</b>						
	(a) Financial Liabilities						
	(i) Borrowings	26,284,879	-	26,284,879	26,284,879	-	26,284,879
	(iii) Other financial liabilities	-	-	-	-	-	-
	(b) Provisions	4,700	-	4,700	18,766	-	18,766
	(c) Deferred tax liabilities (Net)						
	(d) Other non current liabilities						
	<b>Total Non-current Liabilities</b>						
<b>(3)</b>	<b>Current liabilities</b>						
	(a) Financial Liabilities						
	(i) Borrowings						
	(ii) Trade payables						
	(iii) Other financial liabilities						
	(b) Other current liabilities						
	(c) Provisions	3,861	-	3,861	1,248	-	1,248
	(d) Current tax liabilities (Net)	90,375	-	90,375	329,808	-	329,808
	<b>Total current Liabilities</b>						
	Liabilities Directly associated with assets classified as held for sale						
	<b>TOTAL Equity and Liabilities (1+2+3)</b>	<b>29,646,464</b>	<b>-</b>	<b>29,646,464</b>	<b>39,588,775</b>	<b>-</b>	<b>39,588,775</b>

M/S DEVKI LEASING AND FINANCE LIMITED  
Notes to financials statements for the year ended 31 March 2019

(ii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2018

	PARTICULARS	Indian GAAPAs As at 31st March, 2018	Effect of Transition to IND AS (including Reclassification)	Ind AS As at 31st March, 2018
	<b>INCOME</b>			
I.	Revenue From Operations	186,167		186,167
II.	Other income	486,850		486,850
III.	<b>Total Revenue (I + II)</b>	<b>673,017</b>		<b>673,017</b>
IV.	<b>EXPENSES</b>			
	Cost of materials consumed	-	-	-
	Purchases of Stock-in-Trade	-	-	-
	Changes in inventories of finished goods, stock- in-trade & work-in-progress	10,975		10,975
	Employee benefits expense	1,089,500		1,089,500
	Finance costs	-		-
	Depreciation and amortization expense	162,544		162,544
	Other expenses	601,423		601,423
	<b>Total expenses</b>	<b>1,864,442</b>		<b>1,864,442</b>
V.	<b>Profit/(Loss) before exceptional items and tax (III-IV)</b>	<b>(1,191,425)</b>		<b>(1,191,425)</b>
VI.	Exceptional items (Refer Note 49)	(8,500,000)	-	(8,500,000)
VII.	<b>Profit/(Loss) before Tax (V - VI)</b>	<b>(9,691,425)</b>		<b>(9,691,425)</b>
VIII	<b>Tax expense :</b>			
	(1) Current tax	-	-	-
	(2) Tax for earlier years	-	-	-
	(3) Deferred tax	-	-	-
IX	<b>Profit/(loss) for the period (VII-VIII)</b>	<b>(9,691,425)</b>		<b>(9,691,425)</b>
X	<b>Other Comprehensive Income</b>			
	A (i) Items that will not be reclassified to profit or loss	-	-	-
	Net gain/ (loss)on defined benefit obligation	-	-	-
	Tax thereon	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
	B (i) Items that will be reclassified to profit or loss	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
		-	-	-
XI	<b>Total Other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Comprehensive Income for the period</b>	<b>(9,691,425)</b>		<b>(9,691,425)</b>

(iii) Reconciliation of Equity as at April 1, 2017 and March 31, 2018

Description	As at 31st March, 2018	As at 1st April 2017
<b>Total net worth as per Previous GAAP audited financials</b>	<b>3,262,649</b>	<b>12,954,074</b>
Adjustments	-	-
Allowance / Provision for trade receivables	-	-
Amortization of Processing Fees	-	-
Reversal of Processing fees as per IND AS	-	-
Deferred liability on Deposits	-	-
Fair valuation of Investments	-	-
Deferred tax on Ind AS adjustments	-	-
<b>Total adjustments</b>	<b>-</b>	<b>-</b>
<b>Total net worth as per Ind AS</b>	<b>3,262,649</b>	<b>12,954,074</b>

(iv) Reconciliation of Total Comprehensive Income for the year ended 31st March 2018

Description	For the year ended 31st March, 2018
Profit after tax as per previous GAAP	(9,691,425)
Adjustments	-
Impact on Interest Free Deposit	-
Amortization Cost Processing Fees	-
Provision Created on Doubtful Debts	-
Tax Impact on Above	-
Net Profit after tax reported herein as per Ind AS	(9,691,425)
Other Comprehensive income	-
Total comprehensive income as per Ind AS	(9,691,425)

(v) Reconciliation of Cash Flow the year ended 31st March 2018

Particulars	Previous GAAP	Effect of Transition to Ind AS (including reclassifications)	Ind AS
Net cash from/ (used in) operating activities	(1,100,725)	-	(1,100,725)
Net cash from/ (used in) investing activities	1,569,000	-	1,569,000
Net cash from/ (used in) financing activities	-	-	-
Net cash from/ (used in) Discontinuing Operations	-	-	-
Net increase/ (decrease) in cash and cash equivalents	468,275	-	468,275
Cash and cash equivalents as at 1 April 2017	295,039	-	295,039
Cash and cash equivalents as at 31 March 2018	763,314	-	763,314

Notes on First time Adoption

I Property, Plant & Equipment:

on the date of transition i.e., 1st April ,2017 the company has elected to measure all its property ,plant and equipment at their previous GAAP carrying value i.e., being deemed cost.

II Ind AS 109 requires transaction costs incurred towards borrowings to be deducted from the transaction value on initial recognition .These cost are recognized in profit & loss over the tenure of borrowings as a part of the interest expense by applying effective interest rate method.

III Deferred tax have been recognized on adjustments made on transition to Ind As on 1st April 2017 to retained earnings

IV Investments

Under Previous GAAP, the group made Investments are recorded at cost. Under Ind AS the investments has been fair valued through profit & loss

34 Tax Expenses relating to continuing operations

A. Tax expenses recognized in the statement of Profit & Loss

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
<b>Current Tax</b>		
in respect of current year	-	-
in respect of earlier years	-	-
Total Current Tax	-	-
<b>Deferred Tax</b>		
in respect of current year	69,467	-
Total Deferred income tax expense/ (credit)	69,467	-
<b>Total income tax expense/(credit)</b>	<b>69,467</b>	<b>-</b>

**B. Amounts Recognized in Other Comprehensive Income**

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Items that will not be reclassified to Profit or Loss	-	-
Remeasurements of the defined benefit Plans	-	-
<b>(B) Total</b>	-	-
<b>Tax Expenses relating to continuing operations reconciled to accounting profit as follows</b>		
Profit before tax	8,299,519	(9,691,425)
Applicable Tax Rate	26.00	25.75
Income tax as per above rate	2,157,875	-
Adjustments for taxes	(2,157,875)	-
Disallowance of expense	-	-
Additional allowances	-	-
Tax effect of earlier Years	-	-
<b>Current Tax Provision</b>	-	-
Deferred tax on account of property plant & equipment	69,467	-
Deferred tax (asset)/liability on account of Financial asset and other items	-	-
<b>Deferred Tax Provision</b>	<b>69,467</b>	-
<b>Tax Expenses recognized in statement of Profit &amp; loss</b>	<b>69,467</b>	-
Effective Tax Rate %	<b>0.84</b>	-

The movement in Deferred tax assets and liabilities during the year ended March 31, 2018 and March 31, 2019

Particulars	Opening Balance	Recognized in Profit Or Loss	Recognized in OCI	Closing Balance
<b>2017-2018</b>				
Deferred Tax Assets				
On account of Property , Plant & Equipment's	69,467	-	-	69,467
On account of unabsorbed tax losses				
Deferred Tax Liabilities				
On account of Property , Plant & Equipment's	-	-	-	-
Other timing difference	-	-	-	-
<b>Net Deferred tax Asset/(Liabilities)</b>	<b>69,467</b>	<b>-</b>	<b>-</b>	<b>69,467</b>
<b>2018-2019</b>				
Deferred Tax Assets				
On account of Property , Plant & Equipment's	69,467	(69,467)	-	-
On account of unabsorbed tax losses	-	-	-	-
Deferred Tax Liabilities				
On account of Property , Plant & Equipment's	-	-	-	-
Other timing difference	-	-	-	-
<b>Net Deferred tax Asset/(Liabilities)</b>	<b>69,467</b>	<b>(69,467)</b>	<b>-</b>	<b>-</b>

35 Additional information pursuant to provisions of paragraph 5 of schedule III of the Companies Act, 2013.  
Expenditure incurred in foreign currency during the year Nil  
CIF Value of Imports of Capital Goods Nil

36 Retirement Benefits: Ind AS - 19 "Employees Benefits" not applicable

37 Contingent Liabilities: Nil

**DEVKI LEASING AND FINANCE LIMITED**

- 38 As per the definition of Business Segment and Geographical Segment contained in Ind AS 108 "Segment Reporting", the management is of the opinion that the Company's operation comprise of operating in Primary and Secondary market and incidental activities thereto, there is neither more than one reportable business segment nor more than one reportable geographical segment, and, therefore, segment information is not required to be disclosed.
- 39 Details of amounts due to Micro, Small and Medium Enterprise under the head current liabilities, based on the information available with the Company and relied upon by the auditors- Nil (Previous Year - Nil).
- 40 In the opinion of the management, all current assets, loans and advances would be realizable at least an amount equal to the amount at which they are stated in the Balance Sheet. Also there is no impairment of fixed assets.
- 41 The Company was registered under section 45-IA of the Reserve Bank of India Act, 1934 bearing registration No. 03-00060 Dt. 20th April, 1998. Granting the company to carry of the business of a non-banking financial company. However the NBFC license has been surrender on May 12th, 2018 and RBI has cancelled the certificate on May 17th 2018.
- 42 **Exceptional Item**  
During the financial year company has write off its investment amount of Rs. 105 Lac which are no longer recoverable. In which Rs. 85 Lac has been adjusted from provision made earlier years for permanent diminution in the value of Investment and balance amount charged to exceptional item head under profit & Loss A/c. Further company has sold some unquoted investment and the profit of Rs. 33.65 lac on the same shown under exceptional item in Profit & Loss A/c.
- 43 Previous year's figures have been reclassified regrouped and rearranged wherever found necessary to make them comparable.
- 44 **Related Party Disclosures**

- (i) List of related parties where control exists and related parties with whom transactions have taken place and

Nature of relationship	Name of the related party
Key Management Personnel (KMP)	Sudhir Bindal (Managing Director)
	Sarita Bindal (Director)
	Shilpa Gulani (Company Secretary) (From Oct 17)
	Satyanarayan Patidar (Company Secretary) (Upto Oct 17)
	Muralidharan Pillai (Chief Financial Officer)
Other Related parties	M/s Velocity Private Limited
	M/s Brahma Builders Private Limited
	M/s Jupiter Securities And Properties Private Limited

- (ii) Disclosure in Respect of Related Party Transactions during the year:

Particulars	Relationship	FY 18-19	FY 17-18
<b>Transactions during the year</b>			
<b>Remuneration Paid</b>			
Sudhir Bindal	KMP	372,000	372,000
Muralidharan Pillai	KMP	591,000	522,000
Satyanarayan Patidar	KMP	-	103,000
Shilpa Gulani	KMP	210,000	92,500
<b>Total</b>		<b>1,173,000</b>	<b>1,089,500</b>
<b>Interest Received</b>			
Sudhir Bindal	KMP	30,685	125,506
M/s Velocity Private Limited	Other Related parties	4,738	60,661
<b>Total</b>		<b>35,423</b>	<b>186,167</b>
<b>Interest Paid</b>			
Sudhir Bindal	KMP	62,522	-
M/s Velocity Private Limited	Other Related parties	602,162	-
<b>Total</b>		<b>664,684</b>	<b>-</b>
<b>Loan Recovered</b>			
Sudhir Bindal	KMP	1,676,180	350,000
M/s Velocity Private Limited	Other Related parties	239,413	734,197
<b>Total</b>		<b>1,915,593</b>	<b>1,084,197</b>
<b>Loan Taken</b>			
Sudhir Bindal	KMP	1,425,169	-
M/s Velocity Private Limited	Other Related parties	5,751,946	-
<b>Total</b>		<b>7,177,115</b>	<b>-</b>

**DEVKI LEASING AND FINANCE LIMITED**

Particulars	Relationship	FY 18-19	FY 17-18	
<b>Loan Given</b>				
Sudhir Bindal	KMP	-	425,506	
M/s Velocity Private Limited	Other Related parties	-	60,661	
<b>Total</b>		-	<b>486,167</b>	
<b>Balance Outstanding as on 31-Mar</b>				
<b>Investment Outstanding</b>		<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>	<b>As at 1-Apr-17</b>
M/s Velocity Private Limited	Other Related parties	10,795,800	16,668,000	16,668,000
M/s Brahma Builders Private Limited		2,800,000	2,800,000	2,800,000
M/s Jupiter Securities And Properties Private Limited		5,000,000	5,000,000	5,000,000
<b>Total</b>		<b>18,595,800</b>	<b>24,468,000</b>	<b>24,468,000</b>

As per our report of even date.  
**For SPARK & Associates**  
Chartered Accountants  
FRN: 005313 C

For and on behalf of Board of Directors of  
**M/S DEVKI LEASING AND FINANCE LIMITED**

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644  
PAN : AIEPG8275H

**Sudhir Bindal**  
(Managing Director)  
DIN : 00108548

**Sarita Bindal**  
Director  
DIN : 02194558

Place : Indore  
Date : 29-May-19

**Shraddha Diya**  
Company Secretary  
Membership No. 49581

**Muralidharan Pillai**  
Chief Financial Officer

**DEVKI LEASING AND FINANCE LIMITED**  
**REG off: "VELOCITY", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010**  
**CIN: L65921MP1993PLC007522**  
**Email ID- [dlflindore@gmail.com](mailto:dlflindore@gmail.com) Phone no. - 0731-4735555**

**PROXY FORM**

Form No. MGT-11

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

CIN : **L65921MP1993PLC007522**  
Name of the Company : Devki Leasing and Finance Limited  
Registered office : "VELOCITY", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010  
Name of the member (s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No/ Client ID/DP ID : \_\_\_\_\_  
I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

Name	:	
Address	:	
E-mail Id	:	or failing him

Name	:	
Address	:	
E-mail Id	:	or failing him

Name	:	
Address	:	
E-mail Id	:	or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on Tuesday, the 30<sup>th</sup> day of August, 2019 at 1:30 PM at the registered office of the company at "VELOCITY", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business:</b>	
1.	Receive, consider and adopt the audited financial statement of the Company for the Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mrs. Sudhir Bindal (DIN: 00108548) who retires by rotation.
<b>Special Business</b>	
3.	Regularisation of Mr. Vijay Jaiswal (DIN : 08278676) as Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix revenue Stamp of Rs.1
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Signature of shareholder

Signature of Proxy holder(s)

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

**ATTENDANCE SLIP**  
**27<sup>th</sup> ANNUAL GENERAL MEETING ON 30<sup>th</sup> August 2019.**

R.F. No. \_\_\_\_\_  
Mr./Mrs./Miss \_\_\_\_\_  
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.  
I/We hereby record my/our presence at the 27<sup>th</sup> Annual General meeting of the company at the registered office of the company on 30<sup>th</sup> August, 2019.

(If signed by proxy, his name should be  
Written in block letters)

\_\_\_\_\_  
(Shareholders/proxy's Signature)

**Note:**

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



To,  
Ankit Consultancy Private Limited  
60 Electronic Complex,  
Pardeshipura,  
Indore (M.P.) 452010

## Updation of Shareholder Information

I/ We request you to record the following information against our Folio No.:

### General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

### Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details.

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Signature of Sole/ First holder

Place:

Date:

To,

If undelivered, please return to :

**Devki Leasing and Finance Limited**

Regd. Office: "Velocity, 18-A, Scheme No. 94 C, Ring Road  
Indore 452010 (M.P.)