

# VIRAT LEASING LIMITED

1, Crooked Lane, 3rd Floor, Room No. 324  
Kolkata - 700069

CIN " L65910WB1984PLC098684, Phone : (033) 2262 8782, E-mail : info@vll.co.in, Website : www.vll.co.in

Date: 03.09.2019

The Secretary,  
BSE Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/ Madam,

**Sub: Submission of Annual Report for the Financial Year 2018-19**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith a copy of Annual Report for the Financial Year 2018-19 along with the Notice of the 35th Annual General Meeting of the Company scheduled to be held at "Oswal Chambers", EITMA, 5th Floor, 2 Church Lane, Kolkata - 700 001, Friday, the 27th September, 2019 at 1.00 P.M.

This is for your information and records.

Thanking you.

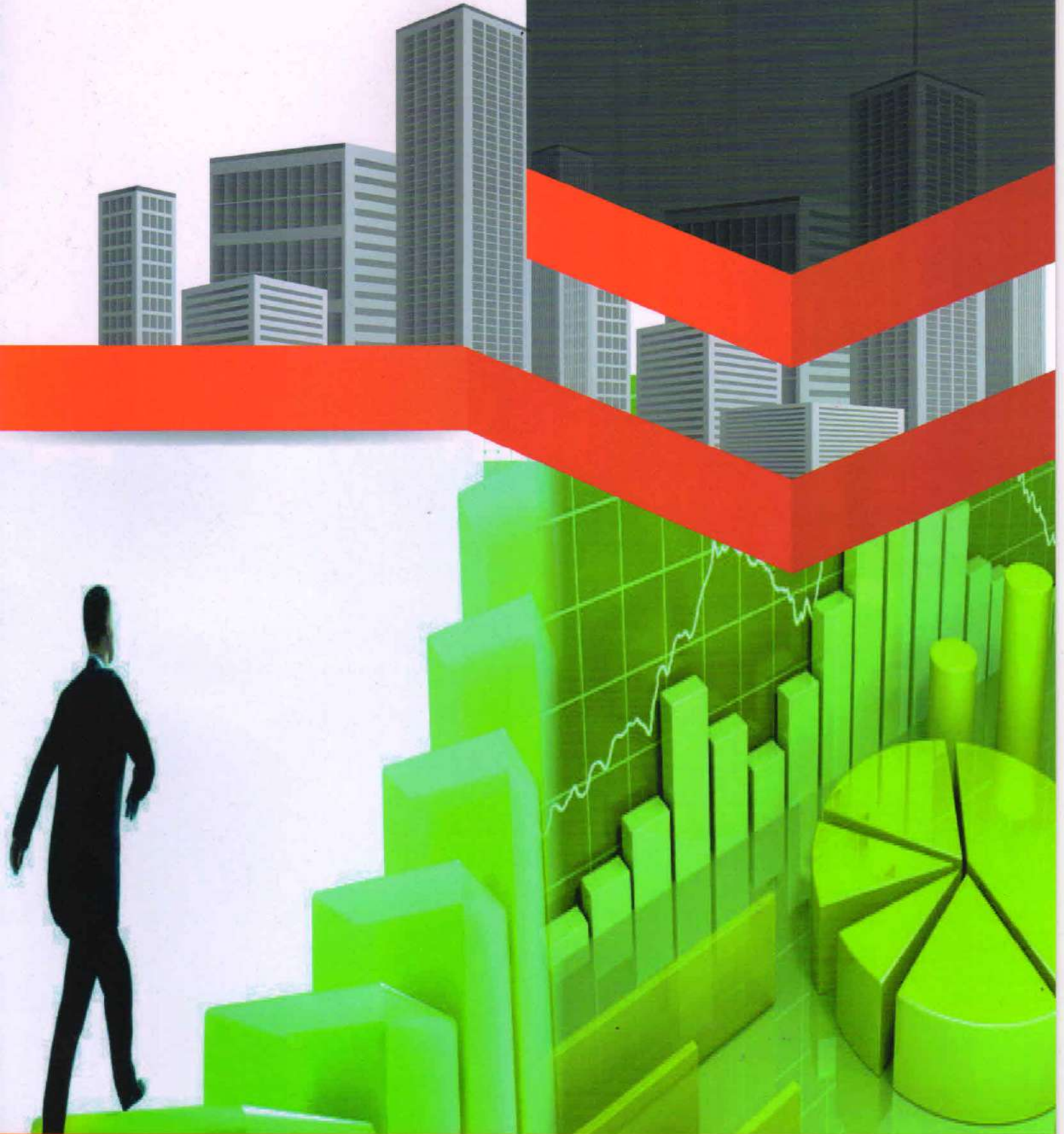
Yours faithfully,  
For Virat Leasing Limited

**Bhawna Gupta**  
Company Secretary

*Encl: As above*

*VLL*

ANNUAL REPORT |  
2018-19



**VIRAT LEASING LIMITED**



**BOARD OF DIRECTORS**

Mr. Rajeev Kothari	Managing Director
Mr. Pradeep Kumar Agarwal	Non-Executive Independent Director
Mr. Jitendra Kumar Goyal	Non-Executive Independent Director
Mrs. Veedhi Raja	Non-Executive Additional Women Independent Director

**COMPANY SECRETARY CUM  
COMPLIANCE OFFICER**

- ✚ CS Pooja Kalanouria  
(Resigned on 28.05.2019)
- ✚ CS Pooja Shaw (Appointed  
w.e.f. 29.05.2019 resigned  
w.e.f. 05.07.2019)
- ✚ CS Bhawna Gupta  
(Appointed w.e.f. 14.08.2019)

**CHIEF FINANCIAL OFFICER**

Mr. Manoj Biyani (Appointed w.e.f  
17th April,2019)

**BANKER**

ICICI Bank Limited  
Central Bank of India

**STATUTORY AUDITORS**

C. K. Chandak & Co.  
Chartered Accountants  
Old 31 (New 10), P.L. Som Street  
Near B.A. Mathwater Tank, Bhadrakali,  
Uttarpara, Hooghly-712232, West Bengal

**REGISTERED OFFICE**

(w.e.f.14/04/2018)  
1, Crooked Lane 3rd Floor,  
Room No-324  
Kolkata -700069  
Tel : 91 33 2262-8782  
E-mail: info@vll.co.in  
Website: www.vll.co.in

**Audit committee**

- ✚ Mr. Pradeep Kumar Agarwal- Chairman  
Non-Executive Independent Director
- ✚ Ms Veedhi Raja- Non-Executive  
Independent Director  
(inducted as a new member w.e.f. 14.08.2018)
- ✚ Mr. Jitendra Kumar Goyal-Non-Executive  
Director
- ✚ Mr. Rajeev Kothari-Managing Director  
(ceased to be a member w.e.f 14.08.2018)

**Stakeholders Relationship Committee**

- ✚ Mr.Jitendra Kumar Goyal-Chairman  
Non-Executive Director
- ✚ Mr.Pradeep Kumar Agarwal-  
Non-Executive Independent Director
- ✚ Ms Veedhi Raja- Non-Executive  
Independent Director  
(inducted as a new member w.e.f. 30.05.2018)

**Nomination & Remuneration Committee**

- ✚ Mr.Pradeep Kumar Agarwal-Chairman  
Non-Executive Independent Director
- ✚ Mr.Jitendra Kumar Goyal-Non-Executive  
Director
- ✚ Ms Veedhi Raja- Non-Executive  
Independent Director  
(Inducted as a new member w.e.f. 30.05.2018)

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Report
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- ✚ Consolidated Financial Statement with Auditor's  
Report



**NOTICE OF THIRTY- FIFTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting (AGM) of the members of Virat Leasing Limited will be held at “Oswal Chambers”, EITMA, 5<sup>th</sup> Floor, 2 Church Lane, Kolkata – 700 001, on Friday, the 27<sup>th</sup> September, 2019 at 1.00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2019 along with Directors’ Report and Auditor’s Report thereon.
2. To appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: [00468744](#)), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To modify the terms of appointment of Statutory Auditors and fix their remuneration and in this respect, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Amendment) Act, 2017 effective from 7<sup>th</sup> May, 2018 and all other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force), the existing terms of appointment of M/s. C.K. Chandak & Co., Chartered Accountants (Firm Registration No. 326844E), Statutory Auditors of the Company be and is hereby modified to the extent that their appointment done in the last AGM of the Company shall not be subjected to ratification by the shareholders in the Annual General Meeting and they shall continue to be the Statutory Auditors of the Company for remaining duration of their terms of appointment without ratification at each AGM and the Board be and is hereby authorized to fix their remuneration, if any, to be paid to the Auditors in each of the financial years on the recommendation of the Audit Committee.”

**SPECIAL BUSINESS:**

4. **Re-appointment of Mr. Pradeep Kumar Agarwal (DIN- 00583450) as a Non-Executive Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149(10), 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Pradeep Kumar Agarwal (DIN- 00583450), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for second term of 5(five) consecutive years from the conclusion of 35<sup>th</sup> Annual General Meeting upto the conclusion of 40<sup>th</sup> Annual General Meeting of the Company, not liable to retire by rotation.



**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

5. **Re-appointment of Mr. Rajeev Kothari (DIN: 00147196), as Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 and the Article of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation of the Nomination & Remuneration Committee and the Board, consent of the Company be and is hereby accorded to the re-appointment of Mr. Rajeev Kothari (DIN: 00147196), designated as Managing Director of the Company for a period of 3 (three) years with effect from 30.07.2019.

**RESOLVED FURTHER THAT** Mr. Rajeev Kothari (DIN: 00147196) will not be liable to any remuneration during his term of re-appointment.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any committee of directors or to any director or to any employee of the Company to give effect to the aforesaid resolution."

**By Order of the Board**  
Virat Leasing Limited

**Registered Office:**

1 Crooked Lane, 3rd Floor, Room No-324,  
Kolkata-700 069  
CIN: L65910WB1984PLC098684  
Phone: 91 33 2262-8782

**Bhawna Gupta**  
Company Secretary

Date: 14<sup>th</sup> August, 2019

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy form is annexed to the notice. Proxies in order to be effective must be lodged with the Company's Registered Office at least 48 hours before the commencement of the Meeting.

In term of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. 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 proxy for any other person or Member.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the item of Special Business to be transacted at the meeting is annexed hereto.
3. The information as required to be provided in terms of Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") regarding the Directors who are proposed to be re-appointed is annexed.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 21<sup>st</sup> September, 2019 to 27<sup>th</sup> September, 2019 (both days inclusive).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN to the Company/ Niche Technologies Pvt Ltd, Registrar and Share Transfer Agent of the Company.
6. SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.
7. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically further.

10. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their folio number on the attendance slip for attending the AGM and hand over the duly filled attendance slip(s) at the entrance to the venue.
11. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
12. Members desirous of making a nomination in respect of their shareholding, as permitted by section 72 of the Companies Act, 2013, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.
13. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
14. Members/Proxies are requested to kindly take note of the following:
  - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
  - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting.
  - (iii) Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slip; and
  - (iv) In all correspondences with the Company and/or the R & T Agent, Folio No. must be quoted.
15. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
16. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Niche Technologies Pvt. Ltd.  
3A, Auckland Place  
7th Floor, Room No. 7A & 7B,  
Kolkata-700017  
Tel : (033) 2280 6616/6617/6618  
Fax : (033) 2280 6619  
Email: nichetechpl@nichetechpl.com
17. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporates to serve documents through electronic mode. In view of the above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.
18. Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.vll.co.in](http://www.vll.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical

form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@vll.co.in](mailto:info@vll.co.in)

19. Voting through electronic means

- I. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors have appointed Mr. Rajesh Ghorawat, Practicing Company Secretary (FCS: 7226), as the Scrutinizer for this purpose.
- II. The facility for voting through ballot paper shall be made available at the AGM. 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 24<sup>th</sup> September, 2019 (9:00 A.M. IST) and ends on 26<sup>th</sup> September, 2019 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter at 5.00 P.M. on 26<sup>th</sup> September, 2019. 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:

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

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

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

**Details of Step-1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

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

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

4. Your User ID details are given below:



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

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
- a) Click on "[Forgot User Details / Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.rgadvisory@gmail.com](mailto:cs.rgadvisory@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- V. 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 **20<sup>th</sup> September, 2019**. 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 polling paper.



- VI. 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. **20<sup>th</sup> September, 2019** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- VII. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. 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 “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.
- X. 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 favor 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.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.vll.co.in](http://www.vll.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, where the shares of the company are listed.
- XII. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

**By Order of the Board**  
Virat Leasing Limited

**Registered Office:**

1 Crooked Lane, 3rd Floor, Room No-324,  
Kolkata-700 069  
CIN: L65910WB1984PLC098684  
Phone: 91 33 2262-8782

**Bhawna Gupta**  
Company Secretary

Date: 14<sup>th</sup> August, 2019

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
("THE ACT")****Item No. 4**

The present term of appointment of Mr. Pradeep Kumar Agarwal as an Independent Director would expire on conclusion of ensuing Annual General Meeting of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the Board at its meeting held on 14<sup>th</sup> August, 2019, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Pradeep Kumar Agarwal as Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 5(five) years.

The Board considers that his continued association would be immense beneficial to the Company and it is desirable to continue to avail services of Mr. Pradeep Kumar Agarwal as Independent Director. Accordingly, the Board recommends the resolution in relation to reappointment of Mr. Pradeep Kumar Agarwal as Independent Director, for approval by the shareholders of the Company upto the conclusion of 40<sup>th</sup> AGM of the Company to be held for the Financial Year 2023-24. He shall not be liable to retire by rotation.

Mr. Pradeep Kumar Agarwal has given his consent to act as Independent Director of the Company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Pradeep Kumar Agarwal for the office of Independent Director of the Company. In accordance to the verification made by the Company and its Nomination & Remuneration Committee, the aforesaid Director is not debarred from holding of office as Director(s) pursuant to any SEBI Order. In the opinion of the Board, Mr. Pradeep Kumar Agarwal is independent of the management and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director. A brief profile of Mr. Pradeep Kumar Agarwal including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Pradeep Kumar Agarwal, no Director, Key Managerial Personnel of your Company and their relatives, are in any way, financially or otherwise, directly or indirectly interested or concerned in the resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item no. 4 in relation to re-appointment of Mr. Pradeep Kumar Agarwal as an Independent Director, for the approval by the shareholders. Copy of draft letter of appointment setting out the terms of his reappointment is open for inspection at the Registered Office of the Company by any members during business hours on all working days till the conclusion of the ensuing Annual General Meeting.

**Item No. 5:**

The Board of Directors of the Company (the 'Board'), at its meeting held on 14th August, 2019 had, subject to the approval of members, re-appointed Mr. Rajeev Kothari as Managing Director, for a period of 3 (three) years without remuneration.

The brief particulars of the terms of re-appointment of and remuneration payable to Mr. Rajeev Kothari are as under:

- a) Remuneration: Nil
- b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- d) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Mr. Rajeev Kothari holds 4000 equity shares in the Company.

He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Rajeev Kothari under Section 190 of the Act. Brief resume of Mr. Rajeev Kothari is given below:

Mr. Rajeev Kothari is a qualified B.Com Graduate from Calcutta University having 25 years of experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities. He has deep understanding of the World Markets and their functioning and inter-relation. He strategized the Company's foray into investments and finance related activities. His continuation as a Managing Director on the Board of the Company will help the Company to grow and make wise decisions. Mr. Rajeev Kothari is well equipped with the affairs of the company as he is serving the company as a Managing Director with effect from 20.03.2006.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Rajeev Kothari are concerned or interested, financial or otherwise in the Resolution mentioned in Item No. 5 of the Notice.

Annexure to the Notice

Brief resume of director seeking re-appointment/appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Pradeep Kumar Agarwal	Mr. Jitendra Kumar Goyal	Mr. Rajeev Kothari
Director Identification Number (DIN)	00583450	00468744	00147196
Date of Birth	19/01/1963	03/11/1963	31/07/1968
Nationality	Indian	Indian	Indian
Date of Appointment on Board	22/08/2002	22/08/2002	20/03/2006
Qualification	B.com, L.L.B.	B.com (Hons.)	Graduate
Expertise in specific functional area	<p>He has vast experience of almost 30 years in field of Finance &amp; Investment related activities.</p> <p>The Board considers that his continued association would be immense beneficial to the Company and it is desirable to continue to avail services of Mr. Pradeep Kumar Agarwal as an Independent Director.</p>	<p>He has more than 25 years of experience and vast expertise in the field of finance, capital markets and related activities. He has been leading the company on almost all levels of the organization which helps him understand and handle major functions of our company. Under his dynamic leadership and vast experience, we are able to deliver constant value to our customers time and gain.</p>	<p>He has 25 years of experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities. He has deep understanding of the World Markets and their functioning and inter-relation. He strategized the Company's foray into Investments and Finance related activities.</p>
Shareholding in Virat Leasing Limited	NIL	NIL	4,000
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	NIL	<p>1. Kaushal Investments Ltd 2. Decillion Finance Limited 3. Scintilla Commercial &amp; Credit Ltd</p>	NIL
Memberships /Chairmanships of Audit and Stakeholder's Relationship Committees across Public companies including Virat Leasing Limited	<p>1-Membership 1- Chairmanship</p>	<p>6-Membership 2- Chairmanship</p>	NIL
Relationships between the Directors inter-se	NIL	NIL	NIL

**DIRECTORS' REPORT**

To,  
The Members,

Your directors have pleasure in presenting their Thirty Fifth Annual Report on the business and operations of **Virat Leasing Limited** (the "Company") together with the audited statement of accounts for the year ended 31st March, 2019.

**Financial Highlights (Standalone and Consolidated)**

During the year under review, performance of your company as under:

Financial Result	(in ₹)	
	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Revenue	1,20,89,307	2,67,22,696
Less: Total Expenditure	1,03,31,499	2,63,57,510
Profit/ (Loss) before Tax	17,57,808	3,65,186
Less: Taxation	3,33,925	64,643
Profit/ (Loss) after Tax	14,23,883	3,00,543
Transfer to Statutory Reserve	2,84,777	60,109
Transfer from/(to) Contingent provisions against Standard Assets	1,248	43,507
Balance brought forward from Previous Year	6,11,140	4,14,213

The consolidated performance of the group as per consolidated financial statements is as under: (in ₹)

Financial Result	(in ₹)	
	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Revenue	1,20,89,307	2,67,22,696
Less: Total Expenditure	1,03,54,961	2,63,72,467
Profit/ (Loss) before Tax	17,34,346	3,50,229
Less: Taxation	3,33,925	64,643
Profit/ (Loss) after Tax	14,00,421	2,85,586
Share of Profit/(Loss) transferred to Minority Interest	(11,624)	(7,412)
Profit/ (Loss) for the year	14,12,045	292998

**Operating & Financial Performance**

Revenue from operation as on 31<sup>st</sup> March, 2019 was ₹ 1,09,78,662 in comparison to last year's revenue i.e., ₹ 2,65,58,063/-. Profit before taxation increased to ₹ 17,57,808/- from ₹ 3,65,186/- in 2018-19.

The Consolidated Gross revenues as on 31<sup>st</sup> March, 2019 was ₹ 1,09,78,662 in comparison to last year's revenue i.e., ₹ 2,65,58,063/-. Profit before taxation increased to ₹ 17,34,346/- from ₹ 3,50,229/- in 2018-19.

**Material Changes & Commitments**

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which affect the financial position of the Company.

**Dividend**

Your Directors do not recommend any dividend for the Financial Year ended on 31<sup>st</sup> March, 2019.

**Transfer to Reserves**

The Board in its meeting held on May 29, 2019, proposes to carry an amount of ₹ 284,777/- lacs to Statutory Reserve as per the existing provisions of the Companies Act, 2013 and rules there under read with the Reserve Bank of India Guidelines as applicable to the Company.

**Deposits**

The Company being a Non-Deposit accepting NBFC, has not accepted any public deposits. As such, no amount on account of principal or interest on public deposits was outstanding on the date of the balance sheet.

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed there under.

**Share Capital**

The paid-up Equity Share Capital as on March 31, 2019 was ₹ 129,805,000. During the year under review the company has not issued any shares or any convertible instruments.

**Change in the nature of business, if any**

There is no change in the nature of the business of the Company.

**Statutory & Legal Matters**

There has been no significant and/ or material order(s) passed by any Regulators/ Courts/Tribunals impacting the status. However, there was a notice received by the company from BSE regarding issue related to shell companies and in this regard, Forensic Audit is under process.

**Change in the Registered Office of the Company**

During the year under review, the registered office of the Company was changed from 'Mercantile Building, Block 'E', 2nd Floor, Lal Bazaar Street, Kolkata - 700001 to "1, Crooked Lane, 3rd floor, Room no. 324, Kolkata - 700069 w.e.f. 14.04.2018 to manage the daily operations of the Company with more convenience.

**Financial Liquidity**

Cash and cash equivalent as on March 31, 2019 was ₹ 1, 01,330 (previous year ₹ 58,46,214). The Company's working capital management is based on a well-organized process of continuous monitoring and controls.

**Consolidated Financial Statements**

The consolidated financial statements of the Company as on March 31, 2019 are prepared in compliance with the applicable provisions of the Companies Act, 2013, and per applicable regulations of SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements together with the Auditors' Report thereon form part of the Annual Report. The Net Worth of the consolidated entity as on March 31, 2019, stood at ₹ 15,82,47,373/- against ₹ 15,68,36,576/- at the end of the previous year.

**Internal Financial Control**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**Risk Management Policy**

The Company has identified risk involved in respect to its financing and investing activities. It has also adopted the procedures / policies to minimize the risk and the same are reviewed and revised as per the needs to minimize and control the risk.

**Directors and Key Managerial Personnel***Change in Director*

The Board at its meeting held on 14<sup>th</sup> August, 2019 had re-appointed Mr. Rajeev Kothari (DIN: 00147196) as the Managing Director of the Company for a further period of three years.

Further, the existing term of Mr. Pradeep Kumar Agarwal (DIN: 00583450) would expire on the conclusion of ensuing Thirty-Fifth Annual General Meeting of the Company. The Board has recommended his re-appointment as an Independent Director of the Company for second term of 5(Five) consecutive years till the conclusion of Fortieth Annual General Meeting of the Company to be held for the Financial Year 2023-24.

*Directors coming up for retirement by rotation*

The Company had altered its article no. 163A of Articles of Association by passing a special resolution in the Extra-Ordinary General Meeting held on 18<sup>th</sup> July, 2019 pursuant to which the Managing/Whole-time Directors are now liable to retire by rotation. Thus, in accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Jitendra Kumar Goyal (DIN: 00468744) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

*Key Managerial Personnel*

Pursuant to the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the following are/were the Key Managerial Personnel of the Company:

- Mr. Manoj Biyani, CFO (upto 18.05.2018).
- Ms. Ritwika Dey, CFO (from 30.05.2018 to 31.07.2018).
- Mr. Manoj Biyani, CFO w.e.f. 17.04.2019.
- Ms. Pooja Kalanouria, Company Secretary & Compliance Officer (upto 28.05.2019).

- Ms Puja Shaw, Company Secretary & Compliance Officer (from 29.05.2019 to 05.07.2019).
- Mr. Rajeev Kothari, Managing Director (re-appointed with effect from 30.07.2019).
- Ms. Bhawna Gupta, Company Secretary and Compliance Officer w.e.f. 14<sup>th</sup> August, 2019.

**Statement of Declaration given by Independent Directors**

All the Independent Directors have furnished the requisite Declarations that they meet the Independence criteria as laid down under section 149(6) of the Companies Act, 2013 read with the rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Meetings of Independent Directors**

A separate meeting of the Independent Directors was held on 13<sup>th</sup> February, 2019. Mr. Jitendra Kumar Goyal was elected as the Lead Independent Director of the Company. Details of the separate meeting of the Independent Directors held and attendance of Independent Directors are provided in the Report on Corporate Governance forming part of this report.

**Meetings of Board of Director**

During the Financial Year 2018-19, five (5) meetings of the Board of Directors of the Company were held. The details of which are given in the Corporate Governance Report in **Annexure-I**. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**Board Induction, Training and Familiarisation Programme for Independent Directors**

At the time of appointment of the Directors, a formal letter of appointment is given to him which inter-alia explains the role, function, and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the various compliances required from him as a Director under the various provisions of the Companies Act, 2013, Regulation 25 SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations 2011, the code of conduct of the company and other relevant regulations. The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business drivers, they are updated through presentations at Board Meetings about the Financials of the Company and also about the new product launches. They are also provided booklets about the business and operations of the company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors.

**Remuneration Policy of Director**

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website at [www.vll.co.in](http://www.vll.co.in) and forms a part of this Report of the Directors as **Annexure-II**.

**Directors' Responsibility Statement**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, for the year ended on 31st March, 2019

and state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) 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 and loss of the Company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **Contracts and Arrangements with Related Party**

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in ordinary course of business and the provision of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC- 2 is not required. The Audit Committee reviews all the related party transactions quarterly. Further, the Company has not made any materially significant related party transactions with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large. The policy on materiality of related party transaction and dealing with related party transaction as approved by the board may access on company's website at the link [www.vll.co.in](http://www.vll.co.in).

Your directors draw attention of members to notes to the Financial Statements which set out related party disclosures.

#### **Performance Evaluation**

The Nomination and Remuneration Committee (NRC) of your Company has formulated and laid down criteria for performance evaluation of the Board (including Committees) and every director (including Independent Directors and Chairman & Managing Director) pursuant to provision of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations, 2015 covering inter-alia the following parameters namely:

1. Board Evaluation- degree of fulfillment of key responsibilities; Board culture and dynamics.
2. Board Committee Evaluation-effectiveness of meetings; committee dynamics.
3. Individual Director Evaluation (including IDs)-contribution at Board Meetings.

Further, the Chairman and Managing Director is evaluated on key aspects of the role which includes inter-alia effective leadership to the Board and adequate guidance to the Management.

#### **Board Evaluation**

The Securities Exchange Board of India (SEBI) vide its circular No.

SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5<sup>th</sup> January, 2017 had issued a guidance note on Board Evaluation which inter alia contains indicative criterion for evaluation of the Board of Directors, its Committees and the individual members of the Board.

Pursuant to the Evaluation Framework adopted by the Board, the Board evaluated the performance of the Board, its Committees and the Individual Directors for the financial year 2018-19. After the evaluation process was complete, the Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated in the evaluation framework in its pro-growth activity and facing challenging operational, climatic and economic adversities during the year. The Board also ensured that the Committees functioned adequately and independently in terms of the requirements of the Companies Act, 2013 and the Listing Regulations and at the same time supported as well as coordinated with the Board to help in its decision making. The individual Directors' performance was also evaluated and the Board was of the view that the Directors fulfilled their applicable responsibilities and duties as laid down by the Listing Regulations and the Companies Act, 2013 and at the same time contributed with their valuable knowledge, experience and expertise to grab the opportunity and counter the adverse challenges faced by the Company during the year.

#### **Whistle Blower Policy (Vigil Mechanism)**

Your Company has formulated a codified Whistle Blower Policy incorporating the provision relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, 2015 in order to encourage Directors and Employees of your Company to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of your company and its stakeholders in any way.

Details of establishment of the Vigil Mechanism has been uploaded on the company's website [www.vll.co.in](http://www.vll.co.in) and also set out in the Corporate Governance Report attached to this Board's Report.

#### **Corporate Social Responsibility**

The provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the Company.

#### **Listing**

The shares of the Company are listed on the BSE Limited. The Company's shares are compulsorily traded in the dematerialized form. The ISIN allotted is **INE347L01014**.

#### **Managerial Remuneration**

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached here as **Annexure-III** and forms a part of the Directors' Report.

#### **Code of Conduct**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.vll.co.in](http://www.vll.co.in). A declaration signed by the Managing Director of the Company with regards to its compliance forms part of this report.

All the Board Members, the Senior Management personnel and personnel one level below the Board have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

**Internal Control Systems and Their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Director.

**Particular of Loans, Guarantees and Investments**

The Company has given loans and made investments during the year, the detail of which are given in the notes to the financial statements.

The provisions of section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meeting of Board and its Powers) Amendment Rules, 2015 is exempted on your company as your Company is NBFC registered with RBI whose principal business inter alia includes financing activities.

**Conservation of Energy, Technology Absorption**

Since the Company does not own any manufacturing facility, being an Investment Company, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

**Foreign Exchange Earning and Outgo**

There is no foreign exchange earnings and outgo during the year under review.

**Extract of Annual Return**

The extract of Annual Return as for the financial year 2018-19 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is set out as an **Annexure-IV** to this Report. This information is also available at the website of the Company at [www.vll.co.in](http://www.vll.co.in).

**Statutory Auditors**

In the 34<sup>th</sup> Annual General Meeting of the Company held on 28.09.2018, M/s C. K. Chandak & Co, Chartered Accountants, have been appointed as the Statutory Auditors of the Company for a period of five years till the conclusion of 39<sup>th</sup> Annual General Meeting of the Company. With the amendment of Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the ratification of the Auditors in each of the Annual General Meeting has been done away with and they would not be subject to ratification during continuation of in the office of the Auditors' of the Company.

The Statutory Auditors' Report of M/s C. K. Chandak & Co, Chartered Accountants does not contain any qualifications, reservations or adverse remarks. The Auditor's Report is enclosed with the financial statements in this Annual Report.

**Auditor's Certificate on Corporate Governance**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the auditor's certificate on corporate governance is enclosed as **Annexure-V** to the Board's report. The auditor's certificate for year 2018-19 does not contain any qualification, reservation or adverse remark.

**Frauds reported by the Auditors**

No fraud is reported by the Auditors of the Company for the year under review.

**Secretarial Auditor**

The Board had appointed Mr. Anand Khandelia, Practising Company Secretary, as the Secretarial Auditor of the Company to carry out the Secretarial Audit for the financial year 2018-19 under the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report certified by our Secretarial Auditors, in the specified form MR-3 is annexed and forms part of this report as **Annexure-VI**.

The Report confirms that the Company had complied with the statutory provisions listed under Form MR-3 and the Company also has proper board processes and compliance mechanism. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**Subsidiary / Joint Ventures / Associates**

As on March 31, 2019, the Company has one Subsidiary i.e., Icon Commotrade LLP (previously Icon Commotrade Limited) which was converted to Limited Liability Partnership (LLP) on 31.05.2018. In compliance with Accounting Standard 21, your Company has prepared its consolidated financial statements, which forms part of this annual report. Pursuant to the provision of section 129(3) of the Companies Act, 2013, a separate statement containing the salient features of the subsidiary companies in the prescribed form AOC-1 is also included in the Board Report and is attached as **Annexure-VII**. The accounts of the subsidiary will be available to any member seeking such information at any point of time. The financial statement of the Company along with the accounts of the subsidiary will be available at the website of the Company namely [www.vll.co.in](http://www.vll.co.in) and kept open for inspection at the registered office of the Company.

**Internal Auditor**

M/s. Rishi Agarwal & Co., Chartered Accountants, was appointed as the Internal Auditor of the Company for the Financial Year 2018-19.

**RBI Guidelines for Non-Banking Financial Companies**

The Company has observed all the prudential norms prescribed by the Reserve Bank of India. The Schedule as required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 is annexed herewith.

**Provisions of Sexual Harassment**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees are covered under this Policy. The Policy is gender neutral. The Company has also constituted Internal Complaints Committee as required under the Act. During the year under review, no complaints with allegations of sexual harassment were filed. Disclosure in relation to this Act is given in the section Corporate Governance Report.

**Prevention of Insider Trading**

Your Company has adopted a Code of Conduct for prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company, are governed by this Code.

The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. During the year under review there has been due compliance with the code.

**Certification by Managing Director and CEO**

A certification by Mr. Rajeev Kothari, Managing Director of the Company and Mr. Manoj Biyani, Chief Financial officer(CFO) of the Company as required under Regulation 17(8) read with Part B of Schedule II and Declaration as per Part D of Schedule V is annexed to this report.

**Cost Records and Cost Audit**

The provisions of cost records and cost audit as specified by the Central Government under Section 148 of the Companies Act, 2013 are not applicable to the Company.

**General Disclosures**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of Sweat equity shares.
- Your Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- There was no revision in the Financial Statements.

**Secretarial Standards**

The Company has complied with Secretarial Standards to the extent applicable issued by the Institute of Company Secretaries of India.

**Acknowledgement**

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, employees, associates, consultants and members of the company for their valuable guidance and support. The Board expects to receive their continuous support in future also.

**For and on behalf of the Board of Directors**

**Place: Kolkata**

**Date: 14.08.2019**

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**(Rajeev Kothari)**  
**Managing Director**  
**DIN 00147196**

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**(Jitendra Kumar Goyal)**  
**Director**  
**DIN 00468744**

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**MANAGEMENT DISCUSSION & ANALYSIS REPORT****INDUSTRY TREND AND DEVELOPMENT**

India's economic growth is estimated to grow 7.8 percent in the current fiscal year compared to 7.4 percent last year, on account of increased economic activity and greater stability. However, acceleration in growth is conditional on the development of social and economic conditions of the Country. Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now, especially when the government has a strong focus on promoting entrepreneurship so that India can emerge as a country of job creators instead of being one of job seekers. India remains one of the fastest emerging market economies in the global landscape. Innovation and diversification are the important contributors to achieve the desired objective. The Company's principal business being investment in shares and securities, the Company looks forward to increased activities in this segment. However, the Management will continue to review the business strategy from time to time depending on the changes in the policy of Government and Reserve Bank of India. During the year under review favorable conditions prevailed in the market which have been reflected in the profitability of the Company.

**OPPORTUNITIES AND THREATS**

While NBFCs have witnessed substantial growth over the years, there are few areas of concern which need to be addressed. For instance, while NBFCs have enjoyed an edge over banks in semi-urban & rural markets where banking network is not yet strong, they have limited spread in urban markets. Nonetheless, in recent years, NBFCs have begun to create niches for themselves that are often neglected by banks. These primarily include providing finance to non-salaried individuals, traders, transporters, stock brokers, etc.

In the past few years, the increased competition from banks in the retail finance segment has led to excess diversification by NBFCs from their core business activities. The sector has witnessed introduction of various innovative products such as used vehicles financing, small personal loans, three-wheeler financing, IPO financing, finance for tyres & fuel, asset management, mutual fund distribution and insurance advisory, etc. Besides, NBFCs are aspiring to emerge as a one-stop shop for all financial services.

**OUTLOOK**

As earlier stated, not only World Bank but other authorities also appear to be optimistic about the growth potential of India's economy. The financial results of the year under review have improved and it is expected that the current year may produce even better results barring unforeseen circumstances.

Your company is fully aware that the opportunities in the infrastructure and real estate will be many and diverse in nature. While this provides impetus for our sustainable growth, your company is also duly careful that amongst the multiple choices of attractive businesses available we always make the right choice. Your company's business model and its risk management policies and mechanism are being constantly reviewed and upgraded to ensure this.

**RISK AND CONCERN**

As stated earlier, the Company's business is very much dependent on economic and fiscal policies of Government and RBI. The Management critically examines the ups and downs of the Market and this is a matter of constant concern for the Management. The business strategy needs to be reviewed and corrected suitably to meet the changed situation.



**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The Company has effective system in place for achieving efficiency in operations, optimum and affective utilization of resources, monitoring thereof and compliance with applicable laws. The Company has an Internal Audit Department, which reports to the Audit Committee of the Board of Directors of the Company comprehensive audit of functional areas and operations of the Company are undertaken to examine the adequacy of and compliance with policies, plans and statutory requirements. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The Audit Committee of the Board of Directors comprising Independent Directors also reviews the system at regular intervals.

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

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

The financial performance of the company has shown a positive growth. But, revenue from operations has decreased by 58.30% as compared to the last financial year. The Management expects to maintain positive result in the coming quarters.

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The overall Revenue from operations has decreased by 58.30% as compared to the last financial year. However, during the financial year company has earned profit compared to previous year as there is a positive change in inventories of Stock-in-Trade.

**INDUSTRY STRUCTURE & DEVELOPMENTS**

The Company continues to be a Non-Deposit Taking, systemically not important, Non-Banking Financial Company and holds the RBI certificate in this behalf. The company has followed the RBI Norms as applicable and has complied with all the statutory obligations.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Management maintains healthy relation with its employees at all levels and However the number of employees in the company is low but with the positive growth of operations, the management believes the employee base to grow.

**HUMAN RESOURCE DEVELOPMENT**

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is working continuously to create and nurture an atmosphere which is highly motivated and result orient.



**CAUTIONARY STATEMENT**

Statements made in this Management Discussion and Analysis describing the Company's current position and expectations for the future may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operation include the downtrend in the industry - global or domestic or both, significant changes in political and economic environment in India.

**By Order of the Board of Directors  
For Virat Leasing Limited**

-----  
**Rajeev Kothari  
Managing Director  
(DIN 00147196)**

**Place: Kolkata  
Date: 14/08/2019**



Annexure - I

REPORT ON CORPORATE GOVERNANCE

Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is always committed to good Corporate Governance and application of best management practices for safeguarding the interest of all stakeholders. Strict adherence to the principles of fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, are pre-requisites for attaining sustainable growth in this competitive corporate world. Your Company seeks to focus on regulatory compliances, complying with all the provisions of listing regulations and applicable Corporate Governance Norms with all the modifications within the prescribed time, thereby giving stress on essential pre-requisites of corporate governance.

A report on compliance with the principles of Corporate Governance as prescribed in The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

ETHICS POLICIES

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code for Board of Directors and Board Committees
- Code of Business Conduct and Ethics for Directors / Management Personnel
- Code of Conduct for Prohibition of Insider Trading

BOARD OF DIRECTORS

Introduction

Company believes that an active, well-informed and independent Board is necessary to ensure highest standards of Corporate Governance. A quality Board, being at the core of its Corporate Governance Practice, plays the most pivotal role in overseeing how the management serves and protects the long-term interests of all our stakeholders. The main role of Board is to take right decision to safeguard and enhance shareholders value. The Board periodically evaluates the need for change in its composition and size and selects members to fill Board vacancies and nominating candidates for election by the members at the Annual General Meeting.

**(a) Composition and Category of Directors**

The composition of Board comprises of optimum combination of Executive and Non-Executive Directors as per the applicable provisions of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The composition and category of directors is detailed as follows:

Category	Name of Directors
Executive Managing Director	Mr. Rajeev Kothari
Non-Executive Independent Director	Mr. Pradeep Kumar Agarwal
Non-Executive Independent Director	Mr. Jitendra Kumar Goyal*
Non-Executive Woman Independent Director	Ms. Veedhi Raja

\* Mr. Jitendra Kumar Goyal resigned from the office of Independent Directors of the Company, however he shall remain a Non-Executive Director of the Company w.e.f. 14.08.2018, he shall now be liable to retire by rotation.

As above stated on 31st March, 2019, the Company's Board comprised of four directors out of which two are Non-Executive Independent Directors, one Non-Executive Non-Independent Director and one Executive Director. Management of the Company is headed by Sri Rajeev Kothari, Managing Director subject to general supervision, control and direction of the Board. The Company has complied with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 (1) (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(b) Attendance of each Director at the Board Meetings/last AGM, Directorship and Chairmanship/ Membership in other Board/ Board Committees**

Name and category of the Directors on the Board, their attendance at Board Meetings held during the financial year ended 31st March 2019, number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given below. Other Directorships do not include alternate Directorships, Directorships in Private Limited Companies and Companies under Section 8 of the Companies Act, 2013 and of the Companies incorporated outside India. Chairmanship/ Membership of Board Committees relates to only Audit and Stakeholders Relationship Committees.

Name of the Director & DIN No	Category	No of Board Meeting		Whether attended last AGM held on 28 <sup>th</sup> September, 2018	Number of Directorship(s) held in India public listed companies	No. of Committee Positions held in other listed companies	
		Held during the tenure	Attended			As Chairman	As Member
Mr. Rajeev Kothari (DIN 00147196)	Managing Director	5	5	Yes	-	-	-

Mr. Jitendra Kumar Goyal* (DIN 00468744)	Non-Executive Director	5	5	Yes	3***	1	4
Mr. Pradeep Kumar Agarwal (DIN 00583450)	Independent and Non-Executive Director	5	5	Yes	-	-	-
Ms. Veedhi Raja** (DIN: 08142844)	Independent and Non-Executive Director	5	5	Yes	1***	-	4

\*Resigned from the office of Independent Directors w.e.f. 14.08.2018 but continues to be a Non-Executive Director.

\*\*Appointed w.e.f. 30.05.2018

\*\*\*separate names of the listed entities where the person is a Director and category of Directorship is listed below:

Name of Director	Name of other Listed Entity	Category of Directorship
1. Mr. Jitendra Kumar Goyal	Scintilla Commercial & Credit Limited	Executive Director
	Decillion Finance Limited	Managing Director
	Kaushal Investment Limited	Non-Executive Director
2. Ms. Veedhi Raja	Decillion Finance Limited	Non-Executive Independent Woman Director

None of the Directors on the Board is a Member of more than 10 Committees or Chairman/Chairperson of more than 5 Committees across all the Companies in which he/she is a Director. The Directors have made necessary disclosures regarding Committee positions held in other public limited companies in terms of Regulation 26(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(c) Number & Dates of Board Meetings**

During the year 2018-19, 5 (Five) Board meetings were held on 30.05.2018, 14.08.2018, 14.11.2018, 13.02.2019 and 25.03.2019. In terms of Regulation 17(2) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the gap between any two consecutive meetings did not exceed one hundred and twenty days.

**(d) Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and in terms of Regulation 25(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has facilitated holding of a separate meeting of the Independent Directors, which was held on 13<sup>th</sup> February, 2019 and inter alia has reviewed : -

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

The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

*Disclosure of relationships between Directors*

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

**e) Number of shares and convertible Instruments held by Non-Executive Directors.**

None of them hold any shares or securities of the Company as on 31.03.2019

**f) Familiarization Programmes for Board Members**

All the members of the Board of Directors are well-experienced professionals and are well acquainted with business knowledge of the industry. The Board members are provided with necessary documents, reports and other presentations about the Company and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. The details of such familiarization programs for Independent Directors are posted on the website of the Company and can be accessed at [www.vll.co.in](http://www.vll.co.in).

**g) Skills/expertise/competence of the Board of Directors**

The Board comprises of Directors who bring in the required skills, competence & expertise that allow them to make effective contributions to the Company.

The table below summarizes the key qualifications and skills that we have in our Board of Directors:

1. Industry	Experience in and knowledge of the industry in which the organization operates
2. Technical	Technical/professional skills and specialist knowledge to assist with ongoing aspects of the board's role.
3. Financial	Proficiency in Finance Management, Capital Funding and Allocation.



4. Leadership	Practical understanding of leading an organization to achieve desired goals.
5. Ethics & Governance	Understanding the need and viewpoints of our Employees, customers, Government and other stakeholders and ensuring Good Corporate Governance
6. Marketing	Experience in developing Strategies to lead growth in the Business of the Company.

**h) Agenda Papers distributed in advance**

Agenda and notes on the agenda are circulated among the Directors, well in advance, in a structured format. All material information is incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

**CODE AND POLICIES**

The Board has adopted all applicable codes and policies as per the requirement of the Companies Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Listing Agreement/SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015. The requisite codes and policies are posted on the Company's website at [www.vll.co.in](http://www.vll.co.in) and references to these codes and policies have been given in this Report.

**CODE OF CONDUCT**

The Company has a code of conduct for all Directors including Independent Director and Senior Management Executives of the Company in compliance with Regulation 17 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. In compliance with Regulation 17 (5)(b) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Code of Conduct suitably lays down the duties of the Independent Director as laid down in the Companies Act, 2013.

All Board Members and Senior Management Personnel have affirmed compliance with the code on an annual basis. The same has also been posted on the website of the Company at [www.vll.co.in](http://www.vll.co.in).

**ROLE OF COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS**

The Company Secretary plays a vital role in ensuring that Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant informations, details and documents are made available to the Directors and the Senior Management for effective decision-making at the meeting.

**COMPLIANCE**

The Company Secretary is responsible and required to ensure adherence to all the applicable laws and regulations primarily the Companies Act, 2013 read with the rules there under, besides preparing the agenda, the notes on the agenda and minutes of the meeting, among others. The Company Secretary establishes and regularly monitors the compliance mechanism to carry out effective and timely compliance of relevant laws, rules and regulations.

The Board of Directors reviews the compliance reports of the applicable laws to the Company as well as instances of non - compliances, if any, together with their possible impacts on the business, if any.

The Audit Committee also reviews the statutory compliances of the Company at meetings.

The Company has complied with all the mandatory requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

### **WHISTLEBLOWER MECHANISM**

Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Company has a strong and effective Whistleblower Policy which aims to deter and detect actual or suspected misconduct. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism. Any employee may report such incident without fear to the Vigilance Officer or alternatively to Chairman of the Audit Committee

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Managing Director and CFO of the Company have affirmed that no personnel have been denied access to the Audit Committee. The details of whistle blower policy are posted on the website of the Company and can be accessed at [www.vll.co.in](http://www.vll.co.in).

### **COMMITTEES OF THE BOARD**

As on 31st March 2019, the Company has three committees of the Board of Directors – Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The minutes of all Board and Committee meetings are placed before the Board and noted by the Directors at the Board meetings. The role, composition and terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee including the number of meetings held during the year ended and the related attendance are stated hereinafter.

### **AUDIT COMMITTEE**

The members of the Audit Committee have wide exposure and knowledge in area of finance and accounting. The role and terms of reference of the Audit Committee covers the areas mentioned under Regulation 18 of Listing Regulations and Section 177 of the Companies Act, 2013. The Audit Committee, inter alia, provides reassurance to the Board on the existence of an effective internal control environment.

### **Brief descriptions of the terms of reference of the Audit Committee**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;



- Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the Company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory auditor internal adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  21. Reviewing the following information:
    - Management discussion and analysis of financial condition and results of operations;
    - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    - Management letters / letters of internal control weaknesses issued by the statutory auditors;

- Internal audit reports relating to internal control weaknesses; and
- Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor.

**Composition, Name of Members and Chairperson**

The Audit Committee of the Board as on 31st March, 2019 consists of 1(one) Non-Executive Independent Director, 1(one) Non-Executive Director & 1(one) Executive Director. All the members of the Committee have accounting or related financial management expertise. The Company Secretary acts as the secretary to the Committee.

**Composition, Meetings and Attendance during the year**

The particulars of composition and meetings of the Committee and attendance of the members thereof during the financial year ended 31st March 2019 are given below:

Name of the Director	Category	No. of Meetings	
		Held during the tenure	Attended
Mr. Pradeep Kumar Agarwal, Chairman	Non-Executive Independent Director	4	4
Mr. Rajeev Kothari	Executive Director*	1	1
Mr. Jitendra Kumar Goyal	Non-Executive**	4	4
Ms. Veedhi Raja	Non-Executive Independent Director#	3	3

\*Ceased to be Member of the Committee w.e.f. 14.08.2018.

\*\*Resigned from the office of Independent Director w.e.f. 14.08.2018 but continues to be a Non-Executive Director of the Company and member of Audit Committee.

# inducted as a new member of Audit Committee w.e.f. 14.08.2018

Four Meetings of the Audit Committee were held during the financial year ended 31st March 2019. The dates on which the Audit Committee Meetings were held are 30.05.2018, 14.08.2018, 12.11.2018 and 13.02.2019.

The representatives of Statutory Auditors are permanent invitees to the Audit Committee Meeting.

Mr. Pradeep Kumar Agarwal, the Chairman was duly present at the Annual General Meeting held on September 28, 2018.

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

All the meetings were held in such time that the gap between any two meetings did not exceed four months; thereby complying with the provisions of Companies Act, 2013.

**NOMINATION & REMUNERATION COMMITTEE**

**Brief description of terms of reference**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become a Director and who may be appointed in senior management;
5. To decide on extension or continuation of terms of the independent director, on the basis of the report of performance evaluation of independent director
6. To evaluate, review and recommend to the Board, the remuneration of the Executive Directors, striking a balance between the performance and achievement.
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

### **Composition of the Committee**

The Nomination and Remuneration Committee of the Board as on 31st March 2019 comprises of Mr. Pradeep Kumar Agarwal, a Non-Executive Independent Director, as the Chairman, Mr. Jitendra Kumar Goyal and Ms. Veedhi Raja, Non-Executive Director and Non-Executive Independent Director, respectively as its members.

### **Meetings and attendance during the year**

The particulars of meetings attended by the members of the Nomination and Remuneration Committee during the financial year ended 31st March 2019 are given below:

<b>Name of the Director</b>	<b>Category</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>
Mr. Pradeep Kumar Agarwal	Chairman-Non-Executive Independent Director*	3	3
Mr. Jitendra Kumar Goyal	Non-Executive Director**	3	3
Ms. Veedhi Raja	Non-Executive Woman Independent Director#	3	3

\* Inducted as Chairman of the Committee w.e.f. 14.08.2018.

\*\* resigned from the office of Independent Directors of the Company, subsequently ceased to be the Chairperson of the Committee.

# Inducted as a new member of the Committee w.e.f. 30.05.2018

Three meetings of the Nomination & Remuneration Committee were held during the financial year ended 31st March 2019. The dates on which the Nomination & Remuneration Committee were held are 29.05.2018, 14.08.2018 and 13.02.2019.

Mr. Pradeep Kumar Agarwal, Chairman of the Committee was duly present at the Annual General Meeting held on September 28, 2018.

None of the Non-executive Directors held any shares in the Company.

Sitting fee has been waived and no sitting fee is presently paid to any director or any member of the committee of the Directors.

**Board evaluation**

The objective of the Board evaluation includes improvement in the effectiveness of Board, Committees and individual directors, to enhance their strengths and to overcome the short comings, the evaluation process focuses on various issues facing the Company and their prioritization, quality of deliberations at Board and Committee meetings, review of specific issues of importance dealt during the evaluation period.

The process of Board Evaluation broadly comprises of following:

- The Board evaluates the performance of the Independent Directors excluding the Directors being evaluated.
- The Nomination and Remuneration Committee evaluates the performance of each Director with respect to the responsibility as entrusted on him/her.
- The Independent Directors evaluates the performance of the Non- Independent Directors including the Chairperson of the Company taking into account the views of the Executive and
- Non-Executive Directors and the Board as a whole.
- Performance Evaluation of the various Committee of the Board

The performance of the Independent Directors is evaluated on the basis of the following parameters:

(a) Qualifications, (b) Experience, (c) Knowledge and Competency, (d) Fulfillment of functions, (e) Ability to function as a team, (f) Initiative, (g) Availability and attendance, (h) Commitment, (i) Contribution, (j) Integrity, (k) Independence and (l) Independent views and judgment

**Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and in terms of Regulation 25(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has facilitated holding of a separate meeting of the Independent Directors, which was held on 13<sup>th</sup> February, 2019 and the attendance is as follows:

Name of the Director	Category	No. of Meetings	
		Held during the year	Attended
Ms. Veedhi Raja	Non-Executive Independent Director	1	1
Mr. Pradeep Kumar Agarwal	Non-Executive Independent Director	1	1

Mr. Pradeep Kumar Agarwal was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further reviewed the performance of the Chairperson of the company taking into account the views of Executive Directors and Non-Executives Director and assessed the quality, quantity and the timeliness of flow of information between the Management and the Board.

**REMUNERATION OF DIRECTORS**

**Pecuniary Relationship or transactions of the Non-Executive Directors/criteria of making payments to Non-Executive Directors**

The Company has no pecuniary relationship or transaction with neither its Non-Executive & Independent Directors nor any payment of sitting fees to them for attending Board Meetings, Committee Meetings and separate Meeting of Independent Directors. Even they did not get any Commission for their valuable services to the Company.

**Remuneration package/ Remuneration paid to Directors**

The Executive Directors are not paid any Salary, & other Funds, Bonus and allowances and perquisites.

Sitting fee has been waived and no sitting fee is presently paid to any director or any member of any committee of Directors.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**
**Brief description of terms of reference**

- To approve all transfers (including transmission, transposition, remat) requests received.
- To review action taken on shareholder's grievances and to advise if any further action to be taken.
- To ensure that correspondence with the shareholders are promptly dealt with by the Company and no cases were pending as on 31st March, 2019.

Shares received for transfer are processed promptly, approved by the Committee and ratified at the following Board Meeting.

**Composition of the Committee**

There is a change in the composition of Stakeholder Relationship Committee of the Board as at during the year under review. Mr. Rajeev Kothari, Managing Director of the Committee ceased to be the member and Ms. Veedhi Raja, Non-Executive Independent Director of the Company was inducted as a new member in his place w.e.f 14.08.2018. Mr. Jitendra Kumar Goyal, a Non-Executive Director, was the Chairman, Mr. Pradeep Kumar Agarwal and Ms. Veedhi Raja, Non - Executive Independent Directors were the other Members of the Committee.

During the year under review, 2(two) meetings of the Committee were held on 14.08.2018 and 13.02.2019. The particulars of meetings attended by the Members Committee are given below:

<b>Name of the Member</b>	<b>Category</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings Attended</b>
Mr. Jitendra Kumar Goyal	Non-Executive Director - Chairman	2	2
Mr. Pradeep Kumar Agarwal	Non-Executive Independent Director - Member	2	2
Ms. Veedhi Raja	Non-Executive Woman Independent Director	2	2

**Details of Shareholder's/Investor's Complaints**

During the Financial Year ended 31st March 2019, Nil complaints were received from the Shareholders/Investors.

The details are as under

Opening as on 1st April 2018	Nil
Received during the year	Nil
Resolved during the year	Nil
Closing/Pending as on 31st March 2019	Nil

**Designated Email- ID for Grievances Redress**

The Company has a designated email id [info@vll.co.in](mailto:info@vll.co.in) for Grievance Redress purpose where complaint can be lodged by the Shareholders.

**COMPLIANCE OFFICER**

The Company has designated Ms Bhawna Gupta, Company Secretary of the Company as Compliance Officer.

Ms Bhawna Gupta, Company Secretary  
 Address-1, Crooked Lane, 3rd Floor,  
 Room No-324  
 Kolkata - 700 069  
 Phone Nos.: (033) 2262-8782  
 Email: [info@vll.co.in](mailto:info@vll.co.in)  
 Website: [www.vll.co.in](http://www.vll.co.in)

**GENERAL BODY MEETINGS**

**Location and time of last three Annual General Meetings:**

Financial Year ended	Date	Time	Venue
31.03.2016	28.09.2016	1.00 P.M	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001.
31.03.2017	23.09.2017	1:00 P.M.	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001.
31.03.2018	28.09.2018	1:00 P.M.	3, Bentick Street, 4 <sup>th</sup> Floor, Room No-D8, Kolkata - 700001.

**Special Resolution passed in the previous three AGMs**

AGM held on	Special Resolution passed
28.09.2016	None
23.09.2017	None
28.09.2018	None

No Resolution was passed through Postal Ballot during the year ended 31st March 2019.

No Special Resolution is proposed to be conducted through Postal Ballot.

**Remote e-voting and Ballot voting at the Annual General Meeting**

The Company has arranged for remote e-voting facility to the shareholders to vote on the resolutions proposed at the 35<sup>th</sup> Annual General Meeting ('AGM'). The Company has engaged NSDL to provide e-



voting facility to all the Members. Members whose names appear on the Register of Members as on the cut-off date i.e. 20<sup>th</sup> September, 2019 shall be eligible to participate in the e-voting.

The facility for voting through Ballot Paper will also be made available at the AGM and the members who have not already cast their vote by remote e-voting can exercise their voting through Ballot Paper at the AGM.

### **MEANS OF COMMUNICATION**

The Company regularly interacts with the shareholders through multiple ways of communication such as Results announcement, Annual Report, and through Company's website and specific communications.

### **Quarterly Results/Newspapers wherein Results normally published**

The unaudited quarterly and annual audited result are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily (Kalantar/Ekdin/Duronto Varta) in the form prescribed by the Stock Exchanges in the Listing Regulations.

The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through BSE Listing Centre through online filing for dissemination on their respective websites.

### **Website**

The Company's corporate website [www.vll.co.in](http://www.vll.co.in) contains comprehensive information about the Company. It contains annual reports, quarterly / half-yearly financial results, notices, shareholding patterns among others are available for reference or download.

### **Annual Report**

The Annual Report containing inter alia audited Standalone Financial Statements, Consolidated Financial Statements, Reports of the Auditors and Directors, Chairman's Statement, Management Discussion and Analysis Report and other important information is circulated to the members and displayed on the Company's website.

### **GENERAL SHAREHOLDER INFORMATION**

#### **35<sup>th</sup> Annual General Meeting**

**Date and Time:** 27<sup>th</sup> September, 2019 (Friday) at 1:00 P.M.

**Venue:** "Oswal Chamber", EITMA, 5th Floor, 2 Church Lane, Kolkata - 700 001

#### **Financial Year**

1st April, 2018 to 31st March, 2019

#### **Book Closure**

The Register of Members and Share Transfer Register will remain closed from Saturday, 21st September, 2019 to Friday, 27<sup>th</sup> September, 2019 (both days inclusive).

#### **Financial calendar**

**Financial year: April 1, 2018 to March 31, 2019**



The Board Meetings for approval of financial results for financial year 2018-19 were held on the following dates:

First quarter results	August 14, 2018
Second quarter results	November 14, 2018
Third quarter results	February 13, 2019
Fourth quarter and annual results	May 29, 2019

The tentative dates of the Board meetings for consideration of quarterly and annual financial results for the financial year 2019-20 are as follows:

First quarter results	On or before September 14, 2019
Second quarter results	On or before December 14, 2019
Third quarter results	On or before February 14, 2020
Fourth quarter and annual results	On or before May 30, 2020

**Name and address of Stock Exchanges/ Payment of annual Listing Fee**

The Company's Shares are listed at the below mentioned Stock Exchange and the Annual Listing Fees for the year 2019-20 have been paid.

**Name and address of Stock Exchange**

1. BSE Limited [BSE]	P. J. Towers, 25th Floor, Dalal Street, Mumbai – 400 001
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**Demat ISIN Number for NSDL & CDSL**

INE347L01014

**Stock Market Price Data**

Monthly High/Low price during the last financial year at the Bombay Stock Exchange is as under:

Months	Share Price		Months	Share Price	
	High	Low		High	Low
April, 2018	Since trading has not been done during these months, High low prices could not be ascertained.		October, 2018	Since trading has not been done during these months, High low prices could not be ascertained.	
May, 2018					
June, 2018					
July, 2018					
August, 2018					
September, 2018					
			November, 2018		
			December, 2018		
			January, 2019		
			February, 2019		
			March, 2019	12.50	12.50

**Registered Office**

Virat Leasing Limited  
1 Crooked Lane,  
3rd Floor, Room No-324  
Kolkata – 700069

**Registrar and Share Transfer Agents**

M/s. Niche Technologies Pvt. Ltd.  
3A, Auckland Place, Room no. 7A & 7B





Kolkata-700 001  
 Tel: (033) 2280-6616/6617/6618;  
 Fax: (033) 2280-6619  
 E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

**Share Transfer System**

The requests for transfer of shares held in physical mode should be lodged at the Corporate Office of the Company's Registrar & Share Transfer Agents, M/s. Niche Technologies Pvt. Ltd. (Registered with SEBI), 3A, Auckland Place, Room No. 7A & 7B, Kolkata-700 001 or at the Registered Office of the Company. Share Transfers are registered and returned in the normal course within an average period of 14 days, if the transfer documents are found technically in order and complete in all respects. The Company conducts a weekly review of the functions of the Registrar and Share Transfer Agent for upgrading the level of service to the Shareholders. Weekly review is also conducted on the response to the Shareholders pertaining to their communication and grievances, if any.

**Distribution of Shares by size as on 31st March, 2019**

Share Holding	No. of Holder	Percentage of Shareholders	No of Shares	Percentage of Shares
1 to 500	285	78.9474	18,340	0.1413
501 to 1000	2	0.5540	1,135	0.0087
1001 to 5000	8	2.2161	26,550	0.2045
5001 to 10000	3	0.8310	22,000	0.1695
10001 to 50000	8	2.2161	3,34,800	2.5793
50001 to 100000	20	5.5402	13,56,400	10.4495
100001 and above	35	9.6953	1,12,21,275	86.4472
<b>Total</b>	<b>361</b>	<b>100.0000</b>	<b>1,29,80,500</b>	<b>100.0000</b>

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

Category	No. of Shares	% of share holding
Promoter & Promoter Group	0	0
Bodies Corporate	9383368	72.288
Individuals	3597132	27.712
NRI/OCBs	0	0
Trust	0	0
Clearing Members	0	0
<b>Total</b>	<b>12980500</b>	<b>100</b>

**Dematerialization of shares and liquidity**

The Company's Shares form part of the SEBI's Compulsory Demat segment for all Shareholders/investors. The Company has established connectivity with both the Depositories viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] through the Registrar, **M/s. Niche Technologies Pvt. Ltd.** 3A, Auckland Place, Room no. 7A & 7B, Kolkata-700 001. Requests for dematerializations of shares are processed and confirmations are given to



the respective Depositories within the prescribed time. 57.27% Shares of the Company are in dematerialized form as on 31.03.2019.

**Outstanding GDRs or ADRs or Warrants or any Convertible Instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs or ADRs or Warrants or any convertible instruments.

**Address for correspondence**

Any assistance regarding Share transfers and transmission, change of address, non-receipt of share certificate/duplicate share certificate, demat and other matters for redressal of all share-related complaints and grievances, the members are requested to write to or contact the Registrar & Share Transfer Agents or the Share Department of the Company for all their queries or any other matter relating to their shareholding in the Company at the addresses given below:

**i) The Company's Registered Office at**

Virat Leasing Limited  
(CIN): L65910WB1984PLC098684  
1, Crooked Lane, 3rd Floor, Room No-324  
Kolkata - 700069  
Tel: 033-2262 -8782  
E-Mail: [info@vll.co.in](mailto:info@vll.co.in)

**ii) Registered and Share Transfer Agents**

M/s. Niche Technologies Pvt. Ltd.  
3A, Auckland Place, Room no. 7A & 7B  
Kolkata-700 001  
Tel: (033) 2280-6616/6617/6618;  
Fax: (033) 2280-6619  
E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

In case of any difficulty, the Compliance Officer at the Registered Office of the Company may be contacted.

**OTHER DISCLOSURES**

Disclosures on materially significant related party transactions having potential conflict: Nil.

**Compliance of Laws & Regulations relating to Capital Markets**

The Company has complied with all the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the financial year. However, there was a notice received by the Company from BSE regarding issue related to shell companies and in this regard, Forensic Audit is under process.

**Whistle Blower Policy/Vigil Mechanism**

The Company has a Whistle Blower Policy, which is available at the Company's website at the web link at [https://www.vll.co.in/policy/DOC\\_218924.Whistle%20Blower%20Policy\\_vll.pdf](https://www.vll.co.in/policy/DOC_218924.Whistle%20Blower%20Policy_vll.pdf) and the Managing Director(CEO) and CFO of the Company have affirmed that no personnel has been denied access to the Audit Committee.

**Policy for determining 'Material' Subsidiaries**



The Company does not have any material non-listed Indian Subsidiary as defined in Regulation 16 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Web link where policy on dealing with related party transactions**

Policy on dealing with Related Party transactions is displayed at the website of the Company at [www.vll.co.in](http://www.vll.co.in)

**Disclosure of Total fees paid to the Statutory Auditor**

During the year, total amount paid to the Statutory Auditor was Rs. 38,500/- in respect of Statutory Audit fees, Tax Audit fees and other miscellaneous fees.

**Disclosure in relation to Sexual Harrassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

<b>Complaints Received</b>	<b>2018-19</b>
1. No. of complaints filed during the year	Nil
2. No. of Complaints disposed off during the year	Nil
3. No. of Complaints pending as on end of the financial year.	Nil

**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):**

The Company has complied with the requirements of aforesaid Regulations.

**Accounting treatment in preparation of financial statements**

The Company followed the guidelines as laid down in the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, for the preparation of the financial statements and there is no deviation from it in general.

The Company has adopted a policy for determining material subsidiaries and the same is disclosed at the Company's website at [www.vll.co.in](http://www.vll.co.in)

The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been attached in Director's Report.

**Managing Director & CFO Certification**

The Managing Director & CFO certification as required by Regulation 17(8) of SEBI (Listing and Disclosure Requirement) Regulations, 2015, of is enclosed to Annual Report.

**Certificate from Company Secretary in practice**

Mr. Rajesh Ghorawat, Practising Company Secretary, has issued a certificate as required under the SEBI (LODR) Regulations, 2015, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a Director of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is enclosed as Annexure to this report.

**Report on Corporate Governance**



The Quarterly Compliance Report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the prescribed format as per SEBI Regulation duly signed by the Company Secretary or Managing Director or Director of the Company.

**Corporate Governance Compliance Certificate**

The Company has obtained Compliance Certificate from M/s C K Chandak & Co., Chartered Accountants regarding compliance of conditions on Corporate Governance and the same is attached to this report.

**For and on behalf of the Board of Directors**

**Place: Kolkata**

**Date: 14.08.2019**

-----  
**(Rajeev Kothari)**  
**Managing Director**  
**DIN 00147196**

-----  
**(Jitendra Kumar Goyal)**  
**Director**  
**DIN 00468744**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
*[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members of  
M/s. Virat Leasing Limited  
1, Crooked Lane  
3rd Floor, Room No-324  
Kolkata-700 069

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Virat Leasing Limited (CIN L65910WB1984PLC098684) and having its Registered Office at 1, Crooked Lane, 3<sup>rd</sup> Floor, Room No-324, Kolkata - 700 069 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In 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 & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Rajeev Kothari	00147196	20/03/2006
2.	Mr. Jitendra Kumar Goyal	00468744	22/08/2002
3.	Mr. Pradeep Kumar Agarwal	00583450	22/08/2002
4.	Mrs. Veedhi Raja	08142844	30/05/2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion 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: Kolkata  
Date: 14.08.2019

-----  
Rajesh Ghorawat  
Practising Company Secretary  
FCS No.: 7226  
C.P. No.: 20897



**DECLARATION FOR COMPLIANCE WITH THE CODE OF CONDUCT OF THE REGULATION 26(3) READ WITH SCHEDULE V (PART D) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

This is to confirm that the Company has Code of Conduct to be followed by the members of the Board and Senior Management Personnel of the Company. Code is available on the Company's website. I confirm that the Company, in respect of the financial year ended 31st March, 2019 has received from the members of the Board and Senior Management Personnel, a Declaration of compliance with the Code of Conduct as applicable to them.

**For Virat Leasing Limited**

-----  
**Rajeev Kothari**  
**Managing Director**

**Place: Kolkata**  
**Date: 14.08.2019**



**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY**

**The Board of Directors  
M/s Virat Leasing Limited**

Dear Sirs,

**Sub: Certification by the Managing Director and the (CFO) of the Company.**

In terms of Regulation-17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, Rajeev Kothari, Managing Director and Manoj Biyani, Chief Financial Officer (CFO) of M/s **Virat Leasing Limited** certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year 2018-19 (hereinafter referred to as 'Year') and 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.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) that we have not come across any instances of significant fraud and the involvement therein of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Directors**

**Place: Kolkata  
Date: 14.08.2019**

-----  
**(Rajeev Kothari)  
Managing Director  
DIN 00147196**

-----  
**(Jitendra Kumar Goyal)  
Director  
DIN 00468744**

Annexure - II

NOMINATION & REMUNERATION POLICY

This “VIRAT LEASING - Policy on Nomination & Remuneration ” has been adopted by the Board of Directors of the Company at its meeting held on 17<sup>th</sup> April, 2019 and supersedes the earlier policy approved by the Board of Directors.

INTRODUCTION

The Company considers human resources as its invaluable assets. This Nomination & Remuneration Policy (“Policy”) of Virat Leasing Limited (“the Company”) is formulated under the requirements of applicable laws, including the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”).

The Policy is intended to set out criteria to pay equitable remuneration to the Directors, Key Managerial Personnel (KMP), Senior Management (as defined below) and other employees of the Company and to harmonise the aspirations of human resources with the goals of the Company.

OBJECTIVE & PURPOSE

The Key Objectives and purposes of this Policy are:

- a) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive /independent ) of the Company (“Director”); and
- b) To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company (“Board”)
- c) It includes reviewing and approving corporate goals and objectives relevant to the compensation of the executive directors, evaluating their performance in light of those goals and objectives and either as a committee or together with the other independent Directors (as directed by the Board), determine and approve executive Director’s compensation based on this evaluation; making recommendations to the Board with respect to KMP and Senior Management compensation and recommending incentive-compensation and equity based plans that are subject to approval of the Board.

DEFINITIONS

“**Board**” means Board of Directors of the Company.

“**Company**” means “Virat Leasing Limited.”

“**Independent Director**” means a director referred to in Section 149 (6) of the Companies Act, 2013.

“**Key Managerial Personnel**” (KMP) means

- (i) CEO or the Managing Director or the Manager
- (ii) Company Secretary
- (iii) Whole-time Director
- (iv) CFO



- (v) Such other officer as may be prescribed

**“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and applicable Listing Regulations.

**“Policy or This Policy”** means, “Nomination and Remuneration Policy.”

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**“Senior Management”** mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

## POLICY FOR APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

### Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

### Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.
3. A whole-time KMP of the Company shall not hold office in more than one Company except in its subsidiary company at the same time



**Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval.

**POLICY RELATING TO REMUNERATION FOR DIRECTORS, KMPs AND OTHER EMPLOYEES**

**General**

- 1.The remuneration/compensation/commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
- 2.The remuneration & commission paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.

**Remuneration to Non-Executive/Independent Directors**

The remuneration payable to each Non-executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

**DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

**For and on behalf of the Board of Directors**

**Place: Kolkata  
Date: 14.08.2019**

-----  
**(Rajeev Kothari)  
Managing Director  
DIN 00147196**

-----  
**(Jitendra Kumar Goyal)  
Director  
DIN 00468744**

Annexure III

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year are given hereunder:

Name	Designation	Remuneration Paid FY 2018-19	Remuneration Paid FY 2017-18	% increase in remuneration from previous Year	Ration of remuneration to median remuneration of employees (including whole-time Directors)
-	-	-	-	-	-

- ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year are given hereunder:

Name	Designation	% increase in remuneration in the financial year
Rajeev Kothari	Managing Director	-
Jitendra Kumar Goyal	Non-executive Director	-
Pradeep Kumar Agarwal	Non-Executive Independent Director	-
Veedhi Raja	Non-Executive Independent Director	-
Manoj Biyani	CFO	-
Ritwika Dey*	CFO	-
Pooja Kalanouria**	Company Secretary	36.89%

\* appointed from 30.05.2018 to 31.07.2018

\*\* resigned w.e.f. 28/05/2019

- iii. The percentage of increase in the median remuneration of employees in the financial year: Not applicable.
- iv. The number of permanent employees on the role of company as on 31<sup>st</sup> March, 2019 is 2 nos.
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase in salaries of employees other than managerial personnel during 2018-19	Not Applicable
The percentage increase in the Managerial Remuneration	0.32%

- vi. Affirmation that the remuneration is as per the remuneration policy of the company: The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

Place: Kolkata

Date: 14.08.2019

-----  
**(Rajeev Kothari)**  
**Managing Director**  
**DIN 00147196**

-----  
**(Jitendra Kumar Goyal)**  
**Director**  
**DIN 00468744**

**Annexure - IV**

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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

**I. REGISTRATION AND OTHER DETAILS:**

1.	<b>CIN</b>	L65910WB1984PLC098684
2.	<b>Registration Date</b>	27-07-1984
3.	<b>Name of the Company</b>	VIRAT LEASING LIMITED
4.	<b>Category/Sub-category of the Company</b>	NBFC /Public Company/Limited by shares
5.	<b>Address of the Registered office &amp; contact details</b>	1 Crooked Lane, 3rd Floor, Room No-324, Kolkata-700069, E-mail - <a href="mailto:info@scintilla.co.in">info@scintilla.co.in</a> Website - <a href="http://www.scintilla.co.in">www.scintilla.co.in</a> Contact No. - 033-2248-5664
6.	<b>Whether listed company</b>	Yes
7.	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any</b>	Niche Technologies Private Limited 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700 017 Phone No. : (033) 2280 6616/6617/6618 Fax : (033) 2280 6619 Email : <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a>

**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	Trading & Investment Activities	64990	90.81%

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

S. No.	Name of the Company	Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Icon Commotrade LLP	Mercantile Building, 2nd Floor, Block -E, 9/12, Lal Bazar Street, Kolkata - 700001	AAM-7553	Subsidiary	50.45 %	2(87)(ii)



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

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual / HUF									
b) Central Government									
c) State Government									
d) Bodies Corporate									
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	0	0	0	0	0	0	0	0	0
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks/ Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	0	0	0	0	0	0
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds									
b) Banks/ Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									

**VIRAT LEASING LIMITED**

i) Others (Specify)										
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0	0
(2) Non-Institutions										
a) Bodies Corporate										
i) Indian	6908593	3138200	10046793	77.399	6908568	2474800	9383368	72.288	-5.111	
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	25000	237507	262507	2.022	25025	43000	68025	0.524	-1.498	
ii) Individual shareholders holding nominal share capital in excess of Rs 1	500000	2171200	2671200	20.579	500000	3029107	3529107	27.188	6.609	
1. NRI										
2. Overseas Corporate Bodies										
3. Foreign Nationals										
4. Clearing Members										
5. Trusts										
6. Foreign Bodies - D.R.										
Sub-total (B)(2)	7433593	5546907	12980500	100	7433593	5546907	12980500	100	0	
Total Public Shareholding (B) = (B)(1)+(B)(2)	7433593	5546907	12980500	100	7433593	5546907	12980500	100	0	
C. Shares held by Custodian for GDRs & ADRs										
GRAND TOTAL (A+B+C)	7433593	5546907	12980500	100.000	7433593	5546907	12980500	100.000	0.000	



**(ii) Shareholding of Promoters**

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of 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	-	-	-	-	-	-	-	-
	<b>TOTAL</b>	-	-	-	-	-	-	-

**(iii) Change in Promoter's Shareholding**

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	-	-	-	-	-
	<b>TOTAL</b>	-	-	-	-

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AARKAY TIE UP PRIVATE LIMITED				
	a) At the Beginning of the Year	511000	3.937		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			511000	3.937
2	FANTASTIC HIRISE PRIVATE LIMITED				
	a) At the Beginning of the Year	644993	4.969		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			644993	4.969
3	GMB FINVEST PRIVATE LIMITED				
	a) At the Beginning of the Year	600000	4.622		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			600000	4.622
4	JAGSAKTI DEALMARK PRIVATE LIMITED				
	a) At the Beginning of the Year	614000	4.73		



## VIRAT LEASING LIMITED

	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			614000	4.73
5	LINKUP VINTRADE PRIVATE LIMITED				
	a) At the Begining of the Year	613000	4.722		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			613000	4.722
6	NORTH CITY COMMODITIES PRIVATE LIMITED				
	a) At the Begining of the Year	0	0		
	b) Changes during the year				
	Date Reason				
	13/04/2018 Transfer	614000	4.73	614000	4.73
	c) At the End of the Year			614000	4.73
7	OJASWINI RETAILERS PRIVATE LIMITED				
	a) At the Begining of the Year	620000	4.776		
	b) Changes during the year				
	Date Reason				
	15/03/2019 Transfer	-25	0	619975	4.776
	c) At the End of the Year			619975	4.776
8	SRI GOURNIDHI INNOVESTMENT PRIVATE LIMITED				
	a) At the Begining of the Year	614000	4.73		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			614000	4.73
9	TOPMOST PROJECTS PRIVATE LIMITED				
	a) At the Begining of the Year	605000	4.661		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			605000	4.661
10	TURTLE COMMERCIAL PRIVATE LIMITED				
	a) At the Begining of the Year	570000	4.904		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			570000	4.904
11	VICTOR INFRAPROPERTIES PVT LTD				
	a) At the Begining of the Year	636600	4.904		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			636600	4.904
	<b>T O T A L</b>	<b>6028593</b>	<b>46.443</b>	<b>6028568</b>	<b>46.443</b>



**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JITENDRA KUMAR GOYAL				
	a) At the Beginning of the Year	4000	0.031		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4000	0.031
	TOTAL	4000	0.031	4000	0.031

**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				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	104769	NIL	104769
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	<b>104769</b>	NIL	<b>104769</b>
Change in Indebtedness during the financial year				
* Addition	NIL	658927	NIL	658927
* Reduction	NIL	763696	NIL	763696
Net Change	NIL	<b>104769</b>	NIL	<b>104769</b>
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Gross salary				



	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

**B. Remuneration to other directors**

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	NIL	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel				Total (Amount in Rs.)
		CEO	CFO (Manoj Biyani) resigned w.e.f. 19.05.2018	CFO (Ritwik a Dey) resigned w.e.f. 31.07.2018	CS Pooja Kalanoria	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		24500	26000	468159	518659
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-	-



	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-	-
2	Stock Option		-	-	-	-
3	Sweat Equity		-	-	-	-
4	Commission		-	-	-	-
	- as % of profit		-	-	-	-
	others, specify...		-	-	-	-
5	Others, please specify		-	-	-	-
	Total		24500	26000	468159	518659

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

Place: Kolkata  
Date: 14.08.2019

For and on behalf of the Board of Directors

-----  
(Rajeev Kothari)  
Managing Director  
DIN 00147196

-----  
(Jitendra Kumar Goyal)  
Director  
DIN 00468744



Annexure - V

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
**M/s. Virat Leasing Limited**

1. This certificate is issued in accordance with the terms of our engagement.
2. We, C. K. Chandak & Co, Chartered Accountants, the statutory auditors of Virat Leasing Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**Management's Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that I comply with the ethical requirements of the Code of Ethics issued by the ICAI.

**Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2019.
8. We 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 C K Chandak & Co.**  
Chartered Accountants  
FRN: 326844E

Place: Kolkata  
Date: 29.05.2019

(C. K. Chandak)  
Proprietor  
Membership No.: 054297



Annexure VI

**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 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
Virat Leasing Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Virat Leasing Limited** having registered office at 1, Crooked Lane, 3rd Floor, Room No-324, Kolkata -700069 (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.

**Auditors' Responsibility**

Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to me during the said audit and also based on the information furnished to me by the officers' and the agents of the Company during the said audit.

I have followed the audit practices and processes as were appropriate to the best of our understanding 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. I believe that the processes and practices, I followed, provide a reasonable basis for our opinion.

I have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Board during the period under scrutiny. I have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of compliance procedures on test basis.

My report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness or accuracy with which the management has conducted the affairs of the Company.

**I report that**, 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 March 31, 2019 according to the provisions

of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - j) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - k) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - l) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable for the period under review);
  - m) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the period under review);
  - n) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the period under review);
  - o) 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;
  - p) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the period under review); and
  - q) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable for the period under review).
- (vi) Other laws applicable specifically to the Company namely:
  - (a) Reserve Bank of India Directions, Guidelines and Circulars applicable to the non-banking financial companies.

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

- (vi) Secretarial Standard-I and II issued by the Institute of Company Secretaries of India; and
- (vii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

In respect of other laws specifically applicable to the Company, I have relied in information/records



produced by the Company during the course of our audit and the reporting is limited to that extent.

**I further report that**

- a. 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.
- b. 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.
- c. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- d. 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.

Place: Kolkata  
Date: 14.08.2019

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**(Anand Khandelia)**  
**Practicing Company Secretary**  
**FCS No. 5803/ CP No. 5841**

**Annexure VII**

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

[Pursuant to the first proviso to Sub-section (3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 - AOC -1]

**Part-A: Subsidiaries**

Sl. No.	1
Name of the subsidiary	Icon Commotrade LLP
Reporting Period	31st March, 2019
Reporting currency & Exchange rate	INR
Share Capital	1110000
Reserves & Surplus	6920134.02
Total Assets	9446641.03
Total Liabilities	9446641.03
Investments	6456000.01
Turnover (including other income also)	-
Profit/(Loss) before Tax	-23322.7
Provision for Tax	-
Profit/(Loss) After Tax	-23322.7
Proposed Dividend	-
% of shareholding	50.45%

**Part-B: Associates & Joint Ventures**

Sl. No.	
Name of Associates	
Latest audited Balance Sheet Date	
Shares of Associates/ Joint Ventures held by the company on the year end	
Amount of Investment in Associates	
Extend of Holding %	
Description of how there is significant influence	Not Applicable
Reason why the associate is not consolidated	
Networth attributable to Shareholding as per latest audited Balance Sheet	
Profit/ Loss for the year	
Considered in Consolidation (i)	
Not Considered in Consolidation (ii)	

For and on behalf of the Board of Directors

Place: Kolkata

Date: 14.08.2019

-----  
 (Rajeev Kothari)  
 Managing Director  
 DIN 00147196

-----  
 (Jitendra Kumar Goyal)  
 Director  
 DIN 00468744



**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
VIRAT LEASING LIMITED

**Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **Virat Leasing Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2019, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended, and notes to the financial statements including a summary of the 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 standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2019, its profit and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

**Description of Key Audit Matter**
**Purchases & Carrying value of the investments held as stock in trade (refer note no 10 to the Standalone Financial Statements)**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	<p>The Company's investments in Shares &amp; Securities (including preference shares) are classified based upon the business model of the Company. As per AS 13 "Accounting for investments", investments that are held for earning income by way of dividends, and for capital appreciation or for other benefits including investments in subsidiaries are classified as Non-current investments even though they may be readily marketable.</p> <p>Shares and other securities held for sale in the ordinary course of business are classified as stock-in trade. Accounting standard 13 "Accounting for investments" are not investments as defined in this standard. However, the manner in which they are accounted for and disclosed in the financial statements is quite similar to that applicable in respect of current investments. Accordingly, the provisions of this standard, to the extent that they relate to current investments, are also applicable to shares &amp; securities held as stock in trade with suitable modifications as specified in this standard.</p> <p>The carrying amount for current investments (held as stock-in trade) is valued individually at lower of cost and fair value and presented under the head "Current Assets"</p>	<p><b><u>Our audit procedures included:</u></b></p> <p>In our audit approach, we assessed the valuation methods used and discussed with management regarding the reasonableness of the basis and assumptions used. Our audit procedures included:</p> <ol style="list-style-type: none"> <li>1) Understanding investment process with regard to purchase and valuation and evaluation of controls designed and implemented by the management and testing their operating effectiveness,</li> <li>2) Analyzing the possible indications of decline, other than temporary and discussion with the management.</li> <li>3) Evaluating the management assessment and opinions obtained by them as regards arriving at the cost of investment:</li> <li>4) Performing relevant substantive testing to assess the cost of the investments made and carrying amount of the non-current investments on sample basis:</li> <li>5) Testing for any decline, other than temporary, in the value of long-term investments. Indicators of decline in the value of an investment are obtained by reference to its market value, the investee's assets and results and the expected cash flows from the investments: and</li> <li>6) In case of investments held as stock-in trade (for sale in the ordinary course of business), performing relevant substantive testing to assess the valuation of the carrying amount as at the balance sheet date.</li> <li>7) The carrying amount for current investments held as stock-in trade is the lower of cost and fair value. In respect of investments for which active market exists, market value generally provides the best evidence of fair value. The valuation of such investments at lower of cost or fair value provides a prudent method of determining the carrying amount to be stated in the balance sheet. Valuation of investments held as stock in trade</li> </ol>

	on overall (on global basis) is not considered appropriate. However, the more prudent and appropriate method is to carry investments individually at the lower of cost and fair value.
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**Investments made in Limited Liability Partnerships (refer note no 9 to the Standalone Financial Statements)**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
2.	<p>The Company as on March 31<sup>st</sup>, 2018 had investments in one subsidiary namely <b>1) Icon Commotrade Ltd.</b></p> <p>The above subsidiary got converted into LLP on May 31<sup>st</sup> 2018 and the Company continued to hold investments as subsidiary in this LLP (i.e. <b>Icon Commotrade LLP as on March 31<sup>st</sup>, 2019.</b> The Company's investment in this subsidiary amount to Rs 40,88,000 representing 2.58% of the Company's total assets.</p> <p>Further NBFCs were advised vide CC No. <b>214/03.02.002/2010-11 dated March 30, 2011</b> that they are prohibited from contributing capital to any partnership firm or to be partners in partnership firms which includes Limited Liability Partnerships (LLPs). In case of existing partnerships, NBFCs were advised to seek early retirement from the said partnership firms/LLPs.</p> <p>Accordingly, this matter has been identified as Key Audit Matter.</p>	<p><b><u>Our audit procedures included:</u></b></p> <ol style="list-style-type: none"> <li>1) Performing analysis of the Notifications issued by the <b>RBI on June, 11 2013</b> where NBFCs were <b>advised vide CC No. 214/03.02.002/2010-11 dated March 30,2011</b> that they are prohibited from contributing capital to any partnership firm or to be partners in partnership firms including LLPs. Further as per RBI in cases of existing partnerships, NBFCs were advised to seek early retirement from the partnership firms including LLPs Further <b>RBI amended Notifications Nos. DNBS (PD).255/CGM (CRS)-2013 and DNBS (PD).256/CGM (CRS)-2013 both dated June 11, 2013 in this regard.</b></li> <li>2) Inspecting Board minutes and other appropriate documentation of authorization to assess whether the transactions were appropriately authorized.</li> <li>3) Communicating with the Board of Directors and those charged with Governance in order to understand the time period upto which the Company shall comply with the RBI directives in this regard. Further the meeting of the board of directors of the Company was held on 17<sup>th</sup> April 2019 to call an Extra-Ordinary General Meeting of the members of the Company on 26<sup>th</sup> June, 2019 to take approval from members for the disposal of the investments made in LLPs to comply with the RBI directives in this regard.</li> </ol>

**Statutory and Legal Matters**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
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3.	The Company received a notice from BSE dated August 10, 2017 regarding issue related to suspected shell companies and appointment of forensic auditor thereon. BSE requested to submit various documents from time to time in this regard along with the queries and other information from the Company. The Company replied to all the queries issued by the BSE and the matter is subjudice as on 31 <sup>st</sup> March, 2019	<p><i>Our audit procedures included:</i></p> <ol style="list-style-type: none"> <li>1) We have checked up the order of the BSE issued pursuant to the SEBI's aforesaid directions and other relevant correspondence with the BSE and with the forensic auditors appointed by the BSE in this regard since inception.</li> <li>2) We have also checked all the relevant legal petitions, applications, affidavits, rejoinders, inter-locutory applications as filed by the Company with Hon'ble High Court at Kolkata.</li> <li>3) We communicated with the Management and those charged with Governance with respect to this matter and the Company is regular in replying to all the queries raised and all the documents sought by the Exchange (BSE) and by the forensic auditors. The forensic audit is in process and the matter is subjudice at present.</li> </ol>
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**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the 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.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standard) Rules, 2014 and the Companies (Accounting Standard) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

That Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, 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 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 standalone financial statements.

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

- *Identify and assess the risks of material misstatement of the 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 control 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 control 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 standalone 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 standalone 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 in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the statement of Profit and Loss, and the statement of cash flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Amendment Rules, 2016.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - 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 best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its standalone financial statements.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 3) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

**For and on behalf of**

**C. K. Chandak & Co.**  
Chartered Accountants  
Firm Registration Number: 326844E

Place: Kolkata  
Date: 29.05.2019

**CA Chandra Kumar Chandak**  
Proprietor  
Membership Number: 054297

Annexure –“A” to the Independent Auditors’ Report

[Referred to in Paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor’s Report of even date to the Members of **Virat Leasing Limited** on the standalone financial statements for the year ended 31<sup>st</sup> March, 2019].

- i. Based on our scrutiny of the Company’s books of Accounts and other records and according to the information and explanations received by us from the Management, we are of the opinion that the question of commenting on the maintenance of proper records of fixed assets, physical verification of fixed assets and title of fixed assets does not arise, since the Company had no fixed assets as on 31.03.2019.
- ii. The inventory comprises of securities held as stock-in trade and are verified by the management with the confirmation statements received from the depository on a regular basis. In our opinion, the frequency of such verification is reasonable. The Company is maintaining proper records of securities held as stock-in trade and no discrepancies were noticed on comparing the statement from custodian with books of account.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans repayable on demand to companies and other parties covered in the register maintained under section 189 of the Companies Act, 2013.
  - (a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that, the terms and conditions of the aforesaid loans granted by the Company are not prejudicial to the interest of the Company. The Schedule of repayment of principal and payment of interest has been stipulated for the loans granted and the repayment is regular.
  - (b) The aforesaid loans are repayable on demand, accordingly, provision of Clause 3(iii) (b) and (c) of the Order are not applicable to the Company.
- iv. Based on information and explanations given to us, in respect of loans and investments, the Company has complied with the provisions of Section 185 and 186 of the Companies Act as applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Hence Clause (v) of the Order is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records for any of the products or services of the Company under Sub-section (1) of Section 148 of the Act and rules framed there under. Hence Clause (vi) of the Order is not applicable.
- vii. (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including, Income tax, Goods & Service tax, Value added tax, cess and any other material statutory dues applicable to it and the extent of the arrears of outstanding dues as on the last day of the financial year concerned were not for a period of more than six months from the date they became payable.



(b) However, according to information and explanation given to us, the following dues of Income tax have not been deposited by the Company on account of disputes.

Name of Statute	Nature of dues	Amount under dispute	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax and Interest	Rs 118530/-	A.Y 2011-12	CIT(Appeals)
The Income Tax Act, 1961	Income Tax and Interest	Rs 180990/-	A.Y 2012-13	CIT(Appeals)
The Income Tax Act, 1961	Income Tax and Interest	Rs 601930/-	A.Y 2014-15	CIT(Appeals)

- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give 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. Hence reporting under Clause (xiv) of this Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with them as referred to in Section 192 of the Act.



xvi. According to the information and explanations given to us, the Company is a Non deposit taking Systematically not important Non-Banking Financial Company and is duly registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For and on behalf of**  
**C.K. Chandak & Co.**  
Chartered Accountants  
Firm Registration Number: 326844E

Place: Kolkata  
Date: 29.05.2019

**CA Chandra Kumar Chandak**  
Proprietor  
Membership Number: 054297

**Annexure – “B” to the Independent Auditors’ Report**

[Referred to in Paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor’s Report of even date to the Members of **Virat Leasing Limited** on the standalone financial statements for the year ended 31<sup>st</sup> March, 2019].

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

We have audited the internal financial controls with reference to standalone financial statements of **Virat Leasing Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal control with reference to standalone financial statements 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 (the ‘Guidance Note’).

**Management’s Responsibility for Internal Financial Controls**

The Company’s Management and the Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential component of stated in the Guidance Note issued by the Institute of Chartered Accountants of India. 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.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to standalone financial statements 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to standalone financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effective 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 standalone 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 with reference to standalone financial statement.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control with reference to standalone financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statement includes those policies and procedures that: -

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (iii) 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 financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements 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 the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For and on behalf of**

**C. K. Chandak & Co**  
Chartered Accountants  
Firm Registration Number: 326844E

Place: Kolkata  
Date: 29.05.2019

**CA Chandra Kumar Chandak**  
Proprietor  
Membership Number: 054297

**VIRAT LEASING LIMITED****Balance Sheet as at 31st March, 2019**

Particulars	Note No.	March 31, 2019	March 31, 2018
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	129805000	129805000
(b) Reserves and Surplus	4	28454711	27032076
<b>(2) Current Liabilities</b>			
(a) Short Term Borrowings	5	-	104769
(b) Other current liabilities	6	150650	160998
(c) Short Term Provisions	7	253837	252589
<b>Total</b>		<b>158664198</b>	<b>157355432</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Capital work in progress	8	1454424	-
(b) Non-current investments	9	8091026	4088000
<b>(2) Current assets</b>			
(a) Inventories	10	43800000	44800000
(b) Trade receivables	11	88651	64361
(c) Cash and cash equivalents	12	101330	5846214
(d) Short-term loans and advances	13	103588266	102556858
(e) Other Current Assets	14	1540500	-
<b>Total</b>		<b>158664198</b>	<b>157355432</b>

Corporate Information	1
Significant accounting policies and estimates	2
Other Disclosures	22

*The accompanying notes 1-22 form an integral part of the financial statements*

In terms of our attached report of even date

For C. K. Chandak & Co.  
Chartered Accountants

FRN 326844E

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

Rajeev Kothari  
Managing Director  
DIN: 00147196

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Jitendra Kumar Goyal  
Director  
DIN : 00468744

Manoj Biyani  
CFO  
PAN: AEFPB3880C

**Statement of Profit and Loss for the year ended 31st March, 2019**

Particulars	Note No.	March 31, 2019	March 31, 2018
I. Revenue from operations	15	10978662	26558063
II. Other Income	16	1110645	164632
<b>III. Total Revenue (I +II)</b>		<b>12089307</b>	<b>26722696</b>
Expenses:			
Purchase of Stock-in-Trade	17	6140500	1963779
Changes in inventories of stock in trade	18	1000000	22645550
Employee benefit expenses	19	647226	684526
Finance Cost	20	8927	248178
Other expenses	21	2534846	815477
<b>IV. Total Expenses</b>		<b>10331499</b>	<b>26357510</b>
V. Profit before tax (III - IV)		1757808	365186
VI. Tax expense:			
(1) Current tax		333925	63381
(2) Taxation for earlier years		-	1262
VII. Profit for the year (V - VI)		1423883	300543
VIII. Earnings per equity share of face value of Rs.10 each:			
(1) Basic & Diluted	22(h)	0.11	0.02

<b>Corporate Information</b>	<b>1</b>
<b>Significant accounting policies and estimates</b>	<b>2</b>
<b>Other Disclosures</b>	<b>22</b>

*The accompanying notes 1-22 form an integral part of the financial statements*

**In terms of our attached report of even date**

**For C. K. Chandak & Co.**  
**Chartered Accountants**

FRN 326844E

**Rajeev Kothari**  
**Managing Director**  
DIN: 00147196

**Jitendra Kumar Goyal**  
**Director**  
DIN : 00468744

**(CA Chandra Kumar Chandak)**  
**Proprietor**  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

**Puja Shaw**  
**Company Secretary**  
PAN : EWEPS2115C

**Manoj Biyani**  
**CFO**  
PAN: AEFPB3880C

**Cash Flow Statement for the year ended March 31, 2019**

Particulars	March 31, 2019	March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	1757808	365186
	1757808	365186
<b>Adjustment for :</b>		
Contingent provisions for standard assets	(1248)	(43507)
(Loss)/Profit on sale of Investment	(1000794)	6842
Interest received	(84220)	(67704)
Dividend Received	(25631)	(103770)
<b>Operating Profit before Working Capital changes</b>	<b>645915</b>	<b>157047</b>
<b>Adjustment for :</b>		
Current Assets	(1596199)	18221102
Current Liabilities	(9100)	(1849677)
(Increase)/Decrease in Net Current Assets	(1605299)	16371425
Cash generated from Operations	(959384)	(16528472)
Taxation	(333925)	(64693)
Cash Flow before extraordinary items	(1293309)	16463828
<b>Net Cash from operating activities (A)</b>	<b>(1293309)</b>	<b>16463828</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Property, plant & equipment	(1454424)	-
Sale/(Purchase) of Investments	(4003026)	386236
Loss/Profit on sale of Investment	1000794	(6842)
Interest received	84220	67704
Dividend Received	25631	103770
<b>Net Cash used in investing activities (B)</b>	<b>(4346805)</b>	<b>550868</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowing	(104769)	(13026383)
<b>Net Cash from Financing activities (C)</b>	<b>(104769)</b>	<b>(13026383)</b>
<b>Net increase in Cash and Cash equivalents (A+B+C)</b>	<b>(5744883)</b>	<b>3988314</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>5846214</b>	<b>1857900</b>
<b>Cash and Cash equivalents at the close of the year</b>	<b>101330</b>	<b>5846214</b>

The above cash flow statements have been prepared under the indirect method set out in the Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounting Standards) Rules, 2006.

1) Direct tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities.

For C. K. Chandak & Co.  
Chartered Accountants  
FRN 326844E

Rajeev Kothari  
Managing Director  
DIN: 00147196

Jitendra Kumar Goyal  
Director  
DIN : 00468744

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Manoj Biyani  
CFO  
PAN: AEFPB3880C

Place: Kolkata  
Date: 29/05/2019

**1) Corporate Information**

Virat Leasing Limited ("the Company") is a public limited company incorporated and domiciled in India. The registered office of the Company is situated at 1, Crooked Lane, 3rd floor Room No-324, Kolkata - 700069, West Bengal, India. The Company's shares are listed on BSE Ltd (Bombay Stock Exchange). The Company is a Non-Deposit taking Systematically not important Non-Banking Financial Company and is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**2) Statement of Significant Accounting Policies**

**a) Basis of preparation:** The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (IGAAP) and comply with Accounting Standards notified under Section 133 of the Companies Act, 2013 ('the Act') read together with relevant rules issued there under. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made revaluation is carried out. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**Current and non-current classification:** All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Operating cycle is the time between the acquisition of assets and their realization in cash or cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**b) Use of estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**c) Tangible assets:** Tangible assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Gains or losses arising from de-recognition of tangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is de-recognised.

**d) Borrowing Cost:** Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing cost is recognized as an expense in the period in which they are incurred.

**e) Depreciation on tangible assets:** Depreciation on tangible assets is provided on straight line method over the useful lives of assets as prescribed in Schedule II of the Act. The residual values, useful lives and method of depreciation of tangible assets are reviewed at each financial year end and adjusted prospectively if required.

**f) Capital Work in Progress:** Directly attributable expenditure (including finance costs relating to borrowed funds for construction or acquisition of Property plant and equipment) incurred on projects under implementation are treated as Pre-operative expenses pending allocation to the assets and are shown as Capital work-in-progress. Capital work-in-progress is stated at the amount incurred upto the Balance Sheet date on assets or property, plant and equipment that are not yet ready for their intended use.



**g) Impairment of tangible assets:** The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**h) Investments:** Investments are classified based upon the business model of the Company. Investments that are held for earning income by way of dividends interest and for capital appreciation or for other benefits including investments in subsidiaries are classified as long term investments under Non-current investments. even though they may be readily marketable. In line with AS 13 "Accounting for Investments", Long Term Investments are stated at cost, provision for Diminutions in the value is not considered unless such short fall is permanent in nature. Investments (other than long term investments) being current investments are valued at cost or fair value whichever is lower, determined on an individual basis.

**i) Inventories/Stock in trade:** Shares & Securities held for sale in the ordinary course of business are classified as stock in trade. Accounting Standard 13 'Accounting for Investments' are not investments as defined in the standard, however, the manner in which they are accounted for and disclosed in the financial statements is quite similar to that applicable in respect of current investments. Accordingly, the provisions of this standard, to the extent that they relate to current investments, are also applicable to shares & securities held as stock.

**j) Revenue Recognition:** Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Income has been recognised on accrual basis as per the prudential norms issued by the RBI except that income on non-performing assets is recognised only on actual realization. Provision on Standard and Non-Performing Assets has been made as per the guidelines issued by the RBI.

**(i) Interest Income and Provisioning relating to loans given:**

Interest income is recognised on a time proportion basis taking into account the amount as per outstanding and the rate applicable. Further interest income is recognised on accrual basis the prudential norms issued by the RBI except that income on non-performing assets is recognized prudential norms issued by the RBI except that income on non-performing assets is recognized the guidelines issued by the RBI.

**(ii) Dividend:**

Dividend including interim are accounted when the right to receive payment is established.

**(iii) Sale of Investments & Stock-in-trade:**

The Profit/(Loss) earned on Sale of Investments and Stock-in-trade are recognised on trade date basis. Profit or Loss on Sale of investments is determined on the basis of the weighted average cost method and stock in trade on FIFO method. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**(iv) Accounting for Derivative Transactions:**

Income from derivative instruments comprise of Profit/(Loss) in derivative instruments being equity derivative transactions in the nature of Futures and Options in Equity Stock/Index entered into for trading purposes and is determined in accordance with "Guidance Note on Accounting for Derivative Contracts" issued by The Institute of Chartered Accountants of India" as follows:

- (a) Subsequent to initial recognition, derivatives are measured at fair value at each Balance Sheet date, and changes therein are recognised in Statement of Profit and Loss. Fair value is determined using quoted market prices on respective Exchanges;
- (b) All directly attributable transactions are recognised in Statement of Profit and Loss as they are incurred;
- (c) Balance in "Options Premium Account" represents the fair value of premium paid or received for buying or selling the Options, respectively. Debit or credit balance in the said account is disclosed under Short Term Loans and Advances and Other Current Liabilities respectively.

**k) Employee Benefits:** All employee benefits including short term compensated absences and bonuses payable wholly within twelve months of rendering the services are classified as Short-term Employee Benefits and are charged to the Statement of Profit and Loss of the year. As per the present policy of the Company, there are no long term benefits to which its employees are entitled.

**l) Income Taxes:**

**a) Current Tax-** Provision for Current taxation has been measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates for the relevant assessment years.

**b) Deferred Tax-** Deferred tax assets and liabilities are recognised for timing differences between the accounting and taxable income measured based on the tax rates and tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, and are recognized, only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance sheet date, the carrying amount of deferred tax assets is reviewed to reassure its realization.

**c) Minimum Alternative Tax (MAT)-** Minimum Alternative Tax (MAT) paid in a year is charged to Statement of Profit and Loss as current tax. MAT Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as 'MAT Credit Entitlement.

**m) Provisions, Contingent Liabilities & Contingent Asset:** A provision is recognised when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation. Contingent Liabilities, if material, are disclosed by way of notes. Contingent assets are not recognised or disclosed in the financial statements. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation.



**n) Segment Reporting:** The Company is into a single line of business and doesn't have any Reportable Segment, hence reporting requirements as per Accounting Standard (AS) 17 is not applicable to the Company.

**o) Cash and cash equivalents:** Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and cash in hand and short term investments with an original maturity of three months or less. Further Cash Flow Statement has been prepared by adopting the Indirect method as prescribed under para 18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".

**p) Earnings Per Share:** Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity share if any.

**Significant accounting policies and estimates are an integral part of the financial Statements for the year ended on 31/03/2019.**

**Signatures to Significant accounting Policies and estimates**

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For C. K. Chandak & Co.  
Chartered Accountants

FRN 326844E

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

Rajeev Kothari  
Managing Director  
DIN: 00147196

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Jitendra Kumar Goyal  
Director  
DIN : 00468744

Manoj Biyani  
CFO  
PAN: AEFPB3880C

**Notes to financial statements for the year ended 31st March 2019.**

3.	<u>Share Capital</u>	<u>31st March 2019</u>	<u>31st March 2018</u>
	<b>Authorised:</b> 13000000 Equity Shares of Rs 10 Each	130000000	130000000
	<b>Issued, Subscribed and Fully Paid-up Shares</b> 12980500 Equity Shares of Rs 10 Each	129805000	129805000

The Company has one class of equity shares having a par value of Rs 10/- each. Each holder of equity share is entitled to one vote per share.

**a. Details of shareholders holding more than 5% shares in the company.**

Name of Shareholder	<u>31st March 2019</u>		<u>31st March 2018</u>	
	% of shares	No. of shares	% of shares	No. of shares
	-	-	-	-

**b. Reconciliation of share capital at beginning and end of accounting year.**

Opening Balance of Share Capital	129805000	129805000
Change in Share Capital during the year	0	0
Closing Balance of Share Capital	129805000	129805000

c. Equity shares carry voting rights at the General Meetings of the Company, and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

4.	<u>Reserves and Surplus</u>	<u>31st March 2019</u>		<u>31st March 2018</u>	
	<b>General Reserve</b>		25956073		25956073
	<b>Profit &amp; Loss A/c</b>				
	Opening Balance	611140		414213	
	Add : Profit For the Year	1423883		300543	
	Less : Transfer to Statutory Provision	1248		43507	
	Less: Statutory Reserve	284777	1748998	60109	611140
	<b>Reserve As per RBI Guidelines</b>				
	<b>Statutory Reserve</b>				
	Opening Balance	464863		404754	
	Add : Transfer from Profit & Loss A/c	284777	749690	60109	464863
			28454711		27032076

**Notes to financial statements for the year ended 31st March 2019.**

5	<b><u>Short Term Borrowings</u></b>	<b><u>31st March 2019</u></b>	<b><u>31st March 2018</u></b>
	<b>Unsecured</b>		
	- From Others	-	104769
		-	104769

6	<b><u>Other Current Liabilities</u></b>	<b><u>31st March 2019</u></b>	<b><u>31st March 2018</u></b>
	Advance Received		
	- From Related Parties	1635	45165
	Liability For Expenses		
	- From Related Parties	14000	45,000
	- Others	135015	70833
		<b>150650</b>	<b>160998</b>

7	<b><u>Short Term Provisions</u></b>	<b><u>31st March 2019</u></b>		<b><u>31st March 2018</u></b>	
	<b>Contingent Provisions against Standard Assets</b>				
	Opening Balance	252589		209082	
	Add : Transfer from Profit & loss A/c	1248	253837	43507	252589
			<b>253837</b>		252589

**8 Capital Work In Progress**

The changes in the carrying value of capital work in progress for the year ended 31st March, 2018 and 31st March, 2019 are as follows:

<b>Description</b>	<b>Amount</b>
<b>Gross Block</b>	
<b>Balance as at 1st April, 2017</b>	-
Addition for the year	-
Transfer to Property, plant & equipment	-
Disposal for the year	-
<b>Balance as at 31st March, 2018</b>	-
Addition for the year	1454424
Transfer to Property, plant & equipment	-
Disposal for the year	-
<b>Balance as at 31st March, 2019</b>	<b>1454424</b>

Refer Note no: 2(f)

**Notes to financial statements for the year ended 31st March 2019**
**9 Non-Current Investments (valued at cost)**

Particulars	Face Value	31st March 2019		31st March 2018	
		No. of Share	Value Rs.	No. of Share	Value Rs.
<b><u>Non-Trade Investments</u></b>					
<b>Quoted - Equity Shares</b>					
Vodafone Idea Ltd.	10	100	3026	-	-
GAIL India Ltd. (Bonus Shares)	10	10000	-	10000	-
<b>Equity - Unquoted</b>					
ABM Finlease Pvt. Ltd. (Bonus Shares)	10	47250	-	47250	-
<b>Preference Shares</b>					
Fast flow Commodeal Ltd.	100	40000	4000000	-	-
<b>Investments in Subsidiaries</b>					
<b>Investment in LLP *</b>					
Icon Commotrade LLP (formerly named as 'Icon Commotrade Ltd')	10	56000	4088000	56000	4088000
			8091026		4088000
Aggregate value of Quoted Equity Shares (Market Value)			1742975		3285500
Aggregate value of Unquoted Equity Shares (Break up value)			1356075		4062800
Aggregate Value of Unquoted Preference Shares (Par value)			4000000		-

**10 Inventories : (At lower of cost and fair value)**

Particulars	Face Value	31st March 2019		31st March 2018	
		No. of Share	Value Rs.	No. of Share	Value Rs.
<b>Equity - Unquoted</b>					
Mayborn Investments Pvt. Ltd.	10	5000	500000	15000	1500000
Vinsa Electricals Pvt. Ltd.	10	43300	43300000	43300	43300000
			43800000		44800000

**Notes to financial statements for the year ended 31st March 2019**

<b>11</b>	<b><u>Trade Receivables</u></b>	<b><u>31st March 2019</u></b>	<b><u>31st March 2018</u></b>
	<b>Unsecured, Considered good, Unless Otherwise Specified</b>		
	- From Others	88651	64361
	Less: Provision for doubtful debts	-	-
		<b>88651</b>	<b>64361</b>
<b>12</b>	<b><u>Cash &amp; Cash Equivalents:</u></b>	<b><u>31st March 2019</u></b>	<b><u>31st March 2018</u></b>
	Cheques in Hand	-	5000000
	Balances with Banks	60670	842317
	Cash on Hand	40660	3897
		<b>101330</b>	<b>5846214</b>
<b>13</b>	<b><u>Short Term Loans &amp; Advances:</u></b>	<b><u>31st March 2019</u></b>	<b><u>31st March 2018</u></b>
	Loans (Unsecured, Considered good, repayable on demand)		
	- To Related Parties	2242164	3486151
	- To Others	99292503	97549637
	Income Taxes Refundable net of provisions	2053599	1521070
		<b>103588266</b>	<b>102556858</b>
<b>14</b>	<b><u>Other Current Assets:</u></b>	<b><u>31st March 2019</u></b>	<b><u>31st March 2018</u></b>
	Bill Discounting	1533760	-
	Security Deposit (CESC)	6240	-
	Security Deposit (BSNL)	500	-
		<b>1540500</b>	<b>-</b>
<b>15</b>	<b><u>Revenue from operations:</u></b>	<b><u>2018-2019</u></b>	<b><u>2017-2018</u></b>
	Sales of Shares and securities Security	2633750	16414947
	INTEREST		
	- On Unsecured Loan (TDS Rs. 801994 , PY. Rs. 785811)	8289952	8226588
	Income from Trades in Derivatives Instruments	54960	1916529
		<b>10978662</b>	<b>26558063</b>

**Notes to financial statements for the year ended 31st March 2019**

<b>16</b>	<b><u>Other Income:</u></b>	<b>2018-2019</b>	<b>2017-2018</b>
	Interest		
	- On Income Tax Refund	50460	45594
	- On NHAI	-	22110
	- Other Interest	33760	-
	Dividend	25631	103770
	Net gain/(loss) on sale of Non-current Investments	1000794	(6872)
		<b>1110645</b>	<b>164632</b>
<b>17</b>	<b><u>Purchase of stock in trade</u></b>		
	Shares and securities	6140500	1963779
		<b>6140500</b>	<b>1963779</b>
<b>18</b>	<b><u>Changes in Inventories of Stock-in-Trade</u></b>		
	<b>Opening Stock</b>		
	Shares & Securities (A)	44800000	67445550
	<b>Closing stock</b>		
	Shares & Securities (B)	43800000	44800000
	<b>(A) - (B)</b>	<b>1000000</b>	<b>22645550</b>
<b>19</b>	<b><u>Employee benefit expenses</u></b>		
	Salaries & Bonus	602556	647962
	Staff Welfare Expenses	44670	36564
		<b>647226</b>	<b>684526</b>
<b>20</b>	<b><u>Finance Costs</u></b>		
	Interest on Borrowings	8927	248178
		<b>8927</b>	<b>248178</b>



**Notes to financial statements for the year ended 31st March 2019**

21- <u>Other Expenses</u>	2018-2019 (Rupees)		2017-2018 (Rupees)	
Payment to auditors				
- Statutory Audit Fees	15000		16500	
- Tax Audit Fees	10000		-	
- Others	<u>13500</u>	38500	<u>15000</u>	31500
Internal Audit Fees		5000		-
Accounting Charges		16000		16000
Advertisement		19286		19527
Bank Charges		436		268
Bad Debts		358619		6996
Conveyance		28740		51590
Demat Charges		2175		532
Depository Charges		54280		104957
Filing Fees		7200		12065
General Expenses		4431		96819
Listing Fees		295000		287500
MTM Losses on Derivatives		1190405		-
Office and Establishment Expenses		40736		35054
Postage & Telegram		8057		4965
Printing & Stationery		63785		31176
Professional charges		227136		53904
Professional Tax		2500		2500
Registrar Fees		26550		26438
Rent		108000		-
Securities Transaction Tax		5152		25810
Stamp duty Charges		-		7875
Telephone Expenses		3318		-
Travelling Expenses		29540		-
		<b>2534846</b>		<b>815477</b>

**22 Other Notes:**

- The Company's main business is Finance and Investment falling under one business head. Hence, Segmental Reporting as per AS - 17 is not applicable to the company.
- As required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI, we enclose in the annexure the required Schedule to the Balance Sheet of a Non-Banking Finance Company.
- Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.
- Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- Previous year figures have been regrouped/re-arranged wherever considered necessary.

## f. Contingent Liabilities &amp; Contracts on capital account:

Outstanding I.T Demand	U/s	Assessment Order dated	Date of filling	Comment of the management
A.Y 2011-12- Rs 118530	147	31/12/2018	04/06/2019	Appeal Filled with CIT
A.Y 2012-13- Rs 180990	147	31/12/2018	03/06/2019	Appeal Filled with CIT
A.Y 2014-15- Rs 601930	143(3)	30/12/2016	13/01/2017	Appeal Filled with CIT

**g) Related Party Disclosures**
**A) Related Parties**
**(i) Subsidiaries**

Icon Commotrade LLP

**(ii) Key Management Personnel**

Rajeev Kothari

Managing Director

Jitendra Kumar Goyal

Director

Pooja Kalanouria

Company Secretary (resigned on 28.05.2019)

Puja Shaw

Company Secretary (appointed w.e.f 29.05.2019)

Manoj Biyani

CFO

**(iii) Relative of Key Management Personnel with whom transactions took place :**
**During the year**

NIL

**During last year**

Renu Goyal

Wife of Jitendra Kumar Goyal

Virendra Kumar Goyal

Brother of Jitendra Kumar Goyal

Sumit Goyal

Son of Jitendra Kumar Goyal

**(iv) Entities where Key Management Personnel and their relative have significant influence\***

ABM Finlease Private Limited

Anjaniputra Promoters Private Limited

Ashok Vatika Agro Farms Private Limited

Aurelian Commercial LLP

Centuple Commercial LLP

Daffodil Dealtrade Private Limited

Decillion Finance Limited

Dignity Dealtrade Private Limited

Goyal Commercial Private Limited

Laxmidhan Properties Private Limited

Mayborn Investments Private Limited

Planet Dealtrade LLP

Rambhakta Enterprise LLP

Shreyans Stockinvest Private Limited

Skylight Vintrade LLP



SMRK Investment & Finance Private Limited (Formerly Known as Managalchand Property & Investments Private Limited)  
 Spectrum Pestorgan Private Limited  
 Success Dealers LLP  
 Sumit Technisch & Engineering Private Limited  
 Suncity Dealers LLP  
 Tubro Consultants & Enterprises Private Limited  
 Twinkle Vintrade LLP  
 Vedik Holdings Private Limited  
 Vibgyor Commotrade Private Limited  
 Yerrow Finance & Investments Limited  
 Zigma Commosales Private Limited

*\* (Significant influence will be influence or significant influence as the case may be )*

**(v) HUF & Trust where Key Management Personnel and their relative have significant influence\***

Mahesh Biyani HUF  
 Manoj Biyani HUF  
 Virendra Kumar Goyal HUF  
 G Jitendra HUF  
 Y K Goyal & Sons HUF

**B) The following is the summary of transactions with related parties**

Sl.	Name of Related Party - Company or Individual	Nature of transactions and outstanding balances	F.Y 2018-2019	F.Y 2017-2018
<b>Key management personnel</b>				
1	Pooja Kalanouria	Remuneration	468,159.00	342,000.00
2	Manoj Biyani	Remuneration	24,500.00	177,000.00
3	Jitendra Kumar Goyal	Sale of shares & securities	-	685,000.00
<b>Entities where Key Management Personnel and their relative have significant influence</b>				
1	ABM Finlease Private Limited	Purchase of shares	3,880,000.00	-
2	Centuple Commercial LLP	Loan repaid	237,504.00	400,000.00
		Loan receivable	231,068.00	437,504.00
		Sundry creditor for expenses	12,000.00	-
3	Dignity Dealtrade Private Limited	Purchase of shares	2,500,000.00	-
4	Decillion Finance Limited	Advance paid	-	2,000,000.00
		Advance received	-	6,000,000.00
		Loan received	404,685.00	-

**VIRAT LEASING LIMITED**

		Loan refunded	404,685.00	4,685.00
		<b>BALANCE : LOAN</b>	<b>NIL</b>	<b>NIL</b>
5	Goyal Commercial Pvt Ltd	Advance paid	-	2,000,000.00
6	Horizon Agro Processing Pvt Ltd	Advance received	12,175.00	-
		Advance refunded	12,175.00	-
		<b>BALANCE :</b>	<b>NIL</b>	<b>NIL</b>
7	Mayborn Investment Pvt Ltd	Advance received	-	300,000.00
		Sale of shares & securities	-	2,000,000.00
		Loans received	-	6,438,007.00
8	Rambhakta Enterprise LLP	Loan repaid	158,227.00	4,020,472.00
		Loan receivable	2,011,096.00	158,227.00
9	Renu Goyal	Sale of shares & securities	-	342,500.00
10	Shreyans Stockinvest Pvt Ltd	Investments in shares sold	3,000,000.00	-
11	Smrk Investments & Finance Pvt Ltd	Advance received	-	400,000.00
12	Sumit Goyal	Sale of shares & securities	-	10,000.00
13	Sumit Technisch & Engineering Pvt Ltd	Advance received	-	32,270.00
14	Tubro Consultants & Enterprises (P) Ltd	Advance received	-	258,703.00
		Advance refundable	1,635.00	45,165.00
		Sundry creditor for expenses	2,000.00	37,988.00
15	Vedik Holdings Pvt Ltd	Advance received	-	500,000.00
		Purchase of shares & securities	-	1,500,000.00
16	Vibgyor Commotrade Pvt Ltd	Purchase of shares & securities	368,000.00	684,000.00
17	Virendra Kumar Goyal	Sale of shares & securities	-	685,000.00
18	Zigma Commosales Pvt Ltd	Purchase of shares & securities	150,000.00	600,000.00

**h. Calculation of EPS:-**

	31.03.2019	31.03.2018
Profit after Tax (A)	1423883	300543
No. of Equity Shares (B)	12980500	12980500
EPS (A/B)	0.11	0.02

Notes 1 -22 form integral part of the financial Statements for the year ended on 31/03/2019

Signatures to Notes 1-22

In terms of our attached report of even date.

For C. K. Chandak & Co.  
Chartered Accountants

FRN 326844E

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

Rajeev Kothari  
Managing Director  
DIN: 00147196

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Jitendra Kumar Goyal  
Director  
DIN : 00468744

Manoj Biyani  
CFO  
PAN: AEFPB3880C



SCHEDULE TO THE BALANCE SHEET OF VIRAT LEASING LIMITED AS ON 31.03.2019 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2015

PARTICULARS		( ₹ IN LACS)	
<b>LIABILITIES SIDE</b>			
<b>1</b>	<b>LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID:</b>	<b><u>AMOUNT OUTSTANDING</u></b>	<b><u>AMOUNT OVERDUE</u></b>
a	DEBENTURES		
	• SECURED	NIL	NIL
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSITS*)	NIL	NIL
b	DEFERRED CREDITS	NIL	NIL
c	TERM LOANS	NIL	NIL
d	INTER - CORPORATE LOANS AND BORROWINGS	NIL	NIL
e	COMMERCIAL PAPER	NIL	NIL
f	OTHER LOANS ( SPECIFY NATURE )	NIL	NIL
	*Please see note -1 below		
<b>ASSETS SIDE</b>			
<b>2</b>	<b>BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW:</b>	<b><u>AMOUNT OUTSTANDING</u></b>	
	• SECURED	NIL	
	• UNSECURED	1015.35	
<b>3</b>	<b>BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND OTHER ASSETS COUNTING TOWARDS AFC ACTIVITIES</b>	NIL	
a	LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS		
	• FINANCIAL LEASE	NIL	
	• OPERATING LEASE	NIL	
b	STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS		
	• ASSETS ON HIRE	NIL	
	• REPOSSESSED ASSETS	NIL	
c	OTHER LOANS COUNTING TOWARDS AFC ACTIVITIES	NIL	
	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL	
	• LOANS OTHER THAN (a) ABOVE	NIL	
<b>4</b>	<b>BREAK UP OF INVESTMENTS:</b>		
	CURRENT INVESTMENTS		
1.	QUOTED		
	• SHARES		
	EQUITY	NIL	
	PREFERENCE	NIL	
	• DEBENTURES AND BONDS	NIL	
	• UNITS OF MUTUAL FUNDS	NIL	
	• GOVERNMENT SECURITIES	NIL	
	• OTHERS	NIL	

2.	UNQUOTED			
	• SHARES			
	(i) EQUITY			438.00
	(ii) PREFERENCE			NIL
	• DEBENTURES AND BONDS			NIL
	• UNITS OF MUTUAL FUNDS			NIL
	• GOVERNMENT SECURITIES			NIL
	• OTHERS			NIL
	LONG TERM INVESTMENTS			NIL
1.	QUOTED			
	• SHARES			
	(i) EQUITY			NIL
	(ii) PREFERENCE			NIL
	• DEBENTURES AND BONDS			NIL
	• UNITS OF MUTUAL FUNDS			NIL
	• GOVERNMENT SECURITIES			NIL
	• OTHERS			NIL
2.	UNQUOTED			
	• SHARES			
	(i) EQUITY			40.03
	(ii) PREFERENCE			NIL
	• DEBENTURES AND BONDS			NIL
	• UNITS OF MUTUAL FUNDS			NIL
	• GOVERNMENT SECURITIES			NIL
	• OTHERS			40.88
5	<b>BORROWER GROUP WISE CLASSIFICATION OF ASSETS FINANCED AS IN (2) AND (3) ABOVE: (Please Note 2 below)</b>			
	<b>CATEGORY</b>	<b>AMOUNT NET OF PROVISIONS</b>		
		<b>SECURED</b>	<b>UNSECURED</b>	<b>TOTAL</b>
1.	RELATED PARTIES **			
	(a) SUBSIDIARIES	NIL	NIL	NIL
	(b) COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
	(c) OTHER RELATED PARTIES	NIL	22.42	22.42
2.	OTHER THAN RELATED PARTIES	NIL	992.93	992.93
	<b>TOTAL</b>	NIL	1015.35	1015.35
6	<b>INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED): please see note 3 below as per Accounting Standard of ICAI</b>			
	<b>CATEGORY</b>	<b>MARKET VALUE / bBREAK UP OR FAIR VALUE OR NAV</b>	<b>BOOK VALUE (NET OF PROVISION)</b>	
1.	RELATED PARTIES **			
	(a) SUBSIDIARIES	NIL		NIL
	(b) COMPANIES IN THE SAME GROUP	NIL		NIL
	(c) OTHER RELATED PARTIES	40.88		5.00
2.	OTHER THAN RELATED PARTIES	433.00		433.00
	<b>TOTAL</b>	<b>473.88</b>		<b>438.00</b>

7 OTHER INFORMATION:		
	PARICULARS	AMOUNT
I	GROSS NON- PERFORMING ASSETS	
	(a) RELATED PARTIES	NIL
	(b) OTHER THAN RELATED PARTIES	NIL
II	NET NON- PERFORMING ASSETS	
	(a) RELATED PARTIES	NIL
	(b) OTHER THAN RELATED PARTIES	NIL
III	ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

**NOTES:**

1. As defined in paragraph 2 (1) (xii) of the **Non - Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.**
2. Provisioning Norms shall be applicable as prescribed in **Non-Systemically Important Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve bank) Direction, 2015**
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other assets as also assets acquired in satisfaction of debts. However, Market value in respect of quoted investment and break - up / fair value/ NAV in respect on unquoted investment should be disclosed irrespective of whether they are classified as long term or current in ( 4 ) above .



**INDEPENDENT AUDITOR'S REPORT**

**To  
The Members of  
VIRAT LEASING LIMITED**

**Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of **Virat Leasing Limited** (hereinafter referred to as "the Holding Company"), and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31 March, 2019, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March, 2019, their consolidated profit and their consolidated cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

**Description of Key Audit Matter**
**Purchases & Carrying value of the investments held as stock in trade (refer note no 10 to the Consolidated Financial Statements)**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
3.	<p>The Company's investments in Shares &amp; Securities (including preference shares) are classified based upon the business model of the Company. As per AS 13 "Accounting for investments", investments that are held for earning income by way of dividends, and for capital appreciation or for other benefits including investments in subsidiaries are classified as Non-current investments even though they may be readily marketable.</p> <p>Shares and other securities held for sale in the ordinary course of business are classified as stock-in trade. Accounting standard 13 "Accounting for investments" are not investments as defined in this standard. However, the manner in which they are accounted for and disclosed in the financial statements is quite similar to that applicable in respect of current investments. Accordingly, the provisions of this standard, to the extent that they relate to current investments, are also applicable to shares &amp; securities held as stock in trade with suitable modifications as specified in this standard.</p> <p>The carrying amount for current investments (held as stock-in trade) is valued individually at lower of cost and fair value and presented under the head "Current Assets"</p>	<p><u><b>Our audit procedures included:</b></u></p> <p>In our audit approach, we assessed the valuation methods used and discussed with management regarding the reasonableness of the basis and assumptions used. Our audit procedures included:</p> <ol style="list-style-type: none"> <li>8) Understanding investment process with regard to purchase and valuation and evaluation of controls designed and implemented by the management and testing their operating effectiveness,</li> <li>9) Analyzing the possible indications of decline, other than temporary and discussion with the management.</li> <li>10) Evaluating the management assessment and opinions obtained by them as regards arriving at the cost of investment:</li> <li>11) Performing relevant substantive testing to assess the cost of the investments made and carrying amount of the non-current investments on sample basis:</li> <li>12) Testing for any decline, other than temporary, in the value of long-term investments. Indicators of decline in the value of an investment are obtained by reference to its market value, the investee's assets and results and the expected cash flows from the investments: and</li> <li>13) In case of investments held as stock-in trade (for sale in the ordinary course of business), performing relevant substantive testing to assess the valuation of the carrying amount as at the balance sheet date.</li> <li>14) The carrying amount for current investments held as stock-in trade is the lower of cost and fair value. In respect of investments for which active market exists, market value generally provides the best evidence of fair value. The valuation of such investments at lower of cost or fair value provides a prudent method of determining the carrying amount to be stated in the balance sheet. Valuation</li> </ol>

		<p>of investments held as stock in trade on overall (on global basis) is not considered appropriate. However, the more prudent and appropriate method is to carry investments individually at the lower of cost and fair value:</p> <p>15) For current investments held as stock in trade, any reduction to fair value and any reversals of such reductions are included in profit and loss statement.</p>
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**Investments made in Limited Liability Partnerships (refer note no 9 to the Consolidated Financial Statements)**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
4.	<p>The Company as on March 31<sup>st</sup>, 2018 had investments in two subsidiaries namely 1) <b>Icon Commotrade Ltd.</b></p> <p>The above subsidiary got converted into LLP on May 31<sup>st</sup> 2018 and the Company continued to hold investments as subsidiary in this LLP (i.e. <b>Icon Commotrade LLP as on March 31<sup>st</sup>, 2019.</b> The Company's investment in this subsidiary amount to Rs 40,88,000 representing 2.58% of the Company's total assets.</p> <p>Further there are five other non-trade investments in LLPs in the Consolidated Financial Statements as on 31 March, 2019</p> <p>Further NBFCs were advised vide <b>CC No. 214/03.02.002/2010-11 dated March 30, 2011</b> that they are prohibited from contributing capital to any partnership firm or to be partners in partnership firms which includes Limited Liability Partnerships (LLPs). In case of existing partnerships, NBFCs were advised to seek early retirement from the said partnership firms/LLPs</p> <p>Accordingly, this matter has been identified as Key Audit Matter.</p>	<p><u><b>Our audit procedures included:</b></u></p> <p>4) Performing analysis of the Notifications issued by the <b>RBI on June, 11 2013</b> where NBFCs were advised vide <b>CC No. 214/03.02.002/2010-11 dated March 30,2011</b> that they are prohibited from contributing capital to any partnership firm or to be partners in partnership firms including LLPs. Further as per RBI in cases of existing partnerships, NBFCs were advised to seek early retirement from the partnership firms including LLPs Further <b>RBI amended Notifications Nos. DNBS (PD).255/CGM (CRS)-2013 and DNBS (PD).256/CGM (CRS)-2013 both dated June 11, 2013 in this regard.</b></p> <p>5) Inspecting Board minutes and other appropriate documentation of authorization to assess whether the transactions were appropriately authorized.</p> <p>6) Communicating with the Board of Directors and those charged with Governance in order to understand the time period upto which the Company shall comply with the RBI directives in this regard. Further the meeting of the board of directors of the Company was held on 17<sup>th</sup> April 2019 to call an Extra-Ordinary General Meeting of the members of the Company on 26<sup>th</sup> June 2019 to take approval from members for the disposal of the investments made in LLPs to comply with the RBI directives in this regard.</p>

**Statutory and Legal Matters**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
3.	The Holding Company received a notice from BSE dated August 10, 2017 regarding issue related to suspected shell companies and appointment of forensic auditor thereon. BSE requested to submit various documents from time to time in this regard along with the queries and other information from the Company. The Company replied to all the queries issued by the BSE and the matter is subjudice as on 31 <sup>st</sup> March, 2019	<p><i>Our audit procedures included:</i></p> <p>4) We have checked up the order of the BSE issued pursuant to the SEBI's aforesaid directions and other relevant correspondence with the BSE and with the forensic auditors appointed by the BSE in this regard since inception.</p> <p>5) We have also checked all the relevant legal petitions, applications, affidavits, rejoinders, inter-locutory applications as filed by the Company with Hon'ble High Court at Kolkata.</p> <p>6) We communicated with the Management and those charged with Governance with respect to this matter and the Company is regular in replying to all the queries raised and all the documents sought by the Exchange (BSE) and by the forensic auditors. The forensic audit is in process and the matter is subjudice at present.</p>

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the 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.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standard) Rules, 2014 and the Companies (Accounting Standard) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

That Board of Directors are also responsible for overseeing the Group's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, 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 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 consolidated financial statements.

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

- *Identify and assess the risks of material misstatement of the consolidated 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 control 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 Holding Company and its subsidiary have adequate internal financial control 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 Group'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 consolidated 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 Group to cease to continue as a going concern.*

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

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in

- a) planning the scope of our audit work and in evaluating the results of our work; and
- b) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements 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 consolidated 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.

#### **Other Matters**

We did not audit the financial statements/ financial information of 1 Subsidiary whose financial statements / financial information reflects total assets of Rs 9446641/- net assets of Rs 8030134/- as at March 31, 2019 and total revenues 'Nil' for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information are unaudited and have been furnished to us by the management and our Opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements / financial information.

Our opinion on the Consolidated Financial Statements and our report on the Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the financial statements / financial information as certified by the management.

#### **Report on Other Legal and Regulatory Requirements**

- 4) 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 of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and other records.

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Amendment Rules, 2016.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, of the Holding Company none of the directors of the Holding Company are disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financials statements of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- 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 best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as at March 31, 2019.
  - ii) The Group has made provisions in its consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contract including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- 5) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, by the Holding Company the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

**For and on behalf of**

**C.K. Chandak & Co**  
Chartered Accountants  
Firm Registration Number: 326844E

Place: Kolkata  
Date: 29.05.2019

**CA Chandra Kumar Chandak**  
Proprietor  
Membership Number: 054297

**Annexure –“A” to the Independent Auditors’ Report**

[Referred to in Paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor’s Report of even date to the Members of **Virat Leasing Limited** on the consolidated financial statements for the year ended 31<sup>st</sup> March, 2019].

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

We have audited the internal financial controls with reference to consolidated financial statements of **VIRAT LEASING LIMITED** (“the Holding Company”) as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal control with reference to consolidated financial statements criteria established by the Holding 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 (the ‘Guidance Note’).

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential component of stated in the Guidance Note issued by the Institute of Chartered Accountants of India. 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.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 with reference to consolidated financial statements were established and maintained and whether 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the consolidated financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effective 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 standalone 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 with reference to consolidated financial statement.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control with reference to consolidated financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statement includes those policies and procedures that: -

- (iv) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (v) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (vi) 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 financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements 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 the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting is not applicable to 1 Subsidiary Company being a Limited Liability Partnership (LLP), incorporated under the Limited Liability Partnership Act, 2008.

**For and on behalf of**

**C.K. Chandak & Co**  
Chartered Accountants  
Firm Registration Number: 326844E

Place: Kolkata  
Date: 29.05.2019

**CA Chandra Kumar Chandak**  
Proprietor  
Membership Number: 054297

**Consolidated Balance Sheet as at 31st March, 2019**

Particulars	Note No.	As at	As at
		31st March 2019	31st March 2018
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	3	129805000	129805000
(b) Reserves and Surplus	4	28442373	27031576
<b>(2) Minority Interest</b>		3978895	3990519
<b>(3) Current Liabilities</b>			
(a) Short term borrowings	5	1410356	104,769
(b) Other current liabilities	6	156801	169038
(c) Short Term Provisions	7	253837	252589
<b>Total</b>		<b>164047262</b>	<b>161353490</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Capital work in progress	8	1454424	-
(b) Goodwill on Consolidation		24424	24424
(c) Non-current investments	9	10459026	4763000
<b>(2) Current assets</b>			
(a) Inventories	10	46709250	48002250
(b) Trade receivables	11	88651	64361
(c) Cash and cash equivalents	12	182721	5930097
(d) Short-term loans and advances	13	103588266	102569358
(e) Other Current Assets	14	1540500	-
<b>Total</b>		<b>164047262</b>	<b>161353490</b>

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*The accompanying notes 1 to 22 are an integral part of the financial statements*

In terms of our attached report of even date.

For C. K. Chandak & Co.  
Chartered Accountants  
FRN 326844E

Rajeev Kothari  
Managing Director  
DIN: 00147196

Jitendra Kumar Goyal  
Director  
DIN : 00468744

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Manoj Biyani  
CFO  
PAN: AEFPB3880C

**Consolidated Statement of Profit and Loss for the year ended 31st March, 2019**

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
I. Revenue from operations	15	10978662	26558064
II. Other Income	16	1110645	164632
<b>III. Total Revenue (I +II)</b>		<b>12089307</b>	<b>26722696</b>
Expenses:			
Purchase of Stock-in-Trade	17	6140500	1963779
Changes in inventories of stock in trade	18	1000000	22645550
Employee benefit expenses	19	647226	684526
Finance Costs	20	20434	248,178
Other expenses	21	2546801	830434
<b>IV. Total Expenses</b>		<b>10354961</b>	<b>26372467</b>
<b>V. Profit before tax(III - IV)</b>		<b>1734346</b>	<b>350229</b>
VI. Tax expense:			
(1) Current tax		333925	63381
(2) Taxation for earlier years		0	1262
<b>VII. Profit for the year (before adjustment for Minority Interest) (V - VI)</b>		<b>1400421</b>	<b>285586</b>
VIII. Share of Profit/(Loss) transferred to Minority Interest		(11624)	(7412)
<b>IX. Profit for the year (after adjustment for Minority Interest) (VII - VIII)</b>		<b>1412045</b>	<b>292998</b>
X. Earnings per equity share of face value of Rs.10 each: - Basic & Diluted	22(h)	0.11	0.02

Corporate Information 1

Significant accounting policies 2

Other Disclosures 22

*The accompanying notes 1 to 22 are an integral part of the financial statements*

In terms of our attached report of even date.

For C. K. Chandak &amp; Co.

Chartered Accountants

FRN 326844E

Rajeev Kothari  
Managing Director

DIN: 00147196

Jitendra Kumar Goyal  
Director

DIN : 00468744

(CA Chandra Kumar Chandak)

Proprietor

Membership No. 054297

Puja Shaw  
Company Secretary

PAN : EWEPS2115C

Manoj Biyani  
CFO

PAN: AEFPB3880C

Place: Kolkata

Date: 29/05/2019

**Consolidated Cash Flow Statement for the year ended March 31, 2019**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary Items	1734346	350229
	1734346	350229
<b>Adjustment for :</b>		
Contingent provisions for standard assets	(1248)	(43507)
Interest Paid	20434	248178
(Loss)/Profit on sale of Investment	(1000794)	6842
Interest received	(84220)	(67704)
Dividend Received	(25631)	(103770)
<b>Operating Profit before Working Capital changes</b>	<b>642887</b>	<b>390268</b>
<b>Adjustment for :</b>		
Current Assets	(1290698)	18233601
Current Liabilities	(10989)	(5050612)
(Increase)/Decrease in Net Current Assets	(1301687)	13182989
Cash generated from Operations	(658800)	13573257
Interest Paid	(20434)	(248178)
Taxation	(333925)	(64693)
Cash Flow before extraordinary items	(1013159)	13260436
<b>Net Cash from operating activities (A)</b>	<b>(1013159)</b>	<b>13260436</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Property, plant & equipment	(1454424)	-
Sale/(Purchase) of Investments	(5696026)	3536236
Loss/Profit on sale of Investment	1000794	(6842)
Interest received	84220	67704
Dividend Received	25631	103770
<b>Net Cash used in investing activities (B)</b>	<b>(6039805)</b>	<b>3700868</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowing	1305587	(13026383)
<b>Net Cash from Financing activities (C)</b>	<b>1305587</b>	<b>(13026383)</b>
<b>Net increase in Cash and Cash equivalents (A+B+C)</b>	<b>(5747377)</b>	<b>3934921</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>5930097</b>	<b>1995176</b>
<b>Cash and Cash equivalents at the close of the year</b>	<b>182721</b>	<b>5930097</b>

The above cash flow statements have been prepared under the indirect method set out in the Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounting Standards) Rules, 2006.

1) Direct tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities.

For C. K. Chandak & Co.  
Chartered Accountants

FRN 326844E

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Rajeev Kothari

Managing Director  
DIN: 00147196

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Jitendra Kumar Goyal

Director  
DIN : 00468744

Manoj Biyani  
CFO  
PAN: AEFPB3880C

Place: Kolkata  
Date: 29/05/2019

**1) Corporate Information**

Virat leasing Limited ("the Holding Company") is a public limited company incorporated and domiciled in India. The registered office of the Company is situated 1, Crooked Lane, 3rd floor Room No-324 Kolkata - 700069, West Bengal, India. The Company's shares are listed on BSE Ltd (Bombay Stock Exchange). The Company is a Non-Deposit taking systematically not important Non-Banking Financial Company and is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**2) Statement of Significant Accounting Policies**

**a) Basis of preparation:** The consolidated financial statements of the Holding Company and its Subsidiaries have been prepared in accordance with Accounting Standard 21 "Consolidated Financial Statements" as notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounting Standards) Rules, 2006 and the Generally Accepted Accounting Principles in India (Indian GAAP) and other relevant provisions of the Companies Act 2013 as applicable. The Consolidated Financial Statements comprise the financial statement of the following subsidiary companies :

Name of the Subsidiary	Country of Incorporation	Proportion of ownership/ interest as at March, 31, 2019	Proportion of ownership/ interest as at March, 31, 2018
Icon Commotrade LLP (Formerly Known as Icon Commotrade Limited )	India	50.45%	50.45%

**b) Principles of consolidation:** Virat Leasing Ltd (the Holding Company) and its Subsidiary (including their Subsidiary) referred to as 'the Group'. The Consolidated financial statements of the group have been prepared in accordance with Accounting Standard 21(AS-21)"Consolidated Financial Statements". The consolidated financial statements have been prepared on the following basis:

a) The Financial statements of the Holding Company and its subsidiary company has been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra group balances and intra-group transactions resulting in unrealised profits or losses.

b) In case of investments in subsidiary ,where the Shareholdings is less than 100%, minority interest in the net assets of consolidated subsidiary consist of:

- i. The amount of equity attributable to minorities at the date on which Investments in the Subsidiary is made.
- ii. The minorities shares of movements in equity since the date the holding subsidiary relationship came into existence.

c) Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.

d) The Excess of cost of the Holding Company of its investments in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investments is recognized in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.



c) **Goodwill/ Capital reserve on consolidation:** The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the Consolidated Financial Statements as Goodwill or Capital Reserve as the case may be. Goodwill including acquisition costs paid on acquisition of portfolio is included in intangible assets. Goodwill recognised is tested for impairment annually and when there are indicators that the carrying amount may exceed the recoverable amount.

d) **Other significant accounting policies:** These are set out under 'Significant Accounting Policies' as given in the Company's standalone financial statements.

**Notes 1 -22 are an integral part of the financial Statements for the year ended on 31/03/2019**

**Signatures to Notes 1-22**

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**In terms of our attached report of even date.**

For C. K. Chandak & Co.  
Chartered Accountants  
FRN 326844E

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

Rajeev Kothari  
Managing Director  
DIN: 00147196

Puja Shaw  
Company Secretary  
PAN : EWEPS2115C

Jitendra Kumar Goyal  
Director  
DIN : 00468744

Manoj Biyani  
CFO  
PAN: AEFPB3880C

**Notes to Consolidated Financial Statements for the year ended 31st March 2019.**

3. <b>Share Capital</b>	<b>Authorised:</b>	<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
	13000000 Equity Shares of Rs 10 Each	130000000	130000000
	<b>Issued, Subscribed and Fully Paid-up Shares</b>		
	12980500 Equity Shares of Rs 10 Each	129805000	129805000

The Company has one class of equity shares having a par value of Rs 10/- each. Each holder of equity share is entitled to one vote per share.

**a. Details of shareholders holding more than 5% shares in the company.**

Name of Shareholder	As At 31st March 2019		As at 31st March 2018	
	% of shares	No. of shares	% of shares	No. of shares
	-	-	-	-

**b. Reconciliation of share capital at beginning and end of accounting year.**

Opening Balance of Share Capital	129805000	129805000
Change in Share Capital during the year	-	-
Closing Balance of Share Capital	129805000	129805000

**c. Equity shares carry voting rights at the General Meetings of the Company, and are entitled to dividend and to participate in surplus, if any, in the event of winding up.**

4 <b>Reserves and Surplus</b>	<b>As at 31st March 2019</b>		<b>As at 31st March 2018</b>	
		25956073		25956073
<b>General Reserve</b>				
<b>Profit &amp; Loss A/c</b>				
Opening Balance	610640		421258	
Add : Profit For the Year	1412045		292998	
Less : Transfer to Statutory Provision	1248		43507	
Less: Statutory Reserve	284777	1736660	60109	610640
<b>Reserve As per RBI Guidelines</b>				
<b>Statutory Reserve</b>				
Opening Balance	464863		404754	
Add : Transfer from Profit & Loss A/c	284777	749690	60109	464863
		28442373		27031576

**Notes to Consolidated Financial Statements for the year ended 31st March 2019.**

5	<b><u>Short Term Borrowings</u></b>	<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
	<b>Unsecured</b>		
	- From Others	1410356	104769
		1410356	104769

6	<b><u>Other Current Liabilities</u></b>	<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
	Advance Received		
	- From Related Parties	1635	46390
	Liability For Expenses		
	- From Related Parties	19000	45000
	- Others	136166	77648
		156801	169038

7	<b><u>Short Term Provisions</u></b>	<b>As at 31st March 2019</b>		<b>As at 31st March 2018</b>	
	<b>Contingent Provisions against Standard Assets</b>				
	Opening Balance	252589		209082	
	Add : Transfer from Profit & loss A/c	1248	253837	43507	252589
			253837		252589

**8 Capital Work In Progress**

The changes in the carrying value of capital work in progress for the year ended 31st March, 2018 and 31st March, 2019 are as follows:

Description	Amount
<b>Gross Block</b>	
<b>Balance as at 1st April, 2017</b>	-
Addition for the year	-
Transfer to Property, plant & equipment	-
Disposal for the year	-
<b>Balance as at 31st March, 2018</b>	-
Addition for the year	1454424
Transfer to Property, plant & equipment	-
Disposal for the year	-
<b>Balance as at 31st March, 2019</b>	<b>1454424</b>

Refer Note no: 2(f)





Notes to Consolidated Financial Statements for the year ended 31st March 2019.

**9 Non-Current Investments (valued at cost)**

Particulars	Face Value	As at 31.03.2019		As at 31.03.2018	
		No. of Share	Value	No. of Share	Value
<b>Non-Trade Investments</b>			Rs.		Rs.
<b>Quoted - Equity Shares</b>					
Vodafone Idea Ltd.	10	100	3026	-	-
GAIL India Ltd. (Bonus Shares)	10	10000	-	10000	-
<b>Equity - Unquoted</b>					
ABM Finlease Pvt. Ltd. (Bonus Shares)	10	47250	-	47250	-
Mayborn Investments Pvt. Ltd.	10	291300	1913000	291300	1913000
Shreyans Stockinvest Pvt Ltd. (Bonus Shares)	10	4400	-	-	-
Shreyans Stockinvest Pvt Ltd.	10	1000	1400000	-	-
<b>Preference Shares</b>					
Fast flow Commodeal Ltd.	100	40000	4000000	-	-
Vibgyor Commotrade Pvt. Ltd.	10	14250	2850000	14250	2850000
<b>Investment in LLP *</b>	%				
Daulat Vintrade LLP	17.86		25000		
Littlestar Tracom LLP	18.07		150000		
Maruti Tie Up LLP	4.48		50000		
Merit Commosale LLP	5.42		45000		
Twinkle Vintrade LLP	18.4		23000		
			10459026		4763000
<b>Aggregate value of Quoted Equity Shares (Market Value)</b>			1740125		3285500
<b>Aggregate value of Unquoted Equity Shares (Break up value)</b>			30841311		23560344
<b>Aggregate Value of Unquoted Preference Shares (Par value)</b>			4142500		142500

**Notes to Consolidated Financial Statements for the year ended 31st March 2019.**
**10 Inventories : (At lower of cost and fair value)**

Particulars	Face Value	As at 31.03.2019		As at 31.03.2018	
		No. of Share	Value	No. of Share	Value
<b>Equity - Unquoted</b>			Rs.		Rs.
Daulat Vintrade Pvt Ltd	10	-	-	2500	25000
Fastflow Commodeal Ltd	10	500	5000	500	5000
Indigo Dealers Pvt Ltd	10	72000	720000	72000	720000
Littlestar Tracom Ltd	10	-	-	15000	150000
Maruti Tie Up Ltd	10	-	-	5000	50000
Mayborn Investments Pvt. Ltd.	10	53425	984250	15000	1984250
Merit Commosales Pvt Ltd	10	-	-	4500	45000
Shreyansstockinvest Pvt Ltd	10	800	200000	800	200000
Twinkle Vintrade Pvt Ltd	10	-	-	2300	23000
Vibgyor Commotrade Pvt. Ltd	10	7500	1500000	7500	1500000
Vinsa Electricals Pvt. Ltd.	10	43300	43300000	43300	43300000
			46709250		4800250

1	<b>Trade Receivables</b>	As at 31st March 2019	As at 31st March 2018
1	<b>Unsecured, Considered good, Unless Otherwise Specified</b>		
	- From Others	88651	64361
	Less: Provision for doubtful debts	-	-
		88651	64361

12	<b>Cash &amp; Cash Equivalents:</b>	As at 31st March 2019	As at 31st March 2018
	Cheques in Hand	-	5000000
	Balances with Banks	96791	880474
	Cash on Hand	85930	49623
		182721	5930097

13	<b>Short Term Loans &amp; Advances:</b>	As at 31st March 2019	As at 31st March 2018
	Loans (Unsecured, Considered good, repayable on demand)		
	- To Related Parties	2242164	3486151
	- To Others	99292503	97549637
	Advances (Recoverable in cash or in kind or for the value to be received)	-	12500
	Income Taxes Refundable net of provisions	2053599	1521070
		103588266	102569358

**Notes to Consolidated Financial Statements for the year ended 31st March 2019.**

<b>14 Other Current Assets:</b>		<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
	Bill Discounting	1533760	-
	Security Deposit (CESC)	6240	-
	Security Deposit (BSNL)	500	-
		<b>1540500</b>	<b>-</b>

<b>15 Revenue from operations:</b>		<b>2018-2019 (Rupees)</b>	<b>2017-2018 (Rupees)</b>
	Sales of Shares and securities Security INTEREST	2633750	16414947
	- On Unsecured Loan (TDS Rs. 801994 , P.) 785811)	8289952	8226588
	Income from Trades in Derivatives Instruments	54960	1916529
		<b>10978662</b>	<b>26558064</b>

<b>16 Other Income:</b>	Interest		
	- On Income Tax Refund	50460	45594
	- On NHAI	-	22110
	- Other Interest	33760	-
	Dividend	25631	103770
	Net gain/ (loss) on sale of Non-current Investments	1000794	(6872)
		<b>1110645</b>	<b>164632</b>

<b>17 Purchase of stock in trade</b>	Shares and securities	6140500	1963779
		<b>6140500</b>	<b>1963779</b>

<b>18 Changes in Inventories of Stock-in-Trade</b>	<b>Opening Stock</b>		
	Shares & Securities (A)	47709250	70647800
	<b>Closing stock</b>		
	Shares & Securities (B)	46709250	48002250
	<b>(A) - (B)</b>	<b>1000000</b>	<b>22645550</b>

**Notes to Consolidated Financial Statements for the year ended 31st March 2019.**

<b>19</b>	<b><u>Employee benefit expenses</u></b>	<b>2018-2019</b>	<b>2017-2018</b>
		<b>(Rupees)</b>	<b>(Rupees)</b>
	Salaries & Bonus	602556	647962
	Staff Welfare Expenses	44670	36564
		<b>647226</b>	<b>684526</b>

<b>20</b>	<b><u>Finance Costs</u></b>		
	Interest on Borrowings	20434	248178
		<b>20434</b>	<b>248178</b>

<b>21</b>	<b><u>Other Expenses</u></b>	<b>2018-2019</b>		<b>2017-2018</b>	
		<b>(Rupees)</b>		<b>(Rupees)</b>	
	Payment to auditors			16500	
	- Statutory Audit Fees	15000			
	- Tax Audit Fees	10000		1815	
	- Others	13500	38500	15000	33315
	Internal Audit Fees	5000		-	
	Accounting Charges	21000		16000	
	Advertisement	19286		19527	
	Bank Charges	708		386	
	Bad Debts	358619		6996	
	Conveyance	28740		51820	
	Demat Charges	2175		532	
	Depository Charges	54280		104957	
	Filing Fees	13050		15665	
	General Expenses	4509		78784	
	Late Fees	-		740	
	Listing Fees	-		17700	
	Listing Fees	295000		287500	
	MTM Losses on Derivatives	1190405		-	
	Office and Establishment Expenses	40736		35537	
	Postage & Telegram	8057		5141	
	Printing & Stationery	64110		31307	
	Professional charges	227136		59404	
	Professional Tax	2800		5000	
	Registrar Fees	26550		26438	
	Rent	108000		-	
	Securities Transaction Tax	5152		25810	
	Stamp duty Charges	-		7875	
	Telephone Expenses	3448		-	
	Travelling Expenses	29540		-	
		<b>2546801</b>		<b>830434</b>	

**Notes to Consolidated Financial Statements for the year ended 31st March 2019.****22 Other Notes:**

- a. The Company's main business is Finance and Investment falling under one business head. Hence, Segmental Reporting as per AS - 17 is not applicable to the company.
- b. As required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by RBI, we enclose in the annexure the required Schedule to the Balance Sheet of a Non-Banking Finance Company.
- c. Statutory Reserve has been created @ 20% of Profit after Tax as per RBI guidelines.
- d. Contingent Provisions against Standard assets has been made @ 0.25% of the outstanding standard assets as per RBI directions.
- e. Previous year figures have been regrouped/re-arranged wherever considered necessary.
- f. Contingent Liabilities & Contracts on capital account: NIL

**g) Related Party Disclosures****A) Related Parties****(i) Subsidiaries**

Icon Commotrade LLP

**(ii) Key Management Personnel**

Rajeev Kothari	Managing Director
Jitendra Kumar Goyal	Director
Pooja Kalanouria	Company Secretary (resigned on 28.05.2019)
Puja Shaw	Company Secretary (appointed w.e.f 29.05.2019)
Manoj Biyani	CFO

**(iii) Relative of Key Management Personnel with whom transactions took place :****During the year**

NIL

**During last year**

Renu Goyal	Wife of Jitendra Kumar Goyal
Virendra Kumar Goyal	Brother of Jitendra Kumar Goyal
Sumit Goyal	Son of Jitendra Kumar Goyal

**(iv) Entities where Key Management Personnel and their relative have significant influence\***

ABM Finlease Private Limited  
Anjaniputra Promoters Private Limited  
Ashok Vatika Agro Farms Private Limited  
Aurelian Commercial LLP  
Centuple Commercial LLP  
Daffodil Dealtrade Private Limited  
Decillion Finance Limited  
Dignity Dealtrade Private Limited

**iv) Entities where Key Management Personnel and their relative have significant influence\* (continued...)**

Goyal Commercial Private Limited  
 Horizon Agro Processing Private Limited  
 Laxmidhan Properties Private Limited  
 Mayborn Investments Private Limited  
 Planet Dealtrade LLP  
 Rambhakta Enterprise LLP  
 Shreyans Stockinvest Private Limited  
 Skylight Vintrade LLP  
 SMRK Investment & Finance Private Limited (Formerly Known as Managalchand Property & Investments Private Limited)  
 Spectrum Pestorgan Private Limited  
 Success Dealers LLP  
 Sumit Technisch & Engineering Private Limited  
 Suncity Dealers LLP  
 Tubro Consultants & Enterprises Private Limited  
 Twinkle Vintrade LLP  
 Vedik Holdings Private Limited  
 Vibgyor Commotrade Private Limited  
 Yerrow Finance & Investments Limited  
 Zigma Commosales Private Limited

\* (Significant influence will be influence or significant influence as the case may be )

**(v) HUF & Trust where Key Management Personnel and their relative have significant influence\***

Mahesh Biyani HUF  
 Manoj Biyani HUF  
 Virendra Kumar Goyal HUF  
 G Jitendra HUF  
 Y K Goyal & Sons HUF

**B) The following is the summary of transactions with related parties****(Amount in' Rs)**

Sl	Name of Related Party - Company or Individual	Nature of transactions and outstanding balances	F.Y 2018-2019	F.Y 2017-2018
	<b>Key management personnel</b>			
1	Pooja Kalanouria	Remuneration	468,159.00	342,000.00
2	Manoj Biyani	Remuneration	24,500.00	177,000.00
3	Jitendra Kumar Goyal	Sale of shares & securities	-	685,000.00

**B) The following is the summary of transactions with related parties (Continued...)**

(Amount in' Rs)

	Entities where Key Management Personnel and their relative have significant influence			
1	Abm Finlease Private Limited	Purchase of shares	3,880,000.00	-
2	Centuple Commercial LLP	Loan repaid	237,504.00	400,000.00
		Loan receivable	231,068.00	437,504.00
		Sundry creditor for expenses	12,000.00	-
3	Dignity Dealtrade Private Limited	Purchase of shares	2,500,000.00	-
4	Decillion Finance Limited	Advance paid	-	2,000,000.00
		Advance received	-	6,000,000.00
		Loan received	404,685.00	-
		Loan refunded	404,685.00	4,685.00
		<b>BALANCE : LOAN</b>	<b>NIL</b>	<b>NIL</b>
5	Goyal Commercial Pvt Ltd	Advance paid	-	2,000,000.00
6	Horizon Agro Processing Pvt Ltd	Advance received	12,175.00	-
		Advance refunded	12,175.00	-
		<b>BALANCE :</b>	<b>NIL</b>	<b>NIL</b>
7	Mayborn Investment Pvt Ltd	Advance received	-	300,000.00
		Sale of shares & securities	-	2,000,000.00
		Loans received	-	6,438,007.00
8	Rambhakta Enterprise LLP	Loan repaid	158,227.00	4,020,472.00
		Loan receivable	2,011,096.00	158,227.00
9	Renu Goyal	Sale of shares & securities	-	342,500.00
10	Shreyans Stockinvest Pvt Ltd	Investments in shares	4,400,000.00	-
		Investments in shares sold	3,000,000.00	-
11	SMRK Investments & Finance Pvt Ltd	Advance received	-	400,000.00
12	Sumit Goyal	Sale of shares & securities	-	10,000.00
13	Sumit Technisch & Engineering Pvt Ltd	Advance received	-	32,270.00

**B) The following is the summary of transactions with related parties (Continued...)****(Amount in' Rs)**

14	Tubro Consultants & Enterprises (P) Ltd	Advance received	-	258,703.00
		Advance refundable	1,635.00	45,165.00
		Advance refunded	104,541.00	-
		Sundry creditor for expenses	7,000.00	37,988.00
15	Vedik Holdings Pvt Ltd	Advance received	-	500,000.00
		Purchase of shares & securities	-	1,500,000.00
16	Vibgyor Commotrade Pvt Ltd	Purchase of shares & securities	368,000.00	684,000.00
17	Virendra Kumar Goyal	Sale of shares & securities	-	685,000.00
18	Zigma Commosales Pvt Ltd	Purchase of shares & securities	150,000.00	600,000.00

**h. Calculation of EPS:-**

	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Profit after Tax (A)	1412045	292998
No. of Equity Shares (B)	12980500	12980500
EPS (A/B)	<b>0.11</b>	<b>0.02</b>

Notes 1 -22 form integral part of the consolidated financial Statements for the year ended on 31/03/2019

**Signatures to Notes 1-22**

For C. K. Chandak & Co.  
Chartered Accountants

FRN 326844E

**Rajeev Kothari**  
Managing Director  
DIN: 00147196

**Jitendra Kumar Goyal**  
Director  
DIN : 00468744

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No. 054297

Place: Kolkata  
Date: 29/05/2019

**Puja Shaw**  
Company Secretary  
PAN : EWEPS2115C

**Manoj Biyani**  
CFO  
PAN: AEFPB3880C





**Attendance Slip**

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters) .....

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

I hereby record my presence at the 35<sup>th</sup> Annual General Meeting of the Company at “Oswal Chambers”, EITMA, 5th Floor, 2 Church Lane, Kolkata - 700 001, on Friday, the 27<sup>th</sup> September, 2019 at 1.00 P.M.

Signature of Shareholder.....

Signature of Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

\* Applicable for investors holding shares in electronic form



**FORM NO. MGT 11  
Proxy Form**

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

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of \_\_\_\_ equity share of the above mentioned Company hereby appoint:

- Name:.....  
Address: .....  
E-mail Id: ..... Signature:.....,or failing him/her
- Name:.....  
Address: .....  
E-mail Id: ..... Signature:.....,or failing him/her
- Name:.....  
Address: .....  
E-mail Id: ..... Signature:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup>Annual General Meeting of the Company, to be held at "Oswal Chambers", EITMA, 5th Floor, 2, Church Lane, Kolkata - 700 001, on Friday, the 27<sup>th</sup> September, 2019 at 1.00 P.M. in respect of the such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Nos.	Resolutions	For	Against
<b>ORDINARY BUSINESS:</b>			
1.	Ordinary Resolution to receive and adopt the Audited Accounts (Standalone and Consolidated) of the Company for the year ended 31 <sup>st</sup> March, 2019 along with Director's and Auditor's report thereon.		



2.	Ordinary Resolution to appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: <u>00468744</u> ), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to modify the terms and conditions of Statutory Auditors of the Company and fix their remuneration.		
<b>SPECIAL BUSINESS:</b>			
4.	Special Resolution to re-appoint Mr. Pradeep Kumar Agarwal (DIN: <u>00583450</u> ) as an Independent Director of the Company for another term of 5(five) years.		
5.	Ordinary Resolution for re-appointment of Mr. Rajeev Kothari as the Managing Director of the Company.		

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

Affix  
Revenue  
Stamp

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Note:

The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.

For the Resolutions, explanatory statements and notes please refer to the Notice of the 35<sup>th</sup> Annual General Meeting.

\* This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**MAP SHOWING LOCATION OF THE VENUE OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING**

**Venue: "Oswal Chambers", EITMA, 5<sup>th</sup> Floor, 2 Church Lane, Kolkata – 700 001**

