



# ANNUAL REPORT 2018-19



**KAUSHAL INVESTMENTS LIMITED**

**Corporate Information****Board of Directors**

Mr Dipak Kumar Kajrewal (Appointed on 14.11.2018 and resigned on 13.08.2019)  
Sri Jitendra Kumar Goyal

Managing Director

Non Executive Director

Sri Vidhu Bhushan Verma  
Sri Mahesh Kumar Kejriwal  
Miss Ritu Agarwal  
(Appointed on 30.05.2018)

Non-Executive Independent Director

Non-Executive Independent Director

Non-Executive Woman Independent Director

**Company Secretary Cum Compliance Officer**

CS Radhika Maheshwari (w.e.f 14.02.2019)  
CS Anand Mishra (Resigned on 17.11.2018)

**Registered Office**

“Jajodia Tower” 3, Bentinck Street, 4<sup>th</sup>  
floor Room No.D-8, Kolkata-700001  
Tel: 91 33 2248 5664  
Fax: 91 33 2243 9601  
E-mail: info@kaushalinvest.com  
Website: [www.kaushalinvest.com](http://www.kaushalinvest.com)

**Chief Financial Officer**

Mr. Pankaj Marda

**Banker****IDBI Bank Limited**

Lenin Sarani, Esplanade Branch  
Kolkata – 700 013

**Audit committee**

Mr. Vidhu Bhushan Verma - Chairman Non-Executive- Independent Director  
Mr.Jitendra Kumar Goyal-Non –Executive Director  
Ms. Ritu Agarwal- Non-Executive-Independent Director  
Mr.Mahesh Kumar Kejriwal -Non-Executive Independent Director

**ICICI Bank Limited**

56B, Hemanta Basu Sarani, Stephen House,  
Ground Floor  
Kolkata 700001

**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

**CORPORATE IDENTIFICATION NUMBER**

CIN: L65993WB1981PLC033363

**Secretarial Auditor**

Anand Khandelia  
71/A, Grant Lane, 2<sup>nd</sup> Floor,  
Room No 206, Kolkata-700012

**Stakeholders Relationship Committee**

Mr.Jitendra Kumar Goyal-Chairman Non-Executive Director  
Mr.Vidhu Bhusan Verma-Non-Executive Independent Director  
Mr.Mahesh Kumar Kejriwal -Non-Executive Independent Director

**Registrar & Transfer Agent**

Niche Technologies Private Limited  
3A, Aucland Place, 7th Floor,  
Room No. 7A & 7B, Kolkata - 700017  
Phone No. : 91 (033) 2280 6616 Fax: 91 33 2280 6619  
Email: nichetechpl@nichetechpl.com

**Nomination & Remuneration Committee**

Mr.Vidhu Bhusan Verma-Chairman-Non-Executive-  
Ms Ritu Agarwal- Non-Executive-Independent Director  
Mr.Jitendra Kumar Goyal- Non-Executive Director  
Mr.Mahesh Kumar Kejriwal -Non-Executive Independent Director

**Contents**

**Notice 2 | Directors Report 10 | Management Discussion and Analysis Report 17 | Corporate Governance Report 19 | Independent Auditors Report 44 | Balance Sheet 58 | Statement of Profit and Loss 59 | Cash Flow Statement 61 | Notes to Financial Statements 62 | Consolidated Auditors Report 91 | Consolidated Balance Sheet 99 | Consolidated Statement of Profit and Loss 100 | Consolidated Cash Flow Statement 102 | Notes to Consolidated Financial Statements 103 |**



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

**NOTICE** is hereby given that the 38th Annual General Meeting of the members of M/s. Kaushal Investments Ltd will be held at "Oswal Chambers", EITMA, 5th Floor, 2, Church Lane, Kolkata – 700 001 on Monday, the 30<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 Statements (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 7th 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 at 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."

**Registered Office:**

3, Bentinck Street, 4<sup>th</sup> Floor, Room No. D-8  
Kolkata-700001  
CIN: L65993WB1981PLC033363  
Phone: 91 33 2248 5664  
E-mail: [info@kaushalinvest.com](mailto:info@kaushalinvest.com)  
Website: [www.kaushalinvest.com](http://www.kaushalinvest.com)

By Order of the Board  
**Kaushal Investments Ltd**

**(Radhika Maheshwari)**  
**Company Secretary**

Date: 13.08.2019



**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 terms 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 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.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.



11. 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.
12. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
13. 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.
14. 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.
15. 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](mailto:nichetechpl@nichetechpl.com)
16. 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.
17. Members may also note that the Notice of the 38<sup>th</sup> Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.kaushalinvest.com](http://www.kaushalinvest.com) 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: [www.kaushalinvest.com](http://www.kaushalinvest.com).
18. **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. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by The Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General



provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- III. 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.
- IV. The remote e-voting period commences on 27th September, 2019 (9:00 am IST) and ends on 29th September, 2019 (5:00 pm 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 23<sup>rd</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. 29th September, 2019. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. 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 :

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



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)
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23<sup>rd</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.
- VII. 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. of **23<sup>rd</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 RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
- VIII. 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.
- IX. 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.
- X. 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.





- XI. 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.
- XII. 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.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.kaushalinvest.com](http://www.kaushalinvest.com) 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 The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
- XIV. 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.

**Registered Office:**

3, Bentinck Street, 4<sup>th</sup> Floor, Room No. D-8  
Kolkata-700001  
CIN: L65993WB1981PLC033363  
Phone: 91 33 2248 5664  
E-mail: [info@kaushalinvest.com](mailto:info@kaushalinvest.com)  
Website: [www.kaushalinvest.com](http://www.kaushalinvest.com)

By Order of the Board  
**Kaushal Investments Ltd**

**(Radhika Maheshwari)**  
**Company Secretary**

Date: 13.08.2019

**ANNEXURE TO THE NOTICE**

**Detail of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	<b>Mr. Jitendra Kumar Goyal</b>
Director Identification Number (DIN)	00468744
Date of Birth	03/11/1963
Nationality	Indian
Date of Appointment on Board	01/02/2014
Qualification	B.com
Expertise in specific functional area	He has more than 25 years of experience 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 again. He has been the architect of our company's projects and expansion strategy.
Shareholding in Kaushal Investments Ltd	NIL
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	a. Decillion Finance Limited b. Virat Leasing Limited c. Scintilla Commercial & Credit Ltd
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Kaushal Investments Ltd	4-Membership 2- Chairmanship
Relationships between the Directors inter-se	NIL

**DIRECTORS' REPORT**

To,  
The Members,

Your directors have pleasure in presenting their Thirty-Eighth Annual Report on the business and operations of **Kaushal Investments Limited** (the "Company") together with the Audited Accounts for the financial year ended 31st March, 2019.

**Financial Highlights (Standalone and Consolidated)**

The Company performance during the year ended 31<sup>st</sup> March, 2019 compared to the previous financial ye below:

( ₹ in '000)

<b>Financial Result</b>	<b>Year Ended 31.03.2019</b>	<b>Year Ended 31.03.2018</b>
Total Income	642.19	926.86
Less: Expenditure	1364.84	2,031.71
Profit/(Loss) before exceptional items and tax	(722.65)	(1104.31)
Less: Tax Expenses	-	11.60
Profit/(Loss) for the year	(722.65)	(1115.91)
Other Comprehensive Income/(Loss)	(1656.48)	1,276.16
Total Comprehensive Income for the year	(2379.13)	160.25

The consolidate performance of the group as per consolidated financial statement as under

( in '000)

<b>Financial Result</b>	<b>Year Ended 31.03.2019</b>	<b>Year Ended 31.03.2018</b>
Total Income	642.19	19,824.03
Less: Expenditure	1364.84	20,266.24
Profit/(Loss)before share of associate and tax	(722.65)	(442.21)
Less: Tax Expenses	-	98.51
Profit/(Loss) for the year	(722.65)	(552.88)
Other Comprehensive Income / Loss	(20,821.17)	(18,443.48)
Total Comprehensive Income/ (Loss) for the year	(20,098.52)	(18,986.36)
<b>Profit/(Loss) for the year attributable to:-</b>		
(a) Owners of the parent	(722.65)	(542.66)
(b) Non-controlling interests	-	(10.23)
<b>Other Comprehensive Income/(Loss) attributable to:</b>		
(a) Owners of the parent	20,821	(21,701.75)
(b) Non-controlling interests	-	3,268.27
<b>Total Comprehensive Income/(Loss) attributable to:-</b>		
(a) Owners of the parent	20,099	(22,244.40)
(b) Non-controlling interests	-	3,258.05

**Review of Operations**

The Company earned Total Income of ₹ 642.19 thousand as compared of ₹ 926.86 thousand during previous year. The Company's Net Loss was ₹ 2379.13 thousand as compared to Net Profit of ₹ 160.25 thousand during previous year.

**Material Changes & Commitments**

No material changes and/or commitments affecting the financial position of the Company occurred between the end of the financial year to which the attached financial statements relate to and up to the date of this report.

**Dividend**

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

**Transfer to Reserves**

Your Directors propose to transfer nil amounts to the General Reserves.

**Deposits**

The Company has not accepted any public deposits as such, no amount on account of principal or interest on public deposits was outstanding as 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**

During the year under review the Company has not altered its share capital

**Statutory & Legal Matters**

There has been no significant and/or material order(s) passed by any Regulators/ Courts/ Tribunals impacting the status of the Company.

**Financial Liquidity**

Cash and cash equivalent as on March 31, 2019 was ₹ 134.43 thousand (previous year ₹ 62.98 thousand/-). The Company's working capital management is based on a well-organized process of continuous monitoring and controls.

**Subsidiary / Joint Ventures / Associates**

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of Companies (Accounts) Rules 2014, the report on the performance and financial position of subsidiaries and associates are included in the Consolidated Financial Statement of the Company. The Company is having a policy for on determining materiality of subsidiaries which is available on the website of the Company [www.kaushalinvest.com](http://www.kaushalinvest.com).

Your Company had following subsidiary and associate companies as on 31<sup>st</sup> March, 2019. During the year, they ceased to be subsidiary and associate pursuant to cessation of control by parent as per Ind AS 110.

1. Aurelian Commercial Pvt Ltd- Wholly owned Subsidiary
2. Aurelian Trading Pvt Ltd- Wholly owned Subsidiary
3. Fastflow Commodeal Ltd- Subsidiary(56.40%)
4. Lifestyle Vanijya LLP- Step down Subsidiary (wholly owned)
5. Ultra Dealers Pvt Ltd- Step down Subsidiary (wholly owned)
6. Moti Finvest Ltd- Step down Subsidiary (50.09%)
7. Indigo Dealers Pvt Ltd- Associate (43.06%)
8. Icon Comtrade Pvt Ltd- Associate (49.42%)

In compliance with IND -AS-110, your Company has prepared its consolidate financial statements, which forms parts of this Annual Report. However, Form AOC-1 is not applicable to the Company since there are no associate/subsidiaries as on 31<sup>st</sup> March, 2019.

**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 ₹ 31985.95/- thousand against ₹ 193629.90/- thousand at the end of the previous year.

**Internal Control**

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

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

During the year under review, at a meeting of the Board of Directors of the Company held on 13<sup>th</sup> August, 2018, on the recommendation of Nomination and Remuneration Committee regularized Miss. Ritu Agarwal (DIN - 08143534) as a woman independent Non-Executive director of the Company.

Further, in the Board Meeting held on 14<sup>th</sup> November, 2018, Mr. Dipak Kumar Kajrewal (DIN: 08280264) was appointed as the Managing Director of the Company with effect from 14th November, 2018 whereas he resigned from the Company with effect from 13<sup>th</sup> August, 2019.

***Directors coming up for retirement by rotation***

In accordance with the provisions 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. Brief Profile of Mr. Jitendra Kumar Goyal, who is to be re-appointed is furnished in the notice of the ensuing Annual General Meeting as per Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of your Company recommends the re-appointment of Mr. Jitendra Kumar Goyal at the ensuing Annual General Meeting.

**Meetings of Board of Directors**

During the Financial Year 2018 -19, four (4) meeting of the Board of Directors of the Company were held. The details of which are given in the Corporate Governance Report. 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 Director, a formal letter of appointment is given to him / her which inter-alia explains the role, functions, and responsibilities expected from him/her as a Director of the Company. The Director is also explained in detail the various compliances required from him/her as a Director under the various provisions of the Companies Act 2013, SEBI (Listing Obligation and Disclosure 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 about the changes in relevant corporate laws relating to their roles and responsibilities as Directors.

**Meetings of Independent Directors**

A separate meeting of the Independent Directors was held on 14th February, 2019, Mr. Vidhu Bhushan Verma 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.

**Declaration by Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015").

**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 at the website of the Company [www.kaushalinvest.com](http://www.kaushalinvest.com)

**Contracts and Arrangements with Related Party**

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company.

The Policy on related party transactions as approved by the Board has been uploaded on the Company's Website and may be accessed at the link [www.kaushalinvest.com](http://www.kaushalinvest.com)

The details of the transactions with related parties during 2018-19 are provided in the accompanying financial statements.

**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) 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 Executive Director is evaluated on key aspects of the role which includes inter-alia effective leadership to the Board and adequate guidance to the Management.

Pursuant to the evaluation framework adopted by the Board, the Board evaluated the performance of its own, 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. The Policy on Vigil Mechanism as approved by the Board has been uploaded on the Company's Website and may be accessed at the link <http://www.kaushalinvest.com>

**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 Calcutta Stock Exchange Limited. The Company's shares are compulsorily traded in the dematerialized form. The ISIN allotted is INE612E01016.

**Auditors and Auditors' Reports**

At the thirty-seventh AGM held on September 28, 2018, the Members approved appointment of M/s C. K. Chandak & Co, Chartered Accountants (Firm Registration No. 326844E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the forty-second AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Hence, M/s. C.K. chandak & Co. Chartered Accountants, will hold office for 5 (five) years and they would not be subject to ratification during their continuation in the office of the Auditors of the Company.



Report of M/s C. K. Chandak & Co, Chartered Accountants, and statutory auditor's Report 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 to the Board's report. The auditor's certificate for year 2018 -19 does not contain any qualification, reservation or adverse remark.

**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 to this Report as **Annexure-I**.

**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 II** and forms a part of the Director's Report.

**Secretarial Audit:**

Pursuant to the provisions of Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. Anand Khandelia, Practicing Company Secretaries, as its Secretarial Auditor to undertake the Secretarial Audit for the financial year 2018 -19. 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-III**.

The Report confirms that the Company had complied with the statutory provision 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.

**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.kaushalinvest.com](http://www.kaushalinvest.com).

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 Financial Control 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.

**Loans, guarantees and investments**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The detail of the investments made by the Company are given in the notes to the financial statements.

**Management Discussion & Analysis Report**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed to this report.

**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.

**Provisions of Sexual Harassment**

The provisions of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013 is not attracted on the Company, However, the Company has a voluntary policy towards Prevention of Sexual Harassment of Women employees of the Company and has constituted an Internal Complaints Committee for redressing the complaints against sexual harassment. There was no complaint received during the year.

**Director's 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 31.03.2019 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 this Act 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.

**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 the Key Managerial Personnel as on 31<sup>st</sup> March, 2019.

- a) Mr. Dipak Kumar Kajrewal (Managing Director)
- b) Ms Radhika Maheshwari (Company Secretary)
- c) Mr. Pankaj Marda (Chief Financial Officer)

During the year under review, Mr. Anand Mishra resigned from the post of Company Secretary w.e.f. 09.08.2018. He was re-appointed on 14<sup>th</sup> November, 2018 and resigned on 17<sup>th</sup> November, 2018.

Further, Ms. Radhika Maheshwari was appointed as the Whole-Time Company Secretary w.e.f. 14.02.2019 and Mr. Dipak Kumar Kajrewal, Managing Director, resigned from the Company w.e.f. 13.08.2019.

**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.

**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.





**Other 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.
- There was no change in the nature of business.
- The company has complied with the applicable provisions of Secretarial Standards SS-1 and SS-2 with respect to convening of Board Meetings and General Meetings during the period under review.

**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 continued support in the future as well.

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

.....  
**Vidhu Bhushan Verma**  
**Director**  
**(DIN : 00555238)**

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

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

India's economic growth is estimated to grow by 7% in 2019 and 7.2% in 2020. However, acceleration in growth is conditional on the development of social and economic conditions of the Country. The Company's principal business being investment in shares and securities, the Company looks forward to increase 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**

With the positive attitude of the Government and RBI, it appears that new opportunities may open up for sustained growth of Investment Companies. However, the Management is not complacent about the future growth of the Company and constantly reviews the ups and downs of the market particularly bearing in mind that the Company is a small sized investment company and there are plenty of obstacles which may hinder its growth.

**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 ITS 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. 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 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 of Independent Directors also review 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 seen a negative growth. The Management expects to reduce the losses and maintain positive result in the coming quarter.

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The overall income from operations has decreased as compared to the last financial year.

**INDUSTRY STRUCTURE & DEVELOPMENTS**

The Company continues the business of trading and investments in shares and securities and other forms of ancillary business strictly as per the Articles of Association of the company. The company has followed the all Regulatory Norms as have been applicable from time to time, 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. However the number of employees in the company is low but with the positive attitude of the management toward growth, 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.

**For Kaushal Investments Limited**

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

Place: Kolkata  
Date: 13.08.2019

**REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

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

**COMPANY'S PHILOSOPHY ON CODE OF 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 agreement 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 Regulation s") 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 (BOARD)****Introduction**

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

**Composition and Category of Directors**

The Board of your Company as on 31st March 2019 consisted of five Directors as under:

- One Executive Director.
- One Non Executive Director.
- Three Non Executive Independent Director.

The Management of the Company is headed by Mr. Jitendra Kumar Goyal, 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.


**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 public limited companies are given below.

Name of the Director & DIN No	Category	No of Board Meeting		Whether attendance last AGM held on 28 <sup>th</sup> September, 2018	Number of Directorship (s) held in other India public listed companies ***	No. of Committee Positions held in other public listed companies	
		Held during the tenure	Attended			As Chairman	As Member
Mr. Jitendra Kumar Goyal (DIN- 00468744)	Non-Executive Director	4	4	Yes	03	01	02
Mr. Vidhu Bhushan Verma (DIN 00555238)	Non-Executive/ Independent Director	4	4	Yes	02	02	01
Mr. Mahesh Kumar Kejriwal (DIN:07382906)	Non-Executive/ Independent Director	4	4	Yes	02	02	02
Mr. Dipak Kumar Kajrewal (DIN: 08280264)*	Managing Director	1	1	No	01	-	-
Ms. Ritu Agarwal (DIN: 08143534)**	Non-Executive/ Independent Director	3	3	Yes	01	-	02

\* Mr. Dipak Kumar Kajrewal was appointed as Managing Director w.e.f. 14.11.2018 and resigned w.e.f. 13.08.2019.

\*\* Ms Ritu Agarwal was appointed as a Non-Executive Independent Director 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
	Virat Leasing Limited	Non-Executive Director
2. Mr. Vidhu Bhushan Verma	Decillion Finance Limited	Non-Executive Independent Director
	Scintilla Commercial & Credit Limited	Non-Executive Independent Director
3. Mr. Mahesh Kumar Kejriwal	Decillion Finance Limited	Non-Executive Independent Director
	Scintilla Commercial & Credit Limited	Non-Executive Independent Director
4. Mr. Dipak Kumar Kajrewal	Scintilla Commercial & Credit Limited	Executive Director
5. Ms. Ritu Agarwal	Scintilla Commercial & Credit Limited	Non-Executive Independent 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(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In the opinion of the Board and the Nomination and Compensation Committee, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board:

<b>Financial</b>	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principal officer, principal accounting officer, controller, public accountant, auditor or person performing similar persons.
<b>Wide management and leadership experience</b>	Strong management and leadership experience including in areas of business development, strategic planning with successful multinational operations in banking, investments and finance and academic background.
<b>Functional and managerial experience</b>	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, industry knowledge, macro-economic perspectives, human resources and risk management.
<b>Diversity</b>	Diversity of thought, experience, knowledge, perspective, gender and culture.
<b>Ethics &amp; Governance</b>	Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards employees, regulatory bodies and the communities in which it operates.
<b>Personal values</b>	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.

**Number & Dates of Board Meetings**

Four Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held are as follows:

30<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 14<sup>th</sup> November, 2018 and 14<sup>th</sup> February, 2019.

**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.

**Familiarization Programmes For Board Members**

At Kaushal, 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 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.kaushalinvest.com](http://www.kaushalinvest.com).

**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 are 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 Regulations. The requisite codes and policies are posted on the Company's website at [www.kaushalinvest.com](http://www.kaushalinvest.com), and references to these codes and policies have been given elsewhere 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 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. In compliance with Regulation 17 (5) (b) 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.kaushalinvest.com](http://www.kaushalinvest.com).

**COMMITTEES OF THE BOARD**

As on 31st March 2019, the Company had 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 as follows:

**Audit Committee**

The Audit Committee of the Board comprises of one non-executive director and 3 Independent Directors. 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 are as follows:**

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 utilisation 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 consisted of three Independent & one Non- Executive Director. Mr. Vidhu Bhushan Verma is the Chairman and Mr. Jitendra Kumar Goyal, Ms Ritu Agarwal & Mr. Mahesh Kumar Kejriwal are the other three members of the Committee. All the members of the Committee have accounting or related financial management expertise.

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

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

Name of the Director	Category	No. of Meetings	
		Held during the year	Attended
Mr. Vidhu Bhushan Verma	Chairman-Non-Executive-Independent Director	4	4
Mr. Jitendra Kumar Goyal	Non-Executive Director	4	4
Mr. Mahesh Kumar Kejriwal	Non-Executive-Independent Director	4	4
Ms Ritu Agarwal*	Non-Executive-Independent Director	2	2





\* Ms Ritu Agarwal was appointed as a Non-Executive Independent Director w.e.f. 12<sup>th</sup> November, 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 as follows:

30<sup>th</sup> May 2018, 13<sup>th</sup> August, 2018, 12<sup>th</sup> November 2018 and 14th February 2019.

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

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

The Chairman of the Audit Committee was duly present in 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.

#### **Nomination & Remuneration Committee**

##### **Brief description of terms of reference**

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- Whether to extend or continue the term of appointment of Independent Director on the basis of performance evaluation of independent Director

##### **Composition, Name of Members and Chairperson**

The Nomination and Remuneration Committee of the Board as on 31st March, 2019 consisted of three Independent & one Non- Executive Director. Mr. Vidhu Bhushan Verma is the Chairman and Mr. Jitendra Kumar Goyal, Ms Ritu Agarwal & Mr. Mahesh Kumar Kejriwal are the other three members of the Committee.

##### **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:

Name of the Director	Category	No. of Meetings	
		Held during the year	Attended
Mr. Vidhu Bhushan Verma	Chairman-Non-Executive-Independent Director	4	4
Mr. Jitendra Kumar Goyal	Non-Executive Director	4	4
Mr. Mahesh Kumar Kejriwal	Non-Executive-Independent Director	4	4
Ms Ritu Agarwal*	Non-Executive-Independent Director	2	2



\* Ms Ritu Agarwal was appointed as a Non - Executive Independent Director w.e.f. 12<sup>th</sup> November, 2018

Four 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 as follows:

29<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 12<sup>th</sup> November, 2018 and 14<sup>th</sup> February, 2019.

The Chairman of the Audit Committee was duly present in 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 any committee of Directors.

**Performance evaluation criteria for independent Directors**

The Nomination and Remuneration Committee at its Meeting held on 29<sup>th</sup> May, 2018 had considered and adopted the indicative criterion for evaluation of performance of the Board of Directors and the Independent Directors issued by Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD/ CIR/P/2017/004 dated January 5, 2017 in terms of the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Pursuant to the adoption of the new criterion for evaluation of performance of the Board of Directors and the Independent Directors, the Committee carried out the process of evaluation of the performance of every Director in accordance with its terms of reference and the requirements of Companies Act, 2013.

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

**General –**

(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 and (j) Integrity.

**Additional criteria for Independent Director –**

(a) Independence and (b) Independent views and judgment.

**Meeting and attendance during the year**

During the financial year ended 31st March 2019 one meeting of the Independent Directors held on 14th February, 2019 and the attendances are as follows:

Name of the Director	Category	No. of Meetings	
		Held during the year	Attended
Mr. Vidhu Bhushan Verma	Non-Executive Independent Director	1	1
Mr. Mahesh Kumar Kejriwal	Non-Executive Independent Director	1	1
Ms. Ritu Agarwal	Non-Executive Independent Director	1	1

Mr. Vidhu Bhushan Verma 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 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 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**

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**

Stakeholder Relationship Committee of the Board as at 31st March 2019 consisted Mr. Jitendra Kumar Goyal, a Non -Executive Director, as Chairman and Mr. Vidhu Bhushan Verma and Mr. Mahesh Kumar Kejriwal, Non-Executive Independent Directors were the other Members of the Committee

**Name and designation of Compliance Officer**

Ms Radhika Maheshwari, Company Secretary is the Compliance Officer for redressal of Shareholder's/Investor's complaints. The Company has a designated Email ID [info@kaushalinvest.com](mailto:info@kaushalinvest.com) for Grievance Redressal purpose where complaint can be lodged by the Shareholders.

**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

**Meetings and Attendance during the Year**

During the financial year one Meeting of the Stakeholders' Relationship Committee were held on 14<sup>th</sup> February, 2019 and the attendances of Members are as follows:

The composition of the committee and attendance at its meeting is given below:

Name of the Director	Category	No. of Meetings	
		Held During the year	Attended
Mr. Jitendra Kumar Goyal	Chairman-Non-Executive Director	1	1
Mr. Vidhu Bhushan Verma	Non-Executive Independent Director	1	1
Mr. Mahesh Kumar Kejriwal	Non-Executive Independent Director	1	1

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

The Company did not receive any complaint from any shareholder during the year and no complaint was pending as on 31.03.2019.

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

**SUBSIDIARY COMPANY AND ASSOCIATE COMPANIES**

Pursuant to section 134 of the Companies Act, 2013 and Rule 8(1) of Companies (Accounts) Rules 2014, the report on the performance and financial position of subsidiaries and associate is included in the Consolidated Financial Statement of the Company. The Company is having a policy on determining materiality of subsidiaries which is available at the website of the company [www.kaushalinvest.com](http://www.kaushalinvest.com).



Your company had following subsidiary and associate companies as on 31<sup>st</sup> March, 2019. During the year, they ceased to be subsidiary and associate pursuant to cessation of control by parent as per Ind AS 110.

1. Aurelian Commercial Pvt Ltd- Wholly owned Subsidiary
2. Aurelian Trading Pvt Ltd- Wholly owned Subsidiary
3. Fastflow Commodeal Ltd- Subsidiary(56.40%)
4. Lifestyle Vanija LLP- Step down Subsidiary (wholly owned)
5. Ultra Dealers Pvt Ltd- Step down Subsidiary (wholly owned)
6. Moti Finvest Ltd- Step down Subsidiary (50.09%)
7. Indigo Dealers Pvt Ltd- Associate (43.06%)
8. Icon Commotrade Pvt Ltd- Associate (49.42%)

In compliance with IND -AS-110, your Company has prepared its consolidate financial statements, which forms parts of this annual report. However, AOC -1 is not applicable to the Company since there are no associate/subsidiaries as on 31<sup>st</sup> March, 2019.

#### **COMPLIANCE OFFICER**

The Company has designated Ms Radhika Maheshwari, Company Secretary of the company as Compliance Officer.

**Ms Radhika Maheshwari,**

**Company Secretary & Compliance Officer**

**Address:** "Jajodia Tower" 3 Bentinck Street,  
4<sup>th</sup> floor, Room No D-8 Kolkata-700001

**Phone Nos.:** (033) 2248-5664

**Email:** [info@kaushalinvest.com](mailto:info@kaushalinvest.com)

**Website:** [www.kaushalinvest.com](http://www.kaushalinvest.com)

#### **CORPORATE SOCIAL RESPONSIBILITY**

Provision of Section 135 of the Companies Act, 2013 i.e. Corporate Social Responsibility is not applicable to the company.

#### **GENERAL BODY MEETINGS**

##### **Location and time of the last three Annual General Meetings**

Financial Year ended	Date	Time	Venue
31.03.2016	29.09.2016	1.00 p.m	Oswal Chamber, Eitma,5 <sup>th</sup> floor,2 Church Lane, Kolkata - 700001.
31.03.2017	25.09.2017	2.00 pm	Mercantile Building, 9/12, Lal Bazaar Street, Block -E, 2 <sup>nd</sup> Floor Kolkata-700001
31.03.2018	28.09.2018	3.00 pm	3, Bentinck Street, 4 <sup>th</sup> Floor, Room No. D -8, Kolkata - 700001, West Bengal

##### **Special resolution passed in the previous three AGMs**

AGM held on	Special Resolution passed
29.09.2016	None
25.09.2017	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 38th 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. 23<sup>rd</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 results are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily Newspaper (Kalantar/ Ekdin) in the form prescribed by the Stock Exchanges in the Listing Regulations.

The Quarterly Results, Shareholding Pattern and all other corporate communication are communicated to Stock Exchanges and available on company website

#### **Website**

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

#### **Annual Report**

The Annual Report containing inter alia audited Annual Accounts, 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**

##### **38th Annual General Meeting**

**Date and Time:** 30<sup>th</sup> September, 2019 (Monday) at 1:00PM

**Venue:** Osval Chamber, EITMA, 5th Floor, 2, Charch Lane, Kolkata - 700001

##### **Financial Year:**

1st April, 2018 to 31st March, 2019

#### **Book Closure**

The Register of Members and Share Transfer Register will remain closed from Tuesday 24<sup>th</sup> September, 2019 to Monday, 30<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	13 <sup>th</sup> August, 2018
Second quarter results	14 <sup>th</sup> November 2018
Third quarter results	14 <sup>th</sup> February 2019
Fourth quarter and annual results	30 <sup>th</sup> May, 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 August 14, 2019
Second quarter results	On or before November 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. The Calcutta Stock Exchange Limited	7, Lyons Range, Kolkata- 700001

**Demat ISIN Number for NSDL & CDSL:**

INE 612E01016

**Registered Office:**

"Jajodia Tower" 3 Bentinck Street, Room No.D-8  
4<sup>th</sup> Floor, Kolkata-700001

**Registrar and Share Transfer Agent (RTA)**

**M/s. Niche Technologies Pvt. Ltd.**

3A, Auckland place, 7th floor, room no 7A & 7B,  
Kolkata-700 017

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, 7th floor, Room no 7A & 7B, Kolkata 700017 or at the Registered Office of the Company. Share Transfers are registered and returned 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 review of the functions of the Registrar and Share Transfer Agent for upgrading the level of service to the Shareholders. Review is also conducted on the response to the Shareholders pertaining to their communication and grievances, if any

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

Share Holding	No. of Holder	Percentage of Shareholders	No of Shares	Percentage of Shares
1 to 500	416	91.0284	11575	0.3686
501 to 1000	2	0.4376	2000	0.0637
1001 to 5000	12	2.6258	34585	1.1014
5001 to 10000	1	0.2188	9185	0.2925
10001 to 50000	6	1.3129	142460	4.5369
50001 to 100000	3	0.6565	260195	8.2865
100001 and above	17	3.7199	2680000	85.3503
<b>Total</b>	<b>457</b>	<b>100.00</b>	<b>3140000</b>	<b>100.00</b>

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

Category	No. of Shares	% of holding
Promoter & Promoter Group	0	0
Bodies Corporate	2735025	87.103
Individuals	404975	12.897
NRI/OCBs	0	0
Trust	0	0
Clearing Members	0	0
<b>Total</b>	<b>3140000</b>	<b>100.000</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, 7th Floor, Room No. 7A & 7B, Kolkata 700017. Requests for dematerializations of shares are processed and confirmations are given to the respective Depositories within the prescribed time. 98.38% Shares of the Company are in dematerialized form.

**Outstanding GDRs/ADRs/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 :**

**Kaushal Investments Limited**

(CIN): L65993WB1981PLC03363

"Jajodia Tower" 3 Bentinck Street, Room No.D-8

4<sup>th</sup> Floor, Kolkata -700001

Tel: 033-2248 -5664

E-Mail: [www.kaushalinvest.com](http://www.kaushalinvest.com)

**ii) Registered and Share Transfer Agents**

**M/s. 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

E-Mail : 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.

**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 <http://www.kaushalinvest.com>, and no personnel has been denied access to the Audit Committee.

**Accounting treatment in preparation of financial statement**

The Company followed the guidelines as laid down in the IND- AS 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.kaushalinvest.com](http://www.kaushalinvest.com)

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

**Director & CFO Certification**

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

**Report on Corporate Governance**

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

**Compliance**

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause are as stated hereafter.

**Mandatory requirements**

The Company was fully compliant with mandatory requirements of Listing Regulation.

**Corporate Governance Compliance Certificate**

The Company has obtained Compliance Certificate from Mr. Rajesh Ghorawat, Practising Company Secretary, regarding compliance of conditions on Corporate Governance and the same is attached to this report

**Certificate by Practicing Company Secretary**

The Company has received certificate from Mr. Rajesh Ghorawat, Practising Company Secretary, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate of Affairs or any such authority. The said certificate forms part of this Annual Report.

**Fees to Statutory Auditor**

The total fees for all services paid by the listed entity, on a consolidated basis, to the statutory auditor is Rs. 29,000/- per annum.

**Sexual Harassment Policy**

The provisions of the Sexual Harassment of Women at the work place (Prevention, Prohibition and redressal) Act, 2013 is not attracted on the Company, However the Company has a voluntary policy towards Prevention of Sexual Harassment of Women employees of the Company and has constituted an Internal Complaints Committee for redressing the complaints against sexual harassment. The following is a summary of sexual harassment complaints received and disposed off during each Calendar year:

- No. of complaints received: NIL
- No. of complaints disposed off: NIL

For Kaushal Investments Limited

Jitendra Kumar Goyal  
Director  
(DIN: 00468744)

Place: Kolkata

Date: 13.08.2019





CERTIFICATE ON CORPORATE GOVERNANCE BY COMPANY SECRETARY IN PRACTICE

To  
The Members of  
M/s. Kaushal Investments Limited

We have examined the compliance of conditions of Corporate Governance by M/s. Kaushal Investments Limited for the year ended on 31<sup>st</sup> March 2019, as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

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

Rajesh Ghorawat  
Practicing Company Secretary

Place: Kolkata  
Date: 13<sup>th</sup> August, 2019

FCS No.: 7226  
C.P. No.: 20897



**CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that a code of conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the period ended 31st March, 2019 and the same has also been noted by the Board.

**For Kaushal Investments Limited**

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

**Place: Kolkata**  
**Date: 13.08.2019**



**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. Kaushal Investments Ltd  
3, Bentinck Street, 4<sup>th</sup> Floor,  
Room No. D-8, Kolkata-700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Kaushal Investments Ltd (CIN L65993WB1981PLC033363) and having its Registered Office at 3, Bentinck Street, 4<sup>th</sup> Floor, Room No. D-8, Kolkata-700001 (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 Id entification 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. Jitendra Kumar Goyal	00468744	01/02/2014
2.	Mr. Vidhu Bhushan Verma	00555238	30/05/2015
3.	Mr. Mahesh Kumar Kejriwal	07382906	29/08/2017
4.	Mrs. Ritu Agarwal	08143534	30/05/2018
5.	Mr. Dipak Kumar Kajrewal	08280264	14/11/2018

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.

Rajesh Ghorawat

Place: Kolkata  
Date: 13.08.2019

Practising Company Secretary  
FCS No.: 7226  
C.P. No.: 20897

**DIRECTOR & CFO CERTIFICATION****The Board of Directors****M/s Kaushal Investments Limited****Re: Financial Statement for the Financial Year 2018 -19 – Certification**

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We, Jitendra Kumar Goyal, Executive Director and Pankaj Marda, Chief Financial Officer of M/s Kaushal Investments Limited on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief, hereby certify that:

We have reviewed financial statement and the cash flow statements for the financial year 2018-19, (hereinafter referred to as “year” and to the best of my knowledge and belief :

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. 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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 which is fraudulent, illegal or violative of Company’s Code of Conduct.
4. We accept responsibility of establishing and maintaining internal control systems of the Company pertaining to the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - i. There have been no significant changes in internal control over financial reporting during the period.
  - ii. There have been no significant changes in accounting policies during the period.
  - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company’s internal control systems over financial reporting.

**For and on behalf of the Board**

**Place: Kolkata  
Date: 13.08.2019**

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

**Pankaj Marda  
CFO  
(PAN: AFCPM7576A)**



Annexure - I

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 &amp; OTHER DETAILS:

1.	CIN	L65993WB1981PLC033363
2.	Registration Date	16-Feb-1981
3.	Name of the Company	KAUSHAL INVESTMENTS LTD
4.	Category/Sub-category of the Company	Public Company/Limited by shares
5.	Address of the Registered office & contact details	"Jajodia Tower" 3, Bentineck Street, 4th floor Room No.D-8 Kolkata-700001 E-mail – <a href="mailto:info@kaushalinvest.com">info@kaushalinvest.com</a> Website – <a href="http://www.kaushalinvest.com">www.kaushalinvest.com</a> Contact No. – 91 33 2248 5664
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	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 : nichetechpl@nichetechpl.com

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment activities	64990.00	90.81%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NIL

SN	Name of Company	Address of the LLP	CIN/LLPIN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section



KAUSHAL INVESTMENTS LTD.

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

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTERS									
(1)	Indian									
	a) Individual / HUF									
	b) Central Government									
	c) State Government									
	d) Bodies Corporate									
	e) Banks / Financial Institutions									
	f) Any Other									
	Sub-total (A)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(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	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	0.000	0	0	0	0.000	
B.	PUBLIC SHAREHOLDING									
(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									
	i) Others (Specify)									
	Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	2735025	0	2735025	87.103	2735025	0	2735025	87.103	0.000
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	24020	50850	74870	2.384	24020	33300	57320	1.825	-0.559
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	330105	0	330105	10.513	330105	17550	347655	11.072	0.559
	c) Others Specify									
	1. NRI									
	2. Overseas Corporate Bodies									
	3. Foreign Nationals									
	4. Clearing Members									
	5. Trusts									
	6. Foreign Bodies - D.R.									
	Sub-total (B)(2)	3089150	50850	3140000	100.000	3089150	50850	3140000	100.000	0.000
	Total Public Shareholding (B) = (B)(1)+(B)(2)	3089150	50850	3140000	100.000	3089150	50850	3140000	100.000	0.000
C.	Shares held by Custodian for GDRs & ADRs									
<b>GRAND TOTAL (A+B+C)</b>		<b>3089150</b>	<b>50850</b>	<b>3140000</b>	<b>100.000</b>	<b>3089150</b>	<b>50850</b>	<b>3140000</b>	<b>100.000</b>	<b>0.000</b>



**B. 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	
<b>TOTAL</b>		<b>0</b>	<b>0.000</b>	<b>0.000</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>

**C. 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>		<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0.000</b>

**D. 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	BURS FINANCIAL ADVISORY SERVICES PRIVATE				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year				
	Date Reason				
	19/10/2018 Transfer	-150000	4.777	0	0.000
	c) At the End of the Year			0	0.000
2	CHANDRIKA DEALCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
3	DAFFODIL TRADERS PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	17/08/2018 Transfer	300000	9.554	300000	9.554
	c) At the End of the Year			300000	9.554
4	GAJMURTI AGENCY PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
5	J.N.B. SIDHU FINANCE PVT LTD				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
6	KAMALRAJ TRADERS AND FOODS PVT. LTD.				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777



7	KOTHSONS FINANCE & CONSULTANCY PRIVATE LTD.				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
8	KRIPA DEALTRADE PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year				
	Date Reason				
	17/08/2018 Transfer	-150000	4.777	0	0.000
	c) At the End of the Year			0	0.000
9	KUDRAT HOLDINGS PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
10	MANGALSIDHI DISTRIBUTORS PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
11	MANIMAYA SALES PRIVATE LIMITED				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
12	RESHAM TRADERS & INVESTORS PVT LTD				
	a) At the Beginning of the Year	150000	4.777		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			150000	4.777
	<b>T O T A L</b>	<b>1650000</b>	<b>52.548</b>	<b>1650000</b>	<b>52.548</b>

**Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name	Shareholding at the beginning of		Cumulative Shareholding during	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

**V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	17438960			17438960
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>17438960</b>			<b>17438960</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction	17133560			17133560
<b>Net Change</b>	<b>17133560</b>			<b>17133560</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	305400			305400
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>305400</b>			<b>305400</b>





**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
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**

SN.	Particulars of Remuneration	Name of Directors
1	Independent Directors 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			
		CS(Anand Mishra) resigned on 17.11.2018	CS (Radhika Maheshwari) appointed on 14.02.2019	CFO (Pankaj Marda)	Total (Amount in Rs.)
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	35,200	17,233	1,80,000	2,32,433
2	Stock Option				-
3	Sweat Equity				-
4	Commission - as % of profit others, specify...				-
5	Others, please specify				-
	Total	35,200	17,233	1,80,000	2,32,433

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

**Annexure-II**

- 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 of Manager, if any, in the financial year are given hereunder:

Name	Designation	% increase in remuneration in the financial year
-	-	-

- iii. The percentage of increase in the median remuneration of employees in the financial year: nil.  
iv. The number of permanent employees on the role of company as on 31<sup>st</sup> March, 2019 is 3 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 2018-2019	Not Applicable
The percentage increase in the Managerial Remuneration	nil

- 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: 13<sup>th</sup> August, 2019

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

**(Vidhu Bhushan Verma)**  
Director  
DIN 00555238

**Annexure-III****Form No. Mr-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2019****[Pursuant to Section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]****To,****The Members,****M/s Kaushal Investments Limited****“Jajodia Tower” 3 Bentinck Street,  
4<sup>th</sup> floor, Room No. D-8, Kolkata-700001**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kaushal Investments Limited** having registered office at “Jajodia Tower” 3 Bentinck Street, 4th floor, Room No. D-8, Kolkata-700001 (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, we 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 efficacy 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) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (iii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations there under;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011,
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) 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;
  - (d) 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;
  - (e) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015
  - (f) The SEBI (Delisting of Equity Shares) Regulations, 2009.
  - (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (vii) Any other laws applicable specifically to the Company

During the period under review, provisions of the following regulations/guidelines/standards were not applicable to the Company:

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;

**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, if any, 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: 13.08.2019

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



## INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF KAUSHAL INVESTMENTS LIMITED

## Report on the Audit of the Standalone Financial Statements

## Opinion

We have audited the standalone financial statements of Kaushal Investments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (here in after referred to as "the standalone financial statements").

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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss (financial performance including other comprehensive income), changes in equity 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 specified under section 143(10) of the Act (SAs). 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 made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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

## Transfer of controlling stake in subsidiaries &amp; associates to Partnership firm

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1.	<p>During the financial year 2018-19, Kaushal Investments Ltd (KIL) entered into a partnership agreement with VZ Vanijya LLP and formed KVZ Enterprises (a partnership firm). Subsequently KIL transferred its entire controlling equity stake in Aurelian Commercial Pvt Ltd, Aurelian Trading Pvt Ltd and Fastflow Commoddeal Limited at book value (Rs 16834 ('000) and its equity accounted investments in Indigo Dealers Pvt Ltd at book value Rs 1634 ('000), along with other assets towards capital contribution for a 13% share of profits in KVZ Enterprises and adjusted the carrying amount of the net assets in other equity of the consolidated financial statements.</p>	<p><u><b>Our audit procedures included and were not limited to the following:</b></u></p> <ol style="list-style-type: none"><li>1. Obtained and read the deed of partnership for the said arrangement</li><li>2. Evaluating whether the accounting treatment of the said transaction is in line with the applicable Indian Accounting Standards.</li><li>3. Understanding systems and controls implemented in relation to the transfer of entire controlling stake in subsidiaries and transfer of equity accounted investments to Partnership firm towards capital contribution.</li><li>4. Evaluation and testing of internal controls over the management's assessment of the accounting treatment of the said transaction in terms of the applicable Indian Accounting Standards and applicable tax and other Statutes/Regulations.</li></ol>



<p>The above is considered as a key audit matter as the same has been reported as a significant transaction that occurred during the current year which involves exercise of judgement and interpretation of the relevant Indian Accounting Standards and applicable tax and other Statutes / Regulations</p>	<ol style="list-style-type: none"> <li>5. We have checked the relevant records and minutes of the Board Meeting and we were assured that such sale has been done by taking the prior approval of the Shareholders of the Company through Special Resolution by way of Postal Ballot Process (vide Postal Ballot Notice dated 25.06.2018).</li> <li>6. We have checked the Books of Accounts and Bank Statements and confirm that the entire sale consideration of Rs.1800.00 lacs was received by the Company.</li> </ol>
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**ASSESSMENT OF BUSINESS MODEL FOR CLASSIFICATION AND MEASUREMENT OF FINANCIAL ASSETS**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
2.	<p>Classification and measurement of financial assets – Business model assessment</p> <p>Ind As 109, Financial Instruments, contain three principal measurement categories for financial assets i.e.</p> <ul style="list-style-type: none"> <li>➤ Amortised cost</li> <li>➤ Fair value through Other Comprehensive Income (FVOCI) and</li> <li>➤ Fair value through Profit and Loss (FVTPL)</li> </ul> <p>The term 'business model' refers to the way in which the Company manages its financial assets in order to generate cash flows. That is, the Company's business model determines whether cash flows will result from contractual cash flows, selling the financial assets or both.</p> <p>We identified business model assessment as a key audit matter because of the management judgment involved in determining the intent of purchasing and holding a financial asset which could lead to different classification and measurement outcomes of the financial assets and its significance to the financial statements of the Company.</p>	<p><u><b>Our audit procedures included:</b></u></p> <p><u><b>Design / controls</b></u></p> <ul style="list-style-type: none"> <li>● Assessing the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial assets and classification of such financial assets on the basis of management's intent (business model).</li> <li>● For financial assets classified at Amortized cost, we tested controls over the classification of such assets and subsequent measurement of assets at Amortized cost</li> <li>● For financial assets classified at FVOCI, we tested controls over the classification of such assets and subsequent measurement of assets at fair value.</li> </ul> <p><u><b>Substantive tests.</b></u></p> <ul style="list-style-type: none"> <li>● Test of details over classification and measurement of financial assets in accordance with management's intent. (Business model).</li> <li>● We selected a sample of financial assets to test whether their classification as at the balance sheet date is in accordance with management's intent.</li> <li>● We selected a sample (based on quantitative thresholds) of financial assets sold during the year to check whether there have been any sales of financial assets classified at amortized cost, FVOCI or FVTPL.</li> <li>● We have also checked that there have been no reclassifications of assets in the current period.</li> </ul>

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

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the 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 during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed on the other information that we obtained prior to the date of this Auditor's 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.

When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



### Management's Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are 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 state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### Auditor's Responsibilities for the Audit of the 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 standalone Balance Sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as may be amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 the best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its financial position in its standalone financial statements
    - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts 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 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 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are Required to be commented upon by us.

For and on behalf of

**C.K CHANDAK & CO**  
Chartered Accountants

Firm Registration Number: 326844E

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

Place: Kolkata  
Date: 30.05.2019



**Annexure - A to the Independent Auditors' Report**

With reference to the Annexure A referred to in the Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019, we report the following:

- 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 company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraphs 3(iii), (a), (b) and (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable. No loan has been given to any director of the Company.
- 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. Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 was not applicable during the financial year
- vii. The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Income Tax, Goods and Services Tax, and other material statutory dues as 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
- 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 given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. 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.
- xvi. In our Opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order are not applicable.

**Annexure - B to the Independent Auditors' Report**

With reference to the Annexure B referred to *paragraph 2A (f) under* Report on Other Legal and Regulatory Requirements of the Independent Audit Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019, we report the following:

**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 **KAUSHAL INVESTMENTS 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 of 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.

Place: Kolkata  
Date: 30.05.2019

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

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

**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
Kaushal Investments Limited

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

We have audited the standalone financial statements of Kaushal Investments Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (here in after referred to as "the standalone financial statements").

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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss (financial performance including other comprehensive income), changes in equity 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 specified under section 143(10) of the Act (SAs). 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 made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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****Transfer of controlling stake in subsidiaries & associates to Partnership firm**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1	<p>During the financial year 2018-19, Kaushal Investments Ltd (KIL) entered into a partnership agreement with VZ Vanija LLP and formed KVZ Enterprises (a partnership firm).</p> <p>Subsequently KIL transferred its entire controlling equity stake in Aurelian Commercial Pvt Ltd, Aurelian Trading Pvt Ltd and Fastflow Commedeal Limited at book value ( Rs 16834 ('000) and its equity accounted investments in Indigo Dealers Pvt Ltd at book value Rs 1634 ('000), along with other assets towards capital contribution for a 13% share of profits in KVZ Enterprises and</p>	<p><b><u>Our audit procedures included and were not limited to the following:</u></b></p> <ol style="list-style-type: none"> <li>1. Obtained and read the deed of partnership for the said arrangement</li> <li>2. Evaluating whether the accounting treatment of the said transaction is in line with the applicable Indian Accounting Standards.</li> <li>3. Understanding systems and controls implemented in relation to the transfer of entire controlling stake in subsidiaries and transfer of equity accounted investments to Partnership firm towards capital contribution.</li> <li>4. Evaluation and testing of internal controls over the management's assessment of the accounting treatment of the said transaction in terms of the</li> </ol>



<p>adjusted the carrying amount of the net assets in other equity of the consolidated financial statements.</p> <p>The above is considered as a key audit matter as the same has been reported as a significant transaction that occurred during the current year which involves exercise of judgement and interpretation of the relevant Indian Accounting Standards and applicable tax and other Statutes / Regulations</p>	<p>applicable Indian Accounting Standards and applicable tax and other Statutes/Regulations.</p> <p>5. We have checked the relevant records and minutes of the Board Meeting and we were assured that such sale has been done by taking the prior approval of the Shareholders of the Company through Special Resolution by way of Postal Ballot Process (vide Postal Ballot Notice dated 25.06.2018.</p> <p>6. We have checked the Books of Accounts and Bank statements and confirm that the entire sale consideration of Rs.1800.00 lacs was received by the Company.</p>
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**ASSESSMENT OF BUSINESS MODEL FOR CLASSIFICATION AND MEASUREMENT OF FINANCIAL ASSETS**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
	<p>Classification and measurement of financial assets – Business model assessment</p> <p>Ind As 109, Financial Instruments, contain three principal measurement categories for financial assets i.e.</p> <ul style="list-style-type: none"> <li>➢ Amortised cost</li> <li>➢ Fair value through Other Comprehensive Income (FVOCI) and</li> <li>➢ Fair value through Profit and Loss (FVTPL)</li> </ul> <p>The term 'business model' refers to the way in which the Company manages its financial assets in order to generate cash flows. That is, the Company's business model determines whether cash flows will result from contractual cash flows, selling the financial assets or both.</p> <p>We identified business model assessment as a key audit matter because of the management judgment involved in determining the intent of purchasing and holding a financial asset which could lead to different classification and measurement outcomes of the financial assets and its significance to the financial statements of the Company.</p>	<p><u><b>Our audit procedures included:</b></u></p> <p><u><b>Design / controls</b></u></p> <ul style="list-style-type: none"> <li>• Assessing the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial assets and classification of such financial assets on the basis of management's intent (business model).</li> <li>• For financial assets classified at Amortized cost, we tested controls over the classification of such assets and subsequent measurement of assets at Amortized cost</li> <li>• For financial assets classified at FVOCI, we tested controls over the classification of such assets and subsequent measurement of assets at fair value.</li> </ul> <p><u><b>Substantive tests.</b></u></p> <ul style="list-style-type: none"> <li>• Test of details over classification and measurement of financial assets in accordance with management's intent. (Business model).</li> <li>• We selected a sample of financial assets to test whether their classification as at the balance sheet date is in accordance with management's intent.</li> <li>• We selected a sample (based on quantitative thresholds) of financial assets sold during the year to check whether there have been any sales of financial assets classified at amortized cost, FVOCI or FVTPL.</li> <li>• We have also checked that there have been no reclassifications of assets in the current period.</li> </ul>

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

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the 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 during the course of our audit or otherwise appears to be materially misstated.



If based on the work we have performed on the other information that we obtained prior to the date of this Auditor's 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. When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are 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 state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the 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 standalone Balance Sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as may be amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 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 does not have any pending litigations which would impact its financial position in its standalone financial statements
    - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts 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 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 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are Required to be commented upon by us.

For and on behalf of

**C.K CHANDAK & CO**  
Chartered Accountants  
Firm Registration Number: 326844E

Place: Kolkata  
Date: 30.05.2019

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

**Annexure - A to the Independent Auditors' Report**

With reference to the Annexure A referred to in the Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019, we report the following:

- 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 company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraphs 3(iii), (a), (b) and (c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable. No loan has been given to any director of the Company.
- 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. Maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 was not applicable during the financial year
- vii. The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Income Tax, Goods and Services Tax, and other material statutory dues as 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
- 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 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 given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. 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.
- xvi. In our Opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order are not applicable.

For and on behalf of

**C.K CHANDAK & CO**  
Chartered Accountants  
Firm Registration Number: 326844E

**CA Chandraraj Chandak**  
Proprietor  
Membership Number: 054297

Place: Kolkata  
Date: 30.05.2019



**Annexure - B to the Independent Auditors' Report**

With reference to the Annexure B referred to *paragraph 2A (f) under* Report on Other Legal and Regulatory Requirements of the Independent Audit Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019, we report the following:

**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 **KAUSHAL INVESTMENTS 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: 30.05.2019

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


**BALANCE SHEET as at 31st March, 2019**

(Rs In ' 000)

Particulars	Note No.	As at 31st March 2019		As at 31st March 2018	
<b>I. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Financial assets					
(i) Investment in subsidiaries & associates	4	-		29,539.53	
(ii) Investment (others)	5	9,583.53		4,265.64	
(iii) Investment in Partnership firm	6	19,667.64		-	
(iv) Other financial assets	7	1,001.23		13,645.08	
(b) Other non current assets	8	412.75	30,665.15	-	47,450.25
<b>(2) Current assets</b>					
(a) Financial assets					
(i) Trade Investment	9	1,260.00		3,039.00	
(ii) Trade and other receivables	10	-		2,015.00	
(iii) Cash and cash equivalents	11	134.43		62.98	
(iv) Other financial assets	12	200.00		-	
(b) Current tax assets (net)	13	162.56		91.91	
			1,756.98		5,208.90
<b>Total Assets</b>			<b>32,422.13</b>		<b>52,659.15</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>(1) Equity</b>					
(a) Share Capital	14	31,400.00		31,400.00	
(b) Other Equity	15	585.95	31,985.95	2,965.07	34,365.07
<b>(2) Non-current liabilities</b>					
(a) Deferred tax Liabilities (net)	16	99.75	99.75	674.21	674.21
<b>(3) Current liabilities</b>					
(a) Financial liabilities					
(i) Borrowings	17	305.40		17,438.96	
(ii) Other financial liabilities	18	-		18.52	
(b) Other current liabilities	19	31.04		162.38	
			336.44		17,619.86
<b>Total Equity and Liabilities</b>			<b>32,422.13</b>		<b>52,659.15</b>
<b>Corporate Information</b>	1				
<b>Significant accounting policies and estimates</b>	2 & 3				
<b>Other disclosures</b>	29				
The accompanying notes 1 to 29 are an integral part of the Standalone financial statements					

As per our report of even date attached

For and on behalf of the Board of Directors

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

Jitendra Kumar Goyal  
Director  
(DIN: 00468744)

Dipak Kumar Kajrewal  
Managing Director  
(DIN: 08280264)

**(CA Chandra Kumar Chandak)**

Proprietor  
Membership No- 054297

Pankaj Marda  
Chief Financial Officer  
(PAN: AFCPM7576A)

Radhika Maheshwari  
Company Secretary  
(PAN: AVHPM0929N)

Place of Signature : Kolkata  
Date : 30.05.2019



## STATEMENT OF PROFIT AND LOSS for the years ended 31st March 2019 (Rs In ' 000)

Particulars	Note No	Year ended 31st March 2019	Year ended 31st March 2018
<b>I Revenue from operations</b>	20	-	-
<b>II Other Income</b>	21	642.19	926.86
<b>III Total Income(I+II)</b>		<b>642.19</b>	<b>926.86</b>
<b>IV Expenses:</b>			
Purchase of stock in trade	22	-	50.00
Changes in inventories	23	-	(50.00)
Employee benefit expense	24	263.90	449.50
Finance cost	25	791.27	1,312.46
Other expenses	26	309.67	269.21
<b>Total Expenses (IV)</b>		<b>1,364.84</b>	<b>2,031.17</b>
<b>V Profit before exceptional items and tax (III - IV)</b>		<b>(722.65)</b>	<b>(1,104.31)</b>
<b>VI Exceptional Items</b>	-	-	-
<b>VII Profit before tax (V - VI)</b>		<b>(722.65)</b>	<b>(1,104.31)</b>
<b>VIII Tax expense :</b>	27		
Current tax		-	11.60
Deferred tax		-	-
<b>Total tax expense</b>		<b>-</b>	<b>11.60</b>
<b>IX Profit for the year (VII - VIII)</b>		<b>(722.65)</b>	<b>(1,115.91)</b>
<b>X Other Comprehensive Income / Loss</b>	28		
(A) (i) Items that will not be reclassified to profit or loss			-
(a) Fair value changes of Investments in equity shares		(2,230.94)	1,198.02
(ii) Income tax relating to items that will not be recycled to profit or loss		(574.47)	(78.13)
<b>Total other Comprehensive Income / Loss</b>		<b>(1,656.48)</b>	<b>1,276.16</b>
<b>XI Total Comprehensive Income for the year (IX + X)</b>		<b>(2,379.13)</b>	<b>160.25</b>
<i>( Comprising of profit and other comprehensive income for the year)</i>			
<b>XII Earnings per equity share ( Nominal value per share Rs 10 /-)</b>			
Basic and diluted ( Refer Note no 29 (4) )		(0.23)	(0.36)
<b>Number of shares used in computing earnings per share</b>			
Basic and diluted ( Refer Note no 29 (4) )		3,140,000	3,140,000
<b>Corporate Information</b>	1		
<b>Significant accounting policies and estimates</b>	2 & 3		
<b>Other disclosures</b>	29		
<b>The accompanying notes 1 to 29 are an integral part of the Standalone financial statements</b>			

As per our report of even date attached

For and on behalf of the Board of Directors

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

Jitendra Kumar Goyal  
Director  
(DIN: 00468744)

Dipak Kumar Kajrewal  
Managing Director  
(DIN: 08280264)

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No- 054297

Pankaj Marda  
Chief Financial Officer  
(PAN: AFCPM7576A)

Radhika Maheshwari  
Company Secretary  
(PAN: AVHPM0929N)

Place of Signature : Kolkata  
Date : 30.05.2019



## Statement of changes in Equity for the year ended 31st March 2019

(Rs. In `000)

(a). Equity Share capital:

For the year ended 31st March, 2019

For the year ended 31st March, 2018

Balance as at 1st April, 2018	Changes in equity share capital during the year	Balance as at 31st March, 2019	Balance as at 1st April, 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018
31,400.00	-	31,400.00	31,400.00	-	31,400.00

(b). Other equity :

	Reserves and Surplus		Other Comprehensive Income	Total other equity
	Retained Earnings			
Balance as at 1st April, 2018	2,965.07		-	2,965.07
Changes in equity during the year ended 31st March, 2019				
Profit for the year	(722.65)			(722.65)
Other Comprehensive income/loss for the year			(1,656.48)	(1,656.48)
Transfer from/to other Comprehensive income/retained earnings	(1,656.48)		1,656.48	-
Balance as at 31st March, 2019	585.95		-	585.95

(b). Other equity : ( Cont)

	Reserves and Surplus		Other Comprehensive Income	Total other equity
	Retained Earnings			
Balance as at 1st April, 2017	2,804.83		-	2,804.83
Changes in equity during the year ended 31st March, 2018				
Profit for the year	(1,115.91)			(1,115.91)
Other Comprehensive income/loss for the year			1,276.16	1,276.16
Transfer from/to other Comprehensive income/retained earnings	1,276.16		(1,276.16)	-
Balance as at 31st March, 2018	2,965.07		-	2,965.07

The accompanying notes 1 to 29 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

Jitendra Kumar Goyal  
Director  
(DIN: 00468744)

Dipak Kumar Kajrewal  
Managing Director  
(DIN: 08280264)

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No- 054297

Pankaj Marda  
Chief Financial Officer  
(PAN: AFCPM7576A)

Radhika Maheshwari  
Company Secretary  
(PAN: AVHPM0929N)

Place of Signature : Kolkata  
Date : 30.05.2019


**CASH FLOW STATEMENT for the year ended 31st March 2019**
**(Rs 'In 000)**

Particulars	Year ended 31st March 2019		Year ended 31st March 2018	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit before exceptional items and tax		(722.65)		(1,104.31)
<i>Adjustments to reconcile profit before exceptional items and tax to net cash flow provided by operating activities</i>				
Finance costs	791.27		1,312.46	
Share of profit/loss from partnership firm	82.36			
Interest income	(707.66)		(919.14)	
Dividend	(0.02)		(6.07)	
		165.95		387.25
<b>Operating profit/loss before working capital changes</b>		<b>(556.70)</b>		<b>(717.06)</b>
<i>working capital</i>				
Decrease / (Increase) in Inventories/Trade investments	1,779.00		(50.00)	
Decrease/(Increase) in trade and other receivables	2,015.00		(1,631.00)	
(Increase) /Decrease in other financial Assets	(200.00)		-	
Decrease / (Increase) in other current assets	(70.64)		(91.91)	
(Decrease)/Increase in Trade Payables ( Current & Non current)	-		(2,530.00)	
(Decrease)/ Increase in other Financial & other current liabilities	174.90		(3,899.20)	
		3,698.26		(8,202.11)
<b>Cash generated from operations</b>		<b>3,141.56</b>		<b>(8,919.17)</b>
Tax Expense		-		11.60
<b>Net cash generated from operating activities</b>	<b>A</b>	<b>3,141.56</b>		<b>(8,930.77)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale (Purchase) of Investments	1,198.02		962.80	
Income from Investment	388.53		1,014.50	
Share of profit/loss from partnership firm	(82.36)			
Dividend	0.02		6.07	
Interest received	707.66		919.14	
<b>Net cash used in investing activities</b>	<b>B</b>	<b>2,211.87</b>		<b>2,902.51</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Loans Borrowed (net of repayment)	(17,134)		7,866.64	
Interest Expense	(791.27)		(1,312.46)	
<b>Net cash (used in) financing activities</b>	<b>C</b>	<b>(17,925)</b>		<b>6,554.18</b>
<b>Net decrease/ Increase in cash and cash equivalents (A+B+C)</b>		<b>(12,571)</b>		<b>525.92</b>
<b>Opening cash and cash equivalents</b>		<b>13,708</b>		<b>13,182.14</b>
<b>Closing cash and cash equivalents for the purpose of Cash Flow Statement</b>		<b>1,135.66</b>		<b>13,708.07</b>

**Notes:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS)-7 on Statement of Cash Flows.
- Cash and cash equivalents do not include any amount which is not available to the Company for its use.

3) Cash and cash equivalents as at the Balance Sheet date consists of:

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Balances with banks</b>		
On current accounts	111.60	24.32
Cash on hand	22.83	38.67
Closing cash and cash equivalents (Refer Note No 11)	134.43	62.98
<b>Add</b> : Deposits with banks (with more than 12 months maturity) and interest accrued there upon. (Refer note no 7)	1001.23	13,645.08
<b>Closing cash and cash equivalents for the purpose of cash flow statement</b>	<b>1135.66</b>	<b>13,708.07</b>

**As per our report of even date attached**

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

**(CA Chandra Kumar Chandak)**
*Proprietor*

Membership No- 054297

Place of Signature : Kolkata

Date : 30.05.2019

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

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

**Dipak Kumar Kajrewal**  
Managing Director  
(DIN: 08280264)

**Pankaj Marda**  
Chief Financial Officer  
(PAN: AFCPM7576A)

**Radhika Maheshwari**  
Company Secretary  
(PAN: AVHPM0929N)



## Notes forming part of the Standalone Financial Statements

### Note No : 1 Corporate Information

#### Corporate information

KAUSHAL INVESTMENTS LIMITED (“the Company”) is a public limited company incorporated and domiciled in India. The registered office of the Company is situated at 3, Bentinck Street, 4th Floor, Room No. D8 , Kolkata -700 001 West Bengal, India. The Company’s shares are listed on the CSE, ( Calcutta Stock Exchange). The Company is into the business of Investment in Shares and Securities and other Investment activities. The financial statements for the year ended 31st March, 2019 was approved for issue by the Board of Directors of the Company on 30th May, 2019 and is subject to the adoption by the shareholders in the ensuing Annual General Meeting.

### Note No. : 2 Significant accounting policies

The Significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

#### 2.1 Statement of Compliance with Ind AS

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time and other relevant provisions of the Act.

#### 2.2 Basis of preparation

(I) These financial statements have been prepared in accordance with Ind AS under the historical cost convention with the exception. Certain assets liabilities that are required to be carried at fair value by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All 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. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. The financial statements including notes thereon are presented in Indian Rupees (“Rupees”or “Rs.” ), which is the Company’s functional and presentation currency. All amounts disclosed in the financial statements including notes thereon have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless stated otherwise.

#### (II) Use of estimates & judgements

The preparation of the financial statements requires the use of accounting estimates, which, by definition would seldom equal the actual and preparation of financial statements. The use of such estimates, judgements and assumptions affect the reported amounts of revenue, expenses, assets and liabilities including the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. The estimates and judgements that have significant impact on carrying amount of assets and liabilities at each balance sheet date are discussed at Note 3.

#### 2.3 Revenue recognition

The Company recognises revenue from contract with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with customers, to determine when to recognise revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable

**Notes forming part of the Standalone Financial Statements**

that a significant reversal of revenue is not expected to occur. Revenue is measured at fair value of the consideration received or receivable. Revenue is recognised when (or as) the Company satisfies a performance obligation by transferring a promised service or goods (i.e an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset. When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding) estimates of variable consideration) that is allocated to that performance obligation. The Company applies the five-step approach for recognition of revenue:

- > Identification of the separate performance obligations in the contract;
- > Determination of transaction price;
- > Allocation of transaction price to the separate performance obligations; and
- > Recognition of revenue when (or as) each performance obligation is satisfied.

The specific recognition criteria for revenue recognition are as follows:

**A) Interest income**

Interest Income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

**B) Dividend Income**

Dividend income is recognised on the date when the Company's right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. In case of interim dividend, on the date of declaration by the Board of Directors; whereas in case of final dividend, on the date of approval by the shareholders.

**C) Income from Investments**

Income from investments in Equity / Preference which are included within FVTOCI Category (Fair value through Other Comprehensive income) are recognised in OCI (Other comprehensive income) except the dividend on such investments which are recognised in Statement of Profit and Loss.

**D) Profit and Loss from partnership firm / LLP**

Profit and loss from partnership firm/LLP are accounted on accrual basis and as per terms of respective Partnership/LLP agreement.

**E) All other income are accounted for on accrual basis.****2.4 Expenses**

All expenses are accounted for on accrual basis.

**2.5 Provisions, contingent liabilities and contingent assets**

a) A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are not recognised for future operating losses. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the passage of time is recognized as finance costs. The expense relating to provision is presented in the Statement of Profit and Loss, net of any reimbursement.

b) A contingent liability is not recognised in the financial statements, however, is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote. If it becomes probable that an outflow of future economic benefits will be required for an item dealt with as a contingent liability, a provision is recognized in the financial statements of the period (except in the extremely rare circumstances where no reliable estimate can be made).

c) A contingent asset is not recognised in the financial statements, however, is disclosed, where an inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.





## Notes forming part of the Standalone Financial Statements

### 2.6 Employee benefits

#### a) Short-term employee benefits

Short-term employee benefits in respect of salaries and wages, including non-monetary benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

#### b) Defined contribution plans

The Company has no obligation towards contribution to any defined contribution plan.

#### c) Defined benefit plans

The Company has no obligation hence doesn't operate any defined benefit plan, which requires contributions to be made to the recognised fund.

### 2.7 Financial instruments

Financial assets and financial liabilities are recognised in the Balance sheet when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

#### a) Financial assets

##### i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity, trade and other receivables, loans and advances, cash and bank balances and other derivative financial instruments. When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognizes the differences as follows:

- a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability i.e a Level 1 input or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortized over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realized through settlement.

##### ii) Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- 1) At amortised cost,
- 2) At fair value through other comprehensive income (FVTOCI), and
- 3) At fair value through profit or loss (FVTPL).

#### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortized cost.



## Notes forming part of the Standalone Financial Statements

### Equity investments

All equity investments in the scope of Ind AS 109 are measured at fair value other than Investments in Subsidiaries and Associates which are measured at cost. Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in profit or loss. The Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Cost of unquoted equity instruments have been considered as an appropriate estimate of fair value because of wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

The Company has chosen to designate this investments in equity instruments at FVOCI since, it provides a more meaningful presentation.

Investments included in Level 3 of the fair value hierarchy have been valued using the cost approach to arrive at their fair value.

### iii) De-recognition

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### b) Financial liabilities

#### (i) Initial recognition and measurement

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, derivative financial instruments etc. Financial liabilities are classified at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in Statement of Profit or loss.

#### (ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

#### (iii) De-recognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

### c) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.



## Notes forming part of the Standalone Financial Statements

### d) Fair value measurement

Fair value is a market-based measurement, not an entity-specific measurement. Under Ind AS, fair valuation of financial instruments is guided by Ind AS 113 “Fair Value Measurement”. For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability). Three widely used valuation techniques specified in the said Ind AS are the market approach, the cost approach and the income approach which have been dealt with separately in the said Ind AS. Each of the valuation techniques stated as above proceeds on different fundamental assumptions, which have greater or lesser relevance, and at times there is no relevance of a particular methodology to a given situation. Thus, the methods to be adopted for a particular purpose must be judiciously chosen. The application of any particular method of valuation depends on the company being evaluated, the nature of industry in which it operates, the company’s intrinsic strengths and the purpose for which the valuation is made.

In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.

**The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

**Level 1: Quoted prices (unadjusted) in active markets** for identical financial assets or liabilities. This category consists of investment in quoted equity shares.

**Level 2:** Valuation techniques with observable inputs other than quoted prices included within Level 1 that are observable for financial asset or liability, either directly or indirectly.

**Level 3:** Valuation techniques with significant unobservable inputs for financial assets or liabilities that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company’s investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Fair value gain derived by using Level 3 hierarchy are recognised as deferred gain until the financial asset is sold or transferred to Level 1 hierarchy.

### e) Share capital

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

## 2.8 Impairment of Assets

### Financial assets

The Company recognizes impairment allowances using Expected Credit Losses (“ECL”) method on all the financial assets that are not measured at FVPTL:

ECL are probability-weighted estimate of credit losses. They are measured as follows:

- Financials assets that are not credit impaired – as the present value of all cash shortfalls that are possible within 12 months after the reporting date, possible default events over the expected life of the financial assets.
- Financials assets that are credit impaired – as the difference between the gross carrying amount and the present value of estimated cash flows.



## Notes forming part of the Standalone Financial Statements

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial assets in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the Statement of Profit and Loss.

### 2.9 Taxes

Income tax expense comprises current tax and deferred tax and is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in Equity or in OCI.

#### a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted by the balance sheet date and applicable for the period. Current tax items in correlation to the underlying transaction relating to OCI and Equity are recognized in OCI and in Equity respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

#### b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off deferred tax assets against deferred tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation

### 2.10 Earnings per Share

a) Basic earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares outstanding during the year.

b) Diluted earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.



## Notes forming part of the Standalone Financial Statements

### 2.11 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirements.

### 2.12 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

### 2.13 Segment Reporting

Company is into a single line of business and doesn't have any Reportable Segment, hence Reporting requirements as per Ind AS 108 is not applicable.

### 2.14 Cash and cash equivalents

Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of changes in value. For the purpose of the Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Company's cash management.

### 2.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 2.16 Recent Accounting developments

#### Standards issued but not yet effective

Ind AS 116, Leases

On 30 March 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases as part of the Companies (Indian Accounting Standards) Amendment Rules, 2019. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The effective date for the adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. Ind AS 116 introduces a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value.

The amendment is applicable to the Company from 1 April 2019.

#### Amendments to existing Ind AS:

##### Amendment to Ind AS 12, Income taxes:

On 30 March 2019, the Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, Income Taxes, in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events. Effective date for application of this amendment is annual period beginning on or after 1 April 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.



## Notes forming part of the Standalone Financial Statements

### Amendments to Ind AS 109 Financial Instruments:

A financial asset would be classified and measured at amortised cost or at Fair Value Through Other Comprehensive Income (FVOCI) if its contractual cash flows are solely in the nature of principal and interest on the principal amount outstanding (SPPI criterion). An exception has been prescribed to the classification and measurement requirements with respect to the SPPI criterion for financial assets that:

- Have a prepayment feature which results in a negative compensation.
- Apart from the prepayment feature, other features of the financial asset would have contractual cash flows which would meet the SPPI criterion, and
- The fair value of the prepayment feature is insignificant when the entity initially recognises the financial asset. If this is impracticable to assess based on facts and circumstances that existed on initial recognition of the asset, then the exception would not be available. Such financial assets could be measured at amortised cost or at FVOCI based on the business model within which they are held.

### The amendments that are not yet effective, made to the following existing standards, does not have any impact on the Company's financial statements:

- Ind AS 23 Borrowing Costs
- Ind AS 28 Investments in Associate and Joint Ventures
- Ind AS 19 plan amendment, curtailment and settlement
- Ind AS 103 Business Combination
- Ind AS 111 Joint arrangements

### 2.17 Business Combination under Common control

Business combinations under common control are accounted for using the pooling of interest method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at carrying value on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for net identifiable assets acquired and liabilities assumed.

### Note No. : 3 Use of critical estimates, judgements and assumptions

#### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

In the process of applying the Company's accounting policies, management has made the following judgements, which have most significant effect on the amounts recognised in the financial statements.

#### i) Recognition of deferred tax assets for carried forward tax losses and unused tax credit

Deferred tax assets are recognised for unused losses (carry forward of prior years' losses) and unused tax credit to the extent that it is probable that taxable profit would be available against which the losses could be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**Notes forming part of the Standalone Financial Statements****ii) Estimated fair value of unlisted securities**

The fair values of financial instruments that are not traded in an active market and cannot be measured based on quoted prices in active markets is determined using valuation techniques. Valuation techniques with significant unobservable inputs for financial assets or liabilities that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Fair value gain derived by using Level 3 hierarchy are recognised as deferred gain until the financial asset is sold or transferred to Level 1 hierarchy.

The Company uses its judgement to select a variety of method / methods and make assumptions that are mainly based on market conditions existing at the end of each financial year.

The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of

**iii) Allowance for impairment of financial asset**

Allowance for impairment of financial asset: Judgements are required in assessing the recoverability of overdue loans and determining whether a provision against those loans is required. Factors considered include the aging of past dues, value of collateral and any possible actions that can be taken to mitigate the risk of non-payment.

For and on behalf of

**As per our report of even date attached**

For C.K. Chandak & Co.

*Chartered Accountants*

Firm Registration No: 326844E

Place of Signature : Kolkata

Date : 30.05.2019

**(CA Chandra Kumar Chandak)**

*Proprietor*

Membership No- 054297



## Notes forming part of the Standalone Financial Statements

(Rs. In '000)

## Note No. : 4 Investment in Subsidiaries and Associates

Particulars	Face Value	Number of Shares	As at 31st March 2019	Number of Shares	As at 31st March 2018
<b>A. Investments carried at amortised cost</b>					
<b>(a) Equity Investments in Subsidiary company - (Unquoted)</b>					
Aurelian Commercial Pvt Ltd	10	-	-	126,000	8424.53
Aurelian Trading Pvt Ltd	10	-	-	126,000	8029.50
Fastflow Commodeal Limited	10	-	-	39,200	392.00
<b>Preference shares</b>					
Fastflow Commodeal Limited	100	-	-	100,000	10000.00
<b>(a) Total</b>			-		<b>26846.03</b>
<b>(b) Equity Investments in Associates - (Unquoted)</b>					
Indigo Dealers Pvt Ltd	10	-	-	163,400	1634.00
Icon Commotrade Pvt Ltd	10	-	-	14,750	1059.50
<b>(b) Total</b>			-		<b>2693.50</b>
<b>TOTAL (a+b)</b>			-		<b>29539.53</b>

## Note No. : 5 Investments ( Non - Current, Non-Trade)

Particulars	Face Value	Number of Shares	As at 31st March 2019	Number of Shares	As at 31st March 2018
<b>(i) Equity instruments (Non-trade)</b>					
<b>(1) Designated at fair value through other comprehensive income Fully paid up ( Quoted )</b>					
Vodafone idea Ltd	10	100	1.83	-	-
Krishna phoschem Ltd	10	-	-	4,000	130.00
Ujivan Financial Services Ltd	10	-	-	89	30.75
D.P. Abhushan Ltd.	10	-	-	8,000	570.80
Dixon Technologies (i) Ltd.	10	-	-	16	52.66
RKEC Projects Ltd.	10	-	-	6,000	774.00
Salasar Techno Engineering Ltd.	10	-	-	143	47.52
<b>TOTAL (A)</b>			<b>1.83</b>		<b>1,605.72</b>




**Notes forming part of the Standalone Financial Statements**
**Note No. : 5 Investments (Non-Current, Non Trade) (Continued)**

<b>(2 ) Designated at Fair value through Other Comprehensive Income (OCI) Fully paid up (Unquoted) (Non-trade)</b>					
Littlestar Tracom Pvt Ltd	10	-	-	1500	127.79
Prakash Estates Pvt Ltd	10	-	-	24,000	1113.84
Shreyans stockinvest Pvt Ltd	100	-	-	700	510.19
Silverlake Tradelinks Pvt Ltd	10	-	-	575	48.75
Manikan Devcon Pvt Ltd	10	3,000	60.00	3000	519.15
Mayborn Investments Pvt Ltd	10	7,200	640.20	4200	340.20
ABM Finlease Pvt Ltd	10	15,000	1,500.00	-	0.00
Daffodil Dealtrade Pvt Ltd	10	25,000	5,000.00	-	0.00
Dignity Dealtrade Pvt Ltd	10	2,500	500.00	-	0.00
Fastflow Commedeal Ltd	10	1,200	12.00	-	0.00
Moti Finvest Pvt Ltd	10	3,000	600.00	-	0.00
<b>TOTAL (B)</b>				<b>8,312.20</b>	<b>2659.92</b>
<b>(ii) Other Investments (At Amortised cost)</b>					
<b>Investment in LLP</b>		<b>% Share in LLP</b>	<b>Capital Contribution</b>	<b>% Share in LLP</b>	<b>Capital Contribution</b>
Icon Commotrade LLP			1,069.50	-	-
Twinkle Vintrade LLP			200.00	-	-
<b>TOTAL (C )</b>			<b>1,269.50</b>		-
<b>TOTAL (D) ( A+B+C)</b>			<b>9,583.53</b>		<b>4,265.64</b>
Aggregate amount of Quoted investments			1.83		1,605.72
Market value of Quoted Investments			1.83		1,605.72
Aggregate amount of Unquoted investments			9,581.70		2,659.92
Aggregate investment carried at Fair value through Other Comprehensive Income (Quoted)			1.83		1,605.72
Aggregate investment carried at fair value through other comprehensive income (unquoted)			8,312.20		2,659.92
Aggregate investment carried at Amortised Cost			1,269.50		



## Notes forming part of the Standalone Financial Statements

## Note No. : 6 Investment in Partnership firm

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	% share in profits of the firm	Capital Contribution	% share in profits of the firm	Capital Contribution
(i) KVZ Enterprises		19,400.00		-
Add : Share of Profit for the year		(4.11)		-
		<u>19,395.89</u>		<u>-</u>
<b>Name of the partners</b>				
Kaushal Investments Ltd		1,94,00.00		-
VZ Vanija LLP		9,35,00.00		-
Total Capital of the firm		<u>11,29,00.00</u>		<u>-</u>

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	% share in profits of the firm	Capital Contribution	% share in profits of the firm	Capital Contribution
(ii) Yahoyog Investments		350.00	-	-
Add : Share of Profit for the year		(78.25)		-
		<u>271.75</u>		<u>-</u>
<b>Name of the partners</b>				
Kaushal Investments Ltd		3,50.00		-
Rambhakta Enterprise LLP		25,25.00		-
Fastflow Commodeal Ltd		25.00		-
Total Capital of the firm		<u>29,00.00</u>		<u>-</u>
<b>TOTAL INVESTMENTS (i + ii)</b>		<u>19,667.64</u>		<u>-</u>

## Note No. : 7 Other financial assets

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Non - Current</b>		
Deposit with bank with original maturity for more than 12 months	1,000.00	12,500.00
<b>Current</b>	1,000.00	12,500.00
Interest accrued on deposits	1.23	1,145.08
	<b>1,001.23</b>	<b>13,645.08</b>

## Note No. : 8 Other Non- Current Assets

Particulars	As at 31st March 2019	As at 31st March 2018
Capital advances	412.75	-
	<b>412.75</b>	<b>-</b>



## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

## Note No. : 9 Trade Investment (Current &amp; held as Stock in trade)

## Designated at Fair Value through Profit &amp; Loss (FVTPL)

Particulars	Face value	NOS	As at 31st March 2019	NOS	As at 31st March 2018
<b>Equity - Unquoted (Trade Investment)</b>					
Raab Fincom Pvt Ltd	10	70,000	140.00	70,000	140.00
Risewell Credit Pvt Ltd	10	107,000	1,070.00	107,000	1,070.00
Mayborn Investments Pvt. Ltd.	100	500	50.00	500	50.00
Daffodil Dealtrade Pvt Ltd	10	-	-	10,000	100.00
Dignity Dealtrade Pvt Ltd	10	-	-	10,000	100.00
Daulat Vintrade Pvt Ltd	10	-	-	2,500	25.00
Maruti Tie Up Ltd	10	-	-	5,000	50.00
Merit Commosales Pvt Ltd	10	-	-	15,500	155.00
Planet Dealtrade Pvt Ltd	10	-	-	7,500	75.00
Twinkle Vintrade Pvt Ltd	10	-	-	4,400	44.00
Vibgyor Commotrade Pvt Ltd	10	-	-	10,000	100.00
Zigma Commosales Pvt Ltd	10	-	-	5,000	50.00
Baba Amarnath Transport Pvt Ltd	10	-	-	35,000	350.00
Dhanvarsha Vincom Pvt Ltd	10	-	-	6,000	60.00
Dhankiran Commotrade Pvt Ltd	10	-	-	7,500	75.00
Manikan Enterprise Pvt Ltd	10	-	-	9,000	90.00
RP Suppliers Pvt Ltd	10	-	-	9,000	90.00
Review Marketing Pvt Ltd	10	-	-	9,000	90.00
Smooth Tradelink Pvt Ltd	10	-	-	7,500	75.00
Softlink Commotrade Pvt Ltd	10	-	-	25,000	250.00
<b>TOTAL</b>			<b>1,260.00</b>		<b>3,039.00</b>
Aggregate amount of Unquoted investments			1,260.00		3,039.00
Aggregate investment carried at fair value through Profit & Loss (unquoted)			1,260.00		3,039.00

Inventories/ Stock in trade (under Previous GAAP) represents trade investments , acquired for short term duration.

Investments acquired for short term duration were classified as inventories under previous GAAP being trade investments. Accounting Standard 13 required investments in equity to be measured at lower of cost and fair value. Under Ind AS the same is classified as Current Investments held for trading and designated at FVTPL. Ind AS 109 required investments designated at FVTPL to be measured at Fair value.



## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

## Note No. : 10 Trade and other receivables

## Current (Unsecured, considered good)

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Receivables ( see note)	-	2,015.00
Less: Allowance for losses		-
		2,015.00
Other Receivables	-	-
	-	2,015.00

## Note :

Allowance for losses is not considered necessary hence no allowances are made.

Since trade receivables are outstanding for a period less than six months from the due date for payment hence fair value approximates transaction value. Further there is no finance cost embedded in the above receivables.

## Note No. : 11 Cash and cash equivalents

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Balances with banks</b>		
On current accounts	90.69	24.32
On OD A/c (Dr Balance)	20.91	
Cash on hand	22.83	38.67
	134.43	62.98

## Note No. : 12 Other financial assets

## Current (Unsecured, considered good)

Particulars	As at 31st March 2019	As at 31st March 2018
Security deposit for rent	200.00	-
	200.00	-

Above Advances are for short term duration hence fair value approximates transaction value.

## Note No. : 13 Current tax assets (net)

## Current (Unsecured, considered good)

Particulars	As at 31st March 2019	As at 31st March 2018
Advance Income Tax (including TDS)	162.56	91.91
Less : Provision for Income Tax	-	
	162.56	91.91



## Notes forming part of the Standalone Financial Statements

(Rs. In '000)

## Note No. : 14 Share capital

Particulars	As at 31st March 2019		As at 31st March 2018	
	No of Shares	Amount	No of Shares	Amount
<b>(a) Authorised</b>				
Equity shares of par value 10 /- each	3,500,000	35,000.00	3,500,000	35,000.00
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value 10 /- each	3,140,000	31,400.00	3,140,000	31,400.00
		<b>31,400.00</b>		<b>31,400.00</b>

**(c) Reconciliation of number and amount of equity shares outstanding**

Particulars	As at 31st March 2019		As at 31st March 2018	
	No of Shares	RS	No of Shares	RS
At the beginning of the year	3,140,000	31,400.00	3,140,000	31,400.00
At the end of the year	3,140,000	31,400.00	3,140,000	31,400.00

(d) The Company has only one class of equity shares. The holders of equity shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share.

(e) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

(f) The company is neither a holding company nor a subsidiary company.

(g) Shareholders holding more than 5 % of the equity shares in the Company.

None of the shareholder of the Company is holding more than 5% shares.

(h) There are no shares reserved for issue under options and contracts / commitments for the sale of shares/ disinvestments.

(i) For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared

Name of the Shareholder	As at 31st March 2019 No of Shares	As at 31st March 2018 No of Shares
a. Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	NIL	NIL
b. Aggregate number and class of shares allotted as fully paid by way of bonus shares	NIL	NIL
c. Aggregate number and class of shares bought back	NIL	NIL

(j) There were no securities issued having a term for conversion into equity / preference shares.

(k) There are no calls unpaid in respect of Equity Shares issued by the Company.

(l) There are no forfeited shares by the Company.



## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

## Note No. : 15 Other equity

Particulars	As at 31st March 2019		As at 31st March 2018	
<b>© Retained Earnings</b>				
Balance as per last account		2,965.07		2,804.83
Add : Net Profit for the Year		(722.65)		(1,115.91)
Add : Transfer from Other Comprehensive Income		(1,656.48)	585.95	1,276.16
				2,965.07
<b>(d) Other Comprehensive Income</b>				
Balance as per last account		-		-
Add : Other Comprehensive Income for the Year		(1,656.48)		1,276.16
Less : Transfer to retained earnings		1,656.48		(1,276.16)
			<b>585.95</b>	<b>2,965.07</b>

**(I) Retained Earnings**

Retained earnings represents surplus/accumulated earnings of the Company

**(II) Other Comprehensive Income**

Other Comprehensive Income consist of gain/(loss) of equity instruments carried through FVTOCI

## Note No. : 16 Deferred tax Assets/Liabilites (net)

## As at 31st March 2019

Particulars	Opening Balance	Recognised in Profit or loss	Reclassified from equity to profit or loss	Other Comprehensive Income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>					
Depreciation	-	-	-	-	-
Investment					
<b>Tax effect of items constituting deferred tax assets</b>					
Investments	(674.21)	-	-	574.47	(99.75)
	(674.21)	-	-	574.47	(99.75)
Net deferred tax ( Asset ) Liabilites/ (Income) Expense	674.21	-		(574.47)	99.75

## As at 31st March 2018

<b>Tax effect of items constituting deferred tax liabilities</b>					
Investment	-	-	-	-	-
	0	-	-	-	-
<b>Tax effect of items constituting deferred tax assets</b>					
Investments	(752.35)	-	-	78.14	(674.21)
	(752.35)	-	-	78.14	(674.21)
Net deferred tax ( Asset ) Liabilites/ (Income) Expense	752.35	-	-	(78.14)	674.21



## Notes forming part of the Standalone Financial Statements

(Rs. In '000)

## Note No. : 17 Borrowings ( Current )

## At Amortised cost

## (i) Current

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Secured</b>		
Overdraft (The IDBI Bank Ltd )	-	10,807.55
Loan (others)	305.40	6,631.42
	<b>305.40</b>	<b>17,438.96</b>

(Figures in the notes are in ' 000)

Note : Bank overdraft are payable on demand and repayable in short term hence fair value approximates transaction value

Bank overdraft (OD/00026) of Rs 10807.55/- secured against pledge of fixed deposit of Rs 12500.00/- (2017-2018)

## Note No. : 18 Other Financial liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Advance received	-	18.52
	-	<b>18.52</b>

## Note No. : 19 Other Current Liabilities

Particulars	As at 31st March 2019	As at 31st March 2018
Liabilities for Expenses	29.50	162.38
TDS Payable	1.54	
	<b>31.04</b>	<b>162.38</b>

## Note No. : 20 Revenue from operations

Particulars	As at 31st March 2019	As at 31st March 2018
(a) Interest Income (From Loans)	-	-
<b>Revenue from operations</b>	-	-

## Note No. : 21 Other Income

Particulars	As at 31st March 2019	As at 31st March 2018
Interest income on fixed deposit	707.66	919.14
Dividend	0.02	6.07
<b>Others</b>		
Share of profit from investment in partnership firm	(82.36)	
Reversal of Bank Charges	15.85	
Misc Income	1.02	1.65
	<b>642.19</b>	<b>926.86</b>

**Notes forming part of the Standalone Financial Statements**

(Rs. In '000)

**Note No. : 22 Purchase of Stock in trade**

(Trade Investments)

Particulars	As at 31st March 2019	As at 31st March 2018
(a) Shares & Securities	-	50.00
	-	<b>50.00</b>

**Note No. : 23 Changes in Inventories**

(Trade Investments)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Opening Stock</b>		
Shares & Securities (A)	3,039.00	2,989.00
<b>Closing Stock (Represented by)</b>		
Capital Contribution in Partnership firm	699.00	3,039.00
Stock designated at FVTPL being trade investments	2,340.00	-50.00
Shares & Securities (B)	3,039.00	
	-	<b>(50.00)</b>

Inventories/ Stock in trade (under Previous GAAP) represents trade investments , acquired for short term duration. Investments acquired for short term duration were classified as inventories under previous GAAP being trade investments.

Accounting Standard 13 required investments in equity to be measured at lower of cost and fair value. Under Ind AS the same is classified as Current Investments held for trading and designated at FVTPL. Ind AS 109 required investments designated at FVTPL to be measured at Fair value. Accordingly inventories being investments held for trading of Rs 2340 ('000) have been designated at FVTPL as required under Ind AS. Further Inventories of book value Rs 699 ('000) have been contributed to Partnership firm as Capital Contribution.

**Note No. : 24 Employee benefit expense**

Particulars	As at 31st March 2019	As at 31st March 2018
Managing director's remuneration		159.17
Salaries and bonus	263.90	290.33
	<b>263.90</b>	<b>449.50</b>

**Note No. : 25 Finance cost**

Particulars	As at 31st March 2019	As at 31st March 2018
Interest Expense (Bank )	644.06	388.67
Interest Expense for loan	147.21	923.79
	<b>791.27</b>	<b>1,312.46</b>





## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

## Note No. : 26 Other expenses

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Payments to auditor</b>		
As auditor for statutory audit	15.00	16.50
Other charges	<u>14.00</u>	<u>23.00</u>
Annual custody charges	-	10.35
Advertisement	11.88	13.60
Bank charges	0.76	18.35
Demat charges	2.76	0.18
Depository Charges	12.98	10.35
Travelling & conveyances	9.63	2.83
Filing fees	9.10	19.20
Listing fees	29.50	0.00
General Expenses	2.72	8.62
Professional fees	25.91	75.16
Rent	60.00	7.50
Printing & Stationery	66.54	23.02
Postage & Telegram	15.53	8.35
RTA fees	26.55	26.44
Trade license	3.25	3.25
STT	1.07	0.00
Professional tax	<u>2.50</u>	<u>2.50</u>
	<b>309.67</b>	<b>269.21</b>

## Note No. : 27 Tax expense

Particulars	As at 31st March 2019	As at 31st March 2018
Current tax	-	-
Taxation for earlier years	-	11.60
Deferred tax	<u>-</u>	<u>-</u>
	<u>-</u>	<u>11.60</u>
	<b>-</b>	<b>11.60</b>



## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

## Note No. : 28 Other comprehensive income

Particulars	As at 31st March 2019		As at 31st March 2018	
<b>Items that will not be reclassified to profit or loss</b>				
Fair value changes in Investments (unrealised)	(2,619.47)		183.52	
Fair value changes in Investments (Realised)	388.53		1,014.50	
Less: Income tax relating to items that will not be reclassified to profit or loss	(574.47)	(1,656.48)	(78.13)	1,276.16
<b>Total other Comprehensive Income</b>		<b>(1,656.48)</b>		<b>1,276.16</b>

## Note No. : 29 Other disclosures

## 1. Contingent liabilities and commitments (to the extent not provided for)

## a) Contingent liabilities :

There are no contingent liabilities on the Company hence there are no claims against the Company not acknowledged as debts.

## b) Commitments :

There are no capital commitments contracted by the Company during the period under review.

2) There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2019 & 2018. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

3) Disclosures as required by Indian Accounting Standard (Ind AS) 37:- Provisions, Contingent liabilities and Contingent assets

## (i) Nature of provision

Provision for contingencies

Provision for contingencies represent provision towards various claims made/anticipated in respect of duties and taxes and other litigation claims against the Company based on the Management's assessment.



## Notes forming part of the Standalone Financial Statements

(Rs. In '000)

## (ii) Movement in provision:-

Particulars	Duties & Taxes	Other Litigation Claims	Total
<b>Balance as at 1st April, 2018</b>		NIL	
Provided during the year			
Used during the year		NIL	
Reversed during the year			
<b>Balance as at 31st March, 2019</b>		NIL	
Non-current			
Current		NIL	
<b>Balance as at 1st April, 2017</b>		NIL	
Provided during the year			
Used during the year		NIL	
Reversed during the year			
<b>Balance as at 31st March, 2018</b>		NIL	
Non-current			
Current		NIL	

## (4) Earnings per share - The numerators and denominators used to calculate Basic / Diluted earnings per share

Particulars		2018-2019	2017-2018
<b>(a) Amount used as the numerator</b>			
Profit after Tax -	(A)	(722.65)	(1,115.91)
<b>(b) Weighted average number of equity shares outstanding</b>			
used as the denominator for computing Basic Earnings			
Per Share (in '000)	(B)	3,140.00	3,140.00
<b>Add:</b> Weighted average number of dilutive potential equity shares		-	-
<b>(C) Weighted average number of equity shares outstanding</b>			
used as the denominator for computing Basic Earnings			
Per Share	(C)	3140.00	3140.00
<b>(d) Nominal value of equity shares</b>	(Rs)	10.00	10.00
<b>Basic earnings per share</b>	(A)/(B)	(0.23)	(0.36)
<b>Diluted earnings per share</b>	(A)/(C)	(0.23)	(0.36)



## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

## Note No. : 29 Other disclosures (Continued)

## 5) Related party disclosures :

As per Ind AS 24 - Related Party Disclosures, specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, the name of related party where control exists/able to exercise significant influence along with the transactions and year end balances with them as identified and certified by the management are as follows:

## (a) Name of the related parties and description of their relationship

## (i) Subsidiaries/ Step down subsidiaries

- (1) Aurelian Commercial Private Limited (Wholly owned Subsidiary upto 14th May, 2018)
- (2) Aurelian Trading Private Limited (Wholly owned Subsidiary upto 14th May,2018)
- (3) Fastflow Commodeal Limited (Subsidiary upto 14th May, 2018)
- (4) Lifestyle Vanijya LLP (Step down wholly owned Subsidiary upto 14th May, 2018)
- (5) Moti Finvest Limited (Step down Subsidiary upto 14th May, 2018)
- (6) Ultra Dealers Private Limited ( Step down wholly owned Subsidiary upto 14th May,2018)

## (ii) Associates

- (1) Icon Commotrade Private Limited (Step down Associate upto 14th May,2018)
- (2) Indigo Dealers Private Limited ( Associate upto 14th May,2018)

## (iii) Key Management Personnel (KMP)

- |                           |   |
|---------------------------|---|
| (1) Jitendra Kumar Goyal  | Director                                      |
| (2) Dipak Kumar Kajrewal  | Managing director                             |
| (3) Vidhu Bhushan Verma   | Independent Director                          |
| (4) Mahesh Kumar Kejriwal | Independent Director                          |
| (5) Ritu Agarwal          | Independent Director                          |
| (6) Radhika Maheshwari    | Company secretary (w.e.f 14th February,2019)  |
| (7) Pankaj Marda          | Chief Financial Officer                       |
| (8) Anand Mishra          | Company Secretary (resigned w.e.f 17.11.2018) |

## (iv) Other related parties

## Close members/Relative of KMP

- |                          |                                  |
|--------------------------|----------------------------------|
| (1) Shiv Kumar Marda     | Father of Pankaj Marda           |
| (2) Saroj Devi Marda     | Mother of Pankaj Marda           |
| (3) Meena Marda          | Wife of Pankaj Marda             |
| (4) Prabhat Kumar Marda  | Brother of Pankaj Marda          |
| (5) Renu Goyal           | Wife of Jitendra Kumar Goyal     |
| (6) Varsha Goyal         | Daughter of Jitendra Kumar Goyal |
| (7) Sumit Goyal          | Son of Jitendra Kumar Goyal      |
| (8) Virendra Kumar Goyal | Brother of Jitendra Kumar Goyal  |

## (v) Entities where Key Management Personnel and their relative have significant influence

- (1) ABM Finlease Private Limited
- (2) Anjaniputra Promoters Private Limited
- (3) Ashok Vatika Agro Farms Private Limited
- (4) Aurelian Commercial LLP
- (5) Aurelian Trading LLP
- (6) Centuple Commercial LLP

**Notes forming part of the Standalone Financial Statements**

- (7) Centuple Trading LLP
- (8) Daulat Vintrade LLP
- (9) Daffodil Dealtrade Private Limited
- (10) Decillion Finance Limited
- (11) Dignity Dealtrade Private Limited
- (12) Goyal Commercial Private Limited
- (13) Horizon Agro Processing Private Limited
- (14) Icon Commotrade LLP
- (15) Laxmidhan Properties Private Limited
- (16) Littlestar Tracom LLP
- (17) Mayborn Investments Private Limited
- (18) Maruti Tie-up LLP
- (19) Merit Commosales LLP
- (20) Planet Dealtrade LLP
- (21) Rambhakta Enterprise LLP
- (22) Shreyans Stockinvest Private Limited
- (23) Silverlake Tradelinks LLP
- (24) Skylight Vintrade LLP
- (25) SMRK Investment & Finance Private Limited (Formerly Known as Managalchand Property & Investments Private Limited)
- (26) Spectrum Pestorgan Private Limited
- (27) Success Dealers LLP
- (28) Sumit Technisch & Engineering Private Limited
- (29) Suncity Dealers LLP
- (30) Tubro Consultants & Enterprises Private Limited
- (31) Twinkle Vintrade LLP
- (32) Vedik Holdings Private Limited
- (33) Vibgyor Commotrade Private Limited
- (34) Yashoyog Commercial LLP
- (35) Yarrow Finance and Investments Private Limited
- (36) Zigma Commosales Private Limited

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

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

- (1) G Jitendra HUF
- (2) Virendra Kumar Goyal HUF
- (3) Y K Goyal & Sons HUF
- (4) Pankaj Marda HUF
- (5) S Marda & Sons HUF
- (6) KVZ Enterprises
- (7) Yashoyog Investments
- (8) Sumit Goyal Benefit Trust
- (9) Varsha Goyal Benefit Trust

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


**Transaction with related party**
**(Rs. In '000)**

SI	Name of Related Party - Company or Individual	Nature of transactions and outstanding balances	FY 2018-2019	FY 2017-2018
<b>KEY MANAGEMENT PERSONNEL</b>				
1	ANAND MISHRA	REMUNERATION	26.70	
2	PANKAJ MARDA	REMUNERATION	180.00	180.00
3	RADHIKA MAHESHWARI	REMUNERATION	17.23	-
4	RAMA KANT MISHRA	REMUNERATION	-	55.80

**Entities where Key Management Personnel and their relative have significant influence**

1	ABM FINLEASE PVT LTD	ADVANCE PAYABLE	7.00	-
		ADVANCE REPAID	7.00	-
		SALE OF SHARES & SECURITIES	4,500.00	-
		INVESTMENTS IN SHARES & SECURITIES	1,500.00	-
2	AURELIAN COMMERCIAL PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	8,424.53	-
3	AURELIAN TRADING PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	8,029.50	-
4	CENTUPLE COMMERCIAL LLP	SECURITY DEPOSIT (GIVEN)	200.00	-
5	DAULAT VINTRADE PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	25.00	-
6	DAFFODIL DEALTRADE PVT LTD	INVESTMENTS IN SHARES & SECURITIES	9,500.00	-
		INVESTMENTS IN SHARES & SECURITIES SOLD	4,500.00	-
		CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	100.00	-
		SALE OF SHARES & SECURITIES	4,000.00	-
7	DECILLION FINANCE LIMITED	LOAN TAKEN	200.00	-
		INTEREST PAYABLE	2.42	-
		LOAN REPAID	202.42	-
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>0.00</b>
		ADVANCE RECEIVABLE	-	1,000.00
		ADVANCE REFUNDED	-	1,000.00
		ADVANCE PAYABLE	-	4,000.00
		ADVANCE REPAID	-	4,000.00
		SALE OF SHARES & SECURITIES	2,500.00	3,500.00
8	DIGNITY DEALTRADE PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	100.00	-
		INVESTMENTS IN SHARES & SECURITIES	3,500.00	-
		INVESTMENTS IN SHARES & SECURITIES SOLD	3,000.00	-
9	ICON COMMOTRADE LTD	INVESTMENTS IN SHARES & SECURITIES	-	1,500.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	-	1,500.00
10	FASTFLOW COMMODEAL LTD	INVESTMENTS IN SHARES & SECURITIES	-	50.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	-	50.00
11	GOYAL COMMERCIAL PVT LTD	INVESTMENTS IN SHARES & SECURITIES	-	20.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	-	95.00
12	LITTLESTAR TRACOM LTD	INVESTMENTS IN SHARES & SECURITIES SOLD	15.00	-
13	MARUTI TIE-UP LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	50.00	-
14	MERIT COMMOALES PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	155.00	-
15	MAYBORN INVESTMENTS PVT LTD	OPENING BALANCE	677.98	-
		LOAN TAKEN	2,500.00	5,000.00
		INTEREST PAYABLE	13.07	215.38
		TDS PAYABLE	1.31	19.78
		LOAN REPAID	3,189.74	4,517.63
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>677.98</b>
		INVESTMENTS IN SHARES & SECURITIES	1,500.00	1,000.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	1,200.00	2,500.00
16	PLANET DEALTRADE PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	75.00	-
17	RAMBHAKT ENTERPRISE LLP	ADVANCE RECEIVABLE	-	2,000.00
		ADVANCE REFUNDED	-	2,000.00
18	SCINTILLA COMMERCIAL & CREDIT LTD.	ADVANCE RECEIVABLE	-	50.00
		ADVANCE REFUNDED	-	50.00
		ADVANCE PAYABLE	-	50.00


**Notes forming part of the Standalone Financial Statements**
**(Rs. In '000)**

		ADVANCE REPAID	-	50.00
		OPENING BALANCE	7.10	-
		LOAN TAKEN	-	4,000.00
		INTEREST PAYABLE	-	7.89
19	SHREYANS STOCKINVEST PVT LTD	TDS PAYABLE	-	0.79
		LOAN REPAID	7.10	4,000.00
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>7.10</b>
		INVESTMENTS IN SHARES & SECURITIES SOLD	70.00	-
20	SILVERLAKE TRADELINK LTD	ADVANCE	5.75	-
21	SPECTRUM PESTORGAN PVT LTD	ADVANCE PAYABLE	10.76	3.26
		ADVANCE REPAID	-	3.26
		OPENING BALANCE	5,812.65	-
		LOAN TAKEN	3,000.00	20,000.00
		INTEREST PAYABLE	123.78	569.61
		TDS PAYABLE	12.38	56.96
		LOAN REPAID	8,924.06	14,700.00
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>5,812.65</b>
		SALE OF SHARES & SECURITIES	3,500.00	-
23	TUBRO CONSULTANTS & ENTERPRISES (P) LTD	ADVANCE PAYABLE	118.56	110.49
		ADVANCE REPAID	137.08	91.97
24	VIBGYOR COMMOTRADE PVT LTD	PURCHASE OF SHARES & SECURITIES	1,000.00	100.00
25	ZIGMA COMMOALES PVT LTD	PURCHASE OF SHARES & SECURITIES	1,000.00	50.00
26	KVZ ENTERPRISES	INVESTMENTS IN PARTNERSHIP FIRM	19,400.00	-
27	YASHOYOG INVESTMENTS	INVESTMENTS IN PARTNERSHIP FIRM	350.00	-

During the financial year ended 2018-19, Kaushal Investments Ltd (the "Holding Company") entered into a partnership agreement with VZ Vanijiya LLP and formed KVZ Enterprises (a "Partnership") Subsequently on 14th of May 2018 the holding company transferred its entire controlling equity stake in Aurelian Commercial Pvt Ltd, Aurelian Trading Pvt Ltd and Fastflow Commedeal Ltd at book value (Rs thousands) and its equity accounted investments in Indigo Dealers Pvt Ltd (an associate) at book value of Rs 1634 thousands along with other assets towards capital contribution for 13% share of profits Enterprises.

Ultra Dealers Pvt Ltd, and Life style Vanijiya LLP being associates of Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd and step down subsidiaries of Kaushal Investments Ltd were ceased to be the step subsidiaries pursuant to transfer of entire controlling stake in Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd to KVZ Enterprises.

Moti Finvest Ltd being direct subsidiary of Fastflow Commedeal Ltd and step down subsidiary of Kaushal Investments Ltd ceased to be the step down subsidiary pursuant to transfer of entire controlling Fastflow Commedeal Ltd to KVZ Enterprises.

Kaushal Investments Ltd direct holding in Icon Comtrade Ltd (an "associate") is 13.38% and together with its step down subsidiary i.e. Ultra Dealers Pvt Ltd was 49.42%. Further Ultra Dealers Pvt Ltd was an associate of two wholly owned subsidiaries of Kaushal Investments Ltd i.e. Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd each of which holds 50% equity stake. Subsequent to transfer of entire controlling stake in the above two wholly owned subsidiaries management of Kaushal Investments Ltd has determined that the holding company has no control or significant influence over its step down subsidiary i.e. Ultra Dealers Pvt Ltd.

Pursuant to such determination the holding Company's direct holding in Icon Comtrade Ltd is limited to 13.38%. Holding Company now no longer exercises significant influence over Icon Comtrade Ltd and discontinued the use of equity method of consolidation during the year ended 31st March, 2019. Further Icon Comtrade Ltd had been converted into LLP and retained interest interest is measured at its carrying amount of Rs 1059.50 thousands and is separately shown as Investment in LLP under "Other Investments".

**Details of Remuneration paid/payable to KMP**
**Year ended 31st March 2019**
**Rs in '000**

Particulars	Year ended 31st March 2019					
	Jitendra Kumar Goyal	Dipak Kumar Kajrewal	Pankaj Marda	Radhika Maheshwari	Anand Mishra	TOTAL
Short-term employee benefits						
Salary	-	-	180.00	17.23	26.70	223.93
Commission	-	-	-	-	-	-
Perquisites	-	-	-	-	-	-
Post-employment benefits	-	-	-	-	-	-
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-	-	-

\* The said amount does not include amount in respect of gratuity and leave

**Details of Remuneration paid/payable to KMP**
**Year ended 31st March 2018**
**Rs in '000**

Particulars	Year ended 31st March 2018					
	Jitendra Kumar Goyal	Vidhu Bhushan Verma	Mahesh Kumar Kejrival	Pankaj Marda	Anand Mishra	TOTAL
Short-term employee benefits						
Salary	-	-	-	180.00	68.57	248.57
Commission	-	-	-	-	-	-
Perquisites	-	-	-	-	-	-
Post-employment benefits	-	-	-	-	-	-
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-	-	-

\* The said amount does not include amount in respect of gratuity and leave.

a) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.

b) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in current year and previous year for bad or doubtful debts respect of the amounts owed by related parties.

c) The remuneration of directors is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.

d) The above mentioned assessment is undertaken each financial year through examining the financial position of related parties, the market in which related party operate and the accounting policy of the Company.



## Notes forming part of the Standalone Financial Statements

## Note No. : 29 Other disclosures (Continued)

(Rs. In '000)

## 6) Financial instruments - Accounting, Classification and Fair value measurements

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

## A) Financial instruments by category

As at 31st March, 2019

Particulars	Refer Note No	Amortised Cost	FVTOCI	FVTPL	Total Carrying Value	Total Fair Value
<b>1) Financial assets</b>						
Investment in subsidiaries and associates	4	-	-	-	-	-
Non Current Investments	5	1,269.50	8,314.03	-	9,583.53	9,583.53
Investment in partnership firm	6	19,667.64	-	-	19,667.64	19,667.64
Other financial assets (Non-current)	7	1,001.23	-	-	1,001.23	1,001.23
Trade Investment (Current, Stock in trade)	9	-	-	1,260.00	1,260.00	1,260.00
Trade and other receivables	10	-	-	-	-	-
Cash and cash equivalents	11	134.43	-	-	134.43	134.43
Other financial assets (Current)	12	200.00	-	-	200.00	200.00
<b>TOTAL</b>		<b>22,272.80</b>	<b>8,314.03</b>	<b>1,260.00</b>	<b>31,846.82</b>	<b>31,846.82</b>
<b>2) Financial Liabilities</b>						
Borrowings	17	305.40	-	-	305.40	305.40
Other financial liabilities	18	-	-	-	-	-
<b>TOTAL</b>		<b>305.40</b>	<b>-</b>	<b>-</b>	<b>305.40</b>	<b>305.40</b>

As at 31st March, 2018

Particulars	Refer Note No	Amortised Cost	FVTOCI	FVTPL	Total Carrying Value	Total Fair Value
<b>1) Financial assets</b>						
Investment in subsidiaries and associates	4	29,539.53	-	-	29,539.53	29,539.53
Non Current Investments	5	-	4,265.64	-	4,265.64	4,265.64
Investment in partnership firm	6	-	-	-	-	-
Other financial assets (Non-current)	7	13,645.08	-	-	13,645.08	13,645.08
Trade Investment (Current, Stock in trade)	9	-	-	3,039.00	3,039.00	3,039.00
Trade and other receivables	10	2,015.00	-	-	2,015.00	2,015.00
Cash and cash equivalents	11	62.98	-	-	62.98	62.98
Other financial assets (Current)	12	-	-	-	-	-
<b>TOTAL</b>		<b>45,262.59</b>	<b>4,265.64</b>	<b>3,039.00</b>	<b>52,567.24</b>	<b>52,567.24</b>
<b>2) Financial Liabilities</b>						
Borrowings	17	17,438.96	-	-	17,438.96	17,438.96
Other financial liabilities	18	18.52	-	-	18.52	18.52
<b>TOTAL</b>		<b>17,457.48</b>	<b>-</b>	<b>-</b>	<b>17,457.48</b>	<b>17,457.48</b>

## B. Fair value hierarchy

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(2) The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:





## Notes forming part of the Standalone Financial Statements

(Rs. In `000)

**Level 1: Quoted prices (unadjusted) in active markets** for identical financial assets or liabilities. This category consists of investment in quoted equity shares.

**Level 2: Valuation techniques with observable inputs** other than quoted prices included within Level 1 that are observable for financial asset or liability, either directly or indirectly.

**Level 3: Valuation techniques with significant unobservable inputs** for financial assets or liabilities that are not based on observable market data (unobservable inputs).

Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Fair value gain derived by using Level 3 hierarchy are recognised as deferred gain until the financial asset is sold or transferred to Level 1 hierarchy.

## (i) Financial assets measured at fair value on a recurring basis as at 31st March, 2019:

Particulars	Refer Note No	Level 1	Level 2	Level 3	Total
<b>1) Financial assets</b>					
At FVTOCI					
(i) Investments in Equity Instruments	5	1.83	-	8,312.20	8,314.03
At FVTPL					
(ii) Investments in Equity Instruments	9			1,260.00	1,260.00
<b>Total Financial Assets</b>		<b>1.83</b>	<b>-</b>	<b>9,572.20</b>	<b>9,574.03</b>

## (ii) Financial assets measured at fair value on a recurring basis as at 31st March, 2018:

Particulars	Refer Note No	Level 1	Level 2	Level 3	Total
<b>1) Financial assets</b>					
At FVTOCI					
(i) Investments in Equity Instruments	5	1605.72	-	2,659.92	4,265.64
At FVTPL					
(ii) Investments in Equity Instruments	9	-	-	3,039.00	3,039.00
<b>Total Financial Assets</b>		<b>1606</b>	<b>-</b>	<b>5698.92</b>	<b>7304.64</b>

There have been no transfer between Level 1 and Level 3 for the years ended 31st March 2019 and 31st March 2018.

**The following methods and assumptions were used to estimate the fair values**

(i) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available than different valuation technique have been used by the management for different investments. These investments in equity instruments are not held for trading. Instead, they are held for long term strategic purpose. The Company has chosen to designate this investments in equity instruments at FVOCI since, it provides a more meaningful presentation. Investments included in Level 3 of the fair value hierarchy have been valued using the cost approach to arrive at their fair value. Cost of unquoted equity instruments have been considered as an appropriate estimate of fair value because of wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

(ii) Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade and other receivables, loans and other current & Non-current financial assets, and other current financial liabilities approximate their carrying amounts due to the short term maturities of these instruments.

(iii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

**7) Financial risk management objectives and policies**

The Company's principal financial liabilities are Borrowings and Trade payables characterised with repayable in short period and beside that there exists no other financial liabilities. The Company's principal financial assets include Trade receivables, Cash and cash equivalents, Investments in equity shares & other financial assets that derive directly from its operations. The Company is not generally exposed to credit risk as most of its Trade receivables are repayed in short period. However it is still exposed to liquidity risk and market risk. The company's Senior management oversees the management of these risks, and the appropriate financial risk governance framework for the Company. The senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviewed policies for managing each of these risks, which are summarized below:

**Notes forming part of the Standalone Financial Statements**

(Rs. In `000)

**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk, credit risks and other risks, such as regulatory risk and commodity price risk.

**(I) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's obligations towards Bank overdraft with floating interest rates, but since it is for short duration it doesn't cast significant risk owing to this exposure.

**(II) Regulatory risk**

Risk is inherent in every business activity and business activity such as investments in shares and securities are no exception. The sector in which Company operates displays strong Security characteristics and is subject to cyclical price movements. The company is exposed to risks from various sects of Regulator which governs the operation carried out by the Company by way of SEBI'S Policy , Rules and Regulations , other Government policies , law of the land , Taxation etc which effects the financial performance of the company.

**(III) Credit risk**

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

The impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each balance sheet date. Financial assets are written off when there is no reasonable expectation of recovery, however, the Company continues to attempt to recover the receivables. Where recoveries are made, these are recognised in the Statement of Profit and Loss. Based on Company's past history and the model under which company operates doesn't cast significant credit risk leading to impairment of its financial assets.

**(IV) Trade receivables**

Trade receivables are non-interest bearing and do not involve Significant financing cost , hence Transaction value approximates fair value for Trade receivables. An impairment analysis is performed at each balance sheet date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Based on Company's past history and the model under which it works where it obtains most of the revenue generated from operation in advance, Company doesn't provide for allowances for expected credit loss during the period under review.

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

Particulars	As at 31st March 2019	As at 31st March 2018
Upto 6 months	-	2,015.00
6 to 12 months	-	-
More than 12 months	-	-
	-	2,015.00

**8) Balances with banks**

Credit risk from balances with banks is managed in accordance with the Company's policy.

**Liquidity risk**

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and other short term loans and advances.

**9) Capital Management****(a) Risk management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company. The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term Strategic investments and expansion plans. The funding needs are met through equity, cash generated from operations, short term borrowings and through use of bank overdrafts. For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Company. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders. The Company manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the company. Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances (including non-current earmarked (balances) and current investments if any.

**Notes forming part of the Standalone Financial Statements**

The table below summarises the capital, net debt and net debt to equity ratio of the Company.

(Rs. In `000)

Particulars	As at 31st March 2019	As at 31st March 2018
Equity share capital	31400	31400
Other Equity	586	2,965
<b>Total Equity (A)</b>	<b>31,986</b>	<b>34,365</b>
Non current borrowings	-	-
Short term borrowings	305	17,439
<b>Gross Debt (B)</b>	<b>305</b>	<b>17,439</b>
<b>TOTAL CAPITAL (A+B)</b>	<b>32,291</b>	<b>51,804</b>
Gross Debt as above	305	17,439
Less : Current Investments	-	-
Less : Cash and cash equivalents	134	63
Less : Other balances with banks ( including non-current earmarked balances)	1,001	13,645
<b>NET DEBT (C)</b>	<b>-830</b>	<b>3,731</b>
<b>NET DEBT TO EQUITY</b>	<b>(0.03)</b>	<b>0.11</b>

As per our report of even date attached

For and on behalf of the Board of Directors

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

Jitendra Kumar Goyal  
Director  
(DIN: 00468744)

Dipak Kumar Kajrewal  
Managing Director  
(DIN: 08280264)

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No- 054297

Pankaj Marda  
Chief Financial Officer  
(PAN: AFCPM7576A)

Radhika Maheshwari  
Company Secretary  
(PAN: AVHPM0929N)

Place of Signature : Kolkata  
Date : 30.05.2019



## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
Kaushal Investments Limited

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

We have audited the accompanying consolidated financial statements of Kaushal Investments Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associates, which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (here in after 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, and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associate the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and their consolidated loss, Consolidated total comprehensive profit (financial performance including other comprehensive income), Consolidated changes in equity and their consolidated 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 specified under section 143(10) of the Act (SAs). 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 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 made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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****Transfer of controlling stake in subsidiaries & associates to Partnership firm**

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1	<p>During the financial year 2018-19, Kaushal Investments Ltd (KIL) entered into a partnership agreement with VZ Vanijya LLP and formed KVZ Enterprises (a partnership firm).</p> <p>Subsequently KIL transferred its entire controlling equity stake in Aurelian Commercial Pvt Ltd, Aurelian Trading Pvt Ltd and Fastflow Commodore Limited at book value (Rs 16834 ('000) and its equity accounted investments in Indigo Dealers Pvt Ltd at book value Rs 1634 ('000), along with other assets towards capital contribution for a 13% share of profits in KVZ Enterprises and adjusted the carrying amount of the net assets in 'other equity' of the</p>	<p><b><u>Our audit procedures included and were not limited to the following:</u></b></p> <ol style="list-style-type: none"> <li>1. Obtained and read the deed of partnership for the said arrangement</li> <li>2. Evaluating whether the accounting treatment of the said transaction is in line with the applicable Indian Accounting Standards.</li> <li>3. Understanding systems and controls implemented in relation to the transfer of entire controlling stake in subsidiaries and transfer of equity accounted investments to Partnership firm towards capital contribution.</li> <li>4. Evaluation and testing of internal controls over the management's assessment of the accounting treatment of the said transaction in terms of the applicable Indian Accounting Standards and applicable tax and other Statutes/Regulations.</li> </ol>



Sr. No.	Key Audit Matter	How the matter was addressed in our audit
	<p>of the consolidated financial statements during the financial year along with the Capital reserves recognized earlier at the time of acquisition.</p> <p>KIL's direct holding in Icon Commotrade Ltd (the 'Investee') is 13.38% and together with its step-down subsidiary i.e. 'Ultra Dealers Pvt Ltd' was 49.42%. Further Ultra Dealers Pvt Ltd was an associate of two wholly owned subsidiaries of KIL i.e. 'Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd' each of which holds 50% equity stake. Subsequent to transfer of controlling equity stake in the above two subsidiaries, Management of KIL has determined, that the holding company ('KIL') has no control or significant influence over its step-down subsidiary 'Ultra Dealers Pvt Ltd'. Pursuant to such determination KIL's direct holding in Icon Commotrade Ltd is limited to 13.38%. Management of KIL has determined that it now no longer exercises significant influence over the investee and hence discontinues the use of equity method for consolidation during the year ended 31<sup>st</sup> March, 2019. Upon such discontinuation of equity method of consolidation any other comprehensive income/loss recognized earlier is not reclassified to profit &amp; loss as it does not fulfil the criteria for reclassification adjustment. Any profit or loss arising on such discontinuation of the use of equity method, is adjusted in reserves. Capital reserve recognized earlier on the application of equity method has been adjusted within 'Other equity' during the year ended 31<sup>st</sup> March, 2019.</p> <p>During the year under review Icon Commotrade Ltd had been converted into LLP and management of KIL has measured its retained interest in Icon Commotrade LLP at the carrying amount as recorded in its Standalone financial statement. Investment in LLP is now separately shown under 'Other Investments' <b>(Refer note no 5 of Standalone financial statement and note no 4 of consolidated financial statement)</b></p> <p>The above is considered as a key audit matter as the same has been reported as a significant transaction that occurred during the current year which involves exercise of judgement and interpretation of the relevant Indian Accounting Standards and applicable tax and other Statutes / Regulations.</p>	<p>Statutes/Regulations.</p> <ol style="list-style-type: none"><li>5. Evaluated the appropriateness and adequacy of disclosures in financial statements.</li><li>6. Obtained and read the LLP agreement of Icon Commotrade LLP</li><li>7. Evaluate the share of capital contribution by each partner in such LLP along with their respective share of profits in such LLP.</li><li>8. Evaluation of the management's assessment on the determination of loss of significant influence in the LLP and determination of the carrying amount of Icon Commotrade LLP recognized in both standalone and consolidated financial statement.</li></ol>



## ASSESSMENT OF BUSINESS MODEL FOR CLASSIFICATION AND MEASUREMENT OF FINANCIAL ASSETS

Sr. No.	Key Audit Matter	How the matter was addressed in our audit
1	<p>Classification and measurement of financial assets – Business model assessment</p> <p>Ind As 109, Financial Instruments, contain three principal measurement categories for financial assets i.e.</p> <ol style="list-style-type: none"> <li>1 Amortised cost</li> <li>2 Fair value through Other Comprehensive Income (FVOCI) and</li> <li>3 Fair value through Profit and Loss (FVTPL)</li> </ol> <p>The term 'business model' refers to the way in which the Company manages its financial assets in order to generate cash flows. That is, the Company's business model determines whether cash flows will result from contractual cash flows, selling the financial assets or both.</p> <p>We identified business model assessment as a key audit matter because of the management judgment involved in determining the intent of purchasing and holding a financial asset which could lead to different classification and measurement outcomes of the financial assets and its significance to the financial statements of the Company</p>	<p><b><u>Our audit procedures included:</u></b></p> <p><b><u>Design / controls</u></b></p> <ul style="list-style-type: none"> <li>· Assessing the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial assets and classification of such financial assets on the basis of management's intent (business model).</li> <li>· For financial assets classified at Amortized cost, we tested controls over the classification of such assets and subsequent measurement of assets at Amortized cost</li> <li>· For financial assets classified at FVOCI, we tested controls over the classification of such assets and subsequent measurement of assets at fair value.</li> </ul> <p><b><u>Substantive tests.</u></b></p> <ul style="list-style-type: none"> <li>· Test of details over classification and measurement of financial assets in accordance with management's intent. (Business model).</li> <li>· We selected a sample of financial assets to test whether their classification as at the balance sheet date is in accordance with management's intent.</li> <li>· We selected a sample (based on quantitative thresholds) of financial assets sold during the year to check whether there have been any sales of financial assets classified at amortized cost, FVOCI or FVTPL.</li> <li>· We have also checked that there have been no reclassifications of assets in the current period.</li> </ul>

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

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the 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 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 during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed on the other information that we obtained prior to the date of this Auditor's 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. When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are 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 state of affairs (consolidated financial position), Consolidated loss and other consolidated comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Group 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 statement, the Holding Company's Board of Directors 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 the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Holding Company's Board of Directors is also responsible for overseeing the Group's financial reporting process and its associates.

#### **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)(l) of the Act, we are also responsible for expressing our opinion on whether the Group and its associate 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 of the Group and its associate 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 and its associates 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 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.

**Other Matter**

There has been a change in the Group structure during the period ended 31<sup>st</sup> March, 2019. In accordance with Ind As 110 'Consolidated Financial statements' and as per the definition and criteria to assess the control over the subsidiaries, following subsidiaries were derecognized from the status of being subsidiaries during the period ended 31<sup>st</sup> March, 2019. These companies were consolidated during the period ended 31<sup>st</sup> March, 2018. (1) Aurelian Commercial Pvt Ltd (2) Aurelian Trading Pvt Ltd (3) Fastflow Commodore Ltd, (4) Ultra Dealers Pvt Ltd (5) Lifestyle Vanijya LLP and Moti Finest Ltd. Further following Associates were de-recognized and management has discontinued the application of equity method of consolidation (**Also Refer Key Audit matter No 1**) (1) Indigo Dealers Pvt Ltd and (2) Icon Comtrade Ltd

Pursuant to de-recognition of the above-mentioned companies, following assets, Liabilities, Non-Controlling interest along with share of the above companies in Other comprehensive income were not included in the Consolidated financial statement during the period ended 31<sup>st</sup> March, 2019.

Total Assets Rs 220448 ('000), Total liabilities Rs 57486 ('000), Non-controlling interest Rs 22276 ('000). Carrying amount of the net assets of the above subsidiaries and associates were adjusted in 'Other equity' of the consolidated financial statements for the year ended. Any other Comprehensive income/loss determined during the period were not recycled to profit and loss as reclassification adjustment was not applicable. Further capital reserve recognized earlier at the time of acquisition was reserved within the equity in consolidated financial statement. As reported by the Holding company there was no profit and loss on such de-recognition.

The figures mentioned above are the figures as stated in the separate financial statements of the respective subsidiaries and associates and have been audited by the other auditor's whose report have been furnished to us by the management.

Our opinion on the consolidated financial statements above, and our report on Other Legal and regulatory Requirements below, is not modified in respect to our reliance on the work done and the reports of the other auditors and financial statement certified by the management.

**Report on Other Legal and Regulatory Requirements**

- 1) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and other financial information of subsidiaries as noted in the 'Other matter paragraph', we report to the extent applicable 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 Consolidated Balance Sheet, the Consolidated Statement of profit and loss (including other comprehensive income), the Consolidated statement of changes in equity and the consolidated statement of cash flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as may be amended.
  - e) On the basis of the written representations received from the directors of the holding company as on March 31, 2019 taken on record by the Board of Directors of the holding company, and the reports of the Statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and its associates, none of the directors of the Group company are disqualified as on March 31, 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 Co 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:
    - l) The Group does not have any pending litigations which would impact its financial position in its standalone financial statements





- ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts 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 Company.
- 2) 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 holding company and its subsidiaries to its directors during the current year is in accordance with the provisions of Section 197 of the companies Act 2013 and the applicable such made thereunder. The remuneration paid to any director is not in excess of the limit laid down under such provisions. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are Required to be commented upon by us.

For and on behalf of

**C.K CHANDAK & CO**  
Chartered Accountants  
Firm Registration Number: 326844E

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

Place: Kolkata  
Date: 30.05.2019

**Annexure - A to the Independent Auditors' Report**

Referred to *paragraph 1A (f) under* Report on Other Legal and Regulatory Requirements of the Independent Audit Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019, we report the following:

**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 **KAUSHAL INVESTMENTS LIMITED** ("the Holding Company") and its subsidiaries and its associates as of March 31, 2019 in conjunction with our audit of consolidated financial statements of the Company 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 respective Board of Directors of the holding Company and its subsidiaries are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated 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 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 consolidated 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 Group'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 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 consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated 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

**CA Chandra Kumar Chandak**

Proprietor

Membership Number: 054297

Place: Kolkata

Date: 30.05.2019


**CONSOLIDATED BALANCE SHEET as at 31st March, 2019**
**(Rs In ' 000)**

Particulars	Note No.	As at 31st March 2019		As at 31st March 2018	
<b>I. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Equity accounted investments	4	-		42,711.97	
(b) Financial assets					
(i) Investments	5	9,583.53		94,978.14	
(ii) Investment in Partnership Firm	6	19,667.64		-	
(iii) Other financial assets	7	1,001.23		13,645.08	
(c) Deferred tax assets (net)	8	-		7,482.58	
(d) Other non current assets	9	412.75	30,665.15	-	158,817.78
<b>(2) Current assets</b>					
(a) Financial assets					
(i) Investments	10	1,260.00		21,758.81	
(ii) Trade and other receivables	11	-		2,640.00	
(iii) Cash and cash equivalents	12	134.43		12,182.19	
(iv) Loans	13	-		70,702.83	
(v) Other financial assets	14	200.00		90.00	
(d) Current tax assets (net)	15	162.56	1,756.98	514.81	107,888.63
<b>Total Assets</b>			<b>32,422.14</b>		<b>266,706.41</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>(1) Equity</b>					
(a) Share Capital	16	31,400.00		31,400.00	
(b) Other Equity	17	585.95		139,953.50	
Equity attributable to equity shareholders of the parent.			31,985.95		171,353.50
(C) Non controlling interest		-	-	22,276.39	22,276.39
<b>(2) Non-current liabilities</b>					
(a) Deferred tax Liabilities (net)	8	99.74	99.74	-	-
<b>(2) Current liabilities</b>					
(a) Financial liabilities					
(i) Borrowings	18	305.40		72,525.92	
(ii) Other financial liabilities	19	-		37.47	
(b) Provisions	20	-		162.41	
(c) Other Current liabilities	21	31.04	336.44	350.70	73,076.51
<b>Total Equity and Liabilities</b>			<b>32,422.14</b>		<b>266,706.41</b>
<b>Corporate Information</b>	1		0.00		0.00
<b>Significant accounting policies and estimates</b>	2 & 3				
<b>Other disclosures</b>	31 & 32				
<b>The accompanying notes 1 to 32 are an integral part of the consolidated financial statements</b>					

**As per our report of even date attached**
**For and on behalf of the Board of Directors**

For C.K. Chandak &amp; Co.

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

**Dipak Kumar Kajrewal**  
 Managing Director  
 (DIN: 08280264)

*Chartered Accountants*

Firm Registration No: 326844E

*Proprietor*  
 Membership No- 054297

**Pankaj Marda**  
 Chief Financial Officer  
 (PAN: AFPCFM7576A)

**Radhika Maheshwari**  
 Company Secretary  
 (PAN: AVHPM0929N)

 Place of Signature : Kolkata  
 Date : 30.05.2019



Particulars	Note No	Year ended 31st March 2019	Year ended 31st March 2018
<b>I Revenue from operations</b>	<b>22</b>	-	18,598.25
<b>II Other Income</b>	<b>23</b>	642.19	1,225.78
<b>III Total Income(I+II)</b>		<b>642.19</b>	<b>19,824.03</b>
<b>IV Expenses:</b>			
Purchase of stock in trade	24	-	8,105.00
Changes in inventories	25	-	8,113.70
Employee benefit expense	26	263.90	1,038.37
Finance cost	27	791.27	2,519.57
Other expenses	28	309.67	489.60
<b>Total Expenses (IV)</b>		<b>1,364.84</b>	<b>20,266.24</b>
<b>V Profit before share of associate and tax (III - IV)</b>		<b>(722.65)</b>	<b>(442.21)</b>
<b>VI Share of profit/(Loss) of an associate</b>	-	-	(12.53)
<b>VII Profit before tax (V - VI)</b>		<b>(722.65)</b>	<b>(454.74)</b>
<b>VIII Tax expense :</b>	<b>29</b>		
Current tax		-	98.15
Deferred tax		-	-
<b>Total tax expense</b>		-	<b>98.15</b>
<b>IX Profit for the year (VII - VIII)</b>		<b>(722.65)</b>	<b>(552.88)</b>
<b>X Other Comprehensive Income / Loss</b>	<b>30</b>		
(A) (i) Items that will not be reclassified subsequently to the consolidated statement of profit and loss			-
(a) Fair value changes of Investments in equity shares		28,403.50	(28,170.41)
(b) Share of equity accounted investees		-	1,502.01
(ii) Income tax relating to items that will not be reclassified subsequently to the consolidated statement of profit and loss		7,582.33	(8,234.93)
<b>Total other Comprehensive Income / Loss</b>		<b>20,821.17</b>	<b>(18,433.48)</b>
<b>XI Total Comprehensive Income for the year (IX + X)</b>		<b>20,098.52</b>	<b>(18,986.36)</b>
<i>(Comprising of profit and other comprehensive income for the year)</i>			
<b>Profit/(Loss) for the year attributable to:-</b>			
(a) Owners of the parent		(722.65)	(542.66)
(b) Non-controlling interests		0.00	(10.23)
<b>Other Comprehensive Income/(Loss) attributable to:-</b>			
(a) Owners of the parent		20,821	(21,702)
(b) Non-controlling interests		-	3,268
<b>Total Comprehensive Income/(Loss) attributable to:-</b>			
(a) Owners of the parent		20,099	(22,244)
(b) Non-controlling interests		-	3,258
<b>XII Earnings per equity share (Nominal value per share Rs 10/-)</b>			
Basic and diluted (Refer Note no 31 (4) )		(0.23)	(0.18)
<b>Number of shares used in computing earnings per share</b>			
Basic and diluted (Refer Note no 31 (4) )		3,140,000	3,140,000
<b>Corporate Information</b>	<b>1</b>		
<b>Significant accounting policies and estimates</b>	<b>2 &amp; 3</b>		
<b>Other disclosures</b>	<b>31 &amp; 32</b>		
<b>The accompanying notes 1 to 32 are an integral part of the consolidated financial statements</b>			

As per our report of even date attached

For C.K. Chandak &amp; Co.

Chartered Accountants

Firm Registration No: 326844E

(CA Chandra Kumar Chandak)

Proprietor

Membership No- 054297

Place of Signature : Kolkata

Date : 30.05.2019

For and on behalf of the Board of Directors

Jitendra Kumar Goyal

Director

(DIN: 00468744)

Dipak Kumar Kajrewal

Managing Director

(DIN: 08280264)

Pankaj Marda

Chief Financial Officer

(PAN: AFCPM756A)

Radhika Maheshwari

Company Secretary

(PAN: AVHPM0929N)


**Statement of changes in Equity for the year ended 31st March 2019**
**(a). Equity Share capital:**
**(Rs In ' 000)**
**For the year ended 31st March, 2019**

Balance as at 1st April, 2018	Changes in equity share capital during the year	Balance as at 31st March, 2019	For the year ended 31st March, 2018		
			Balance as at share capital during 1st April, 2017	Changes in equity the year	Balance as at 31st March, 2018
31,400	-	31,400	31,400	-	31,400

**For the year ended 31st March, 2019**
**(b). Other equity :**

	Reserves and Surplus			Retained Earnings	Other Comprehensive Income	Share of Non-Controlling interest	Total other equity
	Capital Reserve	Statutory Reserve (As per RBI)					
Balance as at 1st April, 2018		156,208.03	48.41	(19,560.98)	-	3,258.05	139,953.50
Changes in equity during the year ended 31st March, 2019							
Profit for the year				(722.65)		10.23	(712.43)
Other Comprehensive income/loss for the year					20,821.17	(3,268.27)	17,552.90
Derecognition of Capital Reserve on De-Consolidation of Subsidiaries	(156,208.03)						(156,208.03)
Transfer from/(to) Statutory provision							-
Transfer from/(to) Statutory reserve				48.41			48.41
Transfer from/(to) Retained earnings				(48.41)			(48.41)
Transfer from/to other Comprehensive income /retained earnings				-20,821.17	(20,821.17)	-	-
Balance as at 31st March, 2019	-	-	-	585.95	-	-	585.95

**Statement of changes in Equity for the year ended 31st March 2019**
**For the year ended 31st March, 2018**
**(Rs In ' 000)**
**(b). Other equity : ( Cont)**

	Reserves and Surplus			Retained Earnings	Other Comprehensive Income	Share of Non-Controlling interest	Total other equity
	Capital Reserve	Statutory Reserve (As per RBI)					
Balance as at 1st April, 2017	156,208.03	46.07		2,776.47	-	-	159,030.57
Changes in equity during the year ended 31st March, 2018							
Profit for the year				(542.66)		(10.23)	(552.88)
Other Comprehensive income/loss for the year					(21,701.75)	3,268.27	(18,433.48)
Capital Reserve on Consolidation	-						-
Consolidation adjustment		-					-
Transfer from/(to) Statutory provision				(90.71)		-	-90.71
Transfer from/(to) Statutory reserve				(2.34)			(2.34)
Transfer from/(to) Retained earnings		2.34				-	2.34
Transfer from/to other Comprehensive income /retained earnings				(21,701.75)	21,701.75	-	-
Balance as at 31st March, 2018	156,208.03	48.41		(19,560.98)	-	3,258.05	139,953.50

*The accompanying notes 1 to 32 are an integral part of the consolidated financial statements As per our report of even date attached*

For C.K. Chandak &amp; Co.

Chartered Accountants

Firm Registration No: 326844E

(CA Chandra Kumar Chandak)

Proprietor

Membership No- 054297

 Place of Signature : Kolkata  
 Date : 30.05.2019

**Radhika Maheshwari**  
 Company Secretary  
 (PAN: AVHPM0929N)

**Pankaj Marda**  
 Chief Financial Officer  
 (PAN: AFCPM7576A)

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

**Dipak Kumar Kajrewal**  
 Managing Director  
 (DIN: 08280264)

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


**CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March 2019**
**(Rs In ' 000)**

Particulars	Year ended 31st March 2019		Year ended 31st March 2018	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit before exceptional items and tax		(722.65)		(454.74)
<i>Adjustments to reconcile profit before exceptional items and tax to net cash flow provided by operating activities</i>				
Finance costs	791.27		2,519.57	
Share of profit/loss from partnership firm	82.36		-	
Interest received	(707.66)		(5,219.86)	
Dividend	(0.02)		(285.59)	
Share of loss of an associate	-		(12.53)	
<b>Operating profit/loss before working capital changes</b>		165.95		(2,998.41)
<i>Adjustments to reconcile operating profit to cash flow provided by changes in working capital</i>		(556.70)		(3,453.15)
Decrease/(increase) in inventories/trade investments	1,779.00		8,113.70	
Decrease/(increase) in trade and other receivables	2,015.00		2,132.40	
(Increase) /Decrease in other financial Assets	(200.00)		(40.00)	
Decrease / Increase in other current assets	(70.64)		(152.97)	
(Decrease)/Increase in Trade Payables ( Current & Non current)	-		(29,753.00)	
(Decrease) Increase in other Financial & other current liabilities	174.90		(3,782.84)	
		3,698.26		(23,482.71)
<b>Cash generated from operations</b>		3,141.56		(26,935.86)
Tax Expense		-		98.15
<b>Cash flow before extraordinary item</b>		3,141.56		(27,034.01)
Adjustment on consolidation		-		-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES A</b>		3,141.56		(27,034.01)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Sale (Purchase) of Investments	1,198.02		11,212.68	
Interest received	707.66		5,219.86	
Dividend	0.02		285.59	
Share of profit/loss from partnership firm	(82.36)		-	
Income from investment	388.53		1,014.50	
Loans given (net of repayment)	-		(39,972.24)	
<b>Net cash used in investing activities B</b>		2,211.87		(22,239.61)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Loans Borrowed (net of repayment)	(17,133.56)		62,946.95	
Interest Expense	(791.27)		(2,519.75)	
<b>Net cash (used in) financing activities C</b>		(17,924.83)		60,427.20
<b>Net decrease/ Increase in cash and cash equivalents (A+B+C)</b>		(12,571.40)		11,153.58
<b>Opening cash and cash equivalents</b>		13,708.07		14,673.69
<b>Closing cash and cash equivalents for the purpose of Cash Flow Statement</b>		1,136.67		25,827.28

**Notes:**

- The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in the Indian Accounting Standard (Ind AS)-7 on Statement of Cash Flows
- Cash and cash equivalents do not include any amount which is not available to the Company for its use
- Cash and cash equivalents as at the Balance Sheet date consists of:

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Balances with banks</b>		
On current accounts	111.60	11,746.64
Cash on hand	22.83	435.55
	134.43	12,182.19
<b>Add : Deposits with banks ( with more than 12 months maturity) and interest accrued there upon. (Refer note no 6)</b>		
	1001.23	13,645.08
<b>Closing cash and cash equivalents for the purpose of cash flow statement</b>	<b>1135.66</b>	<b>25,827.27</b>

**As per our report of even date attached**  
 For C. K. Chandak & Co.

 Chartered Accountants  
 Firm Registration No: 326844E

**(CA Chandra Kumar Chandak)**

 Proprietor  
 Membership No- 054297

 Place of Signature : Kolkata  
 Date : 30.05.2019

**For and on behalf of the Board of Directors**
**Jitendra Kumar Goyal**  
 Director  
 (DIN: 00468744)

**Pankaj Marda**  
 Chief Financial Officer  
 (PAN: AFCPM7576A)

**Dipak Kumar Kajrewal**  
 Managing Director  
 (DIN: 08280264)

**Radhika Maheshwari**  
 Company Secretary  
 (PAN: AVHPM0929N)

**Notes forming part of the Consolidated Financial Statements****Note No : 1 Corporate Information****Company information**

The consolidated financial statements comprise financial statements of Kaushal Investments Limited ("the Company" or "the Parent"), and its Subsidiaries, Aurelian Commercial Pvt Ltd, Aurelian Trading Pvt Ltd, Lifestyle Vanija LLP, and its subsidiaries (Collectively referred to as "The Group") for the year ended 31st March 2019. KAUSHAL INVESTMENTS LIMITED ("the Company") is a public limited company incorporated and domiciled in India. The registered The Company's shares are listed on the CSE. ( Calcutta Stock Exchange ). The Company is into the business of investment in Shares and Securities and other Investment activities. The financial statements for the year ended 31st March, 2019 was approved for issue by the Board of Directors of the Company on 30th May, 2019 and is subject to the adoption by the shareholders in the ensuing Annual General Meeting

**Note No. : 2 Significant accounting policies**

The Significant accounting policies applied by the Group in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

**2.1 Statement of Compliance with Ind AS**

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time and other relevant provisions of the Act.

**2.2 Basis of preparation**

(I) These consolidated financial statements have been prepared in accordance with Ind AS under the historical cost convention with the exception Certain assets liabilities that are required to be carried at fair value by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All 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. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. The financial statements including notes thereon are presented in Indian Rupees ("Rupees" or "Rs."), which is the Company's functional and presentation currency. All amounts disclosed in the financial statements including notes thereon have been rounded off to the nearest thousand as per the requirement of Schedule III to the Act, unless stated otherwise.

**(II) Use of estimates & judgements**

The preparation of the financial statements requires the use of accounting estimates, which, by definition would seldom equal the actual results. Management also needs to exercise judgement and make certain assumptions in applying the Group's accounting policies and preparation of financial statements. The use of such estimates, judgements and assumptions affect the reported amounts of revenue, expenses, assets and liabilities including the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. The estimates and judgements that have significant impact on carrying amount of assets and liabilities at each balance sheet date are discussed at Note 3.

**2.3 Business Combination.**

(a) Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured liabilities assumed at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability arising from a business combination are measured and recognised in accordance with the requirements of Ind AS 12, Income Taxes. Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the statement of profit & loss in the period in which they incurred.

In case of business combinations involving entities under common control, the above policy does not apply. Business combinations involving entities under common control are accounted for using the pooling of interest method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments require to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as capital reserve under equity.

**(b) Goodwill**

Goodwill arising on the acquisition of a subsidiary represents the excess of the consideration transferred in the business in the net fair value of the identifiable assets acquired, liabilities assumed and contingent liabilities recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary the attributable amount of goodwill is included in the determination of profit or loss on disposal.

**(c) Bargain purchase/Capital Reserve**

A bargain purchase is a business combination in which the net fair value of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the NCI and the fair value of any previously held equity interest in the acquiree. Before recognising a gain on the bargain purchase, the parent reassesses whether it had correctly identified all of the assets acquired and all of the liabilities assumed and recognise any additional assets or liabilities that are identified in that review. If after applying the said requirements and performing the reassessment the bargain purchase remains the parent should recognise the resulting gain in other comprehensive income (OCI) on the acquisition date and accumulate the same in equity as Capital reserve. However if there is no clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the bargain purchase should be recognised directly in equity as capital reserve.

**2.4 Basis of Consolidation****Company consolidates entities which it owns or controls.**

The consolidated financial statements comprise the financial statements of the Company and its Subsidiary as at 31st March, 2017 and 31st March, 2018 Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- (ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) The ability to use its power over the investee to affect its returns.



**Notes forming part of the Consolidated Financial Statements**

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee;
- (ii) Rights arising from other contractual arrangements;
- (iii) The Group's voting rights and potential voting rights; or
- (iv) The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March.

**Principles of Consolidation and consolidation procedure.**

**(i) As per Ind AS 110, "Consolidated Financial Statements "** The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its Subsidiary. For this purpose, income and expenses of the Subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date,

**(ii)** Offset (eliminate) the carrying amount of the Parent's investment in Subsidiary and the Parent's portion of equity of Subsidiary,

**(iii)** Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions).

**(iv)** Profit or loss and component of other comprehensive income (OCI) are attributed to the equity holders of the Parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation

**(v)** Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

**(vi)** The Company accounts for its share of pre-acquisition profits as capital profit and adjusted with net assets to arrive at Goodwill/ Bargain purchase.

**(vii)** The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

**(viii)** The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

**Interest in Associates**

**Investment in Associates has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.**

An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. An entity holding of 20% or more directly or indirectly ( e.g through Subsidiaries ) of the voting power of the investee, presumes significant influence over the investee, though it is not a conclusive evidence that significant influence exists. Also holding of a substantial or majority of voting power of the investee does not necessarily preclude an entity from having significant influence.

**Significant influence by an entity is evidenced by :**

- (i) Representation on the board of directors or equivalent governing body of the investee;
- (ii) Participation in policy-making processes, including participation in decisions about dividends or other distributions;
- (iii) Material transactions between the entity and its investee;
- (iv) Interchange of managerial personnel ; or
- (v) Provision of essential technical information.

**Loss of significant influence :** An entity loses significant influence over the investee when it loses the power to participate in financial and operating policies of that investee with or without a change in absolute or relative ownership levels.

The Group account for its investment in its associate using the **Equity method**.

**2.5 Revenue recognition**

The Group recognises revenue from contract with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with customers, to determine when to recognise revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised service or goods (i.e an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Group recognizes as revenue the amount of the transaction price (excluding) estimates of variable consideration) that is allocated to that performance obligation.

The Group applies the five-step approach for recognition of revenue:

- > Identification of contract(s) with customers;
- > Identification of the separate performance obligations in the contract;
- > Determination of transaction price;
- > Allocation of transaction price to the separate performance obligations; and
- > Recognition of revenue when (or as) each performance obligation is satisfied.

The specific recognition criteria for revenue recognition are as follows:

**A) Interest income**

Interest Income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

**Notes forming part of the Consolidated Financial Statements**

Income from investments in Equity / Preference which are included within FVTOCI Category (Fair value through Other Comprehensive income) are recognised in OCI (Other comprehensive income ) except the dividend on such investments which are recognised in Consolidated Statement of Profit and Loss

**D) Profit and Loss from partnership firm / LLP**

Profit and loss from partnership firm/LLP are accounted on accrual basis and as per terms of respective Partnership/LLP agreement.

E) All other income are accounted for on accrual basis.

**2.6 Expenses**

All expenses are accounted for on accrual basis.

**2.7 Provisions, contingent liabilities and contingent assets**

a) A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are not recognised for future operating losses. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the passage of time is recognized as finance costs. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation as at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to provision is presented in the Consolidated Statement of Profit and Loss, net of any reimbursement.

b) A contingent liability is not recognised in the Consolidated financial statements, however, is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote. If it becomes probable that an outflow of future economic benefits will be required for an item dealt with as a contingent liability, a provision is recognized in the financial statements of the period (except in the extremely rare circumstances where no reliable estimate can be made).

c) A contingent asset is not recognised in the Consolidated financial statements, however, is disclosed, where an inflow of economic benefits is probable.

When the realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

d) Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

**2.8 Employee benefits****a) Short-term employee benefits**

Short-term employee benefits in respect of salaries and wages, including non-monetary benefits are recognised as an expense at the undiscounted amount in the Consolidated Statement of Profit and Loss for the year in which the related service is rendered.

**b) Defined contribution plans**

The Group has no obligation towards contribution to any defined contribution plan

**c) Defined benefit plans**

The Group has no obligation hence doesn't operate any defined benefit plan, which requires contributions to be made to the recognised fund

**2.9 Financial instruments**

Financial assets and financial liabilities are recognised in the Consolidated Balance sheet when the Group becomes a party to the contractual provisions of the instrument. The Group determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

**a) Financial assets****i) Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity , trade and other receivables, loans and advances, cash and bank balances and other financial instruments

**ii) Subsequent measurement**

For the purpose of subsequent measurement, financial assets are classified in the following categories:

- 1) At amortised cost,
- 2) At fair value through other comprehensive income (FVTOCI), and
- 3) At fair value through profit or loss (FVTPL).

**Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR approach to arrive at their fair value.

**Equity investments**

All equity investments in the scope of Ind AS 109 are measured at fair value ( other than in subsidiaries , associates and Joint ventures) Equity instruments included within the FVTPL category, if any, are measured at

**Notes forming part of the Consolidated Financial Statements****iii) De-recognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**b) Financial liabilities****(i) Initial recognition and measurement**

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, derivative financial instruments etc.

Financial liabilities are classified at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in the Consolidated Statement of Profit or loss.

**(ii) Subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognised in the Consolidated Statement of Profit and Loss.

**iii) De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires

**C) Offsetting of financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

**d) Fair value measurement**

Fair value is a market-based measurement, not an entity-specific measurement. Under Ind AS, fair valuation of financial instruments is guided by Ind AS 113 "Fair Value Measurement". For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability).

Three widely used valuation techniques specified in the said Ind AS are the market approach, the cost approach and the income approach which have been dealt with separately in the said Ind AS. Each of the valuation techniques stated as above proceeds on different fundamental assumptions, which have greater or lesser relevance, and at times there is no relevance of a particular methodology to a given situation. Thus, the methods to be adopted for a particular purpose must be judiciously chosen. The application of any particular method of valuation depends on the company being evaluated, the nature of industry in which it operates, the company's intrinsic strengths and the purpose for which the valuation is made.

In determining the fair value of financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.

**The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

**Level 1: Quoted prices (unadjusted) in active markets** for identical financial assets or liabilities. This category consists of investment in quoted equity shares

**Level 2: Valuation techniques with observable inputs** other than quoted prices included within Level 1 that are observable for financial asset or liability, either directly or indirectly

**Level 3: Valuation techniques with significant unobservable inputs** for financial assets or liabilities that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Group's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Fair value gain derived by using Level 3 hierarchy are recognised as deferred gain until the financial asset is sold or transferred to Level 1 hierarchy.

**e) Share capital**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects

**2.10 Impairment of Assets****Financial assets**

The Group recognizes impairment allowances using Expected Credit Losses ("ECL") method on all the financial assets that are not measured at FVTPL:

ECL are probability-weighted estimate of credit losses. They are measured as follows:

- Financial assets that are not credit impaired – as the present value of all cash shortfalls that are possible within 12 months after the reporting date.
- Financial assets with significant increase in credit risk - as the present value of all cash shortfalls that result from all possible default events over the expected life of the financial assets.
- Financial assets that are credit impaired – as the difference between the gross carrying amount and the present value of estimated cash flows.

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial assets in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the Consolidated Statement of Profit and Loss.

**2.11 Taxes**

Income tax expense comprises current tax and deferred tax and is recognized in the Consolidated Statement of Profit and Loss except to the extent it relates to items directly recognized in Equity or in OCI.

**a) Current income tax**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted by the balance sheet date and applicable for the period. Current tax items in correlation to the underlying transaction relating to OCI and Equity are recognized in OCI and in Equity respectively. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously

**b) Deferred income tax**

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off deferred tax assets against deferred tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**2.12 Earnings per Share**

- a) Basic earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares outstanding during the year.
- b) Diluted earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

**2.13 Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirements

**2.14 Events after reporting date**

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

**2.15 Segment Reporting**

Group as a whole is into a single line of business and doesn't have any Reportable Segment, hence Reporting requirements as per Ind AS 108 is not applicable

**2.16 Cash and cash equivalents**

Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of changes in value. For the purpose of the Consolidated Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Group's cash management

**2.17 Consolidated Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Group are segregated

**2.18 Recent Accounting developments****Standards issued but not yet effective**

Ind AS 116, Leases

On 30 March 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases as part of the Companies (Indian Accounting Standards) Amendment Rules, 2019. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The effective date for the adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. Ind AS 116 introduces a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. The amendment is applicable to the Company from 1 April 2019.

**Amendments to existing Ind AS:****Amendment to Ind AS 12, Income taxes:**

On 30 March 2019, the Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, Income Taxes, in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events. Effective date for application of this amendment is annual period beginning on or after 1 April 2019. The Group is currently evaluating the effect of this amendment on the standalone financial statements

**Amendments to Ind AS 109 Financial Instruments:**

A financial asset would be classified and measured at amortised cost or at Fair Value Through Other Comprehensive Income (FVOCI) if its contractual cash flows are solely in the nature of principal and interest on the principal amount outstanding (SPPI criterion). An exception has been prescribed to the classification and measurement requirements with respect to the SPPI criterion for financial assets that:

- Have a prepayment feature which results in a negative compensation.
- Apart from the prepayment feature, other features of the financial asset would have contractual cash flows which would meet the SPPI criterion, and



– The fair value of the prepayment feature is insignificant when the entity initially recognises the financial asset. If this is impracticable to assess based on facts and circumstances that existed on initial recognition of the asset, then the exception would not be available. Such financial assets could be measured at amortised cost or at FVOCI based on the business model within which they are held.

**The amendments that are not yet effective, made to the following existing standards, does not have any impact on the Group's financial statements:**

- Ind AS 23 Borrowing Costs
- Ind AS 19 plan amendment, curtailment and settlement
- Ind AS 111 Joint arrangements

**Note No. : 3 Use of critical estimates, judgements and assumptions**

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. In the process of applying the Group's accounting policies, management has made the following judgements, which have most significant effect on the amounts recognised in the financial statements

**i) Recognition of deferred tax assets for carried forward tax losses and unused tax credit**

Deferred tax assets are recognised for unused losses (carry forward of prior years' losses) and unused tax credit to the extent that it is probable that taxable profit would be available against which the losses could be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**ii) Estimated fair value of unlisted securities**

The fair values of financial instruments that are not traded in an active market and cannot be measured based on quoted prices in active markets is determined using valuation techniques

Valuation techniques with significant unobservable inputs for financial assets or liabilities that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Group's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Fair value gain derived by using Level 3 hierarchy are recognised as deferred gain until the financial asset is sold or transferred to Level 1 hierarchy. The Group uses its judgement to select a variety of method / methods and make assumptions that are mainly based on market conditions existing at the end of each financial year. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could effect the reported fair value of financial instruments.

**iii) Allowance for impairment of financial asset**

Allowance for impairment of financial asset: Judgements are required in assessing the recoverability of overdue loans and determining whether a provision against those loans is required. Factors considered include the aging of past dues, value of collateral and any possible actions that can be taken to mitigate the risk of non-payment.

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

For and on behalf of the Board of Directors

(CA Chandra Kumar Chandak)  
Proprietor  
Membership No- 054297

Place of Signature : Kolkata  
Date : 30.05.2019

**Radhika Maheshwari**  
Company Secretary  
(PAN: AVHPM0929N)

**Pankaj Marda**  
Chief Financial Officer  
(PAN: AFCPM7576A)

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

**Dipak Kumar Kajrewal**  
Managing Director  
(DIN: 08280264)



## NOTE NO 4 Equity accounted investments ( Associates)

(A)

(I) The Group's interest in Indigo Dealers Private Limited is accounted for using equity method in the consolidated financial statements for the year ended 31st March, 2018. Indigo Dealers Private Limited ceased to be an associate of Kaushal Investments Limited during the year ended 31st March, 2019. According to Ind AS 28, an entity discontinues the use of the equity method from the date when its investments ceases to be an associate. The subsequent measurement of retained interest, if any including recognition of gain/loss depends on the nature of retained. Kaushal Investments Ltd (hereinafter referred to as 'investor entity') has contributed its share of investment in Indigo Dealers Private Limited to KVZ Enterprises a partnership firm at the carrying amount of Rs 1634 ('000) as a capital contribution. (figure as appearing in standalone financial statement for the year ended 31st March, 2018). In certain cases, an investor's interest in an associate may be reduced other than by actual disposal. Such a reduction in interest is commonly referred to as 'deemed disposal'. Ind AS 28 does not specifically deal with accounting in case of deemed disposals. However such deemed disposals should also be treated in the same manner as partial disposal, however in this case the investor entity is not selling any of its non-current assets. Subsequent to such contribution made to KVZ Enterprises (a partnership firm) in which Kaushal Investments Ltd is a partner and having share of profits of 13%, it loses significant influence over the investee and discontinues the application of equity method in the consolidated financial statements for the year ended 31st March, 2019. Any Other Comprehensive income/loss recognised earlier is not reclassified to Profit & loss, as it does not fulfil the criteria for reclassification adjustment. Capital Reserve recognised earlier on the application of equity method has now been reversed within 'Other equity' during the year ended 31st March, 2019.

Particulars	As at 31st March 2019	Particulars	As at 31st March 2018
Net assets of the associate	-	Net assets of the associate	73607.65
Proportion of the Group's ownership interest		Proportion of the Group's ownership interest	43.06%
Group's share of net assets	-	Group's share of net assets	<b>31695.46</b>

## (B)

The Group's interest in Indigo Dealers Private Limited is accounted for using equity method in the consolidated financial statements for the year ended 31st March, 2018. Icon Comtrade Limited ceased to be an associate of Kaushal Investments Limited during the year ended 31st March, 2019. Kaushal Investments Ltd's direct holding in Icon Comtrade Ltd was 13.38% and together with its Step Down subsidiary "Ultra Dealers Pvt Ltd" it was 49.42% during the year ended 31st March, 2019. On losing the control over its step down subsidiary i.e. Ultra Dealers Pvt Ltd, Kaushal Investments Ltd now holds only 13.38% of equity stake, thus leading to loss of significant influence over the investee and hence discontinues the use of equity method for consolidation for the year ended 31st March, 2019. Any Other Comprehensive income/loss recognised earlier is not reclassified to Profit & loss, as it does not fulfil the criteria for reclassification adjustment. Capital Reserve recognised earlier on the application of equity method has now been reversed within 'Other equity' during the year ended 31st March, 2019. Further Icon Comtrade Ltd has been converted into LLP during the year ended 31st March, 2019. Investor entity now classify its retained interest in Icon Comtrade LLP as Other Investments ( Refer note no 5)

Particulars	As at 31st March 2019	Particulars	As at 31st March 2018
Net assets of the associate		Net assets of the associate	22,291.62
Proportion of the Group's ownership interest		Proportion of the Group's ownership interest	49.42%
Group's share of net assets		Group's share of net assets	<b>11016.52</b>



Notes forming part of the Consolidated Financial Statements  
**Note No. : 5 Investments ( Non - Current ) Non-Trade**

(Rs In ' 000)

Particulars	Face Value	Number of Shares	As at 31st March 2019	Number of Shares	As at 31st March 2018
<b>(I) Equity instruments</b>					
<b>(1) Designated at fair value through other comprehensive income Fully paid up ( Quoted )</b>					
Vodafone idea Ltd	10	100	1.83	-	-
Krishna phoschem Ltd	10	-	-	4,000	130.00
Ujivan Financial Services Ltd	10	-	-	89	30.75
D.P. Abhushan Ltd.	10	-	-	8,000	570.80
Dixon Technologies (i) Ltd.	10	-	-	16	52.66
RKEC Projects Ltd.	10	-	-	6,000	774.00
Salasar Techno Engineering Ltd.	10	-	-	143	47.52
Decillion Finance Ltd.	10	-	-	325,000	6,414.05
Electrosteel Steels	10	-	-	10,000	24.00
IKF Technologies	10	-	-	100,000	53.00
Nissan EQ	10	-	-	1,961,960	1,863.86
United Breweries Holdings	10	-	-	1,000	10.78
Virat Leasing Limited	10	-	-	580,000	7,006.40
Nishel Investment & Trading Co Ltd	10	-	-	41,436	662.15
Manaksia Aluminium Co.Ltd	1	-	-	87,350	759.95
Manaksia Coated Metals & Industries Ltd	1	-	-	87,350	1,179.23
Manaksia Industries Ltd	1	-	-	87,350	2,367.19
Manaksia Steels Ltd	1	-	-	87,350	2,812.67
Manaksia Ltd	2	-	-	87,350	4,310.72
Anukaran Comm Enterprises Ltd	1	-	-	5,000	1.40
Effingo textile & trading	1	-	-	37,000	2,088.65
Emerald Commercial Limited	10	-	-	2,000	36.20
JRI Industries	10	-	-	14,000	14.70
Khoobsurat Limited	10	-	-	50,000	10.00
SAM Leaseco	1	-	-	274,500	3,527.33
Shree Shaleen Textile	2	-	-	190,000	1,151.40
Stanley Credit Limited	10	-	-	2,000	144.70
GAIL India (Bonus)	10	-	-	3,333	1,095.06
Marda Commercial & holdings Ltd	10	-	-	73,000	1,651.99
Nishel Trading & Investments Co Ltd	10	-	-	25,000	399.50
<b>TOTAL (A)</b>			<b>1.83</b>		<b>39,190.63</b>
<b>(2) Designated at Fair value through Other Comprehensive Income (OCI) Fully paid up (Unquoted)</b>					
<b>Non-Trade</b>					
Fastflow Commedeal Limited	10	1,200	12.00	-	-
Littlestar Tracom Pvt Ltd	10	-	-	1,500	127.79
Mayborn Investments Pvt Ltd	10	7,200	640.20	190,075	15,524.33
Moti Finvest Ltd	10	3,000	600.00	-	-
Manikan Devcon Pvt Ltd	10	3,000	60.00	3,000	519.15
Daffodil Dealtrade Pvt Ltd	10	25,000	5,000.00	-	-
Dignity Dealtrade Pvt Ltd	10	2,500	500.00	-	-
Prakash Estates Pvt Ltd	10	-	-	72,000	3,341.52


**Notes forming part of the Consolidated Financial Statements**

Shreyans stockinvest Pvt Ltd	100	-	-	4,890	3,564.03
Silverlake Tradelinks Pvt Ltd	10	-	-	19,075	1,609.60
ABM Finlease Pvt. Ltd.	10	15,000	1,500.00	142,500	10,224.56
Ashok Vatika Agro Farms Pvt. Ltd.	10	-	-	121,000	12,005.62
Daulat Vintrade Pvt. Ltd.	10	-	-	2,500	159.98
Iaxmidhan properties Pvt. Ltd.	10	-	-	68,000	692.44
Moti Finvest Ltd	10	-	-	11,500	330.74
Twinkle Vintrade Pvt. Ltd.	10	-	-	1,750	81.04
Maruti Tie-Up Ltd.	10	-	-	4,850	349.73
Tubro Consultants & Enterprises Pvt Ltd	10	-	-	3,000	242.25
Vedik Finvest Pvt. Ltd.	10	-	-	61,250	978.78
<b>TOTAL (B)</b>				<b>8,312.20</b>	<b>49,751.56</b>
<b>(ii) Investment in Preference Shares Designated at fair value through Other Comprehensive Income (OCI) Fully paid up (Unquoted)</b>					
Dignity Dealtrade Pvt Ltd	10			95,790	957.90
Nishel Trading & Investments Co Ltd	10			1,250	12.50
Amiya Commerce & Construction Co. Pvt. Ltd.	100			21,100	2,110.00
Daffodil Dealtrade Pvt Ltd	10			161,625	1,616.25
Rubicam Agencies Pvt.Ltd	10			71,000	710.00
Vibgyor Commotrade Pvt Ltd	10			16,475	164.75
Zigma Commosales Pvt. Ltd.	10			46,455	464.55
<b>TOTAL (C)</b>				-	<b>6,035.95</b>
<b>(iii) Other Investments (At Amortised cost)</b>					
<b>Investment in LLP</b>					
		<b>% Share in LLP</b>	<b>Contribution</b>	<b>% Share in LLP</b>	<b>Contribution</b>
Icon Commotrade LLP			1,069.50	-	-
Twinkle Vintrade LLP			200.00	-	-
<b>TOTAL (D)</b>			<b>1,269.50</b>		-
<b>TOTAL (E) ( A+B+C+D)</b>			<b>9,583.53</b>		<b>94,978.14</b>
Aggregate amount of Quoted investments			1.83		39,190.63
Market value of Quoted Investments			1.83		39,190.63
Aggregate amount of Unquoted investments			9,581.70		55,787.51
Aggregate investment carried at Fair value through Other Comprehensive Income			8,314.03		94,978.14
Aggregate investment carried at fair value through other comprehensive income (unquoted)			8,312.20		55,787.51
Aggregate investment carried at Amortised Cost			1,269.50		-

(Rs In ' 000)

**Note No. : 6 Investment in Partnership firm**

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	% of share in profits of the Capital firm	Contribution	% of share in profits of the Capital firm	Capital Contribution
(i) KVZ Enterprises		19,400.00		-
Add : Share of Profit for the year		-4.11		-
		<b>19,395.89</b>		<b>-</b>
<b>Name of the partners</b>				
Kaushal Investments Ltd				-
VZ Vanija LLP				-
Total Capital of the firm				-




**Notes forming part of the Consolidated Financial Statements**

Particulars	% of share in profits of the Capital firm	Capital Contribution	% of share in profits of the Capital firm	Capital Contribution
(ii) Yahoyog Investments		350.00		-
Add : Share of Profit for the year		-78.25		-
		<u>271.75</u>		<u>-</u>
<b>Name of the partners</b>				
Kaushal Investments Ltd				
Total Capital of the firm				
		<u>19,667.64</u>		<u>-</u>

**Note No. : 7 Other financial assets**

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Non - Current</b>		
Deposit with bank with original maturity for more than 12 months	1,000.00	12,500.00
	<u>1,000.00</u>	<u>12,500.00</u>
<b>Current</b>		
Interest accrued on deposits	1.23	1,145.08
	<u>1,001.23</u>	<u>13,645.08</u>

**Note No. : 8 Deferred tax Assets/Liabilites (net)**

As at 31st March 2019

(Rs in ' 000)

Particulars	Opening Balance	Recognised in Profit or loss	Reclassified from equity to profit or loss	Recognised in Other Comprehensive Income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>					
Investment	-	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Tax effect of items constituting deferred tax assets</b>					
Investments	7,482.58	-	-	(7,582.33)	(99.74)
	<u>7,482.58</u>	<u>-</u>	<u>-</u>	<u>(7,582.33)</u>	<u>(99.74)</u>
<b>Net deferred tax ( Asset ) Liabilites/ (Income) Expense</b>	<u>(7,482.58)</u>	<u>-</u>	<u>-</u>	<u>7,582.33</u>	<u>99.74</u>

As at 31st March 2018

**Tax effect of items constituting deferred tax liabilities**

Investment	-	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

**Tax effect of items constituting deferred tax assets**

Investments	(752.35)	-	-	8,234.93	7,482.58
	<u>(752.35)</u>	<u>-</u>	<u>-</u>	<u>8,234.93</u>	<u>7,482.58</u>
<b>Net deferred tax ( Asset ) Liabilites/ (Income) Expense</b>	<u>752.35</u>	<u>-</u>	<u>-</u>	<u>(8,234.93)</u>	<u>(7,482.58)</u>


**Notes forming part of the Consolidated Financial Statements**

**Note:** In assessing the realisability of the deferred tax assets, management considers whether some portion or all of the deferred tax assets will not be realized. The ultimate realisation of the deferred tax assets, is dependent upon the generation of future taxable income during the periods in which the temporary difference become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and the planning strategies in making this assessment. Based on the historical taxable income and projection of future taxable income over the periods in which the deferred tax assets are deductible, management believes that the Company will realise the benefits of those recognised deductible differences.

**Note No. : 9 Other Non- Current Assets**
**(Rs In ' 000)**

Particulars	As at 31st March 2019	As at 31st March 2018
Capital advances	412.75	-
	<b>412.75</b>	<b>-</b>

**Note No. : 10 Trade Investment (Current & Held as stock in trade)**
**(Rs In ' 000)**
**DESIGNATED AT FAIR VALUE THROUGH PROFIT & LOSS (FVTPL)**

Particulars	Face value	NOS	As at 31st March 2019	NOS	As at 31st March 2018
<b>Equity - Quoted (Trade Investment)</b>					
Virat Leasing Ltd	10	-	-	200,000	600.00
Mishika Finance & Trading Co Ltd	10	-	-	15,000	98.85
Hindusthan National glass & Industries Ltd	10	-	-	120	9.152
Housing Development Finance Corporation Warrants	10	-	-	7,300	1,168.80
<b>TOTAL (A)</b>			-		<b>1,876.81</b>
<b>Equity - Unquoted (Trade Investment)</b>					
Silverlake Tradelinks Pvt Ltd	10	-	-	4500	45.00
Skylight Vintrade Pvt Ltd	10	-	-	5000	50.00
Success Dealers Pvt Ltd	10	-	-	5000	50.00
Ashok Vatika Agro Farms Pvt Ltd	10	-	-	55000	550.00
Littlestar Tracom Ltd	10	-	-	4,500	45.00
Suncity Dealers Pvt Ltd	10	-	-	5,000	50.00
Sumit Technisch & Eng Pvt Ltd	10	-	-	38,000	398.00
Daffodil Dealtrade Pvt Ltd	10	-	-	10,000	100.00
Dignity Dealtrade Pvt Ltd	10	-	-	10,000	100.00
Wearit Global Ltd	10	-	-	37,850	15,140.00
Daulat Vintrade Pvt Ltd	10	-	-	2,500	25.00
Maruti Tie Up Ltd	10	-	-	5,000	50.00
Merit Commosales Pvt Ltd	10	-	-	18,000	655.00
Planet Dealtrade Pvt Ltd	10	-	-	7,500	75.00
Raab Fincom Pvt Ltd	10	70,000	140.00	70,000	140.00
Risewell Credit Pvt Ltd	10	107,000	1,070.00	107,000	1,070.00
Twinkle Vintrade Pvt Ltd	10	-	-	4,400	44.00
Vibgyor Commotrade Pvt Ltd	10	-	-	10,000	100.00
Zigma Commosales Pvt Ltd	10	-	-	6,500	65.00
Baba Amarnath Transport Pvt Ltd	10	-	-	35,000	350.00
Dhanvarsha Vincom Pvt Ltd	10	-	-	6,000	60.00
Dhankiran Commotrade Pvt Ltd	10	-	-	7,500	75.00
Manikan Enterprise Pvt Ltd	10	-	-	9,000	90.00
RP Suppliers Pvt Ltd	10	-	-	9,000	90.00
Review Marketing Pvt Ltd	10	-	-	9,000	90.00
Smooth Tradelink Pvt Ltd	10	-	-	7,500	75.00
Softlink Commotrade Pvt Ltd	10	-	-	25,000	250.00
Mayborn Investments Pvt. Ltd.	100	500	50.00	500	50.00
<b>TOTAL (B)</b>			<b>1,260.00</b>		<b>19,882.00</b>
<b>TOTAL (A+B)</b>			<b>1,260.00</b>		<b>21,758.81</b>
Aggregate amount of Quoted investments			-		1,876.81
Market value of Quoted Investments			-		1,876.81
Aggregate amount of Unquoted investments			<b>1,260.00</b>		<b>19,882.00</b>

Inventories/ Stock in trade (under Previous GAAP) represents trade investments , acquired for short term duration. Investments acquired for short term duration were classified as inventories under previous GAAP being trade investments Accounting Standard 13 required investments in equity to be measured at lower of cost and fair value. Under Ind AS the same is classified as Current Investments held for trading and designated at FVTPL. Ind AS 109 required investments designated at FVTPL to be measured at Fair value



## Notes forming part of the Consolidated Financial Statements

## Note No. : 11 Trade and other receivables

(Rs In ' 000)

## Current (Unsecured, considered good)

Particulars	As at 31st March 2019	As at 31st March 2018
Trade Receivables ( see note)	-	2,640.00
Less: Allowance for losses	-	-
Other Receivables	-	2,640.00
	-	<b>2,640.00</b>

Note :

Allowances for losses is not considered necessary hence no allowances are made Since trade receivables are outstanding for a period less than six months from the due date for payment hence fair value approximates transaction value Further there is no finance cost embedded in the above receivables

## Note No. : 12 Cash and cash equivalents

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Balances with banks</b>		
On current accounts	90.69	11,746.64
On OD A/c (Dr Balances)	20.91	0.00
Cash on hand	22.83	435.55
	<b>134.43</b>	<b>12,182.19</b>

## Note No. : 13 Loans (Unsecured)

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
Loans (Related Parties)	-	9,239.47
Others	-	61,463.36
	-	<b>70,702.83</b>

Loans are unsecured and considered good. Loans are made in the ordinary course of business and repayable on demand Since loans are for short duration hence fair value approximates transaction value No allowances for expected credit loss is provided

## Note No. : 14 Other financial assets

## Current (Unsecured, considered good)

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
Security deposit for rent	200.00	-
Advance to parties	-	90.00
	<b>200.00</b>	<b>90.00</b>

Note :

Advances are for short duration hence fair value approximates transaction value

## Note No. : 15 Current tax assets (net)

## Current (Unsecured, considered good)

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
Income tax Refundable ( A.Y 2017-18)	-	156.04
Advance Income Tax (including TDS)	162.56	425.38
Less : Provision for Income Tax	-	66.62
	<b>162.56</b>	<b>514.81</b>


**Notes forming part of the Consolidated Financial Statements**

(Rs In ' 000)

**Note No. : 16 Share capital**

Particulars	As at 31st March 2019		As at 31st March 2018	
	No of Shares	Amount	No of Shares	Amount
<b>(a) Authorised</b>				
Equity shares of par value 10 /- each	3,500,000	35,000.00	3,500,000	35,000.00
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value 10 /- each	3,140,000	31,400.00	3,140,000	31,400.00
		<b>31,400.00</b>		<b>31,400.00</b>

**(c) Reconciliation of number and amount of equity shares outstanding**

Particulars	As at 31st March 2019		As at 31st March 2018	
	No of Shares	Rs	No of Shares	Rs
At the beginning of the year	3,140,000	31,400.00	3,140,000	31,400.00
At the end of the year	3,140,000	31,400.00	3,140,000	31,400.00

(d) The Company has only one class of equity shares. The holders of equity shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share

(e) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

(f) The company is neither a holding company nor a subsidiary company

(g) Shareholders holding more than 5 % of the equity shares in the Company

None of the shareholder of the Company is holding more than 5% shares.

(h) There are no shares reserved for issue under options and contracts / commitments for the sale of shares/ disinvestments

(i) For the period of 5 years immediately preceding the date as at which the Balance Sheet is prepared

Name of the Shareholder	As at 31st March 2019		As at 31st March 2018	
	No of Shares		No of Shares	
(a) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	NIL		NIL	
(b) Aggregate number and class of shares allotted as fully paid by way of bonus shares	NIL		NIL	
© Aggregate number and class of shares bought back	NIL		NIL	

(j) There were no securities issued having a term for conversion into equity / preference shares.

(k) There are no calls unpaid in respect of Equity Shares issued by the Company

(l) There are no forfeited shares by the Company

**Note No. : 17 Other equity**

(Rs In ' 000)

Particulars	As at 31st March 2019		As at 31st March 2018	
<b>(a) Capital Reserve</b>				
Balance as per last account	156,208.03		156,208.03	
Add : Recognition due to Consolidation	-		-	
Less : Reversed during the year	156,208.03	-	-	156,208.03


**Notes forming part of the Consolidated Financial Statements**
**(b) Statutory Reserve ( As per RBI Guidelines)**

<b>Balance as per last account</b>	48.41		46.07	
<b>Add : Consolidation adjustment</b>	-		-	
<b>Add : Transfer from (To) Retained earnings</b>	48.41	-	2.34	<b>48.41</b>

**(c) Retained Earnings**

<b>Balance as per last account</b>	(19,560.98)		2,776.47	
<b>Add : Net Profit/(Loss) for the Year</b>	(722.65)		(542.66)	
<b>Add : Transfer from Other Comprehensive Income/(Loss)</b>	20,821.17		(21,701.75)	
<b>Less : Transfer to Statutory provision</b>	-		(90.71)	
<b>Add : Transfer from Statutory Reserve</b>	48.41	<b>585.95</b>	(2.34)	<b>(19,560.98)</b>

**(d) Other Comprehensive Income**

<b>Balance as per last account</b>	-		-	
<b>Add : Other Comprehensive Income/ (Loss) for the Year</b>	20,821.17		-21,701.75	
<b>Less : Transfer to retained earnings</b>	(20,821.17)	-	21,701.75	-

**(e) Share of Non Controlling interest**

<b>Balance as per last account</b>	-		-	
<b>Add : Share of profit/ (Loss) during the year</b>	10.23		-10.23	
<b>Add : Share of other comprehensive income for the year</b>	(3,268.27)	-	3,268.27	3,258.05
<b>Less: Reversal due to de-recognition</b>	(3,258.05)			
		<b>585.95</b>		<b>139,953.50</b>

**Nature and Purpose of Other Reserves**
**a) Capital Reserve**

Represents the excess of fair value of net assets acquired over consideration paid in a business combination effected in previous and earlier years

**b) Statutory Reserve ( As per RBI Guidelines)**

One of the subsidiary company of the parent i.e. Moti Finvset Ltd is an NBFC (Non Banking Finance Company). These Companies are regulated by the RBI and to comply with the rules and regulation as set out by the regulator , NBFCs are required to mandatorily create , transfer and maintain such Statutory reserves. Upon consolidation of such investee company being a NBFC , these Statutory Reserves are taken over by the parent in the Group's Consolidated Financial Statements and forms part of the other equity and shown separately.

**C) Retained earnings**

Retained earnings represent accumulated profits / losses earned by the Group after transferring (to)/from statutory reserves and other comprehensive income.

**D) Other Comprehensive income**

The Group has elected to recognise changes in fair value of certain investments in equity instruments through Other Comprehensive income.

These changes are accumulated within the equity investments through FVTOCI. The Group transfers amounts from this reserve to retained earnings within equity

**Note No. : 18 Borrowings ( Current )**
**At Amortised Cost**
**(i) Current**
**(Rs In ' 000)**

Particulars	As at 31st March 2019	As at 31st March 2018
	<b>Secured</b>	
Overdraft (The IDBI Bank Ltd )	-	10,807.55
Loan (others)	305.40	61,718.38
	<b>305.40</b>	<b>72,525.92</b>

**Notes forming part of the Consolidated Financial Statements**

Note : Bank overdraft are payable on demand and repayable in short term hence fair value approximates transaction value

Bank overdraft (OD/00026) of Rs 10807548/- secured against pledge of fixed deposit of Rs 12500000/-

Other loans are payable in short term hence fair value approximates transaction value

**Note No. : 19 Other Financial liabilities**

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
Advance received	-	37.47
	-	<u>37.47</u>

(Rs In ' 000)

**Note No. : 20 Provisions**

Particulars	As at 31st March 2019	As at 31st March 2018
<b>Contingent provisions against standard assets</b>		
Opening balance	-	71.70
Add: Transfer from /(to) Retained Earnings	-	90.71
	-	<u>162.41</u>

**Note No. : 21 Other Current liabilities**

(Rs In ' 000)

Particulars	As at 31st March 2019	As at 31st March 2018
Liability for expenses	29.50	232.40
TDS Payable	1.54	118.30
	<u>31.04</u>	<u>350.70</u>

**Note No. : 22 Revenue from operations**

(Rs In ' 000)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
(a) Sales ( trading)	-	12,817.33
(b) Interest Income	-	4,289.62
© Income from trading in derivatives	-	1,491.31
<b>Revenue from operations</b>	-	<u>18,598.25</u>

**Note No. : 23 Other Income**

(Rs In ' 000)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest income on fixed deposit	707.66	919.14
Dividend	0.02	285.59
<b>Others</b>		
Share of profit from investment in partnership firm	(82.36)	-
Reversal of bank charges	15.85	-
Interest on IT Refund and TDS	-	11.11
Misc Income	1.02	9.94
	<u>642.19</u>	<u>1225.78</u>

**Note No. : 24 Purchase of Stock in trade**

(Rs In ' 000)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
(a) Shares & Securities	-	8,105.00
	-	<u>8,105.00</u>



## Notes forming part of the Consolidated Financial Statements

## Note No. : 25 Changes in Inventories

(Rs In ' 000)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>Opening Stock</b>		
Shares & Securities (A)	3,039.00	29,872.51
<b>Claosing Stock (represented by)</b>		
Capital Contribution in Partnership firm	699.00	-
Stock designated at FVTPL being trade investments	2,340.00	-
Shares & Securities (B)	3,039.00	21,758.81
		8,113.70
		<b>8,113.70</b>

Inventories/ Stock in trade (under Previous GAAP) represents trade investments , acquired for short term duration. Investments acquired for short term duration were classified as inventories under previous GAAP being trade investments Accounting Standard 13 required investments in equity to be measured at lower of cost and fair value. Under Ind AS the same is classified as Current Investments held for trading and designated at FVTPL. Ind AS 109 required investments designated at FVTPL to be measured at Fair value Accordingly inventories being investments held for trading of Rs 2340 ('000) have been designated at FVTPL as required under Ind AS Further Inventories of book value Rs 699 have been contributed to partnership firm as Capital Contribution.

## Note No. : 26 Employee benefit expense

(Rs In ' 000)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Managing director's remuneration	-	159.17
Salaries and bonus	243.27	875.88
Staff welfare	20.53	2.67
Professional tax for employee	0.11	0.65
	263.90	1,038.37

## Note No. : 27 Finance cost

(Rs In ' 000)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest Expense (Bank )	644.06	388.67
Interest Expense for loan	147.21	2,130.90
	791.27	2,519.57


**Notes forming part of the Consolidated Financial Statements**
**Note No. : 28 Other expenses**
**(Rs In ' 000)**

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>Payments to auditor</b>		
As auditor for statutory audit	15.00	34.26
Other charges	14.00	23.00
Annual custody charges	-	10.35
Accounting charges	-	30.00
Advertisement	11.88	13.60
Bank charges	0.76	23.76
Demat charges	2.76	1.66
Depository Charges	12.98	10.35
Travelling & conveyances	9.63	23.04
Filing fees	9.10	48.60
Office maintenance	-	14.50
Listing fees	29.50	-
General Expenses	2.72	15.86
Professional fees	25.91	142.16
Rent	60.00	7.50
Printing & Stationery	66.54	27.45
Postage & Telegram	15.53	10.25
RTA fees	26.55	26.44
Trade license	3.25	7.35
Professional tax	2.50	17.50
STT Charges	1.07	1.97
	<b>309.67</b>	<b>489.60</b>

**Note No. : 29 Tax expense**
**(Rs In ' 000)**

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Current tax	-	84.17
Taxation for earlier years	-	13.98
Deferred tax	-	-
	-	98.15
	-	98.15

**Note No. : 30 Other comprehensive income**
**(Rs In ' 000)**

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>Items that will not be reclassified to profit or loss</b>		
Fair value changes of Investments in equity instruments	(2,619.47)	(29,184.91)
Gain on sale of Investments (Realised)	388.53	1,014.50
to profit or loss	(574.47)	(8,234.93)
		-19,935.48
<b>Total other Comprehensive Income</b>	<b>(1,656.48)</b>	<b>(19,935.48)</b>





## Notes forming part of the Consolidated Financial Statements

## Note No. : 31 Other disclosures

## 1. Contingent liabilities and commitments (to the extent not provided for)

## a) Contingent liabilities :

There are no contingent liabilities on the Group hence there are no claims against the Group not acknowledged as debts.

## (b) Capital commitments

There are no capital commitments contracted by the Group during the period under review

2) There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2018, March 2017 & April 2016. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

## 3) Disclosures as required by Indian Accounting Standard (Ind AS) 37:- Provisions, Contingent liabilities and Contingent assets

## (i) Nature of provision

Provision for contingencies

Provision for contingencies represent provision towards various claims made/anticipated in respect of duties and taxes and other litigation claims against the Company based on the Management's assessment

## (ii) Movement in provision:-

Particulars	Duties & Taxes	Other Litigation Claims	Total
<b>Balance as at 1st April, 2018</b>		NIL	
Provided during the year			
Used during the year		NIL	
Reversed during the year			
<b>Balance as at 31st March, 2019</b>		NIL	
Non-current			
Current		NIL	
<b>Balance as at 1st April, 2017</b>		NIL	
Provided during the year			
Used during the year		NIL	
Reversed during the year			
<b>Balance as at 31st March, 2018</b>		NIL	
Non-current			
Current		NIL	

## (4) Earnings per share - The numerators and denominators used to calculate Basic / Diluted earnings per share

Particulars	2018-2019	2017-2018
<b>(a) Amount used as the numerator</b>		
Profit after Tax - (A)	-722.65	-552.88
<b>(b) Weighted average number of equity shares outstanding used as the denominator for computing Basic Earnings Per Share (B)</b>		
Per Share (B)	3,140.00	3,140.00
<b>Add: Weighted average number of dilutive potential equity shares</b>	-	-
<b>(C) Weighted average number of equity shares outstanding</b>		

**Notes forming part of the Consolidated Financial Statements****Note No. : 31 Other disclosures (Continued)**

used as the denominator for computing Basic Earnings			
Per Share	(C)	3,140.00	3,140.00
(d) Nominal value of equity shares	(Rs)	10.00	10.00
<b>Basic earnings per share</b>	<b>(A)/(B)</b>	<b>(0.23)</b>	<b>(0.18)</b>
<b>Diluted earnings per share</b>	<b>(A)/©</b>	<b>(0.23)</b>	<b>(0.18)</b>

**5) Related party disclosures :**

As per Ind AS 24 - Related Party Disclosures, specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, the name of related party where control exists/able to exercise significant influence along with the transactions and year end balances with them as identified and certified by the management are as follows:

**(a) Name of the related parties and description of their relationship****(i) Subsidiaries/ Step down subsidiaries**

- (1) Aurelian Commercial Private Limited (**Wholly owned Subsidiary upto 14th May, 2018**)
- (2) Aurelian Trading Private Limited (**Wholly owned Subsidiary upto 14th May, 2018**)
- (3) Fastflow Commodeal Limited (**Subsidiary upto 14th May, 2018**)
- (4) Lifestyle Vanijya LLP (**Step down wholly owned Subsidiary upto 14th May, 2018**)
- (5) Moti Finvest Limited (**Step down Subsidiary upto 14th May, 2018**)
- (6) Ultra Dealers Private Limited (**Step down wholly owned Subsidiary upto 14th May, 2018**)

**(ii) Associates**

- (1) Icon Commotrade Private Limited (**Step down Associate upto 14th May, 2018**)
- (2) Indigo Dealers Private Limited (**Associate upto 14th May, 2018**)

**(iii) Key Management Personnel (KMP)**

- |                           |  |
|---------------------------|--|
| (1) Jitendra Kumar Goyal  | Director   |
| (2) Dipak Kumar Kajrewal  | Managing director                                      |
| (3) Vidhu Bhushan Verma   | Independent Director                                   |
| (4) Mahesh Kumar Kejriwal | Independent Director                                   |
| (5) Ritu Agarwal          | Independent Director                                   |
| (6) Radhika Maheshwari    | Company secretary ( <b>w.e.f 14th February, 2019</b> ) |
| (7) Pankaj Marda          | Chief Financial Officer                                |
| (8) Anand Mishra          | Company Secretary ( <b>resigned w.e.f 17.11.2018</b> ) |

**(iv) Other related parties****Close members/Relative of KMP**

- |                          |                                  |
|--------------------------|----------------------------------|
| (1) Shiv Kumar Marda     | Father of Pankaj Marda           |
| (2) Saroj Devi Marda     | Mother of Pankaj Marda           |
| (3) Meena Marda          | Wife of Pankaj Marda             |
| (4) Prabhat Kumar Marda  | Brother of Pankaj Marda          |
| (5) Renu Goyal           | Wife of Jitendra Kumar Goyal     |
| (6) Varsha Goyal         | Daughter of Jitendra Kumar Goyal |
| (7) Sumit Goyal          | Son of Jitendra Kumar Goyal      |
| (8) Virendra Kumar Goyal | Brother of Jitendra Kumar Goyal  |



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

- (1) ABM Finlease Private Limited
- (2) Anjaniputra Promoters Private Limited
- (3) Ashok Vatika Agro Farms Private Limited
- (4) Aurelian Commercial LLP
- (5) Aurelian Trading LLP
- (6) Centuple Commercial LLP
- (7) Centuple Trading LLP
- (8) Daulat Vintrade LLP
- (9) Daffodil Dealtrade Private Limited
- (10) Decillion Finance Limited
- (11) Dignity Dealtrade Private Limited
- (12) Goyal Commercial Private Limited
- (13) Horizon Agro Processing Private Limited
- (14) Icon Commotrade LLP
- (15) Laxmidhan Properties Private Limited
- (16) Littlestar Tracom LLP
- (17) Mayborn Investments Private Limited
- (18) Maruti Tie-up LLP
- (19) Merit Commosales LLP
- (20) Planet Dealtrade LLP
- (21) Rambhakta Enterprise LLP
- (22) Shreyans Stockinvest Private Limited
- (23) Silverlake Tradelinks LLP
- (24) Skylight Vintrade LLP
  
- (25) SMRK Investment & Finance Private Limited (Formerly Known as Managalchand Property & Investments Private Limited)
- (26) Spectrum Pestorgan Private Limited
- (27) Success Dealers LLP
- (28) Sumit Technisch & Engineering Private Limited
- (29) Suncity Dealers LLP
- (30) Tubro Consultants & Enterprises Private Limited
- (31) Twinkle Vintrade LLP
- (32) Vedik Holdings Private Limited
- (33) Vibgyor Commotrade Private Limited
- (34) Yashoyog Commercial LLP
- (35) Yerrow Finance and Investments Private Limited
- (36) Zigma Commosales Private Limited

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


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

- (1) G Jitendra HUF
- (2) Virendra Kumar Goyal HUF
- (3) Y K Goyal & Sons HUF
- (4) Pankaj Marda HUF
- (5) S Marda & Sons HUF
- (6) KVZ Enterprises
- (7) Yashoyog Investments
- (8) Sumit Goyal Benefit Trust
- (9) Varsha Goyal Benefit Trust

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

**Transaction with related party**
**(Rs In ' 000)**

Sl	Name of Related Party - Company or Individual	Nature of transactions and outstanding balances	FY 2018-2019	FY 2017-2018
<b>KEY MANAGEMENT PERSONNEL</b>				
1	ANAND MISHRA	REMUNERATION	26.70	
2	PANKAJ MARDA	REMUNERATION	180.00	180.00
3	RADHIKA MAHESHWARI	REMUNERATION	17.23	-
4	RAMA KANT MISHRA	REMUNERATION	-	55.80
<b>Entities where Key Management Personnel and their relative have significant influence</b>				
1	ABM FINLEASE PVT LTD	ADVANCE PAYABLE	7.00	-
		ADVANCE REPAID	7.00	-
		SALE OF SHARES & SECURITIES	4,500.00	-
		INVESTMENTS IN SHARES & SECURITIES	1,500.00	-
2	AURELIAN COMMERCIAL PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	8,424.53	-
3	AURELIAN TRADING PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	8,029.50	-
4	CENTUPLE COMMERCIAL LLP	SECURITY DEPOSIT (GIVEN)	200.00	-
5	DAULAT VINTRADE PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	25.00	-
6	DAFFODIL DEALTRADE PVT LTD	INVESTMENTS IN SHARES & SECURITIES	9,500.00	-
		INVESTMENTS IN SHARES & SECURITIES SOLD	4,500.00	-
		CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	100.00	-
		SALE OF SHARES & SECURITIES	4,000.00	-
		LOAN TAKEN	200.00	-
		INTEREST PAYABLE	2.42	-
		LOAN REPAID	202.42	-



7	DECILLION FINANCE LIMITED	<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>0.00</b>
		ADVANCE RECEIVABLE	-	1,000.00
		ADVANCE REFUNDED	-	1,000.00
		ADVANCE PAYABLE		4,000.00
		ADVANCE REPAID		4,000.00
		SALE OF SHARES & SECURITIES	2,500.00	3,500.00
8	DIGNITY DEALTRADE PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	100.00	-
		INVESTMENTS IN SHARES & SECURITIES	3,500.00	-
		INVESTMENTS IN SHARES & SECURITIES SOLD	3,000.00	-
9	ICON COMMOTRADE LTD	INVESTMENTS IN SHARES & SECURITIES	-	1,500.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	-	1,500.00
10	FASTFLOW COMMODEAL LTD	INVESTMENTS IN SHARES & SECURITIES	-	50.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	-	50.00
11	GOYAL COMMERCIAL PVT LTD	INVESTMENTS IN SHARES & SECURITIES	-	20.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	-	95.00
12	LITTLESTAR TRACOM LTD	INVESTMENTS IN SHARES & SECURITIES SOLD	15.00	-
13	MARUTI TIE-UP LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	50.00	-
14	MERIT COMMOALES PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	155.00	-
15	MAYBORN INVESTMENTS PVT LTD	OPENING BALANCE	677.98	-
		LOAN TAKEN	2,500.00	5,000.00
		INTEREST PAYABLE	13.07	215.38
		TDS PAYABLE	1.31	19.78
		LOAN REPAID	3,189.74	4,517.63
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>677.98</b>
		INVESTMENTS IN SHARES & SECURITIES	1,500.00	1,000.00
		INVESTMENTS IN SHARES & SECURITIES SOLD	1,200.00	2,500.00
16	PLANET DEALTRADE PVT LTD	CAPITAL CONTRIBUTION TO PARTNERSHIP FIRM	75.00	-
17	RAMBHAKT ENTERPRISE LLP	ADVANCE RECEIVABLE	-	2,000.00
		ADVANCE REFUNDED	-	2,000.00
18	SCINTILLA COMMERCIAL & CREDIT LTD.	ADVANCE RECEIVABLE	-	50.00
		ADVANCE REFUNDED	-	50.00
		ADVANCE PAYABLE	-	50.00
		ADVANCE REPAID	-	50.00



19	SHREYANS STOCKINVEST PVT LTD	OPENING BALANCE	7.10	-
		LOAN TAKEN	-	4,000.00
		INTEREST PAYABLE	-	7.89
		TDS PAYABLE	-	0.79
		LOAN REPAID	7.10	4,000.00
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>7.10</b>
		INVESTMENTS IN SHARES & SECURITIES SOLD	70.00	
20	SILVERLAKE TRADELINK LTD	Advance	5.75	-
21	SPECTRUM PESTORGAN PVT LTD	ADVANCE PAYABLE	10.76	3.26
		ADVANCE REPAID	-	3.26
22	SMRK INVESTMENTS & FINANCE PVT LTD (FORMERLY NAMED AS MANGALCHAND PROPERTY & INVESTMENTS PVT LTD)	OPENING BALANCE	5,812.65	-
		LOAN TAKEN	3,000.00	20,000.00
		INTEREST PAYABLE	123.78	569.61
		TDS PAYABLE	12.38	56.96
		LOAN REPAID	8,924.06	14,700.00
		<b>BALANCE PAYABLE:</b>	<b>NIL</b>	<b>5,812.65</b>
		SALE OF SHARES & SECURITIES	3,500.00	
23	TUBRO CONSULTANTS & ENTERPRISES (P) LTD	ADVANCE PAYABLE	118.56	110.49
		ADVANCE REPAID	137.08	91.97
24	VIBGYOR COMMOTRADE PVT LTD	PURCHASE OF SHARES & SECURITIES	1,000.00	100.00
25	ZIGMA COMMOSALES PVT LTD	PURCHASE OF SHARES & SECURITIES	1,000.00	50.00
26	KVZ ENTERPRISES	INVESTMENTS IN PARTNERSHIP FIRM	19,400.00	-
27	YASHOYOG INVESTMENTS	INVESTMENTS IN PARTNERSHIP FIRM	350.00	-

During the financial year ended 2018-19, Kaushal Investments Ltd (the "Holding Company") entered into a partnership agreement with VZ Vanijya LLP and formed KVZ Enterprises (a "Partnership firm"). Subsequently on 14th of May 2018 the holding company transferred its entire controlling equity stake in Aurelian Commercial Pvt Ltd, Aurelian Trading Pvt Ltd and Fastflow Commodeal Ltd at book value (Rs 16834 thousands) and its equity accounted investments in Indigo Dealers Pvt Ltd (an associate) at book value of Rs 1634 thousands along with other assets towards capital contribution for 13% share of profits in KVZ Enterprises. Ultra Dealers Pvt Ltd, and Life style Vanijya LLP being associates of Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd and step down subsidiaries of Kaushal Investments Ltd were ceased to be the step down subsidiaries pursuant to transfer of entire controlling stake in Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd to KVZ Enterprises.

Moti Finvest Ltd being direct subsidiary of Fastflow Commodeal Ltd and step down subsidiary of Kaushal Investments Ltd ceased to be the step down subsidiary pursuant to transfer of entire controlling stake in Fastflow Commodeal Ltd to KVZ Enterprises.

Kaushal Investments Ltd direct holding in Icon Commotrade Ltd (an "associate") is 13.38% and together with its step down subsidiary i.e. Ultra Dealers Pvt Ltd was 49.42%. Further Ultra Dealers Pvt Ltd was an associate of two wholly owned subsidiaries of Kaushal Investments Ltd i.e. Aurelian Commercial Pvt Ltd and Aurelian Trading Pvt Ltd each of which holds 50% equity stake. Subsequent to transfer of entire controlling stake in the above two wholly owned subsidiaries management of Kaushal Investments Ltd has determined that the holding company has no control or significant influence over its step down subsidiary i.e. Ultra Dealers Pvt Ltd Pursuant to such determination the holding Company's direct holding in Icon Commotrade Ltd is limited to 13.38%. Holding Company now no longer exercises significant influence over Icon Commotrade Ltd and discontinued the use of equity method of consolidation during the year ended 31st March, 2019. Further Icon Commotrade Ltd had been converted into LLP and retained interest in such LLP is measured at its carrying amount of Rs 1059.50 thousands and is separately shown as Investment in LLP under "Other Investments".



Details of Remuneration paid/payable to KMP

Particulars	Year ended 31st March 2019					TOTAL
	Jitendra Kumar Goyal	Dipak Kumar Kajrewal	Pankaj Marda	Radhika Maheshwari	Anand Mishra	
Short-term employee benefits						
Salary	-	-	180.00	17.23	26.70	223.93
Commission	-	-	-	-	-	-
Perquisites	-	-	-	-	-	-
Post-employment benefits	-	-	-	-	-	-
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-	-	-

\* The said amount does not includes amount in respect of gratuity and leave

Details of Remuneration paid/payable to KMP

Particulars	Year ended 31st March 2018					TOTAL
	Jitendra Kumar Goyal	Vidhu Bhushan Verma Mahesh Kumar Kejriwal	Pankaj Marda	Anand Mishra		
Short-term employee benefits						
Salary	-	-	-	180.00	68.57	248.57
Commission	-	-	-	-	-	-
Perquisites	-	-	-	-	-	-
Post-employment benefits	-	-	-	-	-	-
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-	-	-

\* The said amount does not includes amount in respect of gratuity and leave

- a) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
- b) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in current year and previous year for bad or doubtful debts in respect of the amounts owed by related parties.
- c) The remuneration of directors is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.
- d) The above mentioned assessment is undertaken each financial year through examining the financial position of related parties, the market in which related party operate and the accounting policy of the Company



## Notes forming part of the Consolidated Financial Statements

## Note No. : 31 Other disclosures (Continued)

## 6) Financial instruments - Accounting, Classification and Fair value measurements

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

## A) Financial instruments by category

(Rs In ' 000)

As at 31st March, 2019

Particulars	Refer Note No	Amortised Cost	FVTOCI	FVTPL	Total Carrying Value	Total Fair Value
<b>1) Financial assets</b>						
Equity accounted investments	4	-				
Non Current Investments (others)	5	1,269.50	8,314.03	-	9,583.53	9,583.53
Investment in partnership firm	6	19,667.64			19,667.64	19,667.64
Other financial assets (non current)	7	1,001.23	-	-	1,001.23	1,001.23
Trade Investment (Current, Stock in trade)	10	-		1,260.00	1,260.00	1,260.00
Trade and other receivables	11	-			-	-
Cash and cash equivalents	12	134.43			134.43	134.43
Loans	13	-			-	-
Other financial assets (Current)	14	200.00			200.00	200.00
<b>TOTAL</b>		<b>22,272.80</b>	<b>8,314.03</b>	<b>1,260.00</b>	<b>31,846.83</b>	<b>31,846.83</b>
<b>2) Financial Liabilities</b>						
Borrowings	18	305.40	-	-	305.40	305.40
Other financial liabilities	19	-	-	-	-	-
<b>TOTAL</b>		<b>305.40</b>	<b>-</b>	<b>-</b>	<b>305.40</b>	<b>305.40</b>

As at 31st March, 2018

Particulars	Refer Note No	Amortised Cost	FVTOCI	FVTPL	Total Carrying Value	Total Fair Value
<b>1) Financial assets</b>						
Equity accounted investments	4	42,711.97	-	-	42,711.97	42,711.97
Non Current Investments (others)	5		94,978.14	-	94,978.14	94,978.14
Investment in partnership firm	6	-	-	-	-	-
Other financial assets (non current)	7	13,645.08	-	-	13,645.08	13,645.08
Trade Investment (Current, Stock in trade)	10	-		21,758.81	21,758.81	21,758.81
Trade and other receivables	11	2,640.00			2,640.00	2,640.00
Cash and cash equivalents	12	12,182.19			12,182.19	12,182.19
Loans	13	70,702.83			70,702.83	70,702.83
Other financial assets (Current)	14	90.00			90.00	90.00
<b>TOTAL</b>		<b>141,972.08</b>	<b>94,978.14</b>	<b>21,758.81</b>	<b>258,709.02</b>	<b>258,709.02</b>
<b>2) Financial Liabilities</b>						
Borrowings	18	72,525.92	-	-	72,525.92	72,525.92
Other financial liabilities	19	37.47	-	-	37.47	37.47
<b>TOTAL</b>		<b>72,563.40</b>	<b>-</b>	<b>-</b>	<b>72,563.40</b>	<b>72,563.40</b>





Details of Remuneration paid/payable to KMP

Particulars	Year ended 31st March 2019						TOTAL
	Jitendra Kumar Goyal	Dipak Kumar Kajriwal	Pankaj Marda	Radhika Maheshwari	Anand Mishra		
Short-term employee benefits							
Salary	-	-	180.00	17.23	26.70		223.93
Commission	-	-	-	-	-		-
Perquisites	-	-	-	-	-		-
Post-employment benefits	-	-	-	-	-		-
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-	-		-

\* The said amount does not includes amount in respect of gratuity and leave

Details of Remuneration paid/payable to KMP

Particulars	Year ended 31st March 2018						TOTAL
	Jitendra Kumar Goyal	Vidhu Bhusan Verma	Kumar Kajriwal	Pankaj Marda	Anand Mishra		
Short-term employee benefits							
Salary	-	-	-	180.00	68.57		248.57
Commission	-	-	-	-	-		-
Perquisites	-	-	-	-	-		-
Post-employment benefits	-	-	-	-	-		-
Contribution to Provident Fund, Gratuity and other Funds *	-	-	-	-	-		-

\* The said amount does not includes amount in respect of gratuity and leave

- a) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
- b) The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in current year and previous year for bad or doubtful debts in respect of the amounts owed by related parties.
- c) The remuneration of directors is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.
- d) The above mentioned assessment is undertaken each financial year through examining the financial position of related parties, the market in which related party operate and the accounting policy of the Company

**Notes forming part of the Consolidated Financial Statements**

Note No. : 31 Other disclosures (Continued)

**B. Fair value hierarchy**

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale

**(2) The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:**

**Level 1: Quoted prices (unadjusted) in active markets** for identical financial assets or liabilities. This category consists of investment in quoted equity shares

**Level 2: Valuation techniques with observable inputs** other than quoted prices included within Level 1 that are observable for financial asset or liability, either directly or indirectly

**Level 3: Valuation techniques with significant unobservable inputs** for financial assets or liabilities that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates. Fair value gain derived by using Level 3 hierarchy are recognised as deferred gain until the financial asset is sold or transferred to Level 1 hierarchy.

(i) Financial assets and financial liabilities measured at fair value on a recurring basis as at 31st March, 2019:

(Rs In ' 000)

Particulars	Refer Note No	Level 1	Level 2	Level 3	Total
<b>1) Financial assets</b>					
At FVTOCI					
(i) Investments in Equity Instruments	5	1.83	-	8,312.20	8,314.03
At FVTPL					
(ii) Investments in Equity Instruments	10			1,260.00	1,260.00
<b>TOTAL FINANCIAL ASSETS</b>		<b>1.83</b>	<b>-</b>	<b>9,572.20</b>	<b>9,574.03</b>

(ii) Financial assets and financial liabilities measured at fair value on a recurring basis as at 31st March, 2018:

(Rs In ' 000)

Particulars	Refer Note No	Level 1	Level 2	Level 3	Total
<b>1) Financial assets</b>					
At FVTOCI					
(i) Investments in Equity Instruments	5	39190.63		55787.51	94978.14
At FVTPL					
(ii) Investments in Equity Instruments	10	1876.81		19882.00	21758.81
<b>TOTAL FINANCIAL ASSETS</b>		<b>41,067.44</b>	<b>-</b>	<b>75,669.51</b>	<b>116,736.95</b>

**There have been no transfer between Level 1 and Level 2 either during the year ended 31st March 2019 or during the year ended 31st March 2018**

**The following methods and assumptions were used to estimate the fair values**

(i) Investments carried at fair value are generally based on market price quotations. However in cases where quoted prices are not available than different valuation technique have been used by the management for different investments. These investments in equity instruments are not held for trading. Instead, they are held for long term strategic purpose.

The Group has chosen to designate this investments in equity instruments at FVOCI since, it provides a more meaningful presentation. Cost of certain investments in equity instruments have been considered as an appropriate estimate of fair value because of wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

(ii) Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade and other receivables, loans and other current & Non-current financial assets, and other current financial liabilities including borrowings approximate their carrying amounts due to the short term maturities of these instruments

(iii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

**7) Financial risk management objectives and policies**

The Group's principal financial liabilities are Borrowings and Trade payables characterised with repayable in short period and beside that there exists no other financial liabilities. The Group's principal financial assets include Trade receivables, Cash and cash equivalents, Investments in equity shares & other financial assets that derive directly from its operations.

The Group is not generally exposed to credit risk as most of its Trade receivables are repayed in short period. However it is still exposed to liquidity risk and market risk. The company's Senior management oversees the management of these risks, and the appropriate financial risk governance framework for the Group. The senior management provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviewed policies for managing each of these risks, which are summarized below:

**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk.

**Notes forming part of the Consolidated Financial Statements**

Note No. : 31 Other disclosures (Continued)

**7) Financial risk management objectives and policies (Contd...)****(i) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's obligations towards Bank overdraft with floating interest rates, but since it is for short duration it doesn't Cast Significant risk owing to this Exposure.

**(ii) Regulatory risk**

Risk is inherent in every business activity and business activity such as investments in shares and securities are no exception.. The sector in which Company operates displays strong Security characteristics and is subject to cyclical price movements The company is exposed to risks from various sects of Regulator which governs the operation carried out by the Company, by way of SEBI'S Policy ,RBI Guidelines, Rules and Regulations , other Government polices , law of the land , Taxation etc which effects the financial performance of the company.

**(iii) Credit risk**

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

The impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each balance sheet date. Financial assets are written off when there is no reasonable expectation of recovery, however, the Group continues to attempt to recover the receivables. Where recoveries are made, these are recognised in the Consolidated Statement of Profit and Loss Based on Group's past history and the model under which its various company opearates doesn't cast significant credit risk leading to impairment of its financial assets

**(iv) Trade receivables**

Trade receivables are non-interest bearing and do not involve Significant financing cost , hence Transaction value approximates fair value for Trade receivables. An impairment analysis is performed at each balance sheet date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively Based on the Groups various company's past history and the model under which it works where it obtains most of the revenue generated from operation in advance ,Group dosent provide for allowances for expected credit loss during the period under review.

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

(Rs. In `000)

Particulars	As at 31st	As at 31st March
	March 2019	2018
Upto 6 months	-	2,640.00
6 to 12 months	-	-
More than 12 months	-	-
		2,640.00

**(8) Balances with banks**

Credit risk from balances with banks is managed in accordance with the Company's policy

**Liquidity risk**

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and other short term loans and advances.

**9) Capital Management****(a) Risk management**

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Companies The Group determines the amount of capital required on the basis of annual business plan coupled with long term and short term Strategic investments and expansion plans. The funding needs are met through equity, cash generated from operations, short term borrowings and through use of bank overdrafts.. For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders of the Group companies. The Group's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders. The Group manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group company may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Group companies has complied with these covenants and there have been no breaches in the financial covenants of any interest-bearing loans and borrowings. The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the company Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances (including non-current earmarked (balances) and current investments if any.

The table below summarises the capital, net debt and net debt to equity ratio of the Group.

(Rs. In `000)

Particulars	As at 31st	As at 31st March
	March 2019	2018
Equity share capital	31400	31400
Other Equity	586	139,954
<b>Total Equity</b> (A)	31,986	171,354



## Notes forming part of the Consolidated Financial Statements

Non current borrowings		-	-
Short term borrowings		305	72,526
<b>Gross Debt</b>	<b>(B)</b>	<b>305</b>	<b>72,526</b>
<b>TOTAL CAPITAL</b>	<b>(A+B)</b>	<b>32,291</b>	<b>243,879</b>
Gross Debt as above		305	72,526
Less : Current Investments		-	-
Less : Cash and cash equivalents		134	12,182
Less : Other balances with banks ( including non-current earmarked balances)		1,001	13,645
<b>NET DEBT</b>	<b>C</b>	<b>(830)</b>	<b>46,699</b>
<b>NET DEBT TO EQUITY</b>		<b>(0.03)</b>	<b>0.27</b>

## Note No. : 32 INTEREST IN OTHER ENTITIES

## (A) Changes in Group structure

During the previous year ended 31st March 2019, the following changes in Group Structure have taken place and the same have been appropriately dealt with in the Consolidated Financial Statement. During the year under review, following companies ceased to be the subsidiaries during the previous year ended 31st March 2019 pursuant to transfer of interest in such entities to KVZ Enterprises (a Partnership firm, where Kaushal Investments Ltd is a partner, having share of profits of 13%) towards capital contribution in such partnership firm.

## Particulars of the Company which ceased to be the subsidiaries during the year ended 31st March, 2019

Name of the company	% of shares held	Relationship
Aurelian Commercial Pvt Ltd	100.00%	Wholly owned subsidiary
Aurelian Trading Pvt Ltd	100.00%	Wholly owned subsidiary
Fastflow Commoddeal Limited	56.40%	Subsidiary
Lifestyle Vanijiyva LLP	100.00%	Step down subsidiary
Ultra Dealers Pvt Ltd	100.00%	Step down subsidiary
Moti Finvest Ltd	50.09%	Step down subsidiary

## Following facts were taken into consideration while determining whether the Company has control over the above mentioned companies. (" the investee ")

A subsidiary is an entity that is controlled by another entity. An investor determines whether it is a parent by assessing whether it controls one or more subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally there is a presumption that a majority of voting rights result in control thus the Group assessed the following in order to determine that it has no control over the investees

(i) Although the parent holds existing rights but it doesn't give it the current ability to direct the relevant activities of the investee that is the activities that significantly affect the investee's returns. Since the investments made in the above subsidiaries were transferred to KVZ Enterprises (a partnership firm, where Kaushal Investments Ltd is a partner having share of profit of 13%) towards capital contribution at the carrying amount standing in standalone financial statements for the year ended 31st March, 2018

(ii) Parent is abstained from any decision making rights in the investee thus it is not exposed to variable returns from its involvement that have the potential to vary as a result of the investee's performance.

Pursuant to loss of control, assets and liabilities of the above mentioned companies including non controlling interest and capital reserve were Derecognised as on 31st March 2019

Particulars	(Amount in Rs '000)
Non-current assets	117,745.68
Current assets	102,702.52
Non current liabilities	2,006.14
Current liabilities	55,479
<b>Net Assets</b>	<b>162,962.58</b>
Non-controlling interests	22,276.39
Capital Reserve	156,208.03

As per our report of even date attached

For and on behalf of the Board of Directors

For C.K. Chandak & Co.  
Chartered Accountants  
Firm Registration No: 326844E

Jitendra Kumar Goyal  
Director  
(DIN: 00468744)

Dipak Kumar Kajrewal  
Managing Director  
(DIN: 08280264)

(CA **Chandra Kumar Chandak**)  
Proprietor  
Membership No- 054297  
Place of Signature : Kolkata  
Date : 30.05.2019

Pankaj Marda  
Chief Financial Officer  
(PAN: AFCPM7576A)

Radhika Maheshwari  
Company Secretary  
(PAN: AVHPM0929N)





**KAUSHAL INVESTMENTS LTD**

**CIN: L65993WB1981PLC033363**

**Regd. Office:** 3, Bentinck Street, 4<sup>th</sup> Floor, Room No. D-8, Kolkata-700001

**Email:**[info@kaushalinvest.com](mailto:info@kaushalinvest.com); **Website:** [www.kaushalinvest.com](http://www.kaushalinvest.com)

**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.

DP ID*		Folio No.	
Client ID*		No. of Shares	
Name of the member(s) (in Block Letters)			
Name of the Proxi, of any (in Block Letters)			

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company at “Oswal Chambers”, EITMA, 5th Floor, 2, Church Lane, Kolkata – 700 001, on Monday, the 30th September, 2019 at 1.00 P.M

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

\_\_\_\_\_  
Signature of Proxy

**Notes:**

- 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



**KAUSHAL INVESTMENTS LTD**

**CIN: L65993WB1981PLC033363**

**Regd. Office:** 3, Bentinck Street, 4<sup>th</sup> Floor, Room No. D-8, Kolkata-700001

**Email:**[info@kaushalinvest.com](mailto:info@kaushalinvest.com); **Website:** [www.kaushalinvest.com](http://www.kaushalinvest.com)

**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 :.....

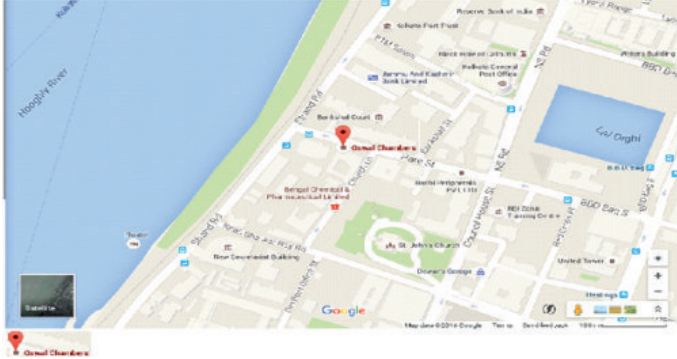
Address :.....

E-mail ID:..... Signature..... Or failing him / her

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<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 Monday, the 30th September, 2019 at 1.00 P.M in respect of such resolutions as indicated below:

**MAP SHOWING LOCATION OF THE VENUE OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING**

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



**KAUSHAL INVESTMENTS LTD**

**CIN: L65993WB1981PLC033363**

**Regd. Office:** 3, Bentinek Street, 4<sup>th</sup> Floor, Room No. D-8, Kolkata-700001

**Email:**[info@kaushalinvest.com](mailto:info@kaushalinvest.com); **Website:** [www.kaushalinvest.com](http://www.kaushalinvest.com)

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

Resolution Nos.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to be passed to receive, consider and adopt the Audited Accounts (both Standalone and Consolidated) of the Company for the year ended 31 <sup>st</sup> March, 2019 along with Director's Report and Auditor's Report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Jitendra Kumar Goyal (DIN: 00468744), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to modify the terms of appointment of Statutory Auditor of the Company.		

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

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

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

Affix Revenue Stamp

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 38<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.

*If undelivered please return to :*  
**Kaushal Investments Limited**  
3, Bentinck Street, 4th Floor, Room No. D-8  
Kolkata - 700001