



**TWENTY FIFTH
ANNUAL REPORT
2014-2015**



BERVIN INVESTMENT & LEASING LTD.

CHAIRMAN : **Mr. A.C.Rekhi**

DIRECTOR : **Mr. V.K.Berlia**
Mrs. Kalpana Umakanth
Mr. S.K.Murgai

SECRETARY : **Mrs. Kalpana Umakanth**

AUDITORS : **Krishan K. Gupta & Co.**
1/3-10196, Jhandewalan,
New Delhi – 110 055

REGD. OFFICE : **607, Rohit House,**
3, Tolstoy Marg,
New Delhi – 110001



NOTICE

Notice is hereby given that the **25th Annual General Meeting (AGM)** of M/s Bervin Investment and Leasing Limited will be held on **Tuesday, the 29th September, 2015 at 11.00 A.M. at Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of Board of Directors and Auditors thereon.
2. To elect a director in place of Mr. V.K.Berlia, who retires by rotation but being eligible, offers him for re-appointment.
3. To appoint M/s Krishan K. Gupta & Co., Chartered Accountants (Registration No.FRN 000009N) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.

By Order of the Board
for **BERVIN INVESTMENT AND LEASING LIMITED**

Place: New Delhi

Date: April 27, 2015

Kalpana Umakanth
Company Secretary

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a Member of the company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the meeting. Blank Proxy Form is annexed.
A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Route map of the venue of the meeting (including prominent land mark) is annexed.
3. RCMC Share Registry Private Limited (RCMC), B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, Phone No. 011-26387320, 26387321, 26387323; email: investor.services@rcmcdelhi.com; Website: www.rcmcdelhi.com is the Registrar and Share Transfer Agent (RTA) for Physical Shares. RCMC is also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). However, keeping in view the convenience of the Members, documents relating to shares will continue to be accepted by RCMC at (i) B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, Phone No. 011-26387320,26387321,26387323; (ii) Registered Office of the Company; and also (iii) Corporate Affairs Department, Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037.



4. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
6. Statutory registers are open for inspection by the Members at the Registered Office of the Company on all working days, between 14:00-16:00 hrs. upto the date of the meeting and shall also be available for inspection at the AGM.
 7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change in address and e-mail address etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the RTA under the signatures of first/joint holder(s).
 8. Members desirous of obtaining any information/clarification(s), intending to raise any query concerning the Financial Statement and operations of the Company, are requested to forward the same atleast 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.
 9. Members may also note that the notice of the 25th Annual General Meeting of the Company along with attendance slip and proxy form will also be available on the Company's website www.bervin.com
10. In compliance with provisions of Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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 National Securities Depository Limited (NSDL).
 - I. The facility for voting through ballot 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 right at the meeting through ballot paper.
 - II. 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.
 - III. The remote e-voting period commences on **Saturday, the 26th September, 2015 (9:00 am)** and ends on **Monday, the 28th September, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, the 22nd September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - IV. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are



registered with the Company/Depository Participants(s)] :

- I. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - III. Click on Shareholder - Login
 - IV. Put user ID and password as initial password/PIN noted in step (i) above.
Click Login.
 - V. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - VI. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - VII. Select "EVEN" of "Bervin Investment & Leasing Limited".
 - VIII. Now you are ready for remote e-voting as Cast Vote page opens.
 - IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - X. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - XII. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to manisha.pcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- I. Initial password is provided in the evoting advice despatched to you along with AGM notice giving details required for evoting such as :**EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN**
 - II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Tuesday, the 22nd September, 2015.**
 - IX. 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. **Tuesday, the 22nd**



September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

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

- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. The Company has appointed Mrs. Manisha Gupta, Company Secretary in whole time practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consents for such appointment.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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 and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.bervin.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

11. Members are requested:

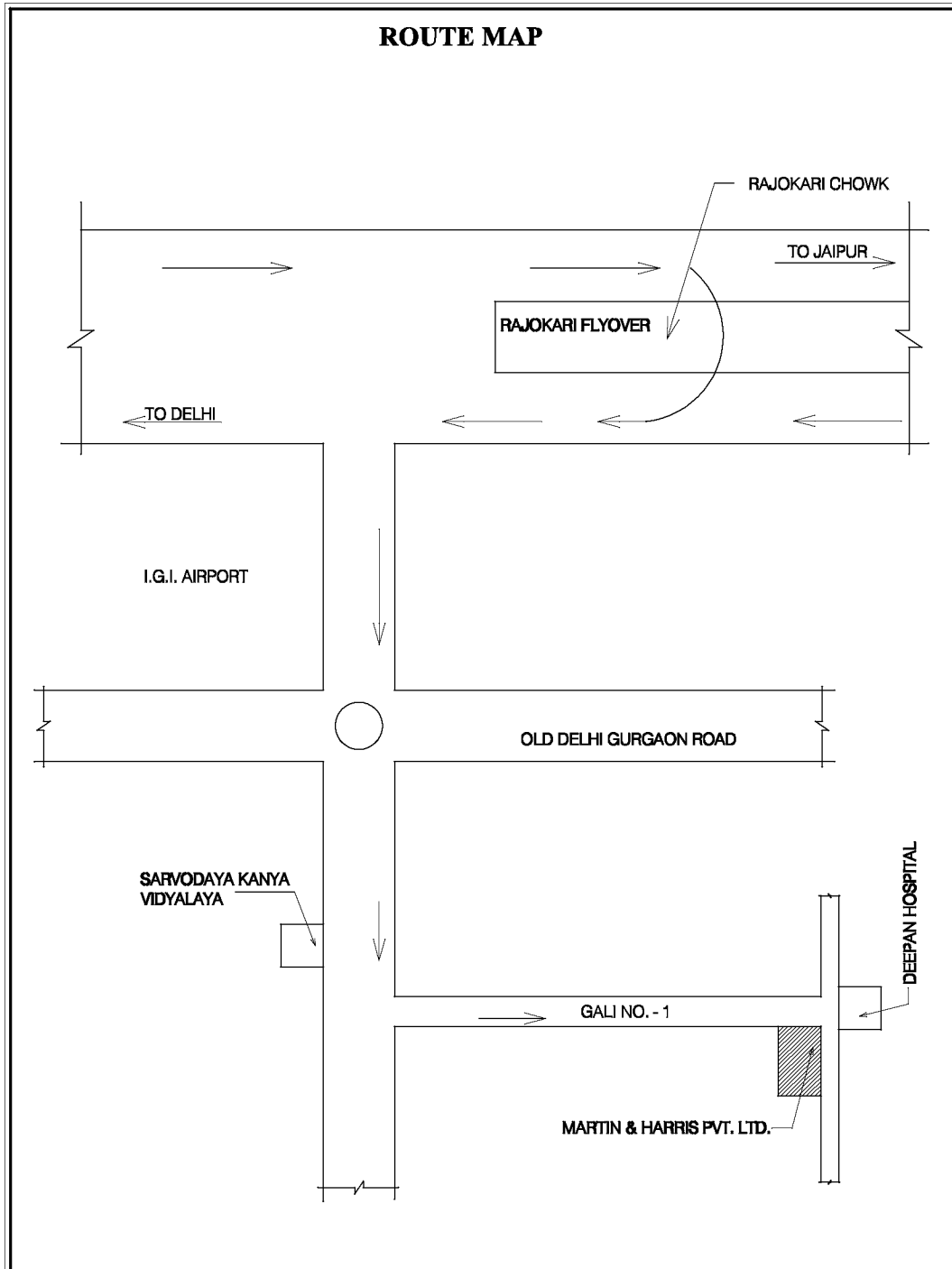
- (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
- (b) To quote their Folio No./DP ID - Client ID and e-mail ID in all correspondence; and
- (c) To please note that **no gift/gift coupon/refreshment coupon** will be distributed at the meeting.

By Order of the Board
for **BERVIN INVESTMENT AND LEASING LIMITED**

Place: New Delhi

Date: April 27, 2015

Kalpana Umakanth
Secretary



LOCATION MAP OF MARTIN & HARRIS PVT. LTD.. AT
 KHASRA NO. - 81 OPPOSITE SARVODAYA KANYA
 VIDYALAYA, KAPASHERA, NEW DELHI, DELHI 110037

Drawing Title:		North:
LOCATION MAP		
Scale:	NTS	Date :
Drawn By:	C.M. SHARMA	Checked By:



ATTENDANCE SLIP

25th Annual General Meeting-Tuesday, 29th September, 2015 at 11.00 A.M.

DP- ID*		Name and Address of the Registered Shareholder/proxy
Client ID*/Folio No.		
No. of shares held		

I/We certify that I/We am/are *registered shareholder*/proxy of the Company.

I/We hereby record my/our presence at 25th Annual General Meeting of the Company on **Tuesday, September 29th, 2015 at Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037.**

.....
Signature

NOTE: Please complete this and hand it over at the entrance of the hall.

*Applicable for shares held in electronic form.

No Gift/Gift Coupon/Refreshment Coupon will be distributed at the meeting.

PROXY FORM

25th Annual General Meeting-Tuesday, 29th September, 2015 at 11.00 A.M.

Name of the member(s):		e-mail Id:	
Registered address:		Folio No./Client Id*:	
		DP Id*:	

I/We being the member(s) holding shares hereby appoint:

1. Name.....Address.....e-mail id.....or failing him;
2. Name.....Address.....e-mail id.....or failing him;
3. 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 **25th Annual General Meeting (AGM)** of the company, to be held on **Tuesday, the 29th September, 2015 at 11.00 A.M. at Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037** and at any adjournment thereof in respect of such resolutions as are indicated below.

Resl. No.	Resolution	For#	Against#
1.	Adoption of Financial Statements for the year ended 31 st March, 2015		
2.	Appointment of Statutory Auditors and to fix their remuneration		

*Applicable for shares held in electronic form.

SIGNED thisday of, 2015

.....
Signature

Affix Re.1
revenue
stamp

.....
Signature of Proxy holder(s)



(To be printed at the back of the Proxy Form)

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the meeting.**
- (2) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- (4) This is only optional. Please put 'X' or '√' in the appropriate column against the resolutions indicated in the Box. If you leave 'For/ or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems appropriate.**
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so desire.**
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be mentioned.**



BERVIN INVESTMENT & LEASING LIMITED

607, ROHIT HOUSE, 3, TOLSTOY MARG, NEW DELHI-110001
CIN : L65993DL1990PLC039397

DIRECTOR'S REPORT

The Members,
BERVIN INVESTMENT & LEASING LIMITED

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company

The Board's Report shall be prepared based on the stand alone financial statements of the company.

Particulars	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Gross Income	15,09,813	5,10,200
Profit / (Loss) Before Interest and Depreciation	10,53,049	(-) 33,92,005
Finance Charges	997	509
Gross Profit	10,52,052	(-) 33,92,514
Provision for Depreciation	387	444
Net Profit Before Tax	10,51,665	(-) 33,92,958
Provision for Tax	(-) 1,39,676	0
Net Profit After Tax/Deficit	911,989	(-) 33,92,958
Adjustment for Investments market value	(-) 43,37,750	(-) 63,53,711
Balance of Profit brought forward	(-) 4,17,40,983	(-)3,19,94,314
Balance available for appropriation	0	0
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to General Reserve	0	0
Surplus carried to Balance Sheet	(-) 4,51,66,744	(-) 4,17,40,983

2. SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2015 stood at Rs 5,89,81,000/- (Rupees Five crore Eighty Nine Lakhs and Eighty One Thousand Only/-). During the year under review the Company has not issued any fresh share capital.

(a) BUY BACK OF SECURITIES

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



(b) SWEAT EQUITY

The company has not issued any sweat equity shares during the year under review.

(c) BONUS SHARES

No Bonus shares were issued during the year under review.

(d) EMPLOYEE STOCK OPTION PLAN

The Company has not provided any stock scheme to the employee.

3. DIVIDEND

No Dividend was declared for the current Financial Year due to insufficient profit.

4. RESERVES:

During the year under review no amount was transferred to any reserves.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provision of section 205C of the Companies Act, 1956 do not apply as the Company has not declared any dividend in the past.

6. CHANGE IN THE NATURE OF BUSINESS:

There is No Change in nature of Business as compared to last financial year.

7. CHANGE IN THE NAME AND REGISTERED OFFICE OF THE COMPANY:

There is no change in the Name of the Company and Registered Office Address of the Company.

8. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION:

There are no material changes and commitments, affecting the financial position of the company which has occurred between the end of the financial year i.e. March 31st, 2015 and the date of the Directors' report.

9. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

10. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company has no subsidiaries, joint ventures and associate companies.

11. DEPOSITS

The company has neither accepted nor renewed any deposits during the financial year under review.

12. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OF DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORT:

The Auditors' Report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report issued by Mrs. Manisha Gupta, Practising Company Secretary have the following qualification, reservation or adverse remark:

1. The Company has not appointed Managing Director and Chief Financial Officer in accordance of the requirement of Section 203 of Companies act, 2013 read with Rule 8 of Companies (Appointment and remuneration of managerial personnel) Rules, 2014.

13. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meeting of the Board and its powers) Rule, 2014 is not applicable to the Company. The Audit Committee continued working under Chairmanship of Mr. A. C. Rekhi with Mr. S. K. Murgai as co-members. During the year, the sub-committee met on seven occasions with full attendance of all the members.

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at Board Meetings held or						
		28/04/2014	18/06/2014	28/07/2014	26/08/2014	19/09/2014	28/10/2014	24/01/2015
Mr. A. C. Rekhi*	Independence N.E.D	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. S. K. Murgai	Independence N.E.D	Yes	Yes	Yes	Yes	Yes	Yes	Yes

14. STATUTORY AUDITORS

M/s Krishan K Gupta & Co., Chartered Accountants, as appointed as statutory auditors of the Company for a period of one year in the Annual General Meeting held on 30.09.2014 their continuance of appointment. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013

15. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No. MGT- 9 pursuant to the provisions of the section 92 read with Rule 12 of the Companies (Management and Administration) Rule, 2014 is furnished in **Annexure-“I”** and attached to the report.



16. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Since the Company has no manufacturing activity, directors are not required to report on “Conservation of Energy”, “Research and Development” and “Technology Absorption”.

Further, there was no Foreign Exchange earnings and outgo during the year under review.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. V. K. Berlia, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

18. NO. OF BOARD MEETINGS:

Pursuant to Section 173 (1) of the Companies Act, 2013, Seven meetings of Board of Directors were held in the year ended 31st March, 2015.

28-04-2014	26-08-2014	24-01-2015
18-06-2014	19-09-2014	
28-07-2014	28-10-2014	

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any contracts/arrangements with the Related Parties for the year under review. Thus the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel.

21. RISK MANAGEMENT POLICY, INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The company does not have any risk management policy in place, however there is generally an adequate internal control procedure commensurate with the size of the company and nature of the Business. Further no element of risk was identified which in the opinion of the Board may threaten the existence of the Company.

22. Board Evaluation

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations



- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

23. DECLARATION OF INDEPENDENT DIRECTORS:

A declaration by Independent Directors that they met the criteria of independence as provided in sub section (6) of section 149 of the companies Act, 2013 have been provided by directors.

24. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any corporate Social Responsibility initiatives as the said provisions are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had 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 as at March 31st, 2015 and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. DISCLOSURE ABOUT COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.



26. LISTING WITH STOCK EXCHANGES:

The shares of the company are listed at
Delhi Stock Exchange Limited, DSE House, 3/1, Asaf Ali Road, New Delhi-110002.
and
Bombay Stock Exchange Ltd. , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.

The Annual Listing fee is being paid.

27. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has not adopted a policy for prevention of Sexual Harassment of Women at workplace and has not set up Committee for implementation of said policy as there are no employees in the company during the year.

28. CORPORATE GEVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed with the report.

29. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their sincere thanks to all for their continued support extended your companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on you company.

**FOR ON BEHALF OF BOARD OF DIRECTORS
BERVIN INVESTMENT & LEASING LIMITED**

V. K. BERLIA

S. K. MURGAI

**Director
(DIN : 00196774)**

**Director
(DIN : 00040348)**

PLACE : NEW DELHI

DATE : APRIL 27, 2015



ANNEXURE INDEX

<u>Annexure</u>	Content
I.	Annual Return Extracts in MGT 9
II.	AOC-1
III.	MR-3 Secretarial Audit Report
IV.	Corporate Governance Certificate



Annexure I

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993DL1990PLC039397
2.	Registration Date	02/03/1990
3.	Name of the Company	BERVIN INVESTMENT & LEASING LIMITED
4.	Category/Sub-category of the Company	Company Having Share Capital
5.	Address of the Registered office & contact details	607, Rohit House, 3, Tolstoy Marg New Delhi-110001
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	RCMC Share Registry Pvt. Ltd. B-106, Sector-2, Noida-201301 Mr. Rakesh Adhana-Senior Manager Tel.: 0120-4015800, 2444346

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment and Leasing		100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% of shares held
1	Waivin India Limited	L25209TN1964PLC005274	Associates	24.85%
2				
3				

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1316610	1018290	2343900	39.74	1316610	1018290	2343900	39.74	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	1990700	1990700	33.75	-	1990700	1990700	33.75	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	1316610	3017990	4334600	73.49	1316610	3017990	4334600	73.49	-
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs/Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter A= (A)(1)+(A)(2)	1316610	3017990	4334600	73.49	1316610	3017990	4334600	73.49	NIL
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	596849	3000	599849	10.17	587494	3000	590494	10.01	0.16
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-

b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	258238	365400	623638	10.57	286381	349300	635681	10.78	0.21
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	292587	22300	314877	5.34	292577	22300	314877	5.34	-
c) Others (specify)	2726	-	2726	0.05	2648	-	2648	0.04	0.01
Non Resident Indians	6200	16200	22400	0.38	5600	14200	19800	0.34	0.04
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1156600	406900	1563500	26.51	1174700	388800	1563500	26.51	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1156600	406900	1563500	26.51	1174700	388800	1563500	26.51	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2473210	3424890	5898100	100.00	2491310	3406790	5898100	100.00	

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Aditya Berlia	500	0.01	-	500	0.01	-	NIL
2	Mr. AC Rekhi, Mrs. Kushum A. Rekhi	2000	0.03	-	2000	0.03	-	NIL
3	Chang Investchem Pvt. Ltd.	1430700	24.26	-	1430700	24.26	-	NIL
4	Mr. K. L. Bansal	1	0.00	-	1	0.00	-	NIL
5	Ms. Neha Berlia	250	0.00	-	250	0.00	-	NIL
6	Neha Vijay Kumar Berlia, Sushma Berlia	909450	15.42	-	909450	15.42	-	NIL
7	Mr. Nishant Berlia	250	0.00	-	250	0.00	-	NIL
8	Satwin Estates & Properties Pvt. Ltd.	560000	9.49	-	560000	9.49	-	NIL
9	Mr. Styra Narayan Berlia	48038	0.81	-	48038	0.81	-	NIL
10	Mr. Styra Paul	43401	0.74	-	43401	0.74	-	NIL

11	Mr. Styra Paul	21400	0.36	-	21400	0.36	-	NIL
12	Sudha S Berlia	2000	0.03	-	2000	0.03	-	NIL
13	Sushma Berlia	1316610	22.32	-	1316610	22.32	-	NIL
	Total	4334600	73.49	NIL	4334600	73.49	NIL	NIL

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

There was no change in promoters' shareholding during the year.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Martin & Harris Laboratories Ltd.	580000	9.834			580000	9.834
2	Sunil Lamba	100000	1.695			100000	1.695
3	P L Lamba	76400	1.295			76400	1.295
4	Trupti Merchant	50000	0.848			50000	0.848
5	Hitesh Ramji Javeri	44741	0.759			44741	0.759
6	Santosh Kumar Jain	20000	0.339			20000	0.339
7	Ram Gopal Ramgarhia HUF	12246	0.208	10	0.001	12236	0.207
8	Satyanarayan Kabra	11500	0.195			11500	0.195
9	Jayantilal Ghaghada	10000	0.170			10000	0.170
10	Prakash M Bhansali	10000	0.170			10000	0.170

E) Shareholding of Directors :

SN	Name of Directors	Shareholding at the beginning of the year		Change during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. AC Rekhi, Mrs. Kushum A. Rekhi	2000	0.03	NIL	NIL	2000	0.03

V. INDEBTEDNESS –

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	2,00,00,000	NIL	2,00,00,000
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	2,00,00,000	NIL	2,00,00,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

- No remuneration is paid during 2014-15



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			No Such Penalty was imposed on the company during 2014-15		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			No Such Penalty was imposed on the Directors during 2014-15		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			No Such Penalty was imposed on Other Officers during 2014-15		
Punishment					
Compounding					

**FOR ON BEHALF OF BOARD OF DIRECTORS
BERVIN INVESTMENT & LEASING LIMITED**

**V. K. BERLIA
Director
(DIN : 00196774)**

**S. K. MURGAI
Director
(DIN : 00040348)**

PLACE : NEW DELHI

DATE : APRIL 27, 2015

Annexure-II

Annexure B

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary		
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period		
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		
4.	Share capital		
5.	Reserves & surplus		
6.	Total assets		
7.	Total Liabilities		
8.	Investments		
9.	Turnover		
10.	Profit before taxation		
11.	Provision for taxation		
12.	Profit after taxation		
13.	Proposed Dividend		
14.	% of shareholding		

Part "B": Associates and Joint Ventures

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

Name of associates/Joint Venture			
1. Latest audited Balance Sheet Date	31/03/2015		
2. Shares of Associate/Joint Ventures held by the company on the year end			
No. of Equity Shares	12,42,500		
Amount of Investment in Associates/Joint Venture	1,20,28,045		
Extend of Holding%	24.85%		
3. Description of how there is significant influence			
	By holding More than		



	20% of the total paid up share capital of the Waivin India Limited.		
4. Reason whythe associate/joint venture is not consolidated	As per Section 129 of Companies Act, 2013 readwith third proviso to Rule 6 of Companies (Accounts) Rules, 2014		
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NIL		
6. Profit/Loss for the year			
i. Considered in Consolidation	-		
ii. Not Considered in Consolidation	(-)50,870		

**FOR ON BEHALF OF BOARD OF DIRECTORS
BERVIN INVESTMENT & LEASING LIMITED**

V K. Berlia
Director
(DIN : 00196774)

S. K. Murga
Director
(DIN : 00040348)

PLACE NEW DELHI

DATE :APRIL 27, 2015



Annexure III
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

To,
The Members,
Bervin Investment & Leasing Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bervin Investment & Leasing Limited**. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Bervin Investment & Leasing Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 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/we have examined the books, papers, minute books, forms and returns filed and other records maintained by **Bervin Investment & Leasing Limited** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (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 thereunder 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) **NIL** (Mention the other laws as may be applicable specifically to the company)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Delhi Stock Exchange;

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

2. The Company has not appointed Managing Director and Chief Financial Officer in accordance of the requirement of Section 203 of Companies act, 2013 read with Rule 8 of Companies (Appointment and remuneration of managerial personnel) Rules, 2014.

Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that 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.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

I further report that during the audit period the company has entered into transactions as given under which form part of this report.



1. The Company has appointed Kalpana Umakanth as Women Director in compliance with the provisions of Section 149 of Companies Act, 2013.
2. The Company has appointed Kalpana Umakanth as Company Secretary in compliance with provisions of Section 203 of Companies act, 2013 read with Rule 8 of Companies (Appointment and remuneration of managerial personnel) Rules, 2014.

(Give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For Manisha Gupta & Associates

Mrs. Manisha Gupta
Practicing Company Secretary
M. NO. FCS 6378
C.P. No. 6808

Place : New Delhi
Date : April 27, 2015

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



'ANNEXURE IV'

To,
The Members,
Bervin Investment & Leasing Limited
607, Rohit House, 3, Tolstoy Marg,
New Delhi-110001

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

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

For Manisha Gupta & Associates

Mrs. Manisha Gupta
Practicing Company Secretary
M. NO. FCS 6378
C.P. No. 6808

Date : April 27, 2015
Place : New Delhi



AUDITORS CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members,
Bervin Investment and Leasing Ltd.

We have examined the compliance of conditions of Corporate Governance by Bervin Investment and Leasing Ltd. for the financial years ended March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

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

For Krishan K. Gupta & Associates.
Chartered Accountants
(Registration No. 000009N)

(K.K.Gupta)
Prop.
Membership No. 8311

Date : New Delhi
Place : April 27, 2015



INDEPENDENT AUDITOR'S REPORT

To
The Members of
BERVIN INVESTMENT & LEASING LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of **BERVIN INVESTMENT & LEASING LIMITED** ("the **Company**"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India.. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act read with the General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India; and
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

(K.K. GUPTA)

Prop.

M. No. 8311

For and on behalf of

KRISHAN K. GUPTA & CO.

Chartered Accountants

FRN: 000009N

Place: New Delhi

Dated: April 27, 2015



ANNEXURE TO AUDITORS' REPORT

The Annexure referred to in our report to the members of **Bervin Investment & Leasing Limited** (the '**Company**') for the year ended on March 31, 2015. We report that;

1. In respect of its fixed assets:

- a. The company has maintained proper records, showing full particulars including quantitative details and situation of fixed assets in the basis of available information.
- b. As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.

2. In respect of its inventories:

The company does not have any inventory and as such clauses 2(a), 2(b) & 2(c) of the Order are not applicable to the company.

3. In respect of loans, secured or unsecured, granted to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013:

- a. The company has not granted any loans, hence the applicability for maintaining the register under section 189 of the Companies Act, 2013 not arises and as such sub clauses 3(a) & 3(b) of the order are not applicable to the company.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any major weakness in internal controls.

5. The company has not accepted any deposits from the public hence, the question of compliance of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under does not arise.

6. The Central Government has not prescribed maintenance of Cost Records under Sections 148(1) of the Companies Act, 2013 in respect of activities of the company.

7. In respect of statutory dues:

- a. According to the information and explanation given to us, no undisputed dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax,



duty of customs, duty of excise, value added tax, cess and other statutory dues with appropriate authorities were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.

- b. According to the information and explanation given to us, there are no disputes in the dues of income tax or value added tax or wealth tax or service tax or duty of customs or duty of excise or cess during the period under report.
 - c. There are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the companies Act, 1956 (1 of 1956) and rules made there under.
8. The company has been registered for a period not less than 5 Years and there are no accumulated losses at the end of the financial year which are not less than 50% of its net worth and the company has not incurred any cash losses during the financial year covered by our audit or in the immediate preceding financial year.
9. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
10. The company has not given any guarantees for loans taken by others from banks or financial institutions which are prejudicial to the interest of the company.
11. The company has not received any term loan during the year and accordingly the provisions of clause-11 of the Order is not applicable.
12. In our opinion and according to the information and explanation and given to us, no fraud on or by the company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

(K.K. GUPTA)

Prop.

M. No. 8311

For and on behalf of

KRISHAN K. GUPTA & CO.

Chartered Accountants

FRN: 000009N



BERVIN INVESTMENT & LEASING LTD., NEW DELHI

Balance Sheet as at March 31, 2015

	NOTE	31st March 2015 Rs.		31st March 2014 Rs.
<u>EQUITY & LIABILITIES</u>				
<u>SHAREHOLDERS' FUNDS</u>				
Share Capital	1	58,981,000		58,981,000
Reserve and Surplus	2	31,907,787	{-}	28,482,026
<u>NON CURRENT LIABILITIES</u>				
Other Long Term Liabilities	3	84,994		84,994
<u>CURRENT LIABILITIES</u>				
Short Term Borrowings	4	20,000,000		20,000,000
Short Term Provisions		181,087		56,040
TOTAL		47,339,294		50,640,008
<u>ASSETS</u>				
<u>NON CURRENT ASSETS</u>				
<u>Fixed Assets</u>				
Gross Block	5	121,139		121,139
Less: Depreciation		89,482	{-}	89,095
NET BLOCK		31,657		32,044
<u>NON CURRENT INVESTMENTS</u>				
	6	45,187,462		40,159,783
<u>NON CURRENT ASSETS</u>				
Long Term Loans & Advances	7	116,800		116,800
<u>CURRENT ASSETS</u>				
Cash and Bank Balances	8	807,571		9,324,197
Short Term Loans and Advances		1,195,804		1,007,184
TOTAL		47,339,294		50,640,008
Significant Accounting Policies and Notes to Accounts				
	12			

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

The Schedules referred to above form an integral part of the Balance Sheet

(K.K. GUPTA)
Prop. (M.No. 8311)
For and on behalf of
KRISHAN K. GUPTA & CO.
Chartered Accountants
(FRN: 000009N)

For and on behalf of the Board of Directors

S.K. MURGAI
Director

A.C. REKHI
Director

Place: New Delhi

Dated: April 27, 2015

KALPANA UMAKANTH
Secretary & Director



BERVIN INVESTMENT & LEASING LTD., NEW DELHI

Statement of Profit & Loss for the year ending March 31, 2015

	NOTE	31st March 2015 Rs.	31st March 2014 Rs.
INCOME			
Other Income	9	1,509,813	510,200
TOTAL		1,509,813	510,200
EXPENDITURE			
Administrative & Other Expenses	10	456,764	460,975
Financial Expenses	11	997	509
Loss in Trading of Derivatives		---	3,441,230
Depreciation	4	387	444
TOTAL		458,148	3,903,158
Profit / {Loss} before Taxation		1,051,665	{-} 3,392,958
Provision for Taxation	{-}	139,676	---
Profit / {Loss} after Taxation		911,989	{-} 3,392,958
Balance Brought Forward from Previous Year	{-}	41,740,983	{-} 31,994,314
	{-}	40,828,994	{-} 35,387,272
Adjustment on account of diminution in the value of Investments	{-}	4,337,750	{-} 6,353,711
Balance Carried Over to Reserves & Surplus	{-}	45,166,744	{-} 41,740,983
Basic & Diluted Profit per share {Face Value ` 10- per share}		0.15	Nil

Significant Accounting Policies and Notes to Accounts 12

This is the Statement of Profit & Loss referred to in our report of even date

The Schedules referred to above form an integral part of the Statement of Profit & Loss

(K.K. GUPTA)
Prop. (M.No. 3811)
For and on behalf of
KRISHAN K. GUPTA & CO.
Chartered Accountants
(FRN: 000009N)

For and on behalf of the Board of Directors

Place: New Delhi

S.K. MURGAI
Director

A.C. REKHI
Director

Dated: April 27, 2015

KALPANA UMAKANTH
Secretary & Director



BERVIN INVESTMENT & LEASING LTD., NEW DELHI

NOTES

Notes 1 to 12 annexed to and forming part of the accounts.

**31st March
2015
Rs.**

**31st March
2014
Rs.**

NOTE 1 - SHARE CAPITAL

AUTHORISED CAPITAL

6500000 Equity Shares of Rs.10/- each

65,000,000
65,000,000

65,000,000
65,000,000

ISSUED, SUBSCRIBED AND PAID UP

5898100 Equity Shares of Rs.10/- each fully paid up

58,981,000
58,981,000

58,981,000
58,981,000

i. The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- each. Each Holder of equity share is entitled to vote.

ii. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period.

Particulars	Opening Balance	Closing Balance
<u>Equity Shares with voting rights</u>		
<u>Year ended March 31, 2015</u>		
Number of shares	5898100	5898100
Amount in Rs.	58,981,000	58,981,000
<u>Year ended March 31, 2014</u>		
Number of shares	5898100	5898100
Amount in Rs.	58,981,000	58,981,000

iii. There are no rights, preferences and restrictions attached to any share.

iv. Details of shares held by each shareholder holding more than 5% shares

Class of Shares / Name of shareholder	March 31, 2015	March 31, 2014
<u>Equity Shares with voting rights</u>		
Chang Investchem Pvt. Ltd.	1430700	1430700
Ms. Neha Vijay Kumar Berlia	909450	909450
Satwin Estates & Properties Pvt. Ltd.	560000	560000
Mrs. Sushma Berlia	1316610	1316610
Martin & Harris Laboratories Pvt. Ltd.	580000	580000

NOTE 2 - RESERVES AND SURPLUS

A. GENERAL RESERVE

Balance as per Last year

13,258,957

13,258,957

B. PROFIT & LOSS ACCOUNT

Profit & Loss Account

{-} 45,166,744
{-} 31,907,787

{-} 41,740,983
{-} 28,482,026



	31st March 2015 Rs.	31st March 2014 Rs.
<u>NOTE 3 - NON CURRENT LIABILITIES</u>		
<u>OTHER LONG TERM LIABILITIES</u>		
Lease Margin	83,894	83,894
Others	1,100	1,100
	84,994	84,994
<u>NOTE 4 - CURRENT LIABILITIES</u>		
<u>SHORT TERM BORROWINGS</u>		
Unsecured Loans - Others	20,000,000	20,000,000
	20,000,000	20,000,000
<u>SHORT TERM PROVISIONS</u>		
Liability for Expenses	37,798	56,040
Provision for Taxation	139,676	---
Tax Deducted at Source	3,613	---
	181,087	56,040
<u>NOTE 6 - NON CURRENT INVESTMENTS (At Cost)</u>		
<u>Quoted - Non Trade</u>		
1000 Fully paid Equity Shares of Scindia Steam Navigation Ltd.	14,100	14,100
1242500 Fully paid Equity Shares of Wavin India Ltd.	12,028,045	12,028,045
682970 Fully paid Equity Shares of NRC Ltd.	12,648,915	12,648,915
242500 Fully paid Equity Shares of India Glycols Ltd.	66,251,184	66,251,184
300000 Fully paid Equity Shares of Jenson & Nicholson India Ltd.	2,678,686	2,678,686
2800 Fully paid Equity Shares of Reliance Industries Ltd.	3,114,293	3,114,293
13300 Fully paid Equity Shares of CIPLA Ltd.	9,365,429	---
	106,100,652	96,735,223
<u>Non-Quoted - Non Trade</u>		
41911 Fully paid Equity Shares of Pesticides & Breweries Ltd.	171,833	171,833
1000 Fully paid Equity Shares of Shetty Finance & Investment Ltd.	10,100	10,100
	106,282,585	96,917,156
Less: Adjustment on account of diminution in the value of Investments	{-} 61,095,123	{-} 56,757,373
	45,187,462	40,159,783
<u>NOTE 7 - LONG TERM LOANS & ADVANCES</u>		
<u>SECURITY DEPOSITS</u>		
Security Deposits	116,800	116,800
	116,800	116,800
<u>NOTE 8 - CURRENT ASSETS</u>		
<u>CASH & BANK BALANCES</u>		
Cash in Hand	7,754	8,250
With Scheduled Banks in Current Account	794,817	9,310,947
Fixed Deposit with ING Vyasya Bank	5,000	5,000
	807,571	9,324,197
<u>SHORT TERM LOANS & ADVANCES</u>		
(Unsecured, Considered Good for Recovery by the Management)		
<u>Balance with Revenue Authorities</u>		
Income Tax Recoverable	1,195,804	1,007,184
	1,195,804	1,007,184



BERVIN INVESTMENT & LEASING LTD., NEW DELHI

NOTE 4 - OF FIXED ASSETS AS AT MARCH 31, 2015

Particulars	Cost as on 01-04-2014	Addition during the year	Cost as on 31-03-2014	Depreciation upto 31-03-2014	Depreciation for the year 31-03-2015	Depreciation upto 31-03-2015	W.D.V. as on 31-03-2015	W.D.V. as on 31-03-2014
<u>Tangible Assets</u>								
Computer	76,160	---	76,160	74,752	211	74,963	1,197	1,656
Furniture & Fixtures	16,104	---	16,104	14,343	176	14,519	1,585	1,957
Office Premises	28,875	---	28,875	---	---	---	28,875	28,875
TOTAL	121,139	---	121,139	89,095	387	89,482	31,657	32,488



	31st March 2015 Rs.	31st March 2014 Rs.
<u>NOTE 9 - OTHER INCOME</u>		
Dividend	318,650	510,200
Gain on Sale of Investments	1,191,163	---
	<u>1,509,813</u>	<u>510,200</u>
<u>NOTE 10 - ADMINISTRATIVE & OTHER EXPENSES</u>		
Printing & Stationery	16,773	19,256
Communication Expenses	8,070	11,203
Directors' Meeting Fee	4,000	18,000
Demat Charges	16,151	23,112
General Charges	300	---
<u>Payment to Auditors'</u>		
Audit Fee	22,472	22,472
Taxation Matters	<u>11,236</u>	11,236
Listing Fee	162,922	73,034
Filing Fee	16,995	12,670
Advertisement	125,900	118,986
Legal & Professional Charges	71,945	151,006
	<u>456,764</u>	<u>460,975</u>
<u>NOTE 11 - FINANCIAL EXPENSES</u>		
Bank Charges & Interest	997	509
	<u>997</u>	<u>509</u>



BERVIN INVESTMENT & LEASING LTD., NEW DELHI

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	31st March 2015 Rs.		31st March 2014 Rs.
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	1,051,665	{-}	3,392,958
	Net Profit before Tax and Extraordinary Items		
	Adjusted for :		
	387		444
	---		---
	---		---
	318,650	{-}	510,200
	---		---
	<u>733,402</u>	{-}	<u>3,902,714</u>
	Operating Profit before working capital changes		
	Adjusted for :		
	188,620		11,507,741
	125,047	{-}	24,196,680
	<u>63,573</u>	{-}	<u>12,688,939</u>
	(Increase)/Decrease in Net Current Assets		
	669,829	{-}	16,591,653
	139,676	{-}	---
	---		---
	530,153	{-}	16,591,653
	4,337,750	{-}	6,353,711
	<u>3,807,597</u>	{-}	<u>22,945,364</u>
	Net Cash from operating activities		
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	5,027,679		31,476,232
	---		---
	---		---
	---		---
	---		---
	318,650		510,200
	<u>4,709,029</u>		<u>31,986,432</u>
	Net Cash used in Investing Activities		
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	---		---
	---		---
	---		---
	---		---
	---		---
	---		---
	---		---
	<u>---</u>		<u>---</u>
	Net Cash from Financing Activities		



Net Increase/(Decrease) in cash and Cash Equivalent (A-B-C)	{-}	8,516,626	9,041,068
Cash and Cash equivalent at the beginning of the year		9,324,197	283,129
Cash and Cash equivalent at the close of the year		<u>807,571</u>	<u>9,324,197</u>

For and on behalf of the Board of Directors

S.K. MURGAI
Director

A.C. REKHI
Director

KALPANA UMAKANTH
Secretary & Director

AUDITORS' CERTIFICATE

We have verified the attached Cash Flow Statement of **BERVIN INVESTMENT & LEASING LIMITED, NEW DELHI** derived from the audited financial statements and the books of account maintained by the company for the year ended March 31, 2015 and March 31, 2014 and found the same to be in accordance therewith and also with the requirements of Clause 32 of listing agreements with Stock Exchange.

(K.K. GUPTA)
Prop. (M.No. 3811)
FRN - 000009N
For and on behalf of
KRISHAN K. GUPTA & CO.
Chartered Accountants

Place: New Delhi

Dated: April 27, 2015



BERVIN INVESTMENT & LEASING LIMITED, NEW DELHI

NOTE 12 – SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

A. ACCOUNTING POLICIES

1. GENERAL

1.1 The accounts have been prepared on the basis of “HISTORICAL COST CONVENTION” in accordance with the generally accepted accounting policies.

1.2 The company follows “ACCRUAL METHOD” of accounting, except where otherwise stated.

2. REVENUE RECOGNITION

Income has been recognized on “ACCRUAL BASIS”.

3. FIXED ASSETS

Fixed Assets in the Balance Sheet are stated at cost, including direct and indirect expenses incurred in connection therewith, less accumulated depreciation provided on W.D.V. method, as per Income Tax Act, 1961.

4. INVESTMENTS

4.1 Long Term Investments are stated at cost after deducting provision for diminution in market value as at March 31, 2015 (subject to revision), in cases where the fall in market value has been considered by the management of permanent nature.

4.2 Investment of the company indicates subscription / investment towards capital of industrial enterprises in India and accordingly in the opinion of the Board of Directors the investment of the company in the shares of other companies is covered by Section 372A(B) of the Companies Act, 1956.

5. INVENTORIES

The company does not have any inventory or stock in trade at the close of the accounting year.

6. CONTINGENT LIABILITIES

Liabilities, though contingent, are provided for if there are reasonable prospects of such liabilities maturing. Other contingent liabilities, barring frivolous claims, not acknowledged as debts, are disclosed by way of notes on accounts.

7. PRIOR PERIOD ADJUSTMENTS, EXTRAORDINARY ITEMS AND CHANGES IN ACCOUNTING POLICY

Prior period adjustments, extra-ordinary items and changes in accounting policies having material impact on the financial affairs of the company, wherever considered necessary are disclosed.

B. NOTES TO ACCOUNT

8. NET CURRENT ASSETS VALUATION

In the opinion of the Board of Directors, the Current Assets, Loans and Advances, are approximately of the value stated or realized, in the ordinary course of the business.



9. AMORTOZATION

No expenditure is treated at deferred revenue.

10. The provision for all liabilities is adequate and not in excess of the amount reasonably necessary. There is no contingent liability other than those stated in accounts.
11. Income Tax Assessments of the company have been completed upto A.Y. 2013-14. The company has filed appeal for A.Y. 1996-97 with the Hon'ble High Court of Mumbai, against the decision of appellate authorities. Adjustment on account of relief, if any granted by the Court of Law, will be made in the year, in which relief is granted.

12. RESERVE BANK DIRECTIVE

The company has not accepted any deposits from the public and hence provisions of Non-Banking Financial Companies (Reserve Bank) Directions 1977 are not applicable.

13. EARNING PER SHARE

The earnings considered in ascertaining the Company's Earning per Share (EPS) comprise the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS.

14. Provision for gratuity has not been made, as we have been informed by the management that the provisions of Payment of Gratuity Act are not applicable.

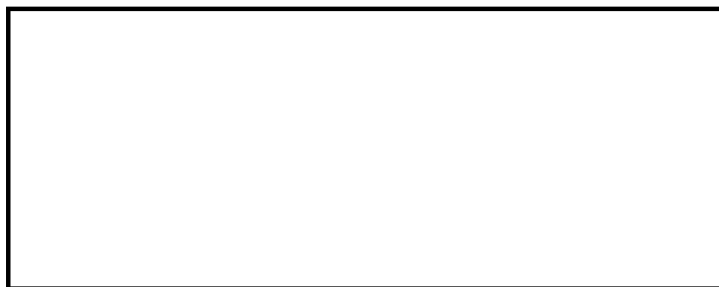
15. ADDITIONAL INFORMATION

Pursuant to the provisions of paragraph 4-C of Part – II of the Schedule VI of the Companies Act, 1956, it is not given as the company has not undertaken any manufacturing activities in the year or in the previous year and the same is not applicable.

16. Previous year figures have been regrouped, wherever necessary to make them comparable with this year.

17. TAXATION

Current Tax is determined in accordance with provisions of the Income Tax Act, 1961, as the amount of tax payable to the taxation authorities in respect of taxable income for the year.



If undelivered please return to :



BERVIN INVESTMENT & LEASING LTD.

607, ROHIT HOUSE, 3, TOLSTOY MARG, NEW DELHI - 110 001.

Equity Listing Agreement Clause 31

FORM A

Covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company	Bervin Investment & Leasing Limited
2	Annual financial statements for the year ended	31st March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	N.A.

Kalpana
Kalpana Umakanth
Secretary

K.K. Gupta
K.K. Gupta
Prop.
M.No. 8311
For and on behalf of
Krishan K. Gupta & Co.
Chartered Accountants
(FRN: 000009N)

S.K. Murgai
S. K. Murgai
Director

