

# **VISISTH CHAY VYAPAR LIMITED**

**(CIN: L15491DL1985PLC019848)**

**ANNUAL REPORT 2019-20**

| <b>SL.NO</b> | <b>CONTENTS</b>  | <b>PAGE</b> |
|--------------|--|-------------|
| 1            | CORPORATE INFORMATION  | i           |
| 2            | NOTICE   | ii-xiv      |
| 3            | DIRECTORS REPORT   | 1-7         |
| 4            | ANNEXURE-I (AOC-2)   | 8-9         |
| 5            | ANNEXURE-II (MD & CFO CERTIFICATION)   | 10          |
| 6            | ANNEXURE-III (MANAGING DIRECTOR'S CERTIFICATION)   | 11          |
| 7            | ANNEXURE-IV (MANAGEMENT DISCUSSION & ANALYSIS REPORT)  | 12-13       |
| 8            | ANNEXURE-V (MGT-9)   | 14-21       |
| 9            | ANNEXURE-VI (SECRETARIAL AUDIT REPORT)   | 22-24       |
| 10           | CORPORATE GOVERNANCE REPORT  | 25-33       |
| 11           | AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE  | 34          |
| 12           | AUDITOR'S CERTIFICATE ON NON DISQUALIFICATION OF DIRECTORS   | 35          |
| 13           | INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS   | 36-40       |
| 14           | ANNEXURE-'A' OF AUDITORS' REPORT (CARO, 2016)  | 41-42       |
| 15           | ANNEXURE 'B' OF AUDITORS' REPORT (INTERNAL FINANCIAL REPORT)   | 43-44       |
| 16           | AUDITOR'S REPORT AS SPECIFIED IN PARAGRAPH 2 OF NBFC AUDITORS REPORT (RESERVE BANK) DIRECTIONS, 2008 | 45          |
| 17           | BALANCE SHEET  | 46          |
| 18           | STATEMENT OF PROFIT & LOSS   | 47          |
| 19           | CASH FLOW STATEMENT  | 48          |
| 20           | NOTES ACCOMPANYING FORMING PARTS OF FINNACIAL STATEMENTS   | 49-58       |

## **BOARD OF DIRECTORS:**

Champa Lal Pareek: Managing Director (DIN: 00030815)  
Avi Lunia: Non –Executive Independent Director (DIN: 07687360)  
Mohit Parakh: Non –Executive Independent Director (DIN: 02033194)  
Tripty Modi: Non –Executive Non-Independent Director (DIN: 07203672)  
Chanchal Rungta: Non –Executive Non-Independent Director (DIN: 07590027)

## **COMMITTEES OF THE BOARD:**

### **Audit Committee Members:**

Mr. Mohit Parakh: Chairman  
Mr. Avi Lunia: Member  
Ms. Tripti Modi: Member

### **Nomination & Remuneration Committee Members:**

Mr. Mohit Parakh: Chairman  
Mr. Avi Lunia: Member  
Ms. Tripti Modi: Member

### **Stakeholders Committee Members:**

Mrs. Chanchal Rungta: Chairman  
Ms. Tripti Modi: Member  
Mr Avi Lunia: Member

## **OTHER KEY MANAGERIAL PERSON:**

Ms. Divya Modi: Chief Finance Officer  
Ms. Shilpi Poddar: Company Secretary & Compliance Officer

**BANKER:** Axis Bank

## **AUDITORS:**

Statutory & Tax Auditor: M/s. DRMS & Associates., Chartered Accountants,  
6, Parbati Ghosh Lane, 2<sup>nd</sup> floor, Singhi Bagan, Kolkata-700007  
Secretarial Auditor: Priya Mankani, Practicing Company Secretary,  
Block-309, Flat-2A, Fort Residency, S.N. Roy Road,  
New Alipore, Kolkata-700038  
Internal Auditor: Mohit Surtani, 26/1A, S.N. Roy Road, Kolkata-700038

**REGISTRAR & SHARE TRANSFER AGENT:** M/s Niche Technologies Private Limited, 3A, Auckland Road, 7<sup>th</sup> Floor, Room No 7A& 7B, Kolkata-700017

**SHARES LISTED WITH:** Metropolitan Stock Exchange of India Limited

**REGISTERED OFFICE ADDRESS:** A-446, Basement, Defence Colony, New Delhi-110024

**CORPORATE OFFICE:** 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata-700017.

# VISISTH CHAY VYAPAR LIMITED

A - 446, BASEMENT, DEFENCE COLONY, NEW DELHI - 110024

Email Id: [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com), Phone No: 033-66133300

CIN: L15491DL1985PLC019848

Website: [www.vcvl.in](http://www.vcvl.in)

## NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of **VISISTH CHAY VYAPAR LIMITED** will be held on Tuesday, 29<sup>th</sup> September, 2020 at 2:30 P.M. at the registered office at A-446 Basement, Defence Colony, New Delhi 110024 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended March 31, 2020 and Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Ms. Tripti Modi (DIN: 07203672), who retires by rotation and being eligible, offers herself for re-appointment.

### Special Business:

#### 3. Appointment of Avi Lunia (DIN: 07687360) as an Independent Director:

To appoint Mr. Avi Lunia (DIN: 07687360) as an Independent Director and in this regard to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Avi Lunia (DIN: 07687360), who was appointed as an Independent Director of the Company by the Board of Directors effect from 30<sup>th</sup> July, 2020, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from members proposing his candidature for the office of director, be and is hereby appointed as an Independent Director for 5 (five) consecutive years for term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2025 and shall not be liable to retire by rotation.”

#### 4. Appointment of Mr. Mohit Parakh (DIN No. 02033194) as the Independent Director

To appoint Mr. Mohit Parakh (DIN No. 02033194) as an Independent Director and in this regard to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Director) Rules, 2014 (including any

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statutory modification(s) or re-enactment thereof for the time being in force, Mr. Mohit Parakh (DIN No. 02033194), who was appointed as an Independent Director of the Company by the Board of Directors effect from 30<sup>th</sup> July, 2020, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from members proposing his candidature for the office of director, be and is hereby appointed as an Independent Director for 5 (five) consecutive years for term up to the conclusion of the Annual General Meeting of the Company in the calendar year 2025 and shall not be liable to retire by rotation.”

### **5. Reappointment of Mr. Champa Lal Pareek (DIN No. 00030815) as the Managing Director of the Company:**

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and Audit Committee of the Company, and the Nomination and Remuneration Policy of the Company, approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Mr. Champa Lal Pareek DIN: 00030815 as the Managing Director of the Company for a period of five (5) years, commencing from 30<sup>th</sup> July, 2020 till the conclusion of the Annual General Meeting to be held in the year 2025 without remuneration and on such terms and conditions as may be agreed between Board of Directors and Mr. Champa Lal Pareek or as may be amended by Board of Directors and agreed by Mr. Champa Lal Pareek from time to time within the said period of 5 years subjects to maximum limit of salary, commission laid in Schedule V of the Companies Act, 2013 and will not liable to retire by rotation

By Order of the Board of Directors

**For Visisth Chay Vyapar Limited**

Sd/-

Chanchal Rungta

Director

DIN: 07590027

Place: Kolkata

Date: 30.07.2020

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## NOTES:

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013('the Act'), with respect to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. In view of the massive outbreak of Covid-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the General Circulars Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and MCA Circulars, the 36th AGM of the Company is being held through VC/OAVM facility, which does not require physical presence of members at a common venue. For this purpose, the Company has authorised Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The deemed venue for the AGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Corporate members intending to attend the Meeting are requested to send to the Company pursuant to the provisions of Section 113 of the Act, a duly certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting
6. 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.
7. The details of the Directors retiring by rotation/ seeking appointment/re-appointment, as required in terms of applicable regulations of Listing Regulations entered with the Stock

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Exchanges and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.

8. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 21<sup>st</sup> August, 2020.
9. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2020 are requested to send the email communication to the Company at [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com) and to the R&TA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e 22<sup>nd</sup> September, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.
11. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22<sup>nd</sup> September, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
12. Members holding shares in physical form are advised to file nominations SH-13 in respect of their shareholding in the Company, if not already registered and to submit the same to the R&TA. The nomination form may be downloaded from the Company's website: [www.vcvl.in](http://www.vcvl.in).
13. The Register of Members of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained of the Companies Act, under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com).
15. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.vcvl.in](http://www.vcvl.in) and in the websites of the Stock Exchanges, i.e., MSEI and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
16. For receiving all communication (including Annual Report) from the Company electronically:

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- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com) or to R&TA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

**17.** Members will be allowed to attend the AGM through VC/OAVM on first come first serve basis. Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

### **18. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on <20.09.2020 at 09.00 A.M.> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



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(viii) If you are a first time user follow the steps given below:

|   | <b>For Shareholders holding shares in Demat Form and Physical Form</b>  |
|---|---|
| PAN   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>                |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul> |

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <VISISTH CHAY VYAPAR LIMITED> on which you choose to vote.

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The

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option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at

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<https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

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

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### (xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **VISISTH CHAY VYAPAR LIMITED**

A - 446, BASEMENT, DEFENCE COLONY, NEW DELHI - 110024

Email Id: [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com), Phone No: 033-66133300

CIN: L15491DL1985PLC019848

Website: [www.vcvl.in](http://www.vcvl.in)

19. Mrs. Pria Mankani, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and e-voting during the AGM) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by her in writing who shall countersign the same and declare the results of the voting forthwith.
20. Subject to casting of requisite number of votes in favour of the resolution(s), it shall be deemed to be passed on the date of AGM of the Company.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com) and on the website of CDSL immediately after declaration of results of passing of the resolution at the AGM of the Company and the same shall also be communicated to MSEI Limited where the shares of the Company are listed.

### **Explanatory Statement**

#### **Item no. 3 & 4**

The Board of Directors at its Meeting held on July 30, 2020 on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mohit Parakh (DIN 02033194) and Mr. Avi Lunia (DIN 07687360), as an Independent Director of the Company with immediate effect for a period of 5 years till the conclusion of Annual General Meeting to be held in the year 2025.

Further the Company has received requisite consent and declaration from him stating his intention to act as an Independent Director of the Company and that he fulfils the criteria of independence as provided in section 149 and Rules made thereunder, SEBI Listing Regulations and is independent of the management.

Mr. Mohit Parakh & Mr. Avi Lunia does not hold any equity shares of the Company.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Mohit Parakh and Mr. Avi Lunia for the office of Independent Director of the Company. The Board, based on recommendation of Nomination and Remuneration Committee and the extensive working experience of Mr. Parakh and Mr. Lunia, considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mohit Parakh and Mr. Avi Lunia as Independent Director and accordingly recommends the resolution as set forth in Item no. 3 & Item No. 4 for the approval of the members of the Company.

Except Mr. Mohit Parakh and Mr. Avi Lunia, none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

#### **Item No. 5**

Mr. Champa Lal Pareek had been re-appointed as Managing Director of the Company on July 30,

**Corporate Office: 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata - 700 017**

**Tel (STD Code): 033 66133300, Fax: 033-66133303**

## VISISTH CHAY VYAPAR LIMITED

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2020 for a period of 5 years. The present proposal is to seek the Shareholders' approval for the appointment of Mr. Champa Lal Pareek as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on July 30, 2020 has, subject to the approval of the Shareholders, appointed Mr. Champa Lal Pareek for a further period of 5 years.

The terms and conditions of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on July 30, 2020 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the terms & conditions of remuneration of Mr. Champa Lal Pareek which is detailed here under:

Salary: As per the rules of the Company

Perquisites and Allowances:

- For such amount as may be decided by the Board of Directors and as per the rules and policy of the Company from time to time
- Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.

The Board recommends the Resolution as mentioned in Notice for your approval.

Expect Mr. Champa Lal Pareek, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 5.

### **Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

| Name of the Director                  | Mr. Mohit Parakh        | Ms. Tripti Modi               | Mr. Champa Lal Pareek | Mr. Avi Lunia        |
|---------------------------------------|-------------------------|-------------------------------|-----------------------|----------------------|
| Date of Birth                         | 18/04/1984              | 07/02/1991                    | 01/02/1957            | 05/03/1995           |
| Date of Appointment                   | 30/07/2020              | 13/08/2016                    | 30/07/2020            | 30/07/2020           |
| Relationship with Directors           | None                    | Niece of Mr. Chand Ratan Modi | None                  | None                 |
| Expertise in Specific functional area | Business Administration | Business Administration       | Finance & Accounting  | Finance & Accounting |
| Qualification                         | B.Com                   | B.Sc in                       | B.Com                 | B.Com                |

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Tel (STD Code): 033 66133300, Fax: 033-66133303

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|  |   | computers                                    |   |   |
|--|---|--|---|---|
| Board<br>Membership of<br>Companies as<br>on March 31,<br>2020 | 1. Pallet Dealcom Private Limited       |  | 1. Sagittarius Commercial Private Limited           |   |
|  | 2. Lance Barter Private Limited         |  | 2. Aries Commercial Private Limited                 |   |
|  | 3. Wondersoft Barter Private Limited    |  | 3. Aquaries Commercial Private Limited              |   |
|  | 4. Veenapani Tieup Pvt Ltd              |  | 4. Visisth Chay Vyapar Limited                      | 1. Sangrahalaya Timber and Crafts Ltd               |
|  | 5. Sadabahar Properties Private Limited | 1. Purbanchal Prestressed Ltd                | 5. Uttam Machinery & Supply Company Pvt Ltd         | 2. Hotahoti Wood Products Ltd                       |
|  | 6. Anumodan Projects Pvt Ltd            | 2. Maurya Trading Co. Ltd                    | 6. Maurya Trading Co. Ltd                           | 3. North Eastern Publishing And Advertising Co Ltd. |
|  | 7. Evernew Traders Private Limited      | 3. Kamini Finance And Investment Company Ltd | 7. Purbanchal Prestressed Ltd                       | 4. Maurya Trading Co. Ltd                           |
|  | 8. Manorath Suppliers Private Limited   | 4. Visisth Chay Vyapar Limited               | 8. Hotahoti Wood Products Ltd                       | 5. Kamini Finance And Investment Company Ltd        |
|  | 9. Seaside Agencies Private Limited     |  | 9. North Eastern Publishing And Advertising Co Ltd. | 6. Deccan Traders Pvt Ltd                           |
|  | 10. Heritage Commodeal Private Limited  |  | 10. Citystar Towers Private Limited                 |   |
|  |   |  | 11. The Central                                     |   |

**Corporate Office: 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata - 700 017**

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|  |   |   |                                  |    |
|--|---|---|----------------------------------|----|
|  |   |   | Glass Industries Private LIMITED |    |
| Chairman/Member of the Committees of the Board of Directors as on March 31, 2020 | - | 6 | 0                                | 10 |
| Number of Shares held in the Company as on March 31, 2020                        | - | - | -                                | -  |

**By Order of the Board of Directors**

**For Visisth Chay Vyapar Limited**

Sd/-  
Chanchal Rungta  
Director  
DIN: 07590027

Place: Kolkata  
Date: 30.07.2020



**VISISTH CHAY VYAPAR LIMITED**

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**ANNEXURE TO THE NOTICE FOR THE 35<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29th SEPTEMBER, 2020**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to 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, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 29th September, 2020 at 2:30 P.M. at A-446, Basement, Defence Colony, New Delhi-110024. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

| <b>EVS<br/>(Electronic Voting<br/>Sequence Number)</b> | <b>User ID</b> | <b>PAN / Sequence No.</b> |
|--|----------------|---------------------------|
|  |                |                           |

**VISISTH CHAY VYAPAR LIMITED**

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CIN: L15491DL1985PLC019848

Website: [www.vcvl.in](http://www.vcvl.in)

The E-voting facility will be available during the following voting period:

| <b>Remote e-Voting Start On</b>                               | <b>Remote e-Voting End On</b>                                 |
|---|---|
| <b>26<sup>th</sup> September, 2020 at 9:00 A.M.<br/>(IST)</b> | <b>28<sup>th</sup> September, 2020 at 5:00 P.M.<br/>(IST)</b> |

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

**By Order of the Board of Directors**

**For Visisth Chay Vyapar Limited**

Place: Kolkata  
Date: 30.07.2020

Sd/-  
Chanchal Rungta  
Director  
DIN: 07590027

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2019-20

**To,  
The Members,**

Your directors have pleasure in presenting their 35<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2020.

### Financial Highlights

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

| Particulars   | Year Ended 31st<br>March, 2019 | Year Ended 31st<br>March, 2018 |
|---|--------------------------------|--------------------------------|
| Profit/ Loss before Taxation                          | (14,10,746)                    | 40,21,656                      |
| <b>Less: Tax Expenses</b>                             |                                | -                              |
| Current Tax   | -                              | 2,25,000                       |
| <b>Profit/(Loss) after Tax</b>                        | (14,10,746)                    | 37,96,656                      |
| Add: Balance Brought Forward from last year           | 253,63,070                     | 211,61,575                     |
| Transferred to Reserve u/s 45-IC of the RBI Act, 1934 | -                              | 7,59,331                       |
| Taxation for Earlier Year                             |                                | -                              |
| <b>Balance Profit/ (Loss) c/d to Balance Sheet</b>    | 236,02,119                     | 253,63,070                     |

### State of Company's Affairs and Future Outlook

The Company is engaged in the business of investment in financing activities, and 100% of the total revenue of the Company is derived from these activities.

The operational performance of the Company during the period under review is satisfactory. We intend to achieve sustainable and profitable growth through our consistent efforts.

The Company is presently operating in New Delhi, and also in the process of expanding its business presence in other states in India.

### Share Capital

The paid up Equity Share Capital as on March 31, 2020 was Rs. 19.99 Crores. During the year under review, the Company has not issued any shares or any convertible instruments.

### Dividend

Your Directors regret to recommend declaration of any dividend for the year due to insufficient profit during the year.

**NBFC Reserve Fund**

During the year under review, no amount was transferred to the NBFC Reserve Fund as required by the provisions of Section 45IC of RBI Act, 1934 as the company incurred losses.

**Amount transferred to Reserves**

The Company did not transfer any amount to reserves.

**Material Changes Affecting the Financial Position of the Company**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

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

The Company is engaged in Non-Banking Financial activity and is duly registered with the RBI as an NBFC Company.

**Particulars of Loan, Guarantees and Investments under Section 186**

Section 186 of the Companies Act, 2013 does not apply to the Company because the company being a Non-Banking Financial Company makes loans and investments in its ordinary course of business.

**Related Party Transactions**

All Related Party Transactions ('RPT') entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Related Parties or other designated persons which may have a potential conflict with the interest of the Company at large.

The Board has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions.

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended as Annexure-I to the Board's report.

**Internal Control Systems and their Adequacy**

The Company has adequate system of internal control to safeguard and protect itself from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

**R.B.I Directive to NBFC**

The Company did not invite or accept any deposits from the public during the financial year ended 31st March, 2019. For the current financial year commencing on 1<sup>st</sup> April, 2020 the Board of Directors of the Company has confirmed by a Board Resolution dated 24<sup>th</sup> April, 2020 that the Company shall not invite or accept any deposit from public during the Financial Year, 2020-2021.

**Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo**

The provision of Section 134(m) of the Companies Act, 2013 do not apply to the Company. There was no foreign inflow or outflow during the year under review.

**Details of Subsidiary, Joint Venture or Associates**

The Company does not have any Subsidiary, Joint Venture and Associate Company with the meaning of Companies Act, 2013.

**Risk Management Policy**

As an NBFC, your company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risks associated with your company's business which includes deployment of funds in specific projects, diversifications into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities, and other legal proceedings. Your company recognizes the importance of risk management, and has invested in people, process and technologies to effectively mitigate the above risks.

**Directors**

As per the provisions of the Companies Act, 2013, Ms. Tripti Modi (DIN: 07203672) will retire by rotation at the ensuing annual general meeting and being eligible offered herself for re-appointment. The Board recommends her re-appointment.

Mr. Avi Lunia and Mr. Mohit Parakh have been appointed as the Independent Director of the Company with effect from July 30, 2020.

As on date the following are the directors of the Company:

| SL NO | NAME              | DESIGNATION              |
|-------|-------------------|--------------------------|
| 1     | Champa Lal Pareek | Managing Director        |
| 2     | Avi Lunia         | Independent Director     |
| 3     | Mohit Parakh      | Independent Director     |
| 4     | Chanchal Rungta   | Non-Independent Director |

|   |             |                          |
|---|-------------|--------------------------|
| 5 | Tripty Modi | Non-Independent Director |
|---|-------------|--------------------------|

### **Number of Board Meetings**

During the Financial Year 2019-20, the Board met 5 times on 8<sup>th</sup> April, 2019, 29<sup>th</sup> May, 2019, 10<sup>th</sup> August, 2019, 14<sup>th</sup> November 2019, 14<sup>th</sup> February, 2020

### **Details of significant & material orders passed by the regulators or courts or tribunal**

No significant & material orders have been passed by any regulator or court or tribunal against the Company.

### **Receipt of any commission by MD/ WTD from a Company or for receipt of commission/ remuneration from its Holding or Subsidiary**

The Company has not received any commission by MD/ WTD from a Company, its holding or subsidiary.

### **Vigil Mechanism**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the Company has adopted a vigil mechanism policy.

### **Corporate Governance and Management Discussion Analysis**

As required by Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is given as a part of the Annual Report. The Company is in full compliance with the requirements and disclosures that have to be made in this regard.

The Auditors' Certificate of the compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance. The Corporate Governance Certificate for the year ended March 31, 2020 is issued by Ms. Priya Mankani, Practicing Company Secretaries, of the Company.

The Company has in place the SEBI regulations pertaining to Corporate Governance. During the year the Company had 5 members Board of Directors consisting of one Managing Director, two Non-Executive Independent Directors and two Non-Executive Non-Independent Directors.

The Company has in place an Insider Trading Code for compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Details of securities transaction by insiders are placed before the Board of Directors of the Company and also notified to the Stock Exchanges.

Champa Lal Pareek, Managing Director and Ms. Divya Modi, Chief Finance Officer, have given their certificate under Regulation 17(8) read with Part B of Schedule II of SEBI-LODR regarding annual financial statements for the year ended March 31<sup>st</sup>, 2020 to the Board of Directors and the same has been attached with this report as Annexure-II.

Visisth Chay Vyapar Limited

The Managing Director has given certificate under Regulation 34(3) read with Part D of Schedule V of SEBI-LODR regarding compliance with the Code of Conduct of the Company for the year ended March 31<sup>st</sup>, 2019 which is attached as Annexure-III and forms a part of this Report of Directors.

Management Discussion and Analysis Report as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has been incorporated in this report as separate annexure-IV

### **Declaration by Independent Directors:**

The independent directors have declared to the company stating their independence pursuant to Section 149(6) of the Company's Act 2013, and the same was noted by the Board of Directors at its meeting.

An independent director shall hold office for a term of five consecutive years on the Board of the Company, but it shall be eligible for reappointment for next five years on passing of Special Resolution by the Company and disclosure of such in Board's Report.

### **Key Managerial Person:**

Further Ms. Divya Modi has been designated as the Key Managerial Personnel of the Company (KMP) pursuant to the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with effect from February 15, 2017.

There has been no change in the KMP during the year under review.

### **Audit Committee**

The Audit committee comprises of 3 directors. The committee functions under the Chairmanship of Mr. Mohit Parakh, a Non-Executive Independent Director. The other members of the Committee are Mr. Avi Lunia and Mrs. Chanchal Rungta. The Managing Director and the Chief Finance Officer are permanent invitees to the meeting.

The details of the related party transactions are placed before the Audit committee periodically. Any recommendations (if any) placed by the Committee are considered and adopted by the Board. All persons have direct access to the Chairman for sharing their grievances. The Audit Committee also has the responsibility to assess risks and find corrective measures to mitigate the same.

The committee met 4 times during the year on 29<sup>th</sup> May, 2019, 10<sup>th</sup> August, 2019, 14<sup>th</sup> November 2019, 14<sup>th</sup> February, 2020

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

A Remuneration Committee was constituted by the Board of Directors to consider, analyze, determine and approve on behalf of the Board and on behalf of the shareholders the remuneration to be paid to the executive directors of the Company. The committee functions under the Chairmanship of Mr. Mohit Parakh, a Non-Executive Independent Director. The other members of the Committee are Mr. Avi Lunia and Ms. Tripty Modi.

**Stakeholder Relationship Committee**

The Stakeholder Relationship Committee comprises of 3 Directors. The committee functions under the Chairmanship of Mrs. Chanchal Rungta, a Non-Executive Director. The other members of the Committee are Ms. Tripti Modi and Mr. Avi Lunia.

The Registrars and Transfer Agents of the Company is Niche Technologies Pvt. Ltd. The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

**Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**Extract of Annual Return**

In accordance with section 134(3)(a) of the Companies Act 2013, an extract of Annual Return, in format MGT 9, for the Financial Year 2019-20 has been enclosed with this report as Annexure V.

**Auditors****1. Statutory Auditors**

M/s. DRMS & Associates., (Firm Reg No: 323853E), Chartered Accountants, have been appointed as statutory auditors of the Company at the Annual General Meeting held on 27.09.2019 for a period of five years. As per the Companies (Amendment) Act, 2017, the auditors are not subjected to ratification by members at every consequent Annual General Meeting. Therefore, no ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

**2. Secretarial Auditor**

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, the Company has appointed Ms. Priya Mankani, to undertake the Secretarial audit of the Company. The Secretarial Audit Report is annexed as Annexure VI.

**3. Internal Auditor**

Mr. Mohit Surtani, Company Secretary, perform the duties of Internal Auditor of the Company and his report is reviewed by the Audit Committee from time to time.

**Explanation to Auditor's Remarks**

The observation made in the Auditor's Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

**Corporate Social Responsibility (CSR) Policy**



Visisth Chay Vyapar Limited

The provisions of Section 135 of the Companies Act, 2013 related to Corporate Social Responsibility is not applicable to the Company during the year.

**Number of Complaints relating to Sexual Harassment in the last financial year and pending as on the end of the financial year**

No cases of Sexual Harassment were reported in the financial year. This is supported by Sexual Harassment Policy which ensures a free and fair enquiry process with clear timelines.

**Listing**

The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

**Directors Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair
- c) view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for that period;
- d) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) the directors had prepared the annual accounts on a going concern basis;
- f) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- g) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Acknowledgment**

The Directors express their sincere appreciation to the valued shareholders, bankers and clients and others associated with the Company for their support

**For & Behalf of the Board of Directors**

**Sd/-**

**Sd/-**

**Champa Lal Pareek      Chanchal Rungta**

**Managing Director      Director**

**DIN: 00030815      DIN: 07590027**

Place: Kolkata

Date: 30.07.2020

**ANNEXURE-1****Form No. AOC-2**

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

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL

All transactions entered into by the Company during the year with related parties were on arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

A.

| <b>Name of the Related Party</b>              | <b>Nature of Transaction</b> | <b>For the year ended 31st March, 2020</b> | <b>For the year ended 31st March, 2019</b> |
|---|------------------------------|--|--|
| North Eastern Publishing & Advertising Co Ltd | Purchase/Sale of Investment  |  | 271,25,000                                 |
| Divya Modi                                    | Salary/ Remuneration         | 3,00,0000                                  | 6,00,000                                   |

| <b>Name of the Related Party</b> | <b>Nature of Balance</b>       | <b>As on March 31<sup>st</sup>, 2020</b> | <b>As on March 31<sup>st</sup>, 2019</b> |
|----------------------------------|--------------------------------|--|--|
| Chanchal Rungta                  | Amount(payable)/<br>Receivable | -  | (5,000)                                  |
| Ram Ratan Modi                   | Amount Receivable              | 15,000                                   | 15,000                                   |
| Chand Ratan Modi                 | Amount Payable                 | 44,000                                   | 44,000                                   |
| Divya Modi                       | Amount Receivable              | 4,38,000                                 | 6,88,000                                 |
| Micado Properties Pvt Ltd        | Amount Payable                 | 1,000                                    | 1,000                                    |
| Citystar Foods Pvt Ltd           | Amount Receivable              | 42,50,000                                | 42,50,000                                |
| Citystar Agro Industries Pvt Ltd | Amount Receivable              | 23,02,000                                | 23,02,000                                |

B. Date(s) of approval by the Board, if any:

The transaction is on arms' length basis and in the ordinary course of business and so the approval of the Board for this purpose is not required.

C. Amount paid as advances, if any –

| <b>Name of the Related Party</b> | <b>Nature of Transaction</b> | <b>For the year ended 31st March, 2020</b> | <b>For the year ended 31st March, 2019</b> |
|----------------------------------|------------------------------|--|--|
| Chanchal Rungta                  | Loans & Advances             | 5,000                                      | -  |
| Citystar Foods Pvt. Ltd.         | Loans & Advances             | -  | (181,50,000)                               |
| N K Concrete Creations Pvt Ltd   | Loans And Advances           | -  | -  |

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

Sd/-

Sd/-

|                          |                        |
|--------------------------|------------------------|
| <b>Champa Lal Pareek</b> | <b>Chanchal Rungta</b> |
| <b>Managing Director</b> | <b>Director</b>        |
| <b>DIN: 00030815</b>     | <b>DIN: 07590027</b>   |

Place: Kolkata

Date: 30.07.2020

**ANNEXURE- II****CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCE OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY**

*(Pursuant to Regulation 17(8) read with Schedule II Part B of the SEBI (LODR) Regulations, 2015)*

We, Champa Lal Pareek, Managing Director and Ms. Divya Modi, Chief Finance Officer certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31<sup>st</sup>, 2020 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - These statements present true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps that we have taken to rectify the identified deficiencies; and
4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Sd/-

**Champa Lal Pareek**  
**Managing Director**

Sd/-

**Divya Modi**  
**Chief Finance Officer**

Place: Kolkata

Date: 30.07.2020

**ANNEXURE-III**

**ANNUAL CERTIFICATE UNDER REGULATION 34(3) READ WITH PART PARAD OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required under Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2020.

Sd/-

**Place: Kolkata**  
**Date: 30.07.2020**

**Champa Lal Pareek**  
**Managing Director**

## ANNEXURE IV

### Management Discussion and Analysis Report

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2020.

The Management Discussion and Analysis have been included in accordance with the Code of Corporate Governance as approved by the Securities Exchange Board of India (SEBI). This report has been annexed with the financial statements of the Company to set a background to the workings of the Company. The estimates relating to the financial statements are prepared on reasonable basis and reflect the true picture of the state of affairs of the Company and the profits/ loss for the year.

The report provides an overview of the sector in which the company functions, its goals, performances, risks, threats, initiatives and strategies and also the route which the Company plans to take in the future. These estimates and outlooks are prone to fluctuations in the economy and may vary from time to time depending upon the market situations.

### Non-Banking Finance Company (NBFC) Outlook

NBFC's form an integral part of the country's financial structure. They not only compliment the functioning of banks but also facilitate inclusive growth of the economy. The role of NBFCs as effective financial intermediaries has been well recognized as they have inherent ability to take quicker decisions, assume greater risks, and customize their services and charges more according to the needs of the clients. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries. NBFCs have been playing a very important role both from the macro-economic perspective and as integral part of the Indian financial system, enhancing competition and diversification in the financial sector. It can be said without a doubt that NBFC's have scripted a great success story. From a growth of 8.6% in 2006 to 14% in 2015 to about 17-18% in the financial year 2018, NBFC's are estimated to see the upward trend of growth in the current financial year too.

### Business

The company is engaged in the business of investment in securities and providing loans and advances. The Company is registered as Non-deposit taking Non-Banking Finance Company with the Reserve Bank of India. Since the asset size of the Company is not more than Rs 100 crores it is presently Non Systemically Important Non-Deposit taking NBFC.

### Financials:

The details of the financial performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

| <b>Particulars</b>                         | <b>2020</b> | <b>2019</b> |
|--|-------------|-------------|
| Revenue from Operations                    | 1,552       | 484,51,141  |
| Other Income                               | 1,31,088    | 402,92,296  |
| Total Revenue                              | 1,32,640    | 887,43,437  |
| Profit Before Interest, Depreciation & Tax | (14,10,746) | 40,21,656   |

The Company neither did indulge in any purchase of stock nor did it make any business out of the retained stock it sold. The increased administrative expenses (including salaries and allowances) set off the revenues earned by the Company thereby resulting in losses.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

### **Opportunities, Threats and Risks**

Being in the financial sector subjects the Company to the typical risks that any financial institution faces. The fluctuations in the economic conditions poses threats to the functioning of NBFCs. To minimize these risks the Company takes sufficient steps to scan the external environment regularly.

The Company has laid down a well-defined risk management mechanism covering the risk mapping, risk exposure and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework.

### **Human Resource/ Industrial relations**

The company recognises the importance and contribution of its human resources for its growth and development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on the count in the current year.

### **Internal Control Systems and Adequacy**

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

### **Cautionary Statement**

The statements in Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forwarded looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

|  |
|--|
| <b>ANNEXURE-V</b>  |
| <b>FORM NO. MGT 9</b>  |
| <b>EXTRACT OF ANNUAL RETURN</b>  |
| <b>as on financial year ended on 31.03.2020</b>  |
| <b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b> |

**I REGISTRATION & OTHER DETAILS:**

|     |   |   |
|-----|---|---|
| i   | CIN   | L51491DL1985PLC0198489  |
| ii  | Registration Date   | 16/01/1985  |
| iii | Name of the Company   | VISISTH CHAY VYAPAR LIMITED   |
| iv  | Category/Sub-category of the Company  | PUBLIC COMPANY/ LIMITED BY SHARES   |
| v   | Address of the Registered office & contact details                          | A-446, Basement, Defence Colony, New Delhi - 110024   |
| vi  | Whether listed company  | YES   |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Niche Technologies Private Limited 3A,<br>Auckland Road, Elgin, 7th Floor, Room No 7A & 7B, Kolkata-700017<br>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

| SL No | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|-------|--|----------------------------------|------------------------------------|
|       | -  | -                                | -                                  |

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

NIL

| SI No | Name & Address of the Company | CIN/GLN | HOLDING/<br>SUBSIDIARY/<br>ASSOCIATE | % OF<br>SHAR<br>ES<br>HELD | APPLICA<br>BLE<br>SECTION |
|-------|-------------------------------|---------|--------------------------------------|----------------------------|---------------------------|
|       | -                             | -       | -                                    | -                          | -                         |



**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 |   |
| 1      | HOTAHOTI WOOD PRODUCTS LTD.              | 2887000                                   | 14.436                           | 0.000  | 2887000                             | 14.436                           | 0.000  | 0.000                                       |
| 2      | NORTH EASTERN PUBLISHING & ADVERT.CO.LTD | 750000                                    | 3.750                            | 0.000  | 750000                              | 3.750                            | 0.000  | 0.000                                       |
| 3      | PURBANCHAL PRESTRESSED LTD.              | 577500                                    | 2.888                            | 0.000  | 577500                              | 2.888                            | 0.000  | 0.000                                       |
|        | <b>T O T A L</b>                         | <b>4214500</b>                            | <b>21.074</b>                    | <b>0.000</b>                                   | <b>4214500</b>                      | <b>21.074</b>                    | <b>0.000</b>                                   | <b>0.000</b>                                |

**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 |
|---|---|----------------|-----------------|-------------------|---|----------------|-----------------|-------------------|-----------------|
|   | Demat   | Physical       | Total           | % of Total Shares | Demat                                     | Physical       | Total           | % of Total Shares |                 |
| <b>A. PROMOTERS</b>   |   |                |                 |                   |   |                |                 |                   |                 |
| (1) Indian  |   |                |                 |                   |   |                |                 |                   |                 |
| a) Individual / HUF   |   |                |                 |                   |   |                |                 |                   |                 |
| b) Centran Government   |   |                |                 |                   |   |                |                 |                   |                 |
| c) State Government   |   |                |                 |                   |   |                |                 |                   |                 |
| d) Bodies Corporate   | 3464500   | 750000         | 4214500         | 21.074            | 4214500                                   | -              | 4214500         | 21.074            | 0.000           |
| e) Banks / Financial Institutions   |   |                |                 |                   |   |                |                 |                   |                 |
| f) Any Other  |   |                |                 |                   |   |                |                 |                   |                 |
| Sub-total (A)(1)  | 3464500   | 750000         | 4214500         | 21.074            | 4214500                                   | -              | 4214500         | 21.074            | 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)                                | 3464500   | 750000         | 4214500         | 21.074            | 4214500                                   | -              | 4214500         | 21.074            | 0.000           |
| <b>B. PUBLIC SHAREHOLDING</b>   |   |                |                 |                   |   |                |                 |                   |                 |
| (1) Institutions  |   |                |                 |                   |   |                |                 |                   |                 |
| a) Mutual Funds   |   |                |                 |                   |   |                |                 |                   |                 |
| b) Banks / Financial Institutions   |   |                |                 |                   |   |                |                 |                   |                 |
| c) Central Governments  |   |                |                 |                   |   |                |                 |                   |                 |
| d) State Governments  |   |                |                 |                   |   |                |                 |                   |                 |
| e) Venture Capital Funds  |   |                |                 |                   |   |                |                 |                   |                 |
| f) Insurance Companies  |   |                |                 |                   |   |                |                 |                   |                 |
| g) Foreign Institutional Investors (FII)  |   |                |                 |                   |   |                |                 |                   |                 |
| h) Foreign Venture Capital Funds  |   |                |                 |                   |   |                |                 |                   |                 |
| 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   | 8334100   | 5326000        | 13660100        | 68.304            | 9735100                                   | 3925000        | 13660100        | 68.304            | 0.000           |
| ii) Overseas  |   |                |                 |                   |   |                |                 |                   |                 |
| b) Individuals  |   |                |                 |                   |   |                |                 |                   |                 |
| i) Individual shareholders holding nominal share capital upto Rs 1 lakh           | 2500  | 121900         | 124400          | 0.622             | 2500                                      | 121900         | 124400          | 0.622             | 0.000           |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs | 0   | 2000000        | 2000000         | 10.001            | 0   | 2000000        | 2000000         | 10.001            | 0.000           |
| 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)  | 8336600   | 7447900        | 15784500        | 78.926            | 9737600                                   | 6046900        | 15784500        | 78.927            | 0.000           |
| Total Public Shareholding (B) = (B)(1)+(B)(2)                                     | 8336600   | 7447900        | 15784500        | 78.926            | 8336600                                   | 7447900        | 15784500        | 78.927            | 0.000           |
| Shares held by Custodian for GDRs & ADRs  |   |                |                 |                   |   |                |                 |                   |                 |
| <b>C.</b>   |   |                |                 |                   |   |                |                 |                   |                 |
| <b>GRAND TOTAL (A+B+C)</b>  | <b>11801100</b>                                 | <b>8197900</b> | <b>19999000</b> | <b>100.000</b>    | <b>12551100</b>                           | <b>7447900</b> | <b>19999000</b> | <b>100</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 |
|        |  |   |                                  |   |                                  |
| 1      | HOTAHOTI WOOD PRODUCTS LTD               |   |                                  |   |                                  |
|        | a) At the Begining of the Year           | 2887000                                   | 14.436                           |   |                                  |
|        | b) Changes during the year               | [NO CHANGES DURING THE YEAR]              |                                  |   |                                  |
|        | c) At the End of the Year                |   |                                  | 2887000                                 | 14.436                           |
|        |  |   |                                  |   |                                  |
| 2      | NORTH EASTERN PUBLISHING & ADVERT.CO.LTD |   |                                  |   |                                  |
|        | a) At the Begining of the Year           | 750000                                    | 3.750                            |   |                                  |
|        | b) Changes during the year               | [NO CHANGES DURING THE YEAR]              |                                  |   |                                  |
|        | c) At the End of the Year                |   |                                  | 750000                                  | 3.750                            |
|        |  |   |                                  |   |                                  |
| 3      | PURBANCHAL PRESTRESSED LTD.              |   |                                  |   |                                  |
|        | a) At the Begining of the Year           | 577500                                    | 2.888                            |   |                                  |
|        | b) Changes during the year               | [NO CHANGES DURING THE YEAR]              |                                  |   |                                  |
|        | c) At the End of the Year                |   |                                  | 577500                                  | 2.888                            |
|        |  |   |                                  |   |                                  |
|        | <b>TOTAL</b>                             | <b>4214500</b>                            | <b>21.074</b>                    | <b>4214500</b>                          | <b>21.074</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       | CHEMO TRADERS PVT LTD                  |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 998200                                    | 4.991                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 998200                                  | 4.991                            |
| 2       | FLEX TRADE PVT. LTD.                   |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 900000                                    | 4.500                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 900000                                  | 4.500                            |
| 3       | GULMOHUR TRADING PRIVATE LIMITED.      |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 996000                                    | 4.980                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 996000                                  | 4.980                            |
| 4       | JONNETE PROPERTIES PRIVATE LIMITED     |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 917400                                    | 4.587                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 917400                                  | 4.587                            |
| 5       | KUVAM PLAST PVT. LTD.                  |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 900000                                    | 4.500                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 900000                                  | 4.500                            |
| 6       | MAURYA TRADING CO. LTD.                |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 950000                                    | 4.750                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 950000                                  | 4.750                            |
| 7       | NEELANCHAL MERCANTILE PVT. LTD.        |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 950000                                    | 4.750                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 950000                                  | 4.750                            |
| 8       | OCEAN FREIGHT ENTERPRISES PVT. LTD.    |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 900000                                    | 4.500                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 900000                                  | 4.500                            |
| 9       | SANGRAHALAYA TIMBER & CRAFTS LTD.      |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 1000500                                   | 5.003                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 1000500                                 | 5.003                            |
| 10      | UTSAV PAREKH                           |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 2000000                                   | 10.001                           |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 2000000                                 | 10.001                           |
| 11      | UTTAM MACHINERY & SUPPLY CO. PVT. LTD. |   |                                  |   |                                  |
|         | a) At the Beginning of the Year        | 950000                                    | 4.750                            |   |                                  |
|         | b) Changes during the year             |   |                                  | [NO CHANGES DURING THE YEAR]            |                                  |
|         | c) At the End of the Year              |   |                                  | 950000                                  | 4.750                            |
|         | <b>T O T A L</b>                       | <b>9462100</b>                            | <b>57.312</b>                    | <b>10562100</b>                         | <b>57.312</b>                    |

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

| Sl. No. | Name | Shareholding at the |                                  | Cumulative    |                                  |
|---------|------|---------------------|----------------------------------|---------------|----------------------------------|
|         |      | 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  | -                                | 269,20,000      | -        | 269,20,000         |
| ii) Interest due but not paid  | -                                | 31,03,352       | -        | 31,03,352          |
| iii) Interest accrued but not due  | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>  | -                                | 300,23,352      | -        | 300,23,352         |
| <b>Change in Indebtedness during the financial year</b>                                    |                                  |                 |          |                    |
| Additions  | -                                | 7,44,250        | -        | 7,44,250           |
| Reduction  | -                                | 11,89,500       | -        | 11,89,500          |
| <b>Net Change</b>  | -                                | (4,45,250)      | -        | (4,45,250)         |
| <b>Indebtedness at the end of the financial year</b>                                       |                                  |                 |          |                    |
| i) Principal Amount  | -                                | 257,30,500      | -        | 257,30,500         |
| ii) Interest due but not paid  | -                                | 38,47,602       | -        | 38,47,602          |
| iii) Interest accrued but not due  | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>  | -                                | 295,78,102      | -        | 295,78,102         |

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole time director and/or Manager: NIL

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

## B. Remuneration to other directors: - NIL

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

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - NIL

| Sl. No. | Particulars of Remuneration  | Key Managerial Personnel |                   |     | Total |
|---------|--|--------------------------|-------------------|-----|-------|
|         |  | CEO                      | Company Secretary | CFO |       |
| 1       | <b>Gross Salary</b>  |                          |                   |     |       |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. |                          |                   |     |       |
|         | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                       |                          |                   |     |       |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961        |                          |                   |     |       |
| 2       | Stock Option   |                          |                   |     |       |
| 3       | Sweat Equity   |                          |                   |     |       |
| 4       | Commission   |                          |                   |     |       |
|         | as % of profit   |                          |                   |     |       |
|         | others, specify  |                          |                   |     |       |
| 5       | Others, please specify   |                          |                   |     |       |
|         | <b>Total</b>   |                          |                   |     |       |

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES - NIL

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/Punishment/Compounding fees imposed | Authority (RD/NCLT /Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                            |                                   |
| Penalty                             |                              |                   | NONE   |                            |                                   |
| Punishment                          |                              |                   |  |                            |                                   |
| Compounding                         |                              |                   |  |                            |                                   |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                            |                                   |
| Penalty                             |                              |                   | NONE   |                            |                                   |
| Punishment                          |                              |                   |  |                            |                                   |
| Compounding                         |                              |                   |  |                            |                                   |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                            |                                   |
| Penalty                             |                              |                   | NONE   |                            |                                   |
| Punishment                          |                              |                   |  |                            |                                   |
| Compounding                         |                              |                   |  |                            |                                   |

**ANNEXURE VI**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2020**

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

To,  
The Members,  
Visisth Chay Vyapar Limited  
A-446, Basement,  
Defence Colony,  
Delhi-110024

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Visisth Chay Vyapar Limited (hereinafter called the Company) for and during the financial year ended March 31<sup>st</sup>, 2020. Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.
2. Based on our verification of the M/s. Visisth Chay Vyapar Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31<sup>st</sup>, 2020, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We have examined the books, papers, minutes book, forms and returns filed and other records maintained by M/s. Visisth Chay Vyapar Limited for and during the financial year ended March 31<sup>st</sup>, 2020 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The Regulations and Guidelines prescribed under the Securities Exchange Board of India Act, 1992 ('SEBI Act') viz:-
    - 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-N/A;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and-N/A;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-N/A;
  - i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
4. We have also examined compliance with the applicable clauses of the following:
    - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
    - (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited (MSEI).
  5. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
  6. We further report that,  
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  7. 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.
  8. Majority decisions is carried through while dissenting members' views are captured and recorded as part of the minutes.
  9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, such as laws related to taxation, local laws applicable to the area of operation of business and other laws generally applicable to the Company.
  10. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place: Kolkata  
Date: 30.07.2020

Sd/-  
Priya Mankani  
Company Secretary  
Mem No: 34744  
CP. No. 17947

**‘Annexure A’**  
**(To the Secretarial Audit Report of M/S. Visisth Chay Vyapar Limited**  
**for the financial year ended 31.03.2020)**

To,  
The Members,  
Visisth Chay Vyapar Limited  
A-446, Basement,  
Defence Colony,  
Delhi-110024

Our Secretarial Audit Report for the financial year ended 31.03.2020 of even date is to be read along with this letter.

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

Place: Kolkata  
Date: 30.07.2020

Sd/-  
Priya Mankani  
Company Secretaries  
Mem No. 34744  
CP No. 17947

## **CORPORATE GOVERNANCE REPORT**

Given below are the Corporate Governance policies of the Company. As can be seen the Company's corporate governance practices and disclosures have been complied well with in accordance to the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements, Regulations, 2015). Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

This Corporate Governance Report relating to the year ended March 31<sup>st</sup>, 2020 has been issued in compliance with the Regulation 34(3) read along with Clause C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms a part of the Report of the Directors to the Members of the Company and the same is given below.

### **1. OUR COMPANY'S PHILOSOPHY ON CODE OF CONDUCT:**

The Company recognises its role as a corporate citizen and endeavours to adopt the best practices and highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and others. The Company's activities are carried out in accordance with good practices and the Company is constantly striving to better them and adopt the best practices.

#### **OUR MISSION:**

- To strengthen its roots in the field of finance by devising tools, strategies and techniques for prudent investment and finance.
- To create a healthy working space for the employees.
- To retain the existing clients by winning over their confidence and attracting new ones.
- To strive to become one of the most recognised non-banking finance company.

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

#### **2.1 Composition and Category of Directors**

In order to maintain its principle of fairness and adequate transparency in the day to day functioning of the business, the Company has adopted for an optimum mix of executive and non-executive Directors on its Board.

The Board of Directors as on March 31<sup>st</sup>, 2020 consists of five Directors of which there are 4 Non-Executive Directors and one Managing Director as follows:

| <b>Name of the Director</b> | <b>Category</b>        | <b>Particulars</b>  |
|-----------------------------|------------------------|---|
| Mr. Champa Lal Pareek       | Managing Director      | Appointed as an Independent Director with effect from 26 <sup>th</sup> May 1989.                  |
| Mr. Avi Lunia               | Non-Executive Director | Appointed as an Independent Director of the Company with effect from 30 <sup>th</sup> July , 2020 |

|                      |                        |   |
|----------------------|------------------------|---|
| Mr. Mohit Parakh     | Non-Executive Director | Appointed as an Independent Director of the Company with effect from July 30, 2020.     |
| Ms. Tripty Modi      | Non-Executive Director | Appointed as a Non-Independent Director with effect from 13 <sup>th</sup> August, 2016. |
| Mrs. Chanchal Rungta | Non-Executive Director | Appointed as a Non-Independent Director with effect from 13 <sup>th</sup> August, 2016. |

## 2.2 Key Managerial Personnel

Ms. Divya Modi was appointed as the Chief Finance Officer of the Company on 15<sup>th</sup> February, 2017. She is required to directly report to the Board of Directors and also sits on the Board. She does not hold any shares of the Company.

Ms. Shilpi Poddar was appointed as the Company Secretary and Compliance Officer of the Company with effect from 28<sup>th</sup> September, 2018.

## 2.3 Board Meetings, Annual General Meetings and Attendance

During the financial year ended 31<sup>st</sup> March, 2019, the Board met 5 times on 8<sup>th</sup> April, 2019, 29<sup>th</sup> May, 2019, 10<sup>th</sup> August, 2019, 14<sup>th</sup> November 2019, 14<sup>th</sup> February, 2020

The attendance of the Directors on these dates is provided in the table below:

| NAMES OF THE DIRECTOR | NO. OF BOARD MEETINGS |          | ATTENDANCE AT AGM |
|-----------------------|-----------------------|----------|-------------------|
|                       | HELD                  | ATTENDED | YES/ NO           |
| BINOD BIHANI          | 5                     | 5        | YES               |
| TARAK NATH DEY        | 5                     | 5        | YES               |
| CHAMPALALPAREEK       | 5                     | 5        | YES               |
| TRIPTY MODI           | 5                     | 5        | YES               |
| CHANCHAL RUNGTA       | 5                     | 5        | YES               |

Mr. Binod Kumar Bihani, the Chairman to the Audit Committee was also present during the Annual General Meeting held on 27<sup>th</sup> September, 2019

In this AGM, it was decided that Ms. Tripti Modi shall resign by rotation and will be eligible for re-appointment.

## 2.4 Directorships and Committee membership

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all Companies in India of which they are a Director.

## **2.5 Board Committees**

The Board of Directors have constituted the following committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholder Relationship Committee

The responsibility of the Risk Management and adherence to risk management plan, procedures and any risk related matters are delegated to the Audit Committee only. Hence there is no separate risk management committee.

## **3. AUDIT COMMITTEE**

### **3.1 Composition:**

The Audit committee comprises of 3 directors. The committee functions under the Chairmanship of Mr. Mohit Parakh, a Non-Executive Independent Director. The other members of the Committee are Mr. Avi Lunia and Mrs. Chanchal Rungta.

The details of the related party transactions are placed before the Audit committee periodically. Any recommendations (if any) placed by the Committee are considered and adopted by the Board. All persons have direct access to the Chairman for sharing their grievances. The Audit Committee also has the responsibility to assess risks and find corrective measures to mitigate the same. The Minutes of the Audit Committee are circulated to all Directors and are discussed at the Board Meetings.

The committee met 4 times during the year on 29th May, 2019, 10th August, 2019, 14th November 2019, 14th February, 2020

### **3.2 Terms of Reference:**

The Terms of Reference of the Audit Committee covers all areas mention under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has also included in terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore a separate Risk Management Committee hasn't been formed. The broad terms of reference of Audit Committee includes review of financial reporting process and all financial results, statements, disclosures and recommend the same to the Board, review the internal audit reports and discuss the same with the internal auditors, review internal control systems and procedures, evaluation of internal financial controls and risk management systems and their effectiveness, to meet the statutory auditors and discuss their findings, their scope of audit, post audit discussion, auditor's independence, adequacy of internal audit functions, audit qualifications, if any, appointment/ removal and remuneration of auditors, changes in accounting policies and practices, reviewing approval and disclosure of all related party transactions, reviewing with the management the performance of the statutory and internal auditors and their remuneration, compliance with listing agreements, listing regulations, company law and other legal requirements and the Company's financial and risk management plan and policies and its implementation, disaster recovery policies and compliance with statutory requirements.

### 3.3 Internal Audit

Mr. Mohit Surtani, Company Secretary, performs the duties of Internal Auditor of the Company and his report is reviewed by the Audit Committee from time to time.

### 3.4 Attendance

During the Financial year ended March 31<sup>st</sup>, 2020, the Audit Committee met 4 times on 29<sup>th</sup> May, 2019, 10<sup>th</sup> August, 2019, 14<sup>th</sup> November 2019, 14<sup>th</sup> February, 2020. The following table shows the attendance of the members during the Audit Committee meeting:

| NAME OF THE MEMBERS | NO. OF AUDIT COMMITTEE MEETINGS |          |  |
|---------------------|---------------------------------|----------|--|
|                     | HELD                            | ATTENDED |  |
| BINOD KUAMR BIHANI  | 4                               | 4        |  |
| CHANCHAL RUNGTA     | 4                               | 4        |  |
| TARAK NATH DEY      | 4                               | 4        |  |

## 4. NOMINATION AND REMUNERATION COMMITTEE

A Remuneration Committee was constituted by the Board of Directors to consider, analyse, determine and approve on behalf of the Board and on behalf of the shareholders the remuneration to be paid to the executive directors of the Company. The committee functions under the Chairmanship of Mr. Mohit Parakh, a Non-Executive Independent Director. The other members of the Committee are Mr. Avi Lunia and Ms. Tripti Modi.

## 5. STAKEHOLDER RELATIONSHIP COMMITTEE

### 5.1 Composition:

The Stakeholder Relationship Committee comprises of 3 Directors. The committee functions under the Chairmanship of Mrs. Chanchal Rungta, a Non-Executive Director. The other members of the Committee are Ms. Tripti Modi and Mr. Avi Lunia.

The Registrars and Transfer Agents of the Company is Niche Technologies Pvt. Ltd. The shares of the Company are listed on the Metropolitan Stock Exchange of India Limited.

### 5.2 Details of Complaints from shareholders:

Pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, below is the Statement of Investor Complaints for the year ended 31<sup>st</sup> March, 2020.

| SL NO. | PARTICULARS   | NO. OF COMPLAINTS |
|--------|---|-------------------|
| 1.     | Pending at the beginning of the year with the Company | Nil               |
| 2.     | Received during the year by the Company               | Nil               |
| 3.     | Redressed during the year by the Company              | Nil               |
| 4.     | Pending at the end of the year with the Company       | Nil               |

## 6. GENERAL BODY MEETINGS

### 6.1 Particulars of last three Annual General Meetings are given below:

| Relating to Financial Year ended on | Venue of AGM                                     | Date of AGM | Time of AGM |
|-------------------------------------|--|-------------|-------------|
| 2017                                | A-446,Basement, Defence Colony, New Delhi-110024 | 31.07.2017  | 2.00 P.M.   |
| 2018                                | A-446,Basement, Defence Colony, New Delhi-110024 | 14.08.2018  | 2.00 P.M.   |
| 2019                                | A-446,Basement, Defence Colony, New Delhi-110024 | 27.09.2019  | 2.00 P.M.   |

### 6.2 Special Resolution

No Special Resolution was passed in the Annual General Meeting in the previous year on 27<sup>th</sup> September, 2019.

At the Annual General Meeting to be held in the current year on 29<sup>th</sup> September, 2020, no proposal has been made to be passed by the Special Resolution.

**Postal Ballot:** No resolutions were passed by the Postal Ballot in any of the previous three Annual General Meetings.

## 7. Means of Communication

**7.1** The financial results and the quarterly shareholding pattern are electronically transmitted to the stock exchanges and are also updated on the Company's website [www.vcvl.in](http://www.vcvl.in). Quarterly results are emailed to all Members whose email is registered with the Company.

**7.2** Shareholder communication including Notices and annual reports are being sent to the email addresses of Members available with the Company. Annual Accounts are sent to members at least 25 days before the Annual General Meeting.

**7.3** The company's website [www.vcvl.in](http://www.vcvl.in) makes online announcements of Board meeting dates, results of the meetings, quarterly financial results, announcements of the date of Annual General Meeting and proposed dividend, changes in Directors and other announcements. The website also provides quarterly shareholding pattern.

**7.4 Address for Communication:** All communication regarding share transactions, change of address, bank mandates, nominations etc. should be addressed to the Registrars and Share Transfer Agents of the Company on the following address:

**Niche Technologies Private Limited**

**7th Floor, Room, No. 7A & 7B,  
3A, Auckland Rd, Elgin, Kolkata-700017  
Phone: (033) 2280 6616 / 17 / 18  
Fax: (033) 2280 6619  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)**

Shareholders are encouraged to correspond with the Registrars & Share Transfer Agents and the Company via email to speed up the response, reduce paperwork and also to help us address the complaints faster. Shareholders are requested to mention the Folio Nos (DP-Id and Client Id in case of demat shares), phone or mobile number and their Email Id so that we can contact them and redress their complaints immediately. However, for instructions like change of bank mandate, change of address, transfers & transmission of shares etc. letters duly signed by the shareholders concerned should be sent otherwise such requests cannot be processed by the Registrars. Email IDs of the shareholders will have to be registered with the Company to enable the Company or the Registrars to communicate electronically.

## **8. GENERAL SHAREHOLDER INFORMATION**

### **8.1 Date, Time, Venue of the Annual General Meeting:**

The Annual General Meeting of the Company will be held on 29<sup>th</sup> September, 2020 at 2.30 P.M. at A-446, Basement, Defence Colony, New Delhi-110024.

### **8.2 Financial Year:**

The Financial Year of the Company ended on March 31<sup>st</sup>, 2020.

### **8.3 Record Date & Cut-Off Date:**

The Cut-Off Date is 22<sup>nd</sup> September, 2020 for determining who will be entitled to vote electronically on the resolutions mentioned in the Notice convening the Annual General Meeting by remote-voting and also vote at the meeting venue.

### **8.4 Electronic Voting:**

Pursuant to Section 108 and other applicable as per Company's Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable requirements, voting at the Annual General Meeting will be made through electronic voting. The electronic voting ("E-Voting") period will be from 9.00 A.M. on 26<sup>th</sup> September to 5.00 P.M. on 28<sup>th</sup> September, 2020, both days inclusive.

No special resolution is proposed to be conducted through postal ballot or electronic voting. **Scrutiniser for electronic voting:** Ms. Priya Mankani, Practicing Company Secretaries (Membership No: 34744 and C.P. No. 17947) of Block-309, Flat 2A, Fort Residency, 38 S.N. Roy Road, New Alipore, Kolkata-700038, Phone: 7407223556, Email ID: ([makani.pria@gmail.com](mailto:makani.pria@gmail.com)) has been appointed as the scrutiniser to scrutinise the electronic voting process and the voting at the venue of the Annual General Meeting in a fair and transparent manner and to give her report to the Chairman.

### **8.5 Listing on Stock Exchanges:**

The shares of the Company are listed on the following Stock Exchange:  
Metropolitan Stock Exchange of India



**Scrip Code: VISISTH**

Vibgyor Towers, 4<sup>th</sup> Floor,  
Plot No. C 62, G Block,  
Opp. Trident Hotel,  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400098

For dematerialisation of Equity shares of the Company of the Face Value Rs 10/- each, the ISIN No. allotted to the Company is INE178W01010.

The annual listing fees have been paid and all requirements of the stock exchanges where the shares are listed, including submission of quarterly reports and certificates, are complied with.

**8.6 Registrars and Share Transfer Agents**

The share management work, both physical and demat, is being handled by the Registrars and Share Transfer Agents of the Company whose name and address is given below:

**Niche Technologies Private Limited**

7th Floor, Room, No. 7A & 7B,  
3A, Auckland Rd, Elgin, Kolkata-700017  
Phone: (033) 2280 6616 / 17 / 18  
Fax: (033) 2280 6619  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)  
Contact Person: Ashok Sen

**8.7 Share Transfer Agent**

Share Transfer requests valid and complete in all respects are normally processed within 15 days. Power has been delegated to the Company Secretary and the Registrar and Transfer Agents for expediting share transfers. Valid requests for demat of shares are completed within 10 days. The Company's shares are compulsorily traded in the dematerialized form. The ISIN No. allotted to the Company is INE178W01010.

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

| SHARES HELD      | NO. OF SHARES HELD | %          |
|------------------|--------------------|------------|
| IN PHYSICAL MODE | 40,46,900          | 20.23      |
| DEMAT WITH NSDL  | 1,45,48,600        | 72.75      |
| DEMAT WITH CDSL  | 14,03,500          | 7.02       |
| <b>TOTAL</b>     | <b>1,99,99,000</b> | <b>100</b> |

| NO. OF SHARES | NO. OF SHAREHOLDERS | %       | NO. OF SHARES HELD | %      |
|---------------|---------------------|---------|--------------------|--------|
| 1-500         | 210                 | 86.0656 | 36,470             | 0.1824 |
| 501-1000      | 1                   | 0.4098  | 1,000              | 0.0050 |
| 1001-5000     | 5                   | 2.0492  | 16,930             | 0.0847 |

|                   |            |            |                    |            |
|-------------------|------------|------------|--------------------|------------|
| 5001-10000        | 5          | 2.0492     | 50,000             | 0.2500     |
| 10001-50000       | 1          | 0.4098     | 20,000             | 0.1000     |
| 50001-100000      | 0          | 0.0000     | 0                  | 0.0000     |
| 100001 &<br>above | 22         | 9.0164     | 1,98,74,600        | 99.3780    |
| <b>TOTAL</b>      | <b>244</b> | <b>100</b> | <b>1,99,99,000</b> | <b>100</b> |

### 8.9 Shareholding pattern as on March 31<sup>st</sup>, 2020

The detailed report on the Shareholding Pattern of the Company as on March 31<sup>st</sup>, 2020 is prescribed in MGT-9 enclosed to the Boards Report as Annexure-V.

### 8.10 Top ten Shareholders

| <b>PARTICULARS</b>                     | <b>NO. OF SHARES HELD</b> | <b>%</b> |
|--|---------------------------|----------|
| CHEMO TRADERS PVT. LTD.                | 9,98,200                  | 4.99     |
| FLEX TRADE PVT. LTD.                   | 9,00,000                  | 4.50     |
| UTTAM MACHINERY & SUPPLY CO. PVT. LTD. | 9,50,000                  | 4.75     |
| UTSAV PAREKH                           | 20,00,000                 | 10.00    |
| SANGRAHALAYA TIMBER & CRAFTS LIMITED   | 1000,500                  | 5.00     |
| GULMOHUR TRADING PVT. LTD.             | 9,96,000                  | 4.98     |
| JONNETE PROPERTIES PVT. LTD.           | 9,17,400                  | 4.59     |
| KUVAM PLAST PVT. LTD.                  | 9,00,000                  | 4.50     |
| NEELANCHAL MERCANTILE PVT. LTD.        | 9,50,000                  | 4.75     |
| OCEAN FREIGHT ENTERPRISES PVT. LTD.    | 9,00,000                  | 4.50     |

## 9. DISCLOSURES

**9.1** Details of transactions with related parties have been reported in Notes of Accounts. These disclosures are also made for the purpose of Regulation 10(1) (a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. All the transactions with related parties are at arm's length basis and there are no materially significant related party transactions which may have potential conflict with the interests of the Company at large. The Related Party Transaction Policy is available on the Company's website [www.vcvl.in](http://www.vcvl.in).

**9.2** There we no instance of non-compliance by the Company or any penalties or strictures imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets in the past three years.

**9.3** The Company has established a vigil mechanism system and has in place a "Whistle Blower Policy" the details of which are mentioned on Company's website. Adequate safeguards have been provided against any victimisation of persons who use the vigil mechanism. All persons have been given direct access to the Chairman of the Audit Committee to lodge their grievances. No personnel have been denied access to the Audit Committee to lodge their grievances.

**9.4** Mandatory requirements and non-mandatory requirements have been complied with except that the Company does not send the half-yearly financial performance to each household of

shareholders who do not have their email ID registered with the Company or the Depository Participants.

**9.5** Management Discussion Analysis Report forms a part of the Directors Report.

**9.6** No presentations were made to the institutional investors and analysts during the year.

**9.7** The Company does not have any subsidiary therefore corresponding disclosures have not been made.

**9.8** There have been no public issues, rights issues or other public offerings during the past five years. The Company has not issued any GDR's or ADR's or warrants or any convertible instruments. Hence corresponding disclosures have not been made.

**9.9** Other items which are not applicable are not applicable to the Company have not been separately commented upon.

**For & Behalf of the Board of Directors**

**Sd/-**

**Champa Lal Pareek**  
**Managing Director**  
**DIN: 00030815**

**Sd/-**

**Chanchal Rungta**  
**Director**  
**DIN: 07590027**

Place: Kolkata

Date: 30.07.2020

Visisth Chay Vyapar Limited

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
Visisth Chay Vyapar Limited  
A-446, Basement, Defence Colony  
New Delhi-110024

- A. We have conducted an audit of compliance of Corporate Governance norms and procedures by the Company being M/s. Visisth Chay Vyapar Limited, having its registered office at A-446, Basement, Defence Colony, New Delhi-110024 (hereinafter called the Company) during the Financial Year ended March 31<sup>st</sup>, 2020, and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with other applicable provisions of law during the aforesaid period.
- B. That our audit is an independent audit of compliance of corporate governance norms and procedures as mentioned by M/s. Visisth Chay Vyapar Limited. That compliance of corporate governance norms and procedures is the responsibility of the Company. That our audit is neither an opinion on financial statements of the Company nor on future viability of the Company or on effective management of the Company.
- C. In our opinion and to the best of our understanding, based on the records, documents, books and other information furnished to us during the aforesaid audit by the Company, its officers and agents, we confirm that the Company has complied with the corporate governance norms and procedures, as referred above and to the extent applicable to the Company, during the aforesaid period under scrutiny.

Sd/-

Priya Mankani  
Company Secretaries  
Mem No: 34744  
CP. No.: 17947

Place: Kolkata  
Date: 30.07.2020

**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  
Visisth Chay Vyapar Limited  
A-446, Basement, Defence Colony  
New Delhi- 110024**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Visisth Chay Vyapar Limited having CIN L1549DL1985PLC019848 and having registered office at A-446, Basement, Defence Colony, New Delhi- 110024 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>DIN</b> | <b>Date of appointment</b> |
|----------------|-------------------------|------------|----------------------------|
| 1.             | Tarak Nath Dey          | 00343396   | 15/01/2015                 |
| 2.             | Champa Lal Pareek       | 00030815   | 26/05/1989                 |
| 3.             | Binod Bihani            | 02471328   | 09/09/1985                 |
| 4.             | Chanchal Rungta         | 07590027   | 13/08/2016                 |
| 5.             | Tripty Modi             | 07203672   | 13/08/2016                 |

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

Place: Kolkata  
Date: 30.07.2020

Signature: Sd/-  
Name: Ms. Priya Mankani  
Membership No.: 34744  
CP No.: 17947

**VISISTH CHAY VYAPAR LIMITED**

**CIN: L15491DL1985PLC019848**

**AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2020.**



**M/s. DRMS & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

6, PARBATI GHOSH LANE, 2nd FLOOR  
KOLKATA - 700 007

Telefax : 033 4007 8410, Ph. : 98310 95195 (O)

E-mail : [ritesh@drmsca.co.in](mailto:ritesh@drmsca.co.in)

[jindalritesh@yahoo.com](mailto:jindalritesh@yahoo.com)



**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF VISISTH CHAY VYAPAR LIMITED**

**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone Financial Statements of **M/s. VISISTH CHAY VYAPAR LIMITED** ("the company") which comprise the Balance Sheet as at March 31 2020, the Statement of Profit and Loss for the year then ended, standalone Cash Flow statement and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statement").

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 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:

- a) in the case of the standalone Balance Sheet, of the state of affairs of the Company as at March 31, 2020;
- b) in the case of the standalone Statement of Profit and Loss, of the Loss for the year ended on that date.
- c) in the case of standalone Cash Flow Statement, of its cash flow for the year ended on that that.

**Basis of Opinion**

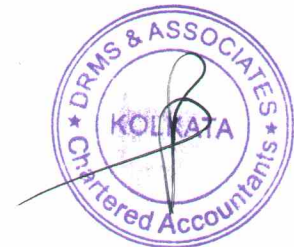
We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Responsibility of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the company's financial reporting process.



Head Office : 17, R.J.S. Building, 2nd Floor, Diagonal Road, Bistupur, Jamshedpur - 831001



**Auditor's Responsibility 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 SA's, We exercise professional judgement and maintain professional skepticism throughout the Audit. We also :

Identify and assess the risk of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform, audit procedures responsive to those risk, 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 omission, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audits in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

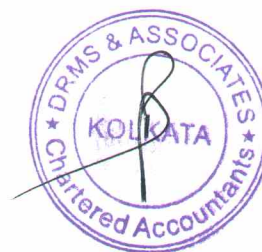
Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statement 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significance deficiency 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.







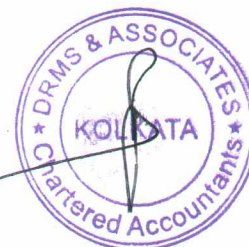
**Report on Other Legal and Regulatory Requirements**

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2016, we give in the '**Annexure-A**' a statement on the matters specified in paragraphs 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 & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company & the operating effectiveness of such control, refer to our separate report in **Annexure - B**. Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - 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.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: **Kolkata.**  
Date: The 30<sup>th</sup> day of July, 2020.  
UDIN:

**For DRMS & ASSOCIATES**  
**Chartered Accountants**  
F R No: 323853E

  
**CA RITESH JINDAL**  
(Partner)  
M No: 060411





**Annexure- A**

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in paragraph 1 under the "Report on other Legal and Regulatory requirements" our report to the members of **M/s. VISISTH CHAY VYAPAR LIMITED** ('the Company') on the standalone financial statement for the year ended 31<sup>st</sup> March, 2020, we report that :

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that , sub clause(a) (b) & (c) of clause (i) of the order is not applicable since company have no Fixed Assets during the year.
- (ii) The Inventories of the Company mainly consists of Shares & Securities which are in dematerialised as well as physical form. Hence physical verification of demat Inventories of the Company is not possible. Thus Sub Clause (a) & (b) of clause (ii) of para 4 of the order is not applicable to such Inventories of the Company. However, Shares & securities which are in physical form have been physically verified by the management. Further, proper records of Inventories have been maintained by the Company.
- (iii) The Company has granted loans, unsecured, to some parties covered in the register maintained under section 189 of the Companies Act, 2013.
  - (a) In the case of the loans granted to the body corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
  - (b) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to the information and explanations given to us and records examined by us, the company is generally depositing with appropriate authorities undisputed statutory dues including provident fund, investors education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues wherever applicable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except the following.

| Financial year to which demand raised/Refund relates | Name of other Tax Laws | Nature of Dues | Date of demand Raised | Amount  | Forum where Dispute is Pending |
|--|------------------------|----------------|-----------------------|---------|--------------------------------|
| 2015-2016  | Income Tax             | Income Tax     | 30.12.2018            | 512,880 | C.I.T (Apeel) - Delhi 9        |

Pending Demand is as per NSDL Portal



Head Office : 17, R.J.S. Building, 2nd Floor, Diagonal Road, Bistupur, Jamshedpur - 831001



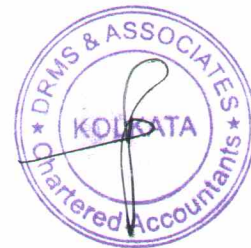
**Annexure- A**

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed by us for expressing our opinion on these standalone financial statements and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during course of our audit.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration paid or provided during the current reporting period is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- (xii) The Paragraph 3(xii) of the order is not applicable since the Company is not the Nidhi Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based on the information and explanations given to us by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the Company is required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and the Company has obtained such registration.

Place: Kolkata.  
Date: The 30<sup>th</sup> day of July, 2020.  
UDIN:

For DRMS & ASSOCIATES  
Chartered Accountants  
F R No: 323853E

  
CA RITESH JINDAL  
(Partner)  
M No: 060411





**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/S. VISISTH CHAY VYAPAR LIMITED.**

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

We have audited the internal financial controls over financial reporting of **M/s. VISISTH CHAY VYAPAR LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

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

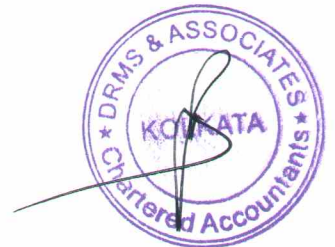
The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India [ICAI]. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.





### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

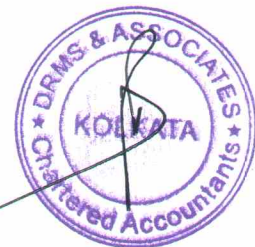
### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, DRMS & ASSOCIATES  
Chartered Accountants  
F. R. NO: 323853E

Place : Kolkata  
Date : The 20<sup>th</sup> day of July, 2020.  
UDIN :

  
RITESH JINDAL  
Partner  
M. No: 060411



VISISTH CHAY VYAPAR LIMITED  
CIN: L15491DL1985PLC019848  
Balance Sheet as at 31st March, 2020

(In ₹)

| Particulars                                 | Note No. | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|---|----------|---------------------------|---------------------------|--------------------------|
| <b>ASSETS</b>                               |          |                           |                           |                          |
| <b>(1) Financial Assets</b>                 |          |                           |                           |                          |
| (a) Cash and Cash Equivalents               | 2        | 89,355                    | 37,898                    | 45,916                   |
| (b) Loans                                   | 3        | 115,018,581               | 115,219,258               | 133,434,199              |
| (c) Investments                             | 4        | 107,248,363               | 108,168,758               | 122,644,074              |
| (d) Other Financial Assets                  | 5        | 2,000,000                 | 2,000,000                 | -                        |
| <b>(2) Non-Financial Assets</b>             |          |                           |                           |                          |
| (a) Inventories                             | 6        | 28,568,750                | 28,568,750                | 3,599,750                |
| (b) Other Non-Financial Assets              | 7        | 8,559,601                 | 10,337,906                | 46,713,329               |
| <b>TOTAL ASSETS</b>                         |          | <b>261,484,650</b>        | <b>264,332,572</b>        | <b>306,437,268</b>       |
| <b>LIABILITIES AND EQUITY</b>               |          |                           |                           |                          |
| <b>LIABILITIES</b>                          |          |                           |                           |                          |
| <b>(1) Financial Liabilities</b>            |          |                           |                           |                          |
| (a) Payables                                |          |                           |                           |                          |
| (i) Trade Payables                          | 8        | 1,532,226                 | 1,730,939                 | 1,924,961                |
| (b) Borrowings (Other than Debt Securities) | 9        | 25,730,500                | 26,920,000                | 40,878,082               |
| (c) Other Financial Liabilities             | 10       | 3,847,602                 | 3,103,352                 | 23,739,348               |
| <b>(2) Non-Financial Liabilities</b>        |          |                           |                           |                          |
| (a) Current Tax Liabilities (Net)           | 11       | -                         | 225,000                   | 12,660,332               |
| (b) Provisions                              | 12       | -                         | -                         | -                        |
| (c) Deferred Tax Liabilities (Net)          | 13       | 5,492,154                 | 5,603,505                 | 5,199,769                |
| (d) Other Non-Financial Liabilities         | 14       | 83,250                    | 203,269                   | 449,094                  |
| <b>(3) Equity</b>                           |          |                           |                           |                          |
| (a) Equity Share Capital                    | 15       | 199,990,000               | 199,990,000               | 199,990,000              |
| (b) Other Equity                            | 16       | 24,808,919                | 26,556,508                | 21,595,682               |
| <b>TOTAL LIABILITIES AND EQUITY</b>         |          | <b>261,484,650</b>        | <b>264,332,572</b>        | <b>306,437,268</b>       |

Significant Accounting Policies and Notes to Financial Statements.

1 to 30

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

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

For DRMS & Associates  
(Chartered Accountant)  
Firm Registration No. 323853E

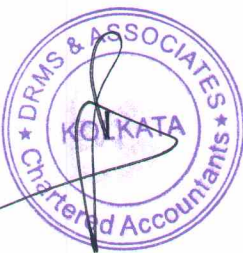
  
RITESH JINDAL

(Partner)  
Membership No: - FCA : 060411

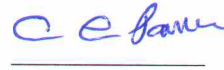
UDIN:

Place : Kolkata

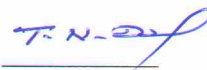
Dated: 30/07/20



For and on behalf of the Board of Directors



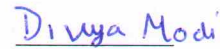
Champa Lal Pareek  
Managing Director  
00030815



Tarak Nath Dey  
Director  
00343396



Shilpi Poddar  
(Company Secretary)



Divya Modi  
(CFO)

VISISTH CHAY VYAPAR LIMITED  
CIN: L15491DL1985PLC019848  
Statement of Profit and Loss for the year ended 31st March, 2020

(In ₹)

| Particulars  | Note No. | Year ended<br>31st March, 2020 | Year ended<br>31st March, 2019 |
|--|----------|--------------------------------|--------------------------------|
| <b>Revenue from Operations</b>   |          |                                |                                |
| (i) Interest Income  | 17       | -                              | -                              |
| (ii) Dividend Income   |          | 1,552                          | 41,804                         |
| (iii) Rental Income  |          |                                |                                |
| (iv) Fees and Commission Income  |          |                                |                                |
| (v) Net gain on fair value changes   |          | -                              | -                              |
| (vi) Others (sales on shares held as stock-in-trade)   |          |                                | 48,409,337                     |
| (I) <b>Total Revenue from Operations</b>   |          | <b>1,552</b>                   | <b>48,451,141</b>              |
| (II) <b>Other Income</b>   | 18       | 131,088                        | 40,292,296                     |
| (III) <b>Total Income (I+II)</b>   |          | <b>132,640</b>                 | <b>88,743,437</b>              |
| <b>Expenses</b>  |          |                                |                                |
| (i) Purchase of Stock in Trade   |          |                                | 76,236,829                     |
| (ii) Finance Costs   | 19       | 832,500                        | 1,951,681                      |
| (iii) Net loss on fair value changes   |          |                                |                                |
| (iv) Net loss on derecognition of financial instruments under amortised cost category                    |          |                                |                                |
| (v) Net loss on fair value changes   |          | -                              | -                              |
| (vi) Impairment on Financial Instruments (Net)   | 20       | (806)                          | (5,932)                        |
| (vii) Changes in Inventories of finished goods, stock-in-trade and work-in-progress                      | 21       | -                              | (24,969,000)                   |
| (viii) Employee Benefits Expenses  | 22       | 410,000                        | 948,000                        |
| (ix) Depreciation, Amortisation and Impairment Expense   |          |                                |                                |
| (x) Administrative and Other Expenses  | 23       | 301,692                        | 30,560,203                     |
| (IV) <b>Total Expenses (IV)</b>  |          | <b>1,543,386</b>               | <b>84,721,781</b>              |
| (V) <b>Profit before Exceptional Items &amp; Tax (III- IV)</b>   |          | <b>(1,410,746)</b>             | <b>4,021,656</b>               |
| (VI) Exceptional items   |          |                                |                                |
| (VII) <b>Profit Before Tax (V-VI)</b>  |          | <b>(1,410,746)</b>             | <b>4,021,656</b>               |
| (VIII) Tax Expense:  |          |                                |                                |
| (a) Current Tax  |          |                                | 225,000                        |
| (b) Deferred Tax   |          |                                |                                |
| (c) Income tax for earlier years   |          |                                |                                |
| (IX) <b>Profit After Tax (VII-VIII)</b>  |          | <b>(1,410,746)</b>             | <b>3,796,656</b>               |
| (X) <b>Other Comprehensive Income/(Expense)</b>  |          |                                |                                |
| (i) Items that will not be reclassified to Profit or Loss  |          |                                |                                |
| (a) Remeasurement Gains/ (Losses) on Defined Benefit Plan  |          |                                |                                |
| (b) Gains/ (Losses) on Equity Instruments through Other Comprehensive Income                             |          | (428,273)                      | 1,567,905                      |
| (ii) Tax related to above  |          | (111,351)                      | 403,736                        |
| <b>Total Other Comprehensive Income/(Expense) (X)</b>  |          | <b>(316,922)</b>               | <b>1,164,170</b>               |
| (XI) <b>Total Comprehensive Income/(Expense) for the period (IX+X)</b>                                   |          | <b>(1,727,668)</b>             | <b>4,960,826</b>               |
| (XII) <b>Earnings per Equity share (Basic and Diluted) (in ₹)</b><br>(Par Value ₹ 10/- per Equity Share) | 24       | (0.07)                         | 0.19                           |

Significant Accounting Policies and Notes to Financial Statements.  
The Notes referred to above form an integral part of the Statement of Profit and Loss.

1 to 30

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


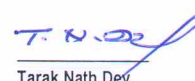

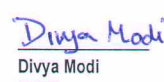
**For DRMS & Associates**  
(Chartered Accountant)  
Firm Registration No. 323853E  
  
**RITESH JINDAL**  
(Partner)  
Membership No: - FCA : 060411

UDIN:

Place : Kolkata  
Dated: 30/7/20



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

|  |  |
|--|--|
| <br><b>Champa Lal Pareek</b><br>Managing Director<br>00030815 | <br><b>Tarak Nath Dey</b><br>Director<br>00343396 |
| <br><b>Shilpi Poddar</b><br>(Company Secretary)              | <br><b>Divya Modi</b><br>(CFO)                    |

VISISTH CHAY VYAPAR LIMITED  
CIN: L15491DL1985PLC019848  
Statement of Cash Flows for the year ended 31st March, 2020

|  | (In ₹)                         |                                |
|--|--------------------------------|--------------------------------|
|  | Year ended<br>31st March, 2020 | Year ended<br>31st March, 2019 |
| <b>A. Cash Flow from Operating Activities</b>  |                                |                                |
| Profit Before Tax  | (1,410,746)                    | 4,021,656                      |
| Adjustments for:   |                                |                                |
| Net unrealised fair value (gain) / loss  | -                              | -                              |
| Interest on Income Tax Refund  | -                              | -                              |
| Liabilities No Longer Required written back  | -                              | -                              |
| Impairment on Financial Instruments  | -                              | -                              |
| Depreciation, Amortisation and Impairment Expense  | -                              | -                              |
| <b>Operating profit before working capital changes</b>                                   | <b>-1,410,746</b>              | <b>4,021,656</b>               |
| <b>Changes in Working Capital</b>  |                                |                                |
| Adjustments for:   |                                |                                |
| (Increase) / Decrease in Trade Receivables and Others assets                             | 1,778,305                      | 9,406,423                      |
| (Increase) / Decrease in Loans Assets  | 200,677                        | 18,214,941                     |
| Increase / (Decrease) in Trade Payables and Others Liabilities                           | 425,518                        | (21,075,843)                   |
| Increase/ (Decrease) in Other Bank Balances  | -                              | -                              |
| <b>Cash Generated / (used) in operations</b>   | <b>993,754</b>                 | <b>10,567,177</b>              |
| Direct Taxes Paid (net of refund)  | (225,000)                      | (12,660,332)                   |
| Taxation for Earlier Year  | (19,920)                       | -                              |
| <b>Net Cash (Used in) / Generated from Operating Activities</b>                          | <b>748,834</b>                 | <b>(2,093,155)</b>             |
| <b>B. Cash Flow from Investing Activities</b>  |                                |                                |
| Purchase of Property, Plant and Equipment, and Intangible Assets                         | -                              | -                              |
| Proceeds from Sale of Property, Plant and Equipment                                      | -                              | -                              |
| (Increase) / Decrease in Investments (Other than Subsidiaries)                           | 492,122                        | 16,043,221                     |
| (Increase) / Decrease of Investments in Subsidiaries                                     | -                              | -                              |
| <b>Net Cash (Used in) / Generated from Investing Activities</b>                          | <b>492,122</b>                 | <b>16,043,221</b>              |
| <b>C. Cash Flow from Financing Activities</b>  |                                |                                |
| Proceeds from issuance of Debt securities (including subordinated debt securities) (net) | -                              | -                              |
| Increase / (Decrease) in Working Capital facilities (net)                                | -                              | -                              |
| Increase / (Decrease) in Other Borrowings (net)  | (1,189,500)                    | (13,958,082)                   |
| Dividend Paid (including Corporate Dividend Tax)   | -                              | -                              |
| <b>Net Cash (Used in) / Generated from Financing Activities</b>                          | <b>(1,189,500)</b>             | <b>(13,958,082)</b>            |
| <b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>                            | <b>51,456</b>                  | <b>(8,016)</b>                 |
| <b>Cash &amp; Cash Equivalents at the beginning of the year</b>                          | <b>37,898</b>                  | <b>45,916</b>                  |
| <b>Cash and Cash Equivalents at the end of the year (refer Note No. 2)</b>               | <b>89,355</b>                  | <b>37,898</b>                  |

**Net Cash (Used in) / Generated from Operating Activities includes:**

|                   |       |        |
|-------------------|-------|--------|
| Interest Received | -     | -      |
| Interest Paid     | -     | -      |
| Dividend Received | 1,552 | 41,804 |

|   | (In ₹)                         |                                |
|---|--------------------------------|--------------------------------|
| Components of cash and cash equivalents:                | Year ended<br>31st March, 2020 | Year ended<br>31st March, 2019 |
| <b>Cash and cash equivalents at the end of the year</b> |                                |                                |
| (a) Cash on hand  | 76,179                         | 9,279                          |
| (b) Balances with Banks - in Current Account            | 13,176                         | 28,619                         |
| (c) Cheques on Hand                                     | -                              | -                              |
|   | <b>89,355</b>                  | <b>37,898</b>                  |

**Explanations:**

- The above Statement of Cash Flows has been prepared under the Indirect Method as set out in the Ind AS 7 'Statement of Cash Flows'.
- Previous year figures have been rearranged/ regrouped wherever necessary to conform to the current year's classification.

This is the Cash Flow Statement referred to in our report of even date.

**For DRMS & Associates**  
(Chartered Accountant)  
Firm Registration No. 323853E

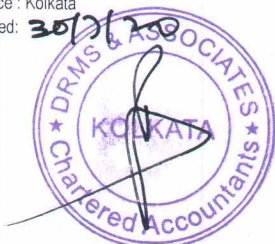
  
**RITESH JINDAL**  
(Partner)

Membership No: - FCA : 060411


UDIN:

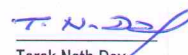
Place : Kolkata

Dated: 30/03/2020

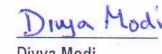


**For and on behalf of the Board of Directors**

  
**Champa Lal Pareek**  
Managing Director  
00030815

  
**Tarak Nath Dey**  
Director  
00343396

  
**Shilpi Poddar**  
(Company Secretary)

  
**Divya Modi**  
(CFO)



VISISTH CHAY VYAPAR LIMITED  
Statement of Changes in Equity for the year ended 31st March, 2020

A. Equity Share Capital

| Particulars                                     | Amount<br>(In ₹) |
|---|------------------|
| As at 1st April, 2018                           | 199,990,000      |
| Changes in Equity share capital during the year | -                |
| As at 31st March, 2019                          | 199,990,000      |
| Changes in Equity share capital during the year | -                |
| As at 31st March, 2020                          | 199,990,000      |

B. Other Equity

| Particulars                                  | Reserves and Surplus  |  |                 |                    |                              |                   |                   | Items of other comprehensive Income | Total |
|--|---|--|-----------------|--------------------|------------------------------|-------------------|-------------------|-------------------------------------|-------|
|  | Special Reserve (pursuant to Section 45(IC) of the Reserve Bank of India Act, 1934) | Income Tax Special reserve (pursuant to Section 36(1)(viii) of the Income Tax Act, 1961) | Capital Reserve | Securities Premium | Bond/Debt Redemption Reserve | General Reserve   | Retained Earnings |                                     |       |
| Balance as at the 1st April, 2018 (restated) | 434,107   | -  | -               | -                  | -                            | 21,161,575        | -                 | 21,595,682                          |       |
| Profit for the year                          | -   | -  | -               | -                  | -                            | 3,796,656         | 1,164,170         | 4,960,826                           |       |
| Other Comprehensive Income (net of tax)      | -   | -  | -               | -                  | -                            | 1,164,170         | (1,164,170)       | -                                   |       |
| Dividends                                    | -   | -  | -               | -                  | -                            | -                 | -                 | -                                   |       |
| Transfer from retained earnings              | 759,331   | -  | -               | -                  | -                            | (759,331)         | -                 | -                                   |       |
| Income tax adjustment for earlier years      | -   | -  | -               | -                  | -                            | -                 | -                 | -                                   |       |
| <b>Balance as at 31st March, 2019</b>        | <b>1,193,438</b>  | <b>-</b>   | <b>-</b>        | <b>-</b>           | <b>-</b>                     | <b>25,363,070</b> | <b>-</b>          | <b>26,556,508</b>                   |       |
| Balance as at the 1st April, 2019            | 1,193,438   | -  | -               | -                  | -                            | (1,410,746)       | (316,922)         | 26,556,508                          |       |
| Profit for the year                          | -   | -  | -               | -                  | -                            | (316,922)         | 316,922           | (1,727,668)                         |       |
| Other Comprehensive Income (net of tax)      | -   | -  | -               | -                  | -                            | -                 | -                 | -                                   |       |
| Dividend and Corporate Dividend Tax          | -   | -  | -               | -                  | -                            | -                 | -                 | -                                   |       |
| Transfer from retained earnings              | -   | -  | -               | -                  | -                            | -                 | -                 | -                                   |       |
| Income tax adjustment for earlier years      | -   | -  | -               | -                  | -                            | (19,920)          | -                 | (19,920)                            |       |
| <b>Balance as at 31st March, 2020</b>        | <b>1,193,438</b>  | <b>-</b>   | <b>-</b>        | <b>-</b>           | <b>-</b>                     | <b>23,615,481</b> | <b>-</b>          | <b>24,808,920</b>                   |       |

This is the Statement of Changes in Equity referred to in our report of even date.

For DRMS & Associates

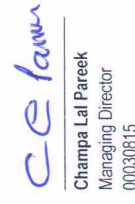
(Chartered Accountant)  
Firm Registration No. 323653E

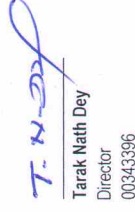
  
RITESH JINDAL  
(Partner)  
Membership No. - FCA : 060411

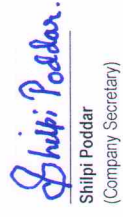
UDIN:  
Place : Kolkata  
Dated 30/3/20

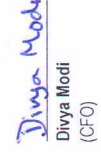


For and on behalf of the Board of Directors

  
Champa Lal Pareek  
Managing Director  
00030815

  
Tarak Nath Dey  
Director  
00343396

  
Shilpi Poddar  
(Company Secretary)

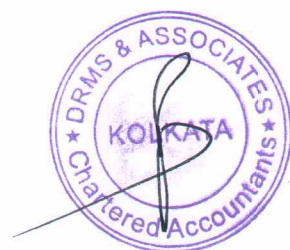
  
Divya Modi  
(CFO)

## VISISTH CHAY VYAPAR LIMITED

## RECONCILIATION OF EQUITY &amp; PROFIT AFTER TAX WITH RESPECT TO PREVIOUS GAAP &amp; IND-AS

| Equity Reconciliation  |                    |                    |                    |
|--|--------------------|--------------------|--------------------|
| Particulars  | 1.04.2018          | 31.03.2019         | 31.03.2020         |
| Balance as per previous GAAP   | 206,592,171.00     | 207,571,664.00     | 206,260,617.00     |
| <b>Adjustments</b>   |                    |                    |                    |
| Investments in equity shares and mutual funds remeasured at fair value | 20,193,278.00      | 24,578,346.00      | 24,030,455.00      |
| Deferred tax impact on above   | (5,199,769)        | (5,603,505)        | (5,492,154)        |
| <b>Balance as per Ind AS</b>   | <b>221,585,682</b> | <b>226,546,508</b> | <b>224,798,920</b> |
| <b>Amount as per Financial Statement</b>                               | <b>221,585,682</b> | <b>226,546,508</b> | <b>224,798,919</b> |
| Difference   | -                  | -                  | 0                  |

| Profit After Tax   |                  |                  |                    |
|--|------------------|------------------|--------------------|
| Particulars  | 31.03.2018       | 31.03.2019       | 31.03.2020         |
| Balance as per previous GAAP   | (5,724,831)      | 979,493          | (1,291,128)        |
| <b>Adjustments</b>   |                  |                  |                    |
| Gain/Loss on sale of investments in equity shares reclassified to Other Comprehensive Income ( Net of Current Tax) | -                | 2,817,162        | (119,618)          |
| Fair Valuation of equity instruments through other comprehensive income including realised gain                    | 14,993,509       | 1,164,170        | (316,922)          |
| <b>Balance as per Ind AS</b>   | <b>9,268,678</b> | <b>4,960,826</b> | <b>(1,727,668)</b> |
| <b>Amount as per Financial Statement</b>   | <b>9,268,678</b> | <b>4,960,826</b> | <b>(1,727,668)</b> |
| Difference   | -                | -                | -                  |



VISISTH CHAY VYAPAR LIMITED

Notes to the financial statement for the year ended 31st March 2020

Note-1: ACCOUNTING POLICIES

1. Background Information

VISISTH CHAY VYAPAR LIMITED referred to as ("The Company") is a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Loan Company.

The company's activities primarily comprises of investing in listed and unlisted equity shares and in mutual funds. The Company also lends money with or without security. The shares of company are listed on the Metropolitan Stock Exchange.

The standalone financial statements of the Company as on 31st March, 2020 were approved and authorised for issue by the Board of Directors.

2. Statement of Compliance with Ind AS

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time with effect from 1st April, 2018.

For all periods upto and including the year ended 31st March, 2019, the Company prepared its financial statements in accordance with the requirements of the accounting standards notified under section 133 of Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

These financial statements for the year ending 31st March, 2020 are the first financial statements that the Company has prepared under Ind AS. The date of transition to Ind AS is April 1, 2018 and the adoption was carried out in accordance with Ind AS 101 – First time adoption of Indian Accounting Standards. The Company has presented a reconciliation from the presentation of financial statements under accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of total equity as at April 1, 2018 and March 31, 2019, total comprehensive income and cash flow for the year ended March 31, 2019

3. Basis of Preparation of Financial Statements

The financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments measured at fair value at the end of each reporting period as explained in accounting policies below.

The financial statements are presented in Indian Rupees (INR), unless otherwise indicated.

4. Use of estimates

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures including disclosures of contingent assets and contingent liabilities as at the date of financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of: impairment of financial instruments, provisions and contingent liabilities.

5. Significant Accounting policies

(a) Financial Instruments

*Classification*

A Financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instruments of another entity.

Financial assets, other than equity, are classified into, Financial assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FVTPL or FVOCI. Financial liabilities are classified as amortised cost category and FVTPL.

Business Model assessment and Solely payments of principal and interest (SPPI) test:

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel

- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed

- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)



VISISTH CHAY VYAPAR LIMITED

Notes to the financial statement for the year ended 31st March 2020

- The expected frequency, value and timing of sales are also important aspects of the Company's assessment

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

**Initial recognition**

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

**Subsequent measurement**

**Financial assets at amortised cost**

Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently these are measured at amortised cost using effective interest method less any impairment losses.

**Equity Instruments at FVOCI**

These include financial assets that are equity instruments as defined in Ind AS 32 "Financial Instruments: Presentation" and are not held for trading and where the Company's management has elected to irrevocably designated the same as Equity instruments at FVOCI upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes.

Gains and losses on these equity instruments are never recycled to profit or loss.

Dividends from these equity investments are recognised in the statement of profit and loss when the right to receive the payment has been established.

**Fair value through Profit and loss account**

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

**Financial Liabilities and equity instruments**

**Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

**Other Financial Liabilities**

These are measured at amortised cost using effective interest rate.

**Derecognition of Financial assets and Financial liabilities**

The Company derecognizes 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 to another entity.

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

**Impairment of financial assets**

The Company recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost or fair value through OCI. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

**Reclassification of Financial assets**

The company does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when

the company changes its business model for managing such financial assets. The company does not re-classify its financial liabilities.

**(b) Determination of fair value**

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.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.



**VISISTH CHAY VYAPAR LIMITED**  
**Notes to the financial statement for the year ended 31st March 2020**

**(c) Investment in subsidiaries and associates**

The company has chosen to carry the Investments in associates and subsidiaries at cost less impairment, if any in the separate financial statements.

**(d) Foreign currency transactions and translation**

The financial statements of the Company are presented in Indian rupees (Rs), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising on the retranslation or settlement of monetary items are included in the statement of profit and loss for the period.

**(e) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, as they are considered an integral part of the Company's cash management.

**(f) Property Plant and Equipment and Intangible Assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition less accumulated depreciation / amortisation. Cost includes all expenses incidental to the acquisition of the Property, plant and equipment and intangible assets and any attributable cost of bringing the asset to its working condition for its intended use, if any.

**(g) Depreciation and amortisation of property, plant and equipment and intangible assets**

The Company had not provided any depreciation in absence of any Property, plant & equipments.

**Transition to Ind AS**

For transition to Ind AS, the Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount on the date of transition to Ind AS i.e. April 1, 2018.

**(h) Impairment of non - financial assets**

The carrying amounts of the Company's property, plant & equipment and intangible assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in profit or loss.

**(i) Employee benefits**

**Short term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service.

**(j) Accounting for provisions, contingent liabilities and contingent assets**

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Constructive obligation is an obligation that derives from an entity's actions where:



VISISTH CHAY VYAPAR LIMITED

Notes to the financial statement for the year ended 31st March 2020

(a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities, and

(b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities. Contingent liabilities are not recognised in the financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**(k) Income tax - Current & Deferred**

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Current income-tax is recognised at the amount expected to be paid to the tax authorities, using the tax rates and tax laws, enacted or substantially enacted as at the balance sheet date.

Taxable profit differs from net profit as reported in the Standalone statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred income tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements and is accounted for using the balance sheet liability method.

Deferred income tax assets are recognised to the extent 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 income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using tax rates and laws, enacted or substantially enacted as of the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as an income or expense in the period that includes the enactment or substantive enactment date.

**(l) Recognition of Dividend and Interest income**

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

**(m) Dividends on ordinary shares**

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

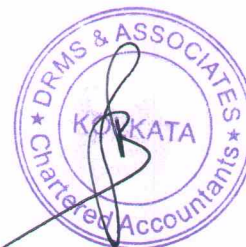
**(n) Segment reporting**

The Company is primarily engaged in the business of financing and there is no separate reportable segment.

Pursuant to Ind AS 108 - Operating Segments, no segment disclosure has been made in these financial statements, as the Company has only one geographical segment and no other separate reportable business segment.

**(n) Onerous contracts**

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.



VISISTH CHAY VYAPAR LIMITED

Notes to the financial statement for the year ended 31st March 2020

6. First-Time Adoption of Ind AS

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2018 (the transition date), by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. The exceptions and certain optional exemptions availed by the Company in accordance with the guidance provided in Ind AS 101, First Time Adoption of Indian Accounting Standards, and reconciliations of equity and total comprehensive income from previously reported GAAP to Ind AS are detailed below:

(A) Mandatory Exceptions to retrospective application

The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 131 "First Time Adoption of Indian Accounting Standards".

(a) Estimates

On assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence that those estimates were in error. However, estimates that were required under Ind AS but not required under previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

(b) Classification and Measurement of financial asset

The Company has classified the financial assets as per Ind AS 139 on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) Impairment of Financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively, however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

(B) Optional Exemptions from retrospective application

Ind AS 101 permits first-time adopters certain exemptions from retrospective application of certain requirements under Ind AS. The company has elected to apply the following optional exemptions:

(a) Deemed cost for Property Plant and equipment

The company has elected to continue with carrying value of all of its property plant and equipment recognised in financial statements as at the date of transition to Ind AS measured as per previous GAAP as deemed cost on the date of transition to Ind AS.

(b) Investment in Subsidiary and associates

The Company has elected to measure its investments in associates at previous GAAP carrying value as deemed cost on the date of transition.

(c) Designation of previously recognised financial instruments

The company has designated investment in equity instrument as at fair value through other comprehensive income in accordance with Para 5.7.5 of Ind AS 109 on the basis of facts and circumstances that exist at the date of transition of Ind AS.

(C) Reconciliation between previous GAAP and Ind AS

The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards"

(a) Reconciliation of total equity as at 1st April, 2018 and 31st March, 2019

(b) Reconciliation of total comprehensive income for the year ended 31st March, 2019.

Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS.

(a) Equity Reconciliation

| Particulars   | Notes | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|---|-------|---------------------------|--------------------------|
| Total equity / shareholders' funds as per Indian GAAP   |       | 207,571,664               | 206,592,171              |
| <b>Ind AS adjustments</b>   |       |                           |                          |
| Measurement impact of Financial Instruments fair valued through Other comprehensive income (net of provisions as per IGAAP) | (i)   | 24,578,346                | 20,193,278               |
| Deferred tax impacts  | (ii)  | (5,603,505)               | (5,199,769)              |
| <b>Total Ind AS adjustments</b>   |       |                           |                          |
| Total equity as per Ind AS adjustments  |       | 226,546,505               | 221,585,680              |



**VISISTH CHAY VYAPAR LIMITED**  
Notes to the financial statement for the year ended 31st March 2020

(b) Total Comprehensive Income Reconciliation

| Particulars   | Notes | As at<br>31st March, 2019 |
|---|-------|---------------------------|
| Net profit / (loss) as per Indian GAAP  |       | 979,493                   |
| <b><u>Ind AS adjustments</u></b>  |       |                           |
| Gain/Loss on Equity instruments Classified as Fair valued through OCI                           |       | 2,817,162                 |
| Deferred tax impacts  |       | -                         |
| <b>Total effect of transition to Ind AS</b>   |       | <b>2,817,162</b>          |
| Net profit after tax (before OCI) as per Ind AS   |       | 3,796,655                 |
| <b><u>Other comprehensive Income</u></b>  |       |                           |
| <b>Items that will not be reclassified to profit and loss account</b>                           |       |                           |
| Fair Valuation of equity instruments through other comprehensive Income including realised gain |       | 1,164,170                 |
| Tax impacts on above  |       | -                         |
| <b>Total other Comprehensive income</b>   |       | <b>1,164,170</b>          |
| <b>Total Comprehensive income as per Ind AS</b>   |       | <b>4,960,825</b>          |

(i) Classification and Measurement of Financial assets Fair valued through OCI

Under Indian GAAP, company accounted for its long term investments in quoted and unquoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS the company has designated these investments as FVOCI as per conditions prescribed in para 5.7.5 of Ind AS 109 for equity shares.

At the date of transition to Ind AS, the difference between the instruments fair value and Carrying value as per Indian GAAP (for equity) has been recognised as a separate component of equity, in FVOCI reserve, net of related taxes.

(ii) Classification and measurement of Financial asset Fair valued through P&L

Under Indian GAAP, Company accounted for its long term investment in Mutual funds measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS the company has classified these investment as FVPL as per conditions prescribed in para 4.1.2 (B) of Ind AS 109.

(iii) Others

Others mainly include reversal of impairment loss on financial instrument measured at amortised cost.

(iv) Deferred tax

The various transitional adjustments lead to temporary differences between the carrying amount of assets or liabilities in the balance sheet and its tax base. As per Ind AS 12, the deferred tax is required to be created on such adjustments, accordingly the company has recognised Deferred tax on such adjustments in correlation to the underlying transaction either in retained earnings or a separate component of equity as required by the standard.





VISISITH CHAY VYAPAR LIMITED  
Notes to the Financial Statements for the year ended 31st March, 2020

| Particulars                                   | As at 31st March, 2020 | As at 31st March, 2019 | As at 1st April, 2018 |
|---|------------------------|------------------------|-----------------------|
| Cash on hand                                  | 76,179                 | 9,279                  | 37,165                |
| Bank balances with banks - in Current Account | 13,176                 | 28,619                 | 8,751                 |
| Cheques on Hand                               | 89,355                 | 37,898                 | 45,916                |
| <b>Total</b>                                  |                        |                        |                       |

| Particulars   | As at 31st March, 2020 |                                    |                        |   | As at 31st March, 2019 |             |                |                                    | As at 1st April, 2018  |   |             |       |
|---|------------------------|------------------------------------|------------------------|---|------------------------|-------------|----------------|------------------------------------|------------------------|---|-------------|-------|
|   | At Fair Value          |                                    |                        |   | At Fair Value          |             |                |                                    | At Fair Value          |   |             |       |
|   | Amortised cost         | Through Other Comprehensive Income | Through profit or loss | Designated at fair value through profit or loss | Subtotal               | Total       | Amortised cost | Through Other Comprehensive Income | Through profit or loss | Designated at fair value through profit or loss | Subtotal    | Total |
| <b>Loans</b>  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (A)   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (i) Term Loans  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (ii) Other Loans:   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| Incorporate Deposit   | 115,480,503            |                                    |                        |   | 115,480,503            | 115,681,986 |                |                                    |                        | 115,681,986                                     | 115,681,986 |       |
| Letter of Credit  | 115,480,503            |                                    |                        |   | 115,480,503            | 115,681,986 |                |                                    |                        | 115,681,986                                     | 115,681,986 |       |
| <b>Total (A) Gross</b>  | 115,480,503            |                                    |                        |   | 115,480,503            | 115,681,986 |                |                                    |                        | 115,681,986                                     | 115,681,986 |       |
| Less: Impairment loss allowance   | (461,922)              |                                    |                        |   | (461,922)              | (462,728)   |                |                                    |                        | (462,728)                                       | (462,728)   |       |
| <b>Total (A) Net</b>  | 115,018,581            |                                    |                        |   | 115,018,581            | 115,219,258 |                |                                    |                        | 115,219,258                                     | 115,219,258 |       |
| (B)   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (i) Secured by tangible assets / cash flows                                 |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (ii) Secured by intangible assets   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (iii) Covered by Bank / Government Guarantees                               |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (iv) Unsecured  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (B) Gross</b>  | 115,480,503            |                                    |                        |   | 115,480,503            | 115,681,986 |                |                                    |                        | 115,681,986                                     | 115,681,986 |       |
| Less: Impairment loss allowance   | (461,922)              |                                    |                        |   | (461,922)              | (462,728)   |                |                                    |                        | (462,728)                                       | (462,728)   |       |
| <b>Total (B) Net</b>  | 115,018,581            |                                    |                        |   | 115,018,581            | 115,219,258 |                |                                    |                        | 115,219,258                                     | 115,219,258 |       |
| (C) (i) Loans in India  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (ii) Public Sector  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| (iii) Others  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (C) Gross</b>  | 115,480,503            |                                    |                        |   | 115,480,503            | 115,681,986 |                |                                    |                        | 115,681,986                                     | 115,681,986 |       |
| Less: Impairment loss allowance   | (461,922)              |                                    |                        |   | (461,922)              | (462,728)   |                |                                    |                        | (462,728)                                       | (462,728)   |       |
| <b>Total (C) (i) Net</b>  | 115,018,581            |                                    |                        |   | 115,018,581            | 115,219,258 |                |                                    |                        | 115,219,258                                     | 115,219,258 |       |
| (C) (ii) Loans outside India  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| Less: Impairment loss allowance   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (C) (ii) Net</b>   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (C) (i) and C (ii)</b>   | 115,018,581            |                                    |                        |   | 115,018,581            | 115,219,258 |                |                                    |                        | 115,219,258                                     | 115,219,258 |       |
| <b>Total (A) (i) and (ii) Net</b>   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (B) (i) and (ii) Net</b>   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (C) (i) and (ii) Net</b>   |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total (A) (i) and (ii) and (B) (i) and (ii) and (C) (i) and (ii) Net</b> |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |
| <b>Total</b>  |                        |                                    |                        |   |                        |             |                |                                    |                        |   |             |       |



VISISTH CHAY VYAPAR LIMITED

4. Investments

| Particulars                         | As at 31st March, 2020 |                                    |                        |                                   |             |         | As at 31st March, 2019 |                |                                    |                        |   |          | As at 1st April, 2018 |             |                |                                    |                        |   |             |         |       |             |
|-------------------------------------|------------------------|------------------------------------|------------------------|-----------------------------------|-------------|---------|------------------------|----------------|------------------------------------|------------------------|---|----------|-----------------------|-------------|----------------|------------------------------------|------------------------|---|-------------|---------|-------|-------------|
|                                     | At Fair Value          |                                    |                        | At Fair Value                     |             |         | At Fair Value          |                |                                    | At Fair Value          |   |          | At Fair Value         |             |                | At Fair Value                      |                        |   |             |         |       |             |
|                                     | Amortised cost         | Through other comprehensive income | Through profit or loss | Designated through profit or loss | Subtotal    | Others* | Total                  | Amortised cost | Through other comprehensive income | Through profit or loss | Designated at fair value through profit or loss | Subtotal | Others*               | Total       | Amortised cost | Through other comprehensive income | Through profit or loss | Designated at fair value through profit or loss | Subtotal    | Others* | Total |             |
| Investments                         | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |
| Equity instruments                  | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |
| Total - Gross A                     | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |
| (i) Investments outside India       | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |
| (ii) Investments in India           | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |
| Total - B                           | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |
| Less: Impairment loss allowance (C) | -                      | -                                  | -                      | -                                 | -           | -       | -                      | -              | -                                  | -                      | -   | -        | -                     | -           | -              | -                                  | -                      | -   | -           | -       | -     | -           |
| Total - Net D = (A)-(C)             | -                      | 107,246,363                        | -                      | -                                 | 107,246,363 | -       | 107,246,363            | 108,168,758    | -                                  | -                      | -   | -        | -                     | 108,168,758 | -              | 122,644,074                        | -                      | -   | 122,644,074 | -       | -     | 122,644,074 |

\* On transition to Ind AS, the Company has availed the exemption available under Ind AS 101 - 'First Time Adoption of Indian Accounting Standards' to use the Previous GAAP carrying value or fair value as on transition date as deemed cost to measure investments in associates.



4. Investments (Contd....)

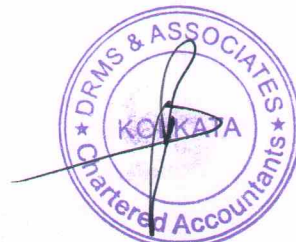
| Particulars   | As at 31st March 2020 |            | As at 31st March 2019 |            | As at 1st April 2018 |            |
|---|-----------------------|------------|-----------------------|------------|----------------------|------------|
|   | QTY                   | Amount     | QTY                   | Amount     | QTY                  | Amount     |
| <b>Investments Carried at Fair Value through Other Comprehensive Income</b> |                       |            |                       |            |                      |            |
| <b>In Equity Instruments (Quoted)</b>                                       |                       |            |                       |            |                      |            |
| MAURYA TRADING CO. LTD  | 35,875                | 358,750    | 35,875                | 358,750    | 35,875               | 358,750    |
| SANGRAHALYA TIMBER & CRAFT LTD.   | 700,000               | 6,475,000  | 700,000               | 6,475,000  | 700,000              | 6,475,000  |
| NORTH EASTERN PUBLISHING & ADVERTISING CO. LTD                              | 1,775,000             | 16,507,500 | 1,775,000             | 16,507,500 | 1,775,000            | 16,507,500 |
| KAMINI FINANCE & INVESTMENT CO. LTD   | 414,100               | 1,884,155  | 414,100               | 1,884,155  | 414,100              | 1,884,155  |
| PURBANCHAL PRESTRESSED LTD.   | 700,000               | 6,055,000  | 700,000               | 6,055,000  | 700,000              | 6,055,000  |
| DHUNSERI TEA & INDUSTRIES LTD.  | -                     | -          | -                     | -          | 2,006                | 553,957    |
| EVEREST INDUSTRIES LTD  | -                     | -          | -                     | -          | 2,560                | 1,221,504  |
| BOMBAY DYEING AND MANUFACTURING COMPANY LTD                                 | -                     | -          | -                     | -          | 10,000               | 2,390,500  |
| INDIABULLS VENTURE LTD  | -                     | -          | -                     | -          | 15,000               | 3,658,500  |
| GUJARAT FLUROCHEMICALS LTD  | -                     | -          | -                     | -          | 5,000                | 3,962,500  |
| UNITECH LTD   | -                     | -          | -                     | -          | 250,000              | 1,367,500  |
| WEBSOL ENERGY SYSTEM LTD  | -                     | -          | -                     | -          | 25,000               | 2,201,250  |
| INDIABULLS VENTURE LTD (RIGHT ISSUE) (PARTLY PAID-UP SHARES)                | -                     | -          | 2,822                 | 920,395    | -                    | -          |
|   |                       | 31,280,405 |                       | 32,200,800 |                      | 46,676,116 |
| <b>In Equity Instruments (Unquoted)</b>                                     |                       |            |                       |            |                      |            |
| Chemo Traders Pvt.Ltd   | 180,000               | 19,800,000 | 180,000               | 19,800,000 | 180,000              | 19,800,000 |
| Citystar Infrastructures Ltd  | 1,410,000             | 15,510,000 | 1,410,000             | 15,510,000 | 1,410,000            | 15,510,000 |
| Ocean Freight Enterprises Pvt.Ltd   | 248,900               | 27,379,000 | 248,900               | 27,379,000 | 248,900              | 27,379,000 |
| Aries Commercial Pvt Ltd  | 1,830                 | 18,300     | 1,830                 | 18,300     | 1,830                | 18,300     |
| Maa Karni Finance (P) Ltd   | 20,800                | 208,000    | 20,800                | 208,000    | 20,800               | 208,000    |
| Jonnete Properties (P) Ltd  | 84,500                | 845,000    | 84,500                | 845,000    | 84,500               | 845,000    |
| Rukmini Properties (P) Ltd  | 440                   | 3,262,358  | 440                   | 3,262,358  | 440                  | 3,262,358  |
| Intouch Trading Pvt Ltd   | 40,627                | 2,437,620  | 40,627                | 2,437,620  | 40,627               | 2,437,620  |
| N K Concrete Creation Pvt Ltd   | 65,286                | 652,860    | 65,286                | 652,860    | 65,286               | 652,860    |
| Uniom Manufacturing & Trading Co. Pvt Ltd.                                  | 200                   | 2,000      | 200                   | 2,000      | 200                  | 2,000      |
| Aquarius Commercial Private Limited   | 22,500                | 292,500    | 22,500                | 292,500    | 22,500               | 292,500    |
| Vaitarni Commercial Private Limited   | 22,500                | 315,000    | 22,500                | 315,000    | 22,500               | 315,000    |
| Sagittarius Commercial Private Limited                                      | 17,500                | 245,000    | 17,500                | 245,000    | 17,500               | 245,000    |
| Citystar Towers Private Limited   | 900                   | 9,000      | 900                   | 9,000      | 900                  | 9,000      |
| Deocan Traders Private Limited  | 246,000               | 1,886,820  | 246,000               | 1,886,820  | 246,000              | 1,886,820  |
| Loreto Trading & Finance Company Private Limited                            | 14,250                | 140,500    | 14,250                | 140,500    | 14,250               | 140,500    |
| Uttam Machinery & Supply Company Pvt Ltd                                    | 1,900                 | 19,000     | 1,900                 | 19,000     | 1,900                | 19,000     |
| Fastener Commotrade Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Jasper Tracom Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Fastener Tracom Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Original Barter Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Fastener Vanijya Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Jasper Vinimay Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Fastener Vintrade Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Jasper Vanijya Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Stephen Commosales Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Original Dealtrade Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Primary Tie Up Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Stephen Commotrade Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Rocky Dealcomm Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Jasper Tradelink Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Sonata Barter Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Stephen Suppliers Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Original Dealsales Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Stephen Vinimay Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Original Tracom Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Stephen Tie Up Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Escort Dealmark Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Bluebell Commotrade Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Bluebell Tie Up Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Escort Tie Up Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Escort Tracom Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Escort Vinimay Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Olay Vintrade Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Lifelong Vincom Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Crossroad Vincom Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Fastener Commosales Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Jasper Commotrade Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Original Agencies Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Primary Dealtrade Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Lifelong Vinimay Private Limited  | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Starmark Commosales Private Limited   | 1,800                 | 18,000     | 1,800                 | 18,000     | 1,800                | 18,000     |
| Vista Barter Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Glaze Tie Up Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Glaze Tracom Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Neptune Vintrade Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Rangoli Commotrade Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Transways Traders Pvt Ltd   | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Transways Vanijya Pvt Ltd   | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Limelight Commosales Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Jiwanyoti Tie Up Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Superior Barter Pvt Ltd   | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Superior Dealtrade Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Superior Vincom Pvt Ltd   | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Theme Barter Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Wizard Vanijya Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Pushkar Dealtrade Pvt Ltd   | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Dhanvarsha Tie Up Pvt Ltd   | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |
| Dayanidhi Vintrade Pvt Ltd  | 1,600                 | 16,000     | 1,600                 | 16,000     | 1,600                | 16,000     |



4. Investments (Contd....)

| Particulars                         | As at 31st March 2020 |                    | As at 31st March 2019 |                    | As at 1st April 2018 |                    |
|-------------------------------------|-----------------------|--------------------|-----------------------|--------------------|----------------------|--------------------|
|                                     | QTY                   | Amount             | QTY                   | Amount             | QTY                  | Amount             |
| Sukhjit Barter Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Crossway Commotrade Pvt Ltd         | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Comfort Commodeal Pvt Ltd           | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Fort Tradelinks Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Impression Vanijya Pvt Ltd          | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Indraloke Tracom Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Purple Vintrade Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Bonanzo Tradecom Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Booster Vanijya Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Evernew Tradecom Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Glitter Commodeal Pvt Ltd           | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Happy Tradecom Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Majority Suppliers Pvt Ltd          | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Seaside Dealcom Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Suryakanchan Sales Pvt Ltd          | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Wizard Vinimay Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Falcon Vintrade Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Glaze Vanijya Pvt Ltd               | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Golden Valley Dealers Pvt Ltd       | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Marina Dealtrade Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Regal Dealtrade Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Rover Commodeal Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Sonata Tradelink Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Sunbright Barter Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Bavison Tradelink Pvt Ltd           | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Dreamland Vincom Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Sukhsagar Tradelink Pvt Ltd         | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Reward Vintrade Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Samarpan Distributors Pvt Ltd       | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Superior Commotrade Pvt Ltd         | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Theme Tie Up Pvt Ltd                | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Wise Barter Pvt Ltd                 | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Glaze Commodeal Pvt Ltd             | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Liberal Dealtrade Pvt Ltd           | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Seaview Dealtrade Pvt Ltd           | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Nandlal Barter Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Popstar Tradelink Pvt Ltd           | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Rasraj Tracom Pvt Ltd               | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Rasraj Vincom Pvt Ltd               | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Risewell Merchants Pvt Ltd          | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Acyumen Tracom Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Carnation Tie Up Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Jograj Vinimay Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Oliver Agency Pvt Ltd               | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Raghav Barter Pvt Ltd               | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Silverson Tie Up Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Seaside Tracom Pvt Ltd              | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Sukhjit Vintrade Pvt Ltd            | 1,600                 | 16,000             | 1,600                 | 16,000             | 1,600                | 16,000             |
| Calkins Attalika Pvt Ltd            | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Asparagus Grihanirman Pvt Ltd       | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Stork Hi Rise Pvt Ltd               | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Caramel Grihashobha Pvt Ltd         | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Cichild Housing Pvt Ltd             | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Mistletoe Realty Pvt Ltd            | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Thornbill Griho Pvt Ltd             | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Vireo Housing Pvt Ltd               | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Sandgrouses Land Developers Pvt Ltd | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Keshel Infrastructure Pvt Ltd       | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Komonder Builders Pvt Ltd           | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Keshel House Builders Pvt Ltd       | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Godhuli Kunjaloy Pvt Ltd            | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Buzzard Grihoshova Pvt Ltd          | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Custard Grihi Pvt Ltd               | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Sittella Infrastructures Pvt Ltd    | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Tinamou Developers Pvt Ltd          | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Quetzal Housing Pvt Ltd             | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Pardalote Grihanirman Pvt Ltd       | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Kakapo Grihanirman Pvt Ltd          | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Greygone Housing Pvt Ltd            | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Cassowaries Griho Pvt Ltd           | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Grebe Housing Pvt Ltd               | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Grosbeaks Nirman Pvt Ltd            | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Manakin Developers Pvt Ltd          | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Kashphool Abashon Pvt Ltd           | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Pakshiraj Niketan Pvt Ltd           | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Salamander Niketan Pvt Ltd          | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Shiuli Kunjosobha Pvt Ltd           | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Tapaculo Grihanirman Pvt Ltd        | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Grasshopper Nirman Pvt Ltd          | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Emu Developers Pvt Ltd              | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Berkelium House Builders Pvt Ltd    | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Cuckoo Nirman Pvt Ltd               | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Oricle Housing Pvt Ltd              | 1,500                 | 15,000             | 1,500                 | 15,000             | 1,500                | 15,000             |
| Wollemia Builders Pvt Ltd           | 1,500                 | 375,000            | 1,500                 | 375,000            | 1,500                | 375,000            |
| Boojum Land Developers Pvt Ltd      | 1,500                 | 375,000            | 1,500                 | 375,000            | 1,500                | 375,000            |
| <b>Total</b>                        |                       | <b>75,967,958</b>  |                       | <b>75,967,958</b>  |                      | <b>75,967,958</b>  |
| <b>Total Investment</b>             |                       | <b>107,248,363</b> |                       | <b>108,168,758</b> |                      | <b>122,644,074</b> |

All quoted and unquoted investments mentioned above all fully paid-up.



**VISISTH CHAY VYAPAR LIMITED**  
Notes to the Financial Statements for the year ended 31st March, 2020

**5. Other Financial Assets**

(In ₹)

| Particulars                  | As at<br>31st March,<br>2020 | As at<br>31st March, 2019 | As at<br>1st April,<br>2018 |
|------------------------------|------------------------------|---------------------------|-----------------------------|
| Interest accrued but not due | -                            | -                         | -                           |
| Income accrued but not due   | -                            | -                         | -                           |
| Loans to employees           | -                            | -                         | -                           |
| Security deposits            | -                            | -                         | -                           |
| To Related Parties           | -                            | -                         | -                           |
| To Others                    | 2,000,000                    | 2,000,000                 | -                           |
| <b>Total</b>                 | <b>2,000,000</b>             | <b>2,000,000</b>          | <b>-</b>                    |

**6. Inventories**

(In ₹)

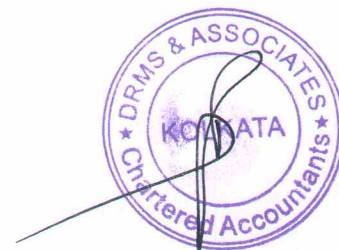
| Particulars    | As at<br>31st March,<br>2020 | As at<br>31st March, 2019 | As at<br>1st April,<br>2018 |
|----------------|------------------------------|---------------------------|-----------------------------|
| Stock-in-Trade | 28,568,750                   | 28,568,750                | 3,599,750                   |
| <b>Total</b>   | <b>28,568,750</b>            | <b>28,568,750</b>         | <b>3,599,750</b>            |

**7. Other Non-Financial Assets**

(In ₹)

| Particulars                               | As at<br>31st March,<br>2020 | As at<br>31st March, 2019 | As at<br>1st April,<br>2018 |
|---|------------------------------|---------------------------|-----------------------------|
| Capital Advances                          | -                            | -                         | -                           |
| Employee Advances                         | -                            | -                         | -                           |
| Advance to Vendors for Operating Expenses | 1,173,877                    | 1,669,774                 | 400,482                     |
| Advance to Related Parties                | -                            | -                         | -                           |
| Advance Rent                              | -                            | -                         | -                           |
| Balances with Government Authorities *    | 7,385,724                    | 8,668,132                 | 46,312,847                  |
| Assets acquired in satisfaction of debt   | -                            | -                         | -                           |
| Other Receivables                         | -                            | -                         | -                           |
| Prepaid expenses                          | -                            | -                         | -                           |
| <b>Total</b>                              | <b>8,559,601</b>             | <b>10,337,906</b>         | <b>46,713,329</b>           |

\* represents balance lying with Revenue Authorities such as TDS, GST



VISISTH CHAY VYAPAR LIMITED  
Notes to the Financial Statements for the year ended 31st March, 2020

8. Financial Liability

(In ₹)

| Particulars   | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|---------------|---------------------------|---------------------------|--------------------------|
| Trade Payable | 1,532,226                 | 1,730,939                 | 1,924,961                |
| <b>Total</b>  | <b>1,532,226</b>          | <b>1,730,939</b>          | <b>1,924,961</b>         |

9. Borrowing (Other than Debt Securities)

| Particulars         | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|---------------------|---------------------------|---------------------------|--------------------------|
| Long Term Borrowing | 25,730,500                | 26,920,000                | 40,878,082               |
| <b>Total</b>        | <b>25,730,500</b>         | <b>26,920,000</b>         | <b>40,878,082</b>        |

10. Other Financial Liabilities

(In ₹)

| Particulars   | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|---|---------------------------|---------------------------|--------------------------|
| Interest Accrued but not due on Borrowings  | -                         | -                         | -                        |
| Interest Accrued and due on Borrowings  | 3,802,602                 | 3,053,352                 | 11,055,199               |
| Interest Accrued but not due on Others  | -                         | -                         | -                        |
| Unpaid Dividends (refer Note No. 18.1)  | -                         | -                         | -                        |
| Unpaid Matured Deposits and Interest Accrued thereon (refer Note No. 18.1 & 18.2) | -                         | -                         | -                        |
| Unpaid Matured Debentures and Interest Accrued thereon                            | -                         | -                         | -                        |
| Security Deposits & Retentions  | -                         | -                         | -                        |
| Payable to Employees  | -                         | -                         | -                        |
| Commission Payable to Directors   | -                         | -                         | -                        |
| Liability for Operating Expenses  | 45,000                    | 50,000                    | 12,684,149               |
| Financial Guarantee Liability   | -                         | -                         | -                        |
| <b>Total</b>  | <b>3,847,602</b>          | <b>3,103,352</b>          | <b>23,739,348</b>        |

11. Current Tax Liability (Net)

(In ₹)

| Particulars       | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|-------------------|---------------------------|---------------------------|--------------------------|
| Provision for tax | -                         | 225,000                   | 12,660,332               |
| <b>Total</b>      | <b>-</b>                  | <b>225,000</b>            | <b>12,660,332</b>        |

12. Provisions

| Particulars                                  | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|--|---------------------------|---------------------------|--------------------------|
| Contingent Provision Against Standard Assets | -                         | -                         | -                        |
| <b>Total</b>                                 | <b>-</b>                  | <b>-</b>                  | <b>-</b>                 |



VISISTH CHAY VYAPAR LIMITED  
Notes to the Financial Statements for the year ended 31st March, 2020

13. Deferred Tax Assets / (Deferred Tax Liability) (Net)

(In ₹)

| Particulars   | As at<br>1st April, 2019 | Recognised/<br>(reversed) in<br>Statement of Profit<br>& Loss | Recognised/<br>(reversed) in<br>Other<br>Comprehensive<br>Income | As at<br>31st March, 2020 |
|---|--------------------------|---|--|---------------------------|
| MAT Credit Entitlement  | -                        | -   | -  | -                         |
| Financial Assets and Liabilities at FVOCI                       | (5,603,505)              | -   | 111,351  | (5,492,154)               |
| Financial Assets and Liabilities at FVTPL                       | -                        | -   | -  | -                         |
| Receivables, Financial Assets and Liabilities at Amortised Cost | -                        | -   | -  | -                         |
| Unrealised gain on Investment carried at Fair Value             | -                        | -   | -  | -                         |
| Carried Forward of Losses & Unabsorbed Depreciation             | -                        | -   | -  | -                         |
| Property, Plant and Equipment and Intangible Assets             | -                        | -   | -  | -                         |
| Other Timing Differences  | -                        | -   | -  | -                         |
| <b>Net Deferred Tax Assets/(Liabilities)</b>                    | <b>(5,603,505)</b>       | <b>-</b>  | <b>111,351</b>   | <b>(5,492,154)</b>        |

(In ₹)

| Particulars   | As at<br>1st April, 2018 | Recognised/<br>(reversed) in<br>Statement of Profit<br>& Loss | Recognised/<br>(reversed) in<br>Other<br>Comprehensive<br>Income | As at<br>31st March, 2019 |
|---|--------------------------|---|--|---------------------------|
| MAT Credit Entitlement  | -                        | -   | -  | -                         |
| Financial Assets and Liabilities at FVTPL                       | -                        | -   | -  | -                         |
| Financial Assets and Liabilities at FVOCI                       | (5,199,769)              | (403,736)   | -  | (5,603,505)               |
| Receivables, Financial Assets and Liabilities at Amortised Cost | -                        | -   | -  | -                         |
| Unrealised gain on Investment carried at Fair Value             | -                        | -   | -  | -                         |
| Property, Plant and Equipment and Intangible Assets             | -                        | -   | -  | -                         |
| Other Timing Differences  | -                        | -   | -  | -                         |
| <b>Net Deferred Tax Assets/(Liabilities)</b>                    | <b>(5,199,769)</b>       | <b>(403,736)</b>  | <b>-</b>   | <b>(5,603,505)</b>        |

14. Other Non-financial liabilities

| Particulars            | As at<br>31st March, 2020 | As at<br>31st March, 2019 | As at<br>1st April, 2018 |
|------------------------|---------------------------|---------------------------|--------------------------|
| Statutory Liabilities* | 83,250                    | 203,269                   | 449,094                  |
|                        | 83,250                    | 203,269                   | 449,094                  |

\* Represents TDS deducted and payable.



**VISISTH CHAY VYAPAR LIMITED**  
Notes to the Financial Statements for the year ended 31st March, 2020

**15. Equity Share Capital**

| Particulars   | As at 31st March, 2020 |                    | As at 31st March, 2019 |                    | As at 1st April, 2018 |                    |
|---|------------------------|--------------------|------------------------|--------------------|-----------------------|--------------------|
|   | No. of Shares          | ₹                  | No. of Shares          | ₹                  | No. of Shares         | ₹                  |
| <b>Authorised</b><br>Equity Shares, ₹ 10/- par value per share            | 20,000,000             | 200,000,000        | 20,000,000             | 200,000,000        | 20,000,000            | 200,000,000        |
|   |                        | <b>200,000,000</b> |                        | <b>200,000,000</b> |                       | <b>200,000,000</b> |
| <b>Issued and subscribed</b><br>Equity Shares, ₹ 10/- par value per share | 19,999,000             | 199,990,000        | 19,999,000             | 199,990,000        | 19,999,000            | 199,990,000        |
| <b>Fully Paid-up</b><br>Equity Shares, ₹ 10/- par value per share         | 19,999,000             | 199,990,000        | 19,999,000             | 199,990,000        | 19,999,000            | 199,990,000        |
| <b>Forfeited Shares</b>   |                        | -                  |                        | -                  |                       | -                  |
|   |                        | <b>199,990,000</b> |                        | <b>199,990,000</b> |                       | <b>199,990,000</b> |

**15.(a) Reconciliation of the Number of Equity Shares outstanding**

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below:

| Equity Shares                | As at 31st March, 2020 |            | As at 31st March, 2019 |            | As at 1st April, 2018 |            |
|------------------------------|------------------------|------------|------------------------|------------|-----------------------|------------|
|                              | No. of Shares          | ₹          | No. of Shares          | ₹          | No. of Shares         | ₹          |
| At the beginning of the year | 19,999,000             | 19,999,000 | 19,999,000             | 19,999,000 | 19,999,000            | 19,999,000 |
| Add: Issued during the year  |                        |            |                        |            |                       |            |
| At the end of the year       | 19,999,000             | 19,999,000 | 19,999,000             | 19,999,000 | 19,999,000            | 19,999,000 |

The Company's authorised capital consists of classes of shares, referred to as Equity Shares and Rs 10/- each. Each holder of equity shares is entitled to one vote per share.

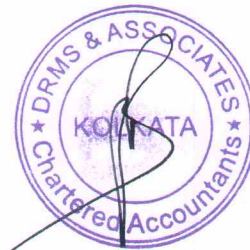
The Company declares and pays dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

**15.(b) Shares allotted as fully paid-up without payment being received in cash/by way of bonus shares (during 5 years preceding 31st March, 2020)**

The Company has not issued any shares without payment being received in cash/ by way of bonus shares since 2014-15.

**15.(c) Details of Shareholders holding more than 5% of the equity shares each, are set out below:**

| Name of the shareholders         | As at 31st March, 2020 |                   | As at 31st March, 2019 |                   | As at 1st April, 2018 |                   |
|----------------------------------|------------------------|-------------------|------------------------|-------------------|-----------------------|-------------------|
|                                  | No. of Shares          | % of Shareholding | No. of Shares          | % of Shareholding | No. of Shares         | % of Shareholding |
| Hotahoti Wood Products Ltd       | 2,887,000              | 14.44%            | 2,887,000              | 14.44%            | 2,887,000             | 14.44%            |
| Sangrahalaya Timber & Crafts Ltd | 1,000,500              | 5.00%             | 1,000,500              | 5.00%             | 1,000,500             | 5.00%             |
| Utsav Parekh                     | 2,000,000              | 10.00%            | 2,000,000              | 10.00%            | 2,000,000             | 10.00%            |





**16. Other Equity**

(In ₹)

| Particulars  | As at<br>31st March,<br>2020 | As at<br>31st March,<br>2019 | As at<br>1st April,<br>2018 |
|--|------------------------------|------------------------------|-----------------------------|
| <b>Special Reserve (pursuant to Section 45IC of the Reserve Bank of India Act, 1934)</b> |                              |                              |                             |
| Opening balance  | 1,193,438                    | 434,107                      | 434,107                     |
| Add: Transfer from retained earnings   | -                            | 759,331                      | -                           |
| Closing balance  | <b>1,193,438</b>             | <b>1,193,438</b>             | <b>434,107</b>              |
| <b>Capital Reserve</b>   |                              |                              |                             |
| Opening balance  | -                            | -                            | -                           |
| Closing balance  | -                            | -                            | -                           |
| <b>General Reserve</b>   |                              |                              |                             |
| Opening balance  | -                            | -                            | -                           |
| Closing balance  | -                            | -                            | -                           |
| <b>Equity Instruments through Other Comprehensive Income</b>                             |                              |                              |                             |
| Opening balance  | -                            | -                            | -                           |
| Add: Additions during the year   | (316,922)                    | 1,164,170                    | 14,993,510                  |
| Less: Transfer to retained earnings (net of tax)   | 316,922                      | (1,164,170)                  | (14,993,510)                |
| Closing balance  | -                            | -                            | -                           |
| <b>Retained Earnings</b>   |                              |                              |                             |
| Opening balance  | 25,363,070                   | 21,161,575                   | <b>11,892,896</b>           |
| Add: Profit for the year   | (1,410,746)                  | 3,796,656                    | (5,724,831)                 |
| Add: Other Comprehensive Income (net of tax)   | (316,922)                    | 1,164,170                    | 14,993,510                  |
| Add: Income Tax adjustment for Earlier years   | (19,920)                     | -                            | -                           |
| Add: MAT Credit Entitlement of earlier years   | -                            | -                            | -                           |
| <b>Add/ Less: Appropriations</b>   |                              |                              |                             |
| Transferred to Special Reserve   | -                            | 759,331                      | -                           |
| Interim dividend [amount XXX per share (Previous year XXX)]                              | -                            | -                            | -                           |
| Equity dividend [amount XXX per share (Previous year XXX)]                               | -                            | -                            | -                           |
| Corporate dividend tax   | -                            | -                            | -                           |
| <b>Total appropriations</b>  | -                            | <b>759,331</b>               | -                           |
| Closing balance  | <b>23,615,481</b>            | <b>25,363,070</b>            | <b>21,161,575</b>           |
| <b>Total</b>   | <b>24,808,919</b>            | <b>26,556,508</b>            | <b>21,595,682</b>           |

**(i) Special Reserve:**

Transfer of 20% of the profit after tax before re-measurement adjustments on transition to Ind AS, if any, to the statutory reserves in accordance with the provision of Section 45-IC of the RBI Act, 1934.

**The conditions and restrictions for distribution attached to Special Reserve is as follows:**

No appropriation of any sum from the reserve fund shall be made by the Company except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty-one days from the date of such withdrawal. RBI may, in any particular case and for sufficient cause being shown, extend the period of twenty one days by such further period as it thinks fit or condone any delay in making such report.

**(ii) Income Tax Special Reserve:**

This reserve has been created pursuant to Section 36(1)(viii) of the Income Tax Act, 1961 and any withdrawal from same will be taxable as per provisions of the Income Tax Act, 1961.

**(vii) Equity Instruments through Other Comprehensive Income:**

This Reserve represents the cumulative gains (net of losses) arising on the changes in Fair Value of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed off.

**(viii) Retained Earnings:**

This reserve represents the cumulative profits of the Company. This can be utilised in accordance with the provisions of the Companies Act, 2013.



17. Interest Income

(In ₹)

| Particulars                      | 2019-20  |  |   | 2018-19  |  |   |
|----------------------------------|--|--|---|--|--|---|
|                                  | On Financial Assets measured at fair value through OCI | On Financial Assets measured at Amortised Cost | Interest Income on Financial Assets classified at fair value through profit or loss | On Financial Assets measured at fair value through OCI | On Financial Assets measured at Amortised Cost | Interest Income on Financial Assets classified at fair value through profit or loss |
| Interest on Loans                | -  | -  | -   | -  | -  | -   |
| Interest income from investments | -  | -  | -   | -  | -  | -   |
| Interest on deposits with Banks  | -  | -  | -   | -  | -  | -   |
| Other interest Income            | -  | -  | -   | -  | -  | -   |
| <b>Total</b>                     | -  | -  | -   | -  | -  | -   |

18. Other Income

(In ₹)

| Particulars   | 2019-20        | 2018-19           |
|---|----------------|-------------------|
| Net gain / (loss) on derecognition of property, plant and equipment | -              | -                 |
| Interest on Income Tax Refund                                       | 131,088        | 40,370,661        |
| Others  | -              | (78,365)          |
| <b>Total</b>  | <b>131,088</b> | <b>40,292,296</b> |



| 19. Finance Costs <span style="float: right;">(In ₹)</span> |  |   |  |   |
|---|--|---|--|---|
| Particulars   | 2019-20  |   | 2018-19  |   |
|   | On Financial liabilities measured at fair value through profit or loss | On Financial liabilities measured at Amortised Cost | On Financial liabilities measured at fair value through profit or loss | On Financial liabilities measured at Amortised Cost |
| Interest on borrowings                                      | 832,500  |   | 1,951,681  |   |
| Interest on debt securities                                 | -  |   | -  |   |
| Interest on subordinated liabilities                        | -  |   | -  |   |
| Other interest expense                                      | -  |   | -  |   |
| <b>Total</b>  | <b>832,500</b>   | <b>-</b>  | <b>1,951,681</b>   | <b>-</b>  |

| 20. Change in Inventories of Stock-in-Trade |            |                     |
|---|------------|---------------------|
| Particulars                                 | 2019-20    | 2018-19             |
| Opening Stock                               | 28,568,750 | 3,599,750           |
| Closing Stock                               | 28,568,750 | 28,568,750          |
| <b>Total</b>                                | <b>-</b>   | <b>(24,969,000)</b> |

| 21. Employee Benefits Expenses <span style="float: right;">(In ₹)</span> |                |                |
|--|----------------|----------------|
| Particulars  | 2019-20        | 2018-19        |
| Salaries and wages   | 410,000        | 948,000        |
| Contribution to provident and other funds                                |                |                |
| Staff welfare expenses   |                |                |
| <b>Total</b>   | <b>410,000</b> | <b>948,000</b> |

| 22. Impairment on Financial Instruments (net) <span style="float: right;">(In ₹)</span> |   |   |   |   |
|---|---|---|---|---|
| Particulars   | 2019-20   |   | 2018-19   |   |
|   | On Financial Instruments measured at fair value through OCI | On Financial Instruments measured at Amortised Cost | On Financial Instruments measured at fair value through OCI | On Financial Instruments measured at Amortised Cost |
| Loans (refer Note No. 28.1)   | -   | (806)   | -   | (5,932)   |
| Investments   | -   | -   | -   | -   |
| Other financial assets  | -   | -   | -   | -   |
| <b>Total</b>  | <b>-</b>  | <b>(806)</b>  | <b>-</b>  | <b>(5,932)</b>                                      |

| 22.(a) Impairment on Loans <span style="float: right;">(In ₹)</span> |   |   |   |   |
|--|---|---|---|---|
| Particulars  | 2019-20   |   | 2018-19   |   |
|  | On Financial Instruments measured at fair value through OCI | On Financial Instruments measured at Amortised Cost | On Financial Instruments measured at fair value through OCI | On Financial Instruments measured at Amortised Cost |
| Bad Debts written-off (net)  | -   |   | -   |   |
| Loss on Assets acquired in satisfaction of debt                      | -   |   | -   |   |
| Provision for Impairment   | -   | (806)   | -   | (5,932)   |
| <b>Total</b>   | <b>-</b>  | <b>(806)</b>  | <b>-</b>  | <b>(5,932)</b>                                      |

| 23. Administrative and Other Expenses <span style="float: right;">(In ₹)</span> |                |                   |
|---|----------------|-------------------|
| Particulars   | 2019-20        | 2018-19           |
| Professional Charges  | 20,100         | 40,700            |
| Listing Fees  | 55,000         | 55,000            |
| Annual Custodial Fees   | 132,000        | 45,000            |
| Donation  | -              | 30,000,000        |
| Miscellaneous Expenditure   | 64,592         | 384,503           |
| Auditor's Fees and Expenses (refer Note No. 29.1)                               | 30,000         | 35,000            |
| <b>Total</b>  | <b>301,692</b> | <b>30,560,203</b> |

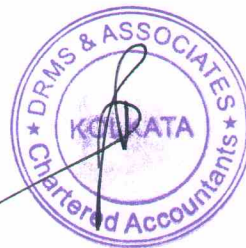
| 23.(a) Payments to the Auditor (including Service Tax/ GST) <span style="float: right;">(In ₹)</span> |               |               |
|---|---------------|---------------|
| Particulars   | 2019-20       | 2018-19       |
| As Auditor - Statutory Audit  | 20,000        | 15,000        |
| Tax Audit   | -             | 10,000        |
| Internal Audit  | 10,000        | 10,000        |
| <b>Total</b>  | <b>30,000</b> | <b>35,000</b> |

| 24. Earnings Per Share (EPS) - The numerators and denominators used to calculate Basic and Diluted EPS |              |   |             |
|--|--------------|---|-------------|
|  |              | 2019-20   | 2018-19     |
|  |              | <b>Profit after Tax attributable to the Equity Shareholders (₹)</b> | <b>(A)</b>  |
| Basic and Diluted  |              | (1,410,746)   | 3,796,656   |
| (a) Number of Equity Shares at the beginning of the year   |              | 19,999,000  | 19,999,000  |
| (b) Number of Equity Shares issued during the year   |              | -   | -           |
| (c) Number of Equity Shares at the end of the year   |              | 19,999,000  | 19,999,000  |
| (d) Weighted average number of Equity Shares outstanding during the year                               | <b>(B)</b>   | 19,999,000  | 19,999,000  |
| (e) Nominal Value of each Equity Share (₹)   |              | 10  | 10          |
| <b>Basic and Diluted Earnings per Share (₹)</b>  | <b>(A/B)</b> | <b>(0.07)</b>   | <b>0.19</b> |

**25. Capital Management**  
The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.  
The Company has adequate cash and cash equivalents. The company monitors its capital by a careful scrutiny of the cash and cash equivalents, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

**26. Events after Reporting date**  
There have been no events after the reporting date that require disclosure in these financial statements

**27. Other Reporting**  
Earnings in Foreign Currency Nil.  
Expenditure in Foreign Currency Nil.  
Contingent Liabilities Rs 512,880/- I. Tax for Asst Year 2016-2017.  
Previous year figures have been rearranged/regrouped wherever think necessary.



28. Disclosures on financial instruments

(a) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

| Particulars                                       | As at 31 March 2020 (In ₹) |                                    |                        |                      |                    |                    |          |          |                    |
|---|----------------------------|------------------------------------|------------------------|----------------------|--------------------|--------------------|----------|----------|--------------------|
|   | Amortised cost             | At Fair Value                      |                        | Total carrying value | Total fair value   | Fair Value         |          |          |                    |
|   |                            | Through other comprehensive income | Through profit or loss |                      |                    | Level 1            | Level 2  | Level 3  | Total              |
| <b>Financial Assets</b>                           |                            |                                    |                        |                      |                    |                    |          |          |                    |
| Cash and Cash Equivalents                         | 89,355                     | -                                  | -                      | 89,355               | 89,355             | -                  | -        | -        | -                  |
| Bank Balance other than Cash and Cash Equivalents | -                          | -                                  | -                      | -                    | -                  | -                  | -        | -        | -                  |
| Loans   | 115,018,581                | -                                  | -                      | 115,018,581          | 115,018,581        | -                  | -        | -        | -                  |
| Investments - Equity Shares                       | -                          | 107,248,363                        | -                      | 107,248,363          | 107,248,363        | 107,248,363        | -        | -        | 107,248,363        |
| Other Financial Assets                            | 2,000,000                  | -                                  | -                      | 2,000,000            | 2,000,000          | -                  | -        | -        | -                  |
| <b>Total</b>                                      | <b>117,107,936</b>         | <b>107,248,363</b>                 | <b>-</b>               | <b>224,356,299</b>   | <b>224,356,299</b> | <b>107,248,363</b> | <b>-</b> | <b>-</b> | <b>107,248,363</b> |
| <b>Financial Liabilities</b>                      |                            |                                    |                        |                      |                    |                    |          |          |                    |
| Other Financial Liabilities                       | 3,847,602                  | -                                  | -                      | 3,847,602            | 3,847,602          | -                  | -        | -        | -                  |
| <b>Total</b>                                      | <b>3,847,602</b>           | <b>-</b>                           | <b>-</b>               | <b>3,847,602</b>     | <b>3,847,602</b>   | <b>-</b>           | <b>-</b> | <b>-</b> | <b>-</b>           |

| Particulars                                       | As at 31 March 2019 (In ₹) |                                    |                        |                      |                    |                    |          |          |                    |
|---|----------------------------|------------------------------------|------------------------|----------------------|--------------------|--------------------|----------|----------|--------------------|
|   | Amortised cost             | At Fair Value                      |                        | Total carrying value | Total fair value   | Fair Value         |          |          |                    |
|   |                            | Through other comprehensive income | Through profit or loss |                      |                    | Level 1            | Level 2  | Level 3  | Total              |
| <b>Financial Assets</b>                           |                            |                                    |                        |                      |                    |                    |          |          |                    |
| Cash and Cash Equivalents                         | 37,898                     | -                                  | -                      | 37,898               | 37,898             | -                  | -        | -        | -                  |
| Bank Balance other than Cash and Cash Equivalents | -                          | -                                  | -                      | -                    | -                  | -                  | -        | -        | -                  |
| Loans   | 115,219,258                | -                                  | -                      | 115,219,258          | 115,219,258        | -                  | -        | -        | -                  |
| Investments - Equity Instruments                  | -                          | -                                  | -                      | 108,168,758          | 108,168,758        | 108,168,758        | -        | -        | 108,168,758        |
| Other Financial Assets                            | 2,000,000                  | -                                  | -                      | 2,000,000            | 2,000,000          | -                  | -        | -        | -                  |
| <b>Total</b>                                      | <b>117,257,156</b>         | <b>-</b>                           | <b>-</b>               | <b>225,425,914</b>   | <b>225,425,914</b> | <b>108,168,758</b> | <b>-</b> | <b>-</b> | <b>108,168,758</b> |
| <b>Financial Liabilities</b>                      |                            |                                    |                        |                      |                    |                    |          |          |                    |
| Other Financial Liabilities                       | 3,103,352                  | -                                  | -                      | 3,103,352            | 3,103,352          | -                  | -        | -        | -                  |
| <b>Total</b>                                      | <b>3,103,352</b>           | <b>-</b>                           | <b>-</b>               | <b>3,103,352</b>     | <b>3,103,352</b>   | <b>-</b>           | <b>-</b> | <b>-</b> | <b>-</b>           |

| Particulars                                       | As at 01 April 2018 (In ₹) |                                    |                        |                      |                    |                    |          |          |                    |
|---|----------------------------|------------------------------------|------------------------|----------------------|--------------------|--------------------|----------|----------|--------------------|
|   | Amortised cost             | At Fair Value                      |                        | Total carrying value | Total fair value   | Fair Value         |          |          |                    |
|   |                            | Through other comprehensive income | Through profit or loss |                      |                    | Level 1            | Level 2  | Level 3  | Total              |
| <b>Financial Assets</b>                           |                            |                                    |                        |                      |                    |                    |          |          |                    |
| Cash and Cash Equivalents                         | 45,916                     | -                                  | -                      | 45,916               | 45,916             | -                  | -        | -        | -                  |
| Bank Balance other than Cash and Cash Equivalents | -                          | -                                  | -                      | -                    | -                  | -                  | -        | -        | -                  |
| Loans   | 133,434,199                | -                                  | -                      | 133,434,199          | 133,434,199        | -                  | -        | -        | -                  |
| Investments - Equity Instruments                  | -                          | -                                  | -                      | 122,644,074          | 122,644,074        | 122,644,074        | -        | -        | 122,644,074        |
| Other Financial Assets                            | -                          | -                                  | -                      | -                    | -                  | -                  | -        | -        | -                  |
| <b>Total</b>                                      | <b>133,480,115</b>         | <b>-</b>                           | <b>-</b>               | <b>256,124,189</b>   | <b>256,124,189</b> | <b>122,644,074</b> | <b>-</b> | <b>-</b> | <b>122,644,074</b> |
| <b>Financial Liabilities</b>                      |                            |                                    |                        |                      |                    |                    |          |          |                    |
| Other Financial Liabilities                       | 23,739,348                 | -                                  | -                      | 23,739,348           | 23,739,348         | -                  | -        | -        | -                  |
| <b>Total</b>                                      | <b>23,739,348</b>          | <b>-</b>                           | <b>-</b>               | <b>23,739,348</b>    | <b>23,739,348</b>  | <b>-</b>           | <b>-</b> | <b>-</b> | <b>-</b>           |



**(b) Measurement of fair values**

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 I: quoted (unadjusted) prices in active markets for identical assets or liabilities  
 Level II: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.  
 Level III: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- (i) The management assessed that fair value of cash and cash equivalents, other bank balance and other financial assets and liabilities approximate their carrying amounts largely due to the short-term  
 (ii) Financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.  
 (iii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The investments measured at fair value and falling under fair value hierarchy Level 3 are

**(c) Measurement of fair values**

The Company has not entered into any derivative financial contracts during the current and previous financial years.

**(d) Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

The Company has a risk management framework which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management framework is approved by the Board of Directors. The risk management framework aims to:

- (i) create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company's business plan.
- (ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

**Credit Risk:**

Credit risk is the risk of financial loss to the company if a counter-party fails to meet its contractual obligations.

**Cash and cash equivalents**

The company holds cash and cash equivalents of Rs 89,355 at 31 March 2020 (31 March 2019: Rs 37,898 ; 1 April 2018: Rs 45,916). The credit worthiness of such banks and financial institutions is evaluated by the management

**Liquidity Risk:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have the table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non derivative financial liabilities

|                             | Non Derivative financial liabilities |                                |                                |
|-----------------------------|--------------------------------------|--------------------------------|--------------------------------|
|                             | As at<br>31st March,                 | As at<br>31st March, 2019      | As at<br>1st April, 2018       |
|                             | Other Financial<br>Liabilities       | Other Financial<br>Liabilities | Other Financial<br>Liabilities |
| Carrying value              | 3,847,602                            | 3,103,352                      | 23,739,348                     |
| Contractual cashflows:      |                                      |                                |                                |
| - Less than one year        | 744,250                              | -                              | -                              |
| - Between one to five years | -20,635,996                          | -20,635,996                    | -                              |
| - More than five years      | 23,739,348                           | 23,739,348                     | 23,739,348                     |

**Market risk:**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as equity price, interest rates etc.) or in the price of

**Interest rate risk :**

No interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures,

**Exposure to interest rate risk :**

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the

**Currency risk:**

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

**Price risk:****(a) Exposure**

The Company is exposed to equity price risk arising from investments held by the Company and classified in the balance sheet either as fair value through OCI.

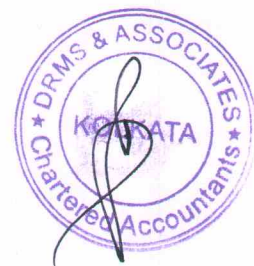
To manage its price risk arising from investment in equity securities, the Company diversifies its portfolio.

The majority of the Company's equity investments are Unquoted Shares except few which are listed on the MSEI & NSE

**29. Maturity analysis of Assets and Liabilities :**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

| Particulars                      | As at 31st March, 2020 |                    |                    | As at 31st March, 2019 |                    |                    | As at 01st April, 2018 |                   |                    |
|----------------------------------|------------------------|--------------------|--------------------|------------------------|--------------------|--------------------|------------------------|-------------------|--------------------|
|                                  | Within 12 month        | After 12 months    | Total              | Within 12 months       | After 12 months    | Total              | Within 12 month        | After 12 month    | Total              |
| <b>ASSETS</b>                    |                        |                    |                    |                        |                    |                    |                        |                   |                    |
| <b>Financial Assets</b>          |                        |                    |                    |                        |                    |                    |                        |                   |                    |
| Cash and Cash Equivalents        | 89,355                 | -                  | 89,355             | 37,898                 | -                  | 37,898             | 45,916                 | -                 | 45,916             |
| Bank Balance other than above    | -                      | -                  | -                  | -                      | -                  | -                  | -                      | -                 | -                  |
| Loans                            | -                      | 115,018,581        | 115,018,581        | -                      | 11,521,258         | 11,521,258         | -                      | #####             | 133,434,199        |
| Investments                      | -                      | 107,248,363        | 107,248,363        | -                      | 108,168,758        | 108,168,758        | -                      | #####             | 122,644,074        |
| Other Financial Assets           | -                      | 2,000,000          | 2,000,000          | -                      | 2,000,000          | 2,000,000          | -                      | -                 | -                  |
| <b>Non-Financial Assets</b>      |                        |                    |                    |                        |                    |                    |                        |                   |                    |
| Inventories                      | -                      | 28,568,750         | 28,568,750         | -                      | 28,568,750         | 28,568,750         | -                      | 3,599,750         | 3,599,750          |
| Property, Plant and Equipment    | -                      | -                  | -                  | -                      | -                  | -                  | -                      | -                 | -                  |
| Other Non-Financial Assets       | -                      | 8,559,601          | 8,559,601          | -                      | 10,337,908         | 10,337,908         | -                      | 46,713,329        | 46,713,329         |
| <b>TOTAL ASSETS</b>              | <b>89,355</b>          | <b>261,395,295</b> | <b>261,484,650</b> | <b>37,898</b>          | <b>160,596,672</b> | <b>160,634,570</b> | <b>45,916</b>          | <b>#####</b>      | <b>306,437,268</b> |
| <b>LIABILITIES</b>               |                        |                    |                    |                        |                    |                    |                        |                   |                    |
| <b>Financial Liabilities</b>     |                        |                    |                    |                        |                    |                    |                        |                   |                    |
| Other Financial Liabilities      | -                      | 3,847,602          | 3,847,602          | -                      | 3,103,352          | 3,103,352          | -                      | 23,739,348        | 23,739,348         |
| <b>Non-Financial Liabilities</b> |                        |                    |                    |                        |                    |                    |                        |                   |                    |
| Current Tax Liabilities (Net)    | -                      | -                  | -                  | -                      | -                  | -                  | -                      | -                 | -                  |
| Other Non-Financial Liabilities  | 83,250                 | -                  | 83,250             | 203,269                | -                  | 203,269            | 449,094                | -                 | 449,094            |
| <b>TOTAL LIABILITIES</b>         | <b>83,250</b>          | <b>3,847,602</b>   | <b>3,930,852</b>   | <b>203,269</b>         | <b>3,103,352</b>   | <b>3,306,621</b>   | <b>449,094</b>         | <b>23,739,348</b> | <b>24,188,442</b>  |



VISISTH CHAY VYAPAR LIMITED

Notes to the Financial Statements for the year ended March 31, 2020

30. List of Related Parties and Relationship

| <u>Name of the Related Party</u>   | <u>Relationship</u>                     |
|--|---|
| Chanchal Rungta  | DIRECTOR                                |
| North Eastern Publishing & Adv.C.<br>Kamini Finance & Inv.Co Ltd<br>Hotahoti Wood Products Ltd<br>Ram Ratan Modi<br>Chand Ratan Modi<br>Chanda Modi                            | ENTERPRISES WITH<br>COMMON DIRECTORSHIP |
| Micado Properties Pvt Ltd<br>Gulmohur Trading Pvt Ltd<br>Chemo Traders Pvt Ltd<br>N K Concrete Creations Pvt Ltd<br>Citystar Foods Pvt Ltd<br>Citystar Agro Industries Pvt Ltd | INTEREST OF RELATIVES                   |

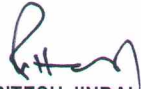
| <u>Name of the Related Party</u> | <u>Nature of Transaction</u> | <u>During the year<br/>2019-2020</u> | <u>During the year<br/>2018-2019</u> | <u>During the year<br/>2018-2019</u> |
|----------------------------------|------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Chanchal Rungta                  | Loan Liability Repaid        | 5,000                                | -                                    | -                                    |
| Divya Modi                       | Salary / Remuneration        | 300,000                              | 600,000                              | -                                    |
| North Eastern Publishing & Adv.C | Purchase/Sale of Investment  | -                                    | 27,125,000                           | -                                    |
| Citystar Foods Pvt Ltd           | Loans And Advances           | -                                    | (18,150,000)                         | -                                    |
| N K Concrete Creations Pvt Ltd   |                              | -                                    | -                                    | 51,937                               |

| <u>Name of the Related Party</u> | <u>Nature of Balance</u>    | <u>31st March 2020</u> | <u>31st March 2019</u> | <u>31st March 2019</u> |
|----------------------------------|-----------------------------|------------------------|------------------------|------------------------|
| Chanchal Rungta                  | Amount(payable)/ Receivable | -                      | (5,000)                | (5,000)                |
| Divya Modi                       | Amount Receivable           | 438,000                | 688,000                | -                      |
| Ram Ratan Modi                   | Amount Receivable           | 15,000                 | 15,000                 | 15,000                 |
| Chand Ratan Modi                 | Amount Payable              | 44,000                 | 44,000                 | 44,000                 |
| Micado Properties Pvt Ltd        | Amount Payable              | 1,000                  | 1,000                  | 1,000                  |
| Citystar Foods Pvt Ltd           | Amount Receivable           | 4,250,000              | 4,250,000              | 22,400,000             |
| Citystar Agro Industries Pvt Ltd | Amount Receivable           | 2,302,000              | 2,302,000              | 2,302,000              |

**For DRMS & Associates**

(Chartered Accountant)

Firm Registration No. 323853E



**RITESH JINDAL**

(Partner)

Membership No: - FCA : 060411



**Champa Lal Pareek**

Managing Director

00030815



**Tarak Nath Dey**

Director

00343396

UDIN:



**Shilpi Poddar**

(Company Secretary)



**Divya Modi**

(CFO)

Place : Kolkata

Dated: 30/3/20

