

KHERAPATI VANIJYA LIMITED

**Annual Report
2018-19**

Kherapati Vanijya Limited

CIN No. L51109 WB 1982 PLC 034908

Annual Report & Accounts for the year ended 31st March, 2019

BOARD OF DIRECTORS

Smt. Vinita Bangur
Sri Babulal Dhanuka
Sri Shankar Lal Kedia
Sri Prabhu Dayal Chomal

BANKERS

HDFC Bank
State Bank of India

AUDITORS

M/s. J. P. LAKHOTIA &
ASSOCIATES
Chartered Accountants,
155A, Mukta Ram Babu Street,

COMPANY SECRETARY

SNEHA MUNDHRA
MEMBERSHIP NO. : 42758

REGISTERED OFFICE

21, Strand Road,
Kolkata-700 001

KHERAPATI VANIJYA LIMITED
NOTICE

N O T I C E is hereby given that the 36th Annual General Meeting of the Company will be held at 21, Strand Road, Kolkata – 700 001 on Monday 2nd September' 2019 at 11.30 A. M. for the following Business :

ORDINARY BUSINESS

- 1) To Consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2019 and the Reports of the Directors & Auditors thereon.
- 2) To elect a Director in place of Smt. Vinita Bangur (DIN 01140985), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To elect a Director in place of Sri Shankar Lal Kedia (DIN 00695689), who retires by rotation and being eligible, offers himself for re-appointment
- 4) Appointment /Ratification of Statutory Auditors.

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

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act' 2013 M/s. J. P. Lakhota & Associates, Chartered Accountants (Firms Registration No. 312061E) be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the Financial year ending 2019-20."

5) SPECIAL BUSINESS

Voluntary Delisting of Equity Shares of the Company from Calcutta Stock Exchange Limited

To consider and if thought fit, to pass the following resolution as Special Resolution :

"RESOLVED THAT pursuant to all applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company, with the Calcutta Stock Exchange, where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as may be amended from time to time or re-enactment thereof for the time being in force (the "SEBI Delisting Regulations") and pursuant to the provisions of Regulation 8(1)(b) and Regulation 27 of the SEBI Delisting Regulations and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchange, as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution, to seek voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange in terms of SEBI Delisting Regulations and other applicable provisions of law.

"RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the Calcutta Stock Exchange seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officers / authorized representative of the Company to give effect to this resolution."

Registered office:

21, Strand Road

Kolkata- 700 001

Dated : 15th May, 2019

By order of the Board
for KHERAPATI VANIJYA LIMITED

(SHANKAR LAL KEDIA)

(DIRECTOR)

(DIN No. 00695689)

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the business to be transacted at the meeting is annexed hereto .
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Pursuant to the provision of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
3. Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office/Corporate office of the Company, not less than 48 hours before the time for holding the meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand over at the entrance of the venue.
Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting Duplicate Attendance Slip and / or copies of Annual Report shall not be issued / available at the venue of the Meeting.
Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
7. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
8. The Company shall provide the facility of remittance of dividend through National Electronic Clearing System (NECS) at various locations identified by Reserve Bank of India (RBI) from time to time for the members holding shares in electronic form and to the Members holding shares in physical form and opted for the said facility.
9. The Company need not to transfer the unpaid/unclaimed dividend to the Investor Education and Protection Fund. As there is no dividend is declared in any AGM.
10. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, as given in the explanatory statement of the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there-under.
11. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

KHERAPATI VANIJYA LIMITED

12. The Notice of the AGM along with the Annual Report for 2018-19 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.kherapativaniija.com for download by the Members. We, request the Members to update their e-mail address with their depository participant to ensure that the annual reports and other documents reach them on their preferred e-mail address. Members holding shares in physical form may intimate us their e-mail address along with name, address and Folio No. for registration at kvl@bangurgroup.com.
13. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA
14. **Voting Through Electronic Means :**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting services facility arranged by National Securities Depository Limited (NSDL). The Facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The Instructions for e-voting are annexed to the Notice.
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commence on 30th August, 2019 (9:00 am) and ends on 01st September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111145 then user ID is 111145001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

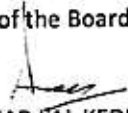
General Guidelines for shareholders

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

15. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

Regd. Office :
21, Strand Road,
Kolkata - 700 001.
Dated : May 15, 2019

By order of the Board of


(SHANKAR LAL KEDIA)
(DIRECTOR)
(DIN No. 00695689)

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

The Securities & Exchange Board of India (SEBI) has notified SEBI (Delisting of Equity Shares) Regulations 2009 (Amended time to time) for voluntary delisting of securities from the stock exchanges. Chapter VII of the said Regulation provide for simplified procedure of voluntary delisting applicable to small companies.

The Company's Equity Shares are listed with the Calcutta Stock Exchange. There has been no trading of the equity shares of the Company in the said Stock Exchange in the last few years. The total paid up capital of the Company is very small, i.e., Rs. 1,35,00,000/- only, out of which about 74.28% is held by the Promoters of the Company. Further, the company has only 16 outside public shareholders. As such the Company falls within the category of small company to which chapter VII of the SEBI (Delisting of Equity Shares) Regulations 2009 will apply.

The existing listing status does not provide any benefit to the Company, its shareholders and involves unnecessary administrative cost and operational difficulties. In this respect, Promoter/ Promoter group have expressed their interest to the Board of Directors to make a voluntary delisting of the shares of the Company from the stock exchanges and also to acquire the outside public shareholding in accordance with the Delisting Regulations. The Board of Directors in its meeting held on 7th August, 2019 has placed a due diligence certificate obtained from a Merchant Banker for delisting purpose in terms of relevant Delisting Regulations.

The Securities and Exchange Board of India (delisting of Equity shares) Regulation 2009 (Amended time to time) inter alia provides for the voluntary delisting of a small company's equity shares from all the stock exchanges where its shares are listed provided prior approval of the shareholders by postal ballot is obtained and requirements of Chapter VII of the said Regulation are complied with.

Subject to the special resolution being approved, an exit price will be determined by the promoter in consultation with a merchant banker and an application will be forwarded to the Calcutta Stock Exchange for in-principle approval for the proposed voluntary delisting of the Company's share from the said Stock Exchange.

Individual letter to all the shareholders will be sent by the promoter for obtaining the written consent of at least 90% of the Equity shareholders for the delisting and consent upon to sell their equity shares at the Exit price or to remain holder of such equity shares even if they are delisted.

Subject to the 90% written consent of the public shareholder, the promoter/promoter group proposes to invite all public shareholders of the company to tender to the acquirer all their equity shares in the company.

The delisting of the equity shares of the company will be conditional upon:

Written Consent of at least 90% of the public shareholders for the delisting and consent upon to sell their equity shares at the Exit price or to remain holder of such equity shares even if they are delisted.

Obtaining all such regulatory approvals as may be required as per the applicable laws, including, without limitation, the Delisting Regulation, and Amendments, if any, the delisting guidelines or applicable regulations, which would prejudice the acquiring promoter from proceeding with the delisting proposal.

Pursuant to above mentioned Regulations, it is now proposed to seek the Shareholder's approval by way of a Special Resolution for voluntary delisting the company's ordinary(equity) shares from the Calcutta Stock Exchange. Your Directors recommend the Special Resolution for approval of the members.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

KHERAPATI VANIJYA LIMITED

DIRECTORS REPORT TO THE SHARE HOLDERS

Your Directors have pleasure in presenting their report together with the audited Balance sheet as at 31st March 2019 and Statement of Profit & Loss for the year ended on that date.

Financial Results

Sl. No.	Particulars	2018-2019	2017-2018	2016-2017
1	Gross Income	1,44,64,739.60	85,09,695.00	51,54,127.00
2	Profit Before Tax	80,10,057.35	43,65,576.42	2,17,555.07
3	Less: Provision for Tax	20,80,000.00	11,30,000.00	70,000.00
4	Add/(Less) Tax relating to prior period	--	(5,463.00)	22,265.00
5	Add/(Less) Deferred tax assets	--	--	--
6	Profit After tax	59,30,057.35	32,41,039.42	1,25,290.07
7	Less: Transferred to Special Reserve Fund	11,86,011.35	87,880.23	25,058.01
8	Less: Transferred to General Reserve	10,00,000.00	10,00,000.00	--
9	Less: Prov. For Non-performing Assets	-11,96,650.00	10,76,985.00	--
10	Net Profit	49,40,696.00	1,076,174.19	1,00,232.06
11	Balance Brought forward from Balance Sheet	72,02,389.71	61,26,215.52	60,25,983.46
12	Balance carried forward to Balance Sheet	1,21,43,085.71	7,202,389.71	61,26,215.52

DIVIDEND

To further strengthen the financial position of the Company and to conserve resources your Directors have decided not to recommend dividend for the year ended 31st March, 2019.

SHARE CAPITAL

The paid-up equity capital of the Company as on 31st March, 2019 was Rs.135.00 Lacs. During the year under review, the Company has not issued any shares.

TRANSFER TO RESERVES

The Board proposes to transfer Rs. 11,86,011.35 to Special Reserve Fund pursuant to RBI Guidelines, and an amount of Rs.10.00.Lacs is proposed to be transferred to General reserve.

REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Total income during the year under review amounted to Rs.144.64 Lacs as against Rs.85.09 Lacs in the preceding year. Profit after tax stood at Rs.59.30 Lacs as against Rs.32.41 Lacs in the previous year.

The Company continues to remain registered as a Non-Banking Financial Company with the Reserve Bank of India.

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions relating to Corporate Social Responsibility (CSR) are not applicable to the Company since it does not fulfill the criteria specified in Section 135(1) of the Companies Act, 2013 read with the rules framed there under.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the year.

LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY

The Company being a Non-Banking Financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 (2 of 1934) provisions of Section 186 of the Companies Act, 2013 are not applicable to the Company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company had not entered into any contract / arrangement / transaction with related parties, attracting the requirement of disclosure in this report as per provisions of Section 188 of the Act except for remuneration to the key managerial personnel which is disclosed suitably in Notes to Accounts.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal control procedures commensurate with its size and nature of its business. The Company has appointed internal auditors who review the internal financial control system. The Audit Committee reviews the reports of the internal auditors and ensures implementation of their suggestion and improvement. During the year, no reportable material weakness in the design or operation was observed.

RISK MANAGEMENT

During the year, Management of the Company, evaluated the existing Risk Management policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executive in monitoring & mitigation of risk and reporting process. The Risk Management Policy has been reviewed and found adequate to the requirement of the Company.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the company.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

(Including criteria for determining qualification, positive attributes, independence of Director, policy relating to remuneration for Directors, Key Managerial personnel and other employees)

i) Policy on Directors Appointment

Policy on Directors appointment is to follow the criteria as laid down under the Companies Act' 2013 and good corporate practices. Emphasis is given to persons from diverse fields or professionals.

ii) Policy on Remuneration

Guiding policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that –

- Remuneration to Key Managerial Personnel, Senior Executives, Managers, staff and workmen is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual Directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Smt Vinita Bangur, Director of the Company retire by rotation and being eligible offers herself for re-appointment.

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Sri Shankar Lal Kedia, Director of the Company retire by rotation and being eligible offers himself for re-appointment.

During the Year 2018-19 Ms. Sneha Mundhra Membership No. 42758 was appointed as Company Secretary of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, we state as under:-

- i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) that 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;
- iv) that the directors have prepared the Annual Accounts on a going concern basis;
- v) that the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating properly; and
- vi) that the director had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETINGS OF THE BOARD

Five meetings of the Board including meeting of Independent Directors were held during the year.

KHERAPATI VANIJYA LIMITED

AUDIT COMMITTEE

The Audit Committee was constituted by the Board of Directors and comprises Independent Directors namely Shri Shankar Lal Kedia & Shri Babu Lal Dhanuka and One Non Independent Director with representative of our Auditor Shri J P LAKHOTIA respectively

The Committee met 5 times during the year on 30/05/2018, 31/07/2018, 31/10/2018, 31/01/2019 & 30/03/2019.

AUDITORS AND AUDITORS' REPORT

M/s J. P. Lakhota & Associates, Chartered Accountants having Firm Registration No. 312061E, Statutory Auditors of the Company will retire from the office of the Auditors and being eligible for re-appointment.

The report of the Auditors is self-explanatory and does not call for any further comments.

SECRETARIAL AUDIT REPORT

A Secretarial Audit Report for the year ended 31st March' 2019 in prescribed form duly audited by the Practicing Company Secretary Mr. Mukesh Chaturvedi is annexed herewith and forming part of the report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark requiring explanation or clarification from the Board except for comment of not having a Company Secretary. The Company has not been able to appoint a Company Secretary in spite of its best efforts and is in process of appointing a secretary.

VIGIL MECHANISM

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Company has established a 'VIGIL MECHANISM' for Directors and Employees to report concerns of unethical behavior, actual or suspected, or violation of Company's ethics policy and provide safeguards against victimization of employees.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee was constituted by the Board of Directors consisting of two Independent Directors namely Shri Babu Lal Dhanuka and Shri Prabhu Dayal Chomal and one Non-Executive Director namely Shri Shankar Lal Kedia.

STAKE HOLDERS COMMITTEE

The Stake Holders Committee consists of Three Directors Namely Sri Babu Lal Dhanuka, Sir Shankar Lal Kedia & Sri Prabhu Dayal Chomal.

EXTRACT OF ANNUAL RETURN

Pursuant to section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report..

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

None of the employees is drawing remuneration in excess of the limits set out in Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 appended to the Companies Act, 2013.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto forming part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Since the Company has no manufacturing activity, particulars relating to Conservation of Energy and Technology Absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings and outgo during the year.

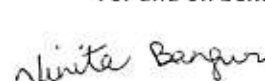
ACKNOWLEDGEMENTS

The Directors place on record their appreciation for the support the Company continues to receive from its Bankers and Shareholders and acknowledge the valuable contribution from the employees of the Company.

For and on behalf of the Board

Place :Kolkata

Dated : 15/05/2019



VINITA BANGUR
(DIN- 01140985)



S. L. KEDIA
(DIN- 00695689)

[illegible]

a) Bodies Corporate	307,000	0	3,07,000	22.74	307,000	0	3,07,000	22.74	Nil	0
b) Individual Shareholders	0	40,200	40,200	2.98	0	40,200	40,200	2.98	Nil	0
Having nominal Capital Upto One Lakhs	0	0	0	0	0	0	0	0	0	0
Having Nominal Capital more than One Lakhs	0	0	0	0	0	0	0	0	0	0
c) Any other Clearing Member	0	0	0	0	0	0	0	0	0	0
SUBTOTAL (B)(2)	307,000	40,200	3,47,200	25.72	307,000	40,200	3,47,200	25.72	Nil	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	307,000	40,200	3,47,200	25.72	307,000	40,200	3,47,200	25.72	Nil	0
SHARES HELD BY CUSTODIAN (C)	0	0	0	0	0	0	0	0	0	0
TOTAL (A)+(B)+(C)	7,45,850	6,04,150	13,50,000	100	745,850	604,150	13,50,000	100	0	0

SHAREHOLDING OF PROMOTERS

Sl No.	Shareholder Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in the Shareholding
		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	Sri Purushottam Dass Bangur	2,41,200	17.87	0	2,41,200	17.87	0	0
2	Sri Hemant Bangur	92,000	6.81	0	92,000	6.81	0	0
3	Smt. P. Devi Bangur	1,81,500	13.44	0	1,81,500	13.44	0	0
4	Smt. Vinita Bangur	80,000	5.93	0	80,000	5.93	0	0
5	G.D. Bangur HUF	1,87,750	13.91	0	1,87,750	13.91	0	0
6	P.D. Bangur HUF	1,35,000	10.00	0	1,35,000	10.00	0	0
7	Credwyn Holdings (I) Pvt. Ltd.	85,350	6.32	0	85,350	6.32	0	0
		10,02,800	74.28	0	10,02,800	74.28	0	0

CHANGE IN PROMOTERS SHAREHOLDING

Sl No.		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	At the beginning of the Year	No changes in Promoter shareholding during the period			
2	Date wise Increase/decrease in Promoters Shareholding during the year Specifying the Reasons for increase/decrease	No changes in Promoter shareholding during the period			
3	At the end of the Year	No changes in Promoter shareholding during the period			

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN PROMOTERS, DIRECTORS ETC)

Sl No.	For TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Carwin Trading Pvt Ltd.	2,69,000	19.93	269,000	19.93
2	Siddhipriya Distributors Pvt. Ltd.	38,000	2.81	38,000	2.81

SHAREHOLDING OF KMP AND DIRECTORS

Sl No.	For TOP TEN SHAREHOLDERS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Sri Babulal Dhanuka	0	0	0	0
2	Sri P. D. Chomal	0	0	0	0
3	Sri Shankar Lal Kedia	0	0	0	0
4	Smt. Vinita Bangur	80,000	5.93	80,000	5.93

KHERAPATI VANIJYA LTD.

5. INDEBTNESS OF THE COMPANY INCLUDING INTEREST:- Nil

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of MD/WTD and/or Manager

Sl. No.	Particulars of Remuneration	MD/WTD	Manager	Total Amount
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	-
	b) Value of perquisites u/s 17(2) 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	-	-	-
5	Others	-	-	-
	TOTAL (A)	-	-	-
	Ceiling as per the Act			

B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	BABU LAL DHANUKA	PRABHU DAYAL CHOMAL	SHANKAR LAL KEDIA	VINITA BANGUR	TOTAL AMOUNT
1	Independent Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others	-	-	-	-	-
	TOTAL (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others	-	-	-	-	-
	TOTAL (2)	-	-	-	-	-
	TOTAL (B) = (1)+(2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall ceiling as per the Act					

*Total remuneration to Managing Directors / Whole-time Directors / Manager and other Directors (being total of A and B)

C. Remuneration to Key Management Personnel other than MD/WTD and/or Manager

Sl. No.	Particulars of Remuneration	PUSHPA DEVI BANGUR	AJIT KUMAR JHA	SNEHA MUNDHRA	Total Amount
1	Gross Salary per month				
	d) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	124,000/-	45,000/-	12,000/-	181,000/-
	e) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	f) 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	-	-	-	-
5	Others	-	-	-	-
	TOTAL (A)	124,000/-	45,000/-	12,000/-	181,000/-

KHERAPATI VANIJYA LTD.

7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Prescription	Details of Penalty/punishment	Authority(RD/NCLT/COURT)	Appeal Made
A. COMPANY					
Penalty Punishment Compounding			NONE		
B. DIRECTORS					
Penalty Punishment Compounding			NONE		
Penalty Punishment Compounding			NONE		

CHAIRMAN & CFO CERTIFICATION

We, Shankar Lal Kedia, Director and Ajit Kumar Jha, Chief Financial Officer of M/s. Kherapati Vanijya Limited, to the best of our knowledge and belief, certify that :

a) We have reviewed the Financial Statements and Cash Flow Statements for The year ended 31st March 2019 and to the best of our Knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations

b) There are, to the best of our Knowledge and belief, no transaction entered into by the Company during the Year which are fraudulent, illegal or violate of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal control for the financial reporting and that 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 internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee :

(i) Significant Changes in Internal Control during the Year;

(ii) Significant Changes in accounting policies during the year and the same have 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 a significant role in the company's internal control.


Ajit Kumar Jha
Chief Financial Officer

Director

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31-03-2019

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

To,
The Members,
KHERAPATI VANIJYA LIMITED
21 Strand Road,
Kolkata – 700 001.

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

Based on my verification of the **KHERAPATI VANIJYA LIMITED**. books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31-03-2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **KHERAPATI VANIJYA LIMITED** ("the Company") for the financial year ended on 31-03-2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there-under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **Not Applicable;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **Not Applicable;**



(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not Applicable;**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **Not Applicable;**

(vi) The Other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are

- a) Reserve Bank of India Act' 1934
- b) Professional Tax Act
- c) West Bengal Shop and Establishment Act'1963

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) SEBI LISTING REGULATION 2015 (LODR) (THE COMPANY IS A LISTED COMPANY WITH The Calcutta Stock Exchange Association Ltd.)

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

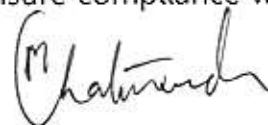
I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors & Independent Directors. Though the Company has no Executive Director but they have CEO & CFO. There was no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at the Board Meetings are carried out unanimously as recorded in the Minutes of the Meeting of the Board of Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Signature:



Name of Company Secretary in practice
Mukesh Chaturvedi
ACS No.10213
C P No.:3390



Place : Kolkata

Date : 15/05/2019



J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S. KHERAPATI VANIJYA LIMITED

Report on Financial Statements

Opinion

We have audited the accompanying standalone financial statement of M/s. Kherapati Vanijya Limited, which, which comprises the Balance sheet as at 31st March, 2019, and the Statement of Profit /Loss account (Including Other Comprehensive Income), the statement of changes of Equity and the statement of Cash Flows for the year then ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the companies Act read with the Companies (Indian Accounting standard) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as on 31st March 2019, the Profit/Loss, total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing 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 standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of standalone financial statement under the provisions of Companies Act, 2013 and rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that in our Professional Judgement were of most significance in our Audit of the financial statements of the Current Period. These matters were addressed in the context of Our Audit of the financial statements. These matters were addressed in the context of Our Audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management and Those Charged with Governance 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 and presentation of these financial statements that give a true and fair view of the financial position and financial performance, total comprehensive Income, changes in equity and cash flow of the company in accordance with the Ind AS and other accounting Principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 tends to liquidate the company or to cease operations or has no realistic alternative to do so.

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





Auditor's Responsibility for the Audit of Financial Statement.

Our objectives are to obtain reasonable audit assurance about whether the 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 is 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 be reasonably be expected to influence the economic decisions of the user taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of detecting a material misstatement resulting from fraud is higher than for one resulting from error, a fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems 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 on the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in the manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of the most significance in the Audit of the standalone financial statements of the current period and are therefore the key Audit Matters. We describe these matters in our auditors's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure- A , a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.





J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance Sheet, the statement of Profit and Loss Accounts including other comprehensive Income, Statement of Changes of Equity and statement of cash Flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31 March 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to report on the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate report in "Annexure -B".
- (g) With respect to the matters to be included in the Auditors's Report in accordance with the requirements of Section 197(16) of the act as amended:

In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the Company to its director during the Year is in accordance with the Provisions of Section 197 of the Act.

(h) 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 on its financial position in its financial statements.
- ii. The Company does not have any material foreseeable losses.
- iii. The Company does not require to transfer any amount to the Investor Education and Protection Fund.

Place: Kolkata

Date:- 15/05/19



For, J.P.Lakhotia & Associates
Chartered Accountants


Jagdish Prasad Lakhotia
Proprietor
Firm Registration No. 312061E
Membership No. 050529



J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s. Kherapati Vanijya Limited of even date)

i. The Company does not have any assets, There Provisions of Companies (Auditor's Report) Order, 2016 ("the Order") are not applicable.

ii. The Company does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. According to the information and explanations given to us, the Company has granted unsecured loans to any bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013.

a) The terms and Conditions are not prejudicial to the interest of the company.

b) The Terms and Conditions do not stipulate any repayment of Principle and Interest.

c) The question of overdue does not arise.

iv. In our opinion and according to the information and explanations given to us, the Company being a Non Banking Finance company, provisions of Section 185 and 186 of the Act are not applicable to the Company.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.





J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

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viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has complied with the Provision of Sec 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 177 of the Companies Act, 2013. However there are no transactions done in accordance with Section 188 of the Companies Act, 2013 so the clause is not applicable for the Company.


xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, J. P. Lakhotia & Associates
Chartered Accountants




Jagdish Prasad Lakhotia
Proprietor
Firm Registration No. 312061E
Membership No. 050529



J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
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ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Kherapati Vanijya Limited of even date)

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

We have audited the internal financial controls over financial reporting of **KHERAPATI VANIJYA LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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





J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls Over Financial Reporting

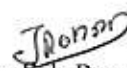
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls system over financial reporting were operating effectively as on 31 March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



For J P Lakhotia and Associates
Chartered Accountants


Jagdish Prasad Lakhotia
Proprietor
Firm Registration No. 312061E
Membership No. 050529



J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31st March, 2019 AND PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE

SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of Accounting**

The financial statements of the company have been prepared in accordance with the Indian accounting standard to comply with accounting standard specified under section 133 of the Companies Act, 2013 and the relevant provisions of the companies Act, 2013 as applicable.

2. **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. In addition, the following criteria must also be met before revenue is recognized:

- Interest and other dues are accounted on accrual basis except in the case of non-performing loans where it is recognized upon realization, as per the income recognition and asset classification norms prescribed by the RBI.

3. **Investments**

Non Current Investment are valued at cost.

4. **Employment Benefits**

Leave salary is accounted for on the basis of leave due to employees at the end of the year. No provisions for leave salary is made as there is no credit of leave to the employees.

Termination Benefits

Termination Benefits like gratuity etc are provided in the account in respect of employee when they became eligible for the same. No provisions for gratuity has been made in respect of employees for the year as they have not put in completed year of service as per provisions of Gratuity Act.

5. **Taxes on Income**

- a) Current tax is the amount payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.
- b) Deferred tax is recognized on timing differences; being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

6. **Earnings per Share**

The Company reports basic and diluted earnings per share in accordance with Indian Accounting Standards-33, *Earnings per Share*, issued by the Institute of Chartered Accountants of India. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the period.





J.P. Lakhota & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

ANNEXURE TO THE REPORT OF BOARD OF DIRECTORS

To,
The Board of Directors,
Kherapati Vanijya Limited
21, Strand Road,
Kolkata-700001

As required under Non-Banking Financial Companies Auditors' Report (Reserve Bank) Direction and on the basis of information and explanation given to us, we report that:

3A)

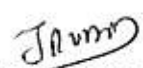
- 1) The Company is engaged in the business of Non Banking Financial Institution and it has obtained a certificate of Registration from Reserve Bank of India.
- 2) On basis of our examination of current year Balance Sheet and Profit and Loss Account we hereby report that company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31st March, 2019.
- 3) On the basis of our examination of current year Balance Sheet we report that the Company be Classified based on its assets as **LOAN COMPANY**.

3C)

- 1) The Board of Directors has passed a resolution for Non-Acceptance of any Public Deposit.
- 2) The Company has not accepted any Public Deposit during the Financial year ended 31st March, 2019.
- 3) The Company has complied with the prudential norms relating to income recognition, accounting standard's assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2007 .
- 4) The Company is not a systematically important Company as defined in Paragraph 2(1)(xix) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.



J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants


JAGDISH PRASAD LAKHOTIA
Proprietor
Membership No. 050529
Firm Regn. No. 312061E

Kolkata
The 15th day of May 2019



J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta RamBabu Street
Kolkata -700007

TO WHOM IT MAY CONCERN

We, J.P. LAKHOTIA & Co, Chartered Accountants, are the Statutory Auditors of the company M/s. KHERAPATI VANIJYA LIMITED, having its registered office at 21, Strand Road, Ground Floor, Kolkata – 700 001. We have verified the records for the financial year 31st March, 2019 as produced before us and certify that the said company has carried on NBFC business during the financial year ended 31st March, 2019, thereby requiring to hold Certificate of Registration no. 05-00621 dated 04/03/1998 issued to them by Reserve Bank of India, Kolkata under section 45-1A of the RBI Act, 1934 with reference to the position of the Company as at the end of the Financial Year ending on 31st March, 2019 wherein the Company is holding financial assets more than 50% of its total assets and the income from the financial assets is more than 50% of its gross income.

Further as per calculation sheet of assets and income for the financial year as on 31st March, 2019 as enclosed as per Annexure-A shows that the Company investing 78.28% in financial assets and 46.93% of income coming from the financial income.

J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants



J. P. Lakhotia
JAGDISH PRASAD LAKHOTIA
Proprietor

Membership No. 050529
Firm Regn. No. 312061E

Kolkata
The 15th day of May 2019

KHERAPATI VANIJYA LIMITED**BALANCE SHEET AS ON MARCH 31ST, 2019**

PARTICULARS	Note No.	As at March 31, 2019		As at March 31, 2018	As at March 31, 2017
ASSETS					
Non-current assets					
(a) Non-current investments	2	300,000.00		300,000.00	300,000.00
(b) Long-term loans and advances	3	3,000.00		1,311,251.00	1,311,251.00
			303,000.00	1,611,251.00	1,611,251.00
Current assets					
(a) Cash and Cash Equivalents	4	11,289,864.30		2,103,364.70	3,069,238.28
(b) Short-term loans and advances	3	51,741,383.00		52,664,390.25	47,385,678.25
			63,031,247.30	54,767,754.95	50,454,916.53
TOTAL :			63,334,247.30	56,379,005.95	52,066,167.53
EQUITY AND LIABILITIES					
Shareholders' funds					
(a) Share Capital	5	28,500,000.00		28,500,000.00	28,500,000.00
(b) Reserves and Surplus	6	32,522,035.30		25,395,327.95	23,231,273.53
			61,022,035.30	53,895,327.95	51,731,273.53
			61,022,035.30		
Non Current Liabilities					
(a) Long-Term Provisions	7		197,086.00	129,478.00	117,097.00
Current Liabilities					
(a) Other current liabilities	8	35,126.00		27,550.00	28,132.00
(b) Short-term provisions	9	2,080,000.00		2,326,650.00	189,665.00
			2,115,126.00	2,354,200.00	217,797.00
TOTAL :			63,334,247.30	56,379,005.95	52,066,167.53
Significant accounting policies and notes to accounts	1				

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

DIRECTORS

for J. P. LAKHOTIA & ASSOCIATES

Chartered Accountants


(JAGDISH PRASAD LAKHOTIA)
Proprietor


Smt. Vinita Bangur
DIN : 01140985



Sri Babulal Dhanuka
DIN : 00484041

Membership No. 050529
Firm Registration No. 312061E

Place : Kolkata

Date: 15/05/19




Sri Shankar Lal Kedia
DIN: 00695689

KHERAPATI VANIJYA LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2019**

PARTICULARS		Note No.	FOR THE YEAR ENDED MARCH 31, 2019		FOR THE YEAR ENDED MARCH 31, 2018	
I	Income	10		14,464,739.60		8,509,695.00
	Total Income (I)			14,464,739.60		8,509,695.00
II	Expenses					
	Employee benefits expense	11		3,664,836.00		3,580,005.00
	Provisions and Contingencies			67,608.00		12,381.00
	Other Expense	12		2,722,238.25		551,732.58
	Total EXPENSES (II)			6,454,682.25		4,144,118.58
III	Profit before tax (I- II)			8,010,057.35		4,365,576.42
IV	Tax expense:					
	Current tax			2,080,000.00		1,130,000.00
	Current tax expense relating to prior period					(5,463.00)
V	Net Profit/(Loss) for the year (III-IV)			5,930,057.35		3,241,039.42
VI	Other Comprehensive Income					
	Items that will not be reclassified subsequently to profit or loss			-		-
	Items that will be reclassified subsequently to profit or loss			-		-
	Total Comprehensive Income net of tax			-		-
	Total Comprehensive Income for the period			5,930,057.35		3,241,039.42
VI	Earnings per equity share:					
	(1) Basic			4.39		2.40
	(2) Diluted			4.39		2.40
	See accompanying notes to the financial statements					

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

DIRECTORS

for J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants

(JAGDISH PRASAD LAKHOTIA)
Proprietor

Membership No. 050529
Firm Registration No. 312061E

Place : Kolkata

Date : 15/05/19

Vinita Bangur
Smt. Vinita Bangur
DIN : 01140985

Babulal Dhanuka
Sri Babulal Dhanuka
DIN : 00484041

Sri Shankar Lal Kedia
Sri Shankar Lal Kedia
DIN: 00695689

KHERAPATI VANIJYA LIMITED

Cash Flow Statement for the year ended 31.03.2019

Particulars	2018-19		2017-2018	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		8,010,057.35		4,365,576.42
Adjustments for:				
Balance Written off	1,308,251.00			
Provision and Contingencies	67608.00		12,381.00	
		1,375,859.00		12,381.00
Operating Profit before Working Capital Changes		9,385,916.35		4,377,957.42
Adjustments for:				
Increase/(Decrease) in Other Current Liabilities	7576.00		(582.00)	
(Increase)/ Decrease in Short Term Loans and Advances	923,007.25		(5,278,712.00)	
Increase/(Decrease) in Payables		930,583.25		(5,279,294.00)
Cash generated from operations		10,316,499.60		(901,336.58)
Income Tax paid		1,130,000.00		64,537.00
Net Cash flow from Operating activities		9,186,499.60		(965,873.58)
B CASH FLOW FROM INVESTING ACTIVITIES				
Sale Proceeds from sale of Fixed Assets		-		-
Net Cash used in Investing activities		-		-
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long term Loans and Advances		-		-
Net Cash used in financing activities		-		-
Net increase in cash & Cash Equivalents		9,186,499.60		(965,873.58)
Opening Cash and Cash equivalents		2,103,364.70		3,069,238.28
Closing Cash and Cash equivalents		11,289,864.30		2,103,364.70
Statement of Cash and Cash Equivalents.		31.03.2019		31.03.2018
Cash in Hand	19,376.05		35,881.05	-
Balance at Bank	11,270,488.25	11,289,864.30	2,067,483.65	2,103,364.70

As per our report of even Date

for **J. P. LAKHOTIA & ASSOCIATES**
Chartered Accountants

(**JAGDISH PRASAD LAKHOTIA**)
Proprietor

Membership No. 050529
Firm Registration No. 312061E

PLACE: KOLKATA

Dated: 15/05/19



DIRECTORS

Vinita Bangur
Smt. Vinita Bangur
DIN : 01140985

Sri Babulal Dhanuka
Sri Babulal Dhanuka
DIN : 00484041

Sri Shankar Lal Kedia
Sri Shankar Lal Kedia
DIN : 00695689

Kherapati Vanijya Limited

NOTE : 1

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2019 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements are prepared on accrual basis under historical cost convention in accordance with the provisions of the Companies Act, 2013 and Accounting Standards issued by the Institute of Chartered Accountants of India.

2. Basis of Preparation

- The Ministry of Corporate affairs (MCA) has issued a revised form of Schedule VI, applicable from 1st April 2011 for the preparation and presentation of financial statement. The adoption of revised schedule VI does not impact the recognition and measurement principle followed for the preparation of the financial Statements. However, it has significant impact on presentation and disclosures made in the financial statement.
- The Operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The cycle has been considered as 12 months for classification of current and non current assets and liabilities as required by revised Schedule VI.
- The accounting policies applied by the company are consistent.

3. Revenue Recognition

Revenue or Income and costs or Expenditure are generally accounted for on accrual basis.

Interest: - Interest and other dues are accounted on accrual basis, except in case of non performing loans where it is recognized upon realization as per the income recognition and asset classification norms prescribed by RBI.

Dividend:- Dividend from investments in shares are not recognized in the statement of profit and loss until a right to receive payment is established.

4. Non Current Investments

Non Current Investments are valued at cost.

5. Taxes on Income

- a) Current tax is the amount payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.
- b) Deferred tax is recognized on timing differences being the differences between the taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets subject to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

6. Earnings per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standards-20, *Earnings per Share*, issued by the Institute of Chartered Accountants of India. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

7. Provisions and Contingencies

- A Provision is recognized when the company has a present obligation as a result of Past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation as at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed separately.

8. Previous year figures have been rearranged or recast wherever necessary, however the same are not strictly comparable with that of the current year as the previous year.

9. Cash and Cash Equivalents

Cash and cash equivalents comprise cash and cash-on-deposit with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Contd.....



Kherapati Vanijya Limited

10. Cash Flow Statement

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

11. The Company operates solely in one geographic segment and hence no separate information for geographic segment wise disclosure is required.

for J. P. Lakhotia & Associates
Chartered Accounts


(JAGDISH PRASAD LAKHOTIA)
Proprietor



Membership No. 050529
Firm Registration No. 312061E

Kolkata

The 15th day of May, 2019

KHERAPATI VANUJA LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars		AS AT 31-03-2019		AS AT 31-03-2018		AS AT 31-03-2017	
NOTE : 2 : NON-CURRENT INVESTMENTS (All Quoted unless otherwise Specified) UNQUOTED							
Name of the Companies	Face Value	As at 31-03-2019 No. of Sh(s) Value (Rs.)		As at 31-03-2018 No. of Sh(s) Value (Rs.)		AS AT 31-03-2017	
Spectrum Alkyd & Resins (P) Ltd.	10/-	6,667	BONUS	6,667	BONUS	6,667	BONUS
Wind Power Vinimay (P) Ltd.	10/-	150,000	300,000.00	150,000	300,000.00	150,000	300,000.00
Total Non-Current Investment		156,667	300,000.00	156,667	300,000.00	156,667	300,000.00
NOTE : 3 : LOANS AND ADVANCES							
Loans							
(a) Secured							
(b) Unsecured Considered Good							
Total Loans							
Others							
Security Deposits with BSNL							
Security Deposits Sterling Holiday Resorts Ltd.							
Due from CESC Ltd.							
Advances with Revenue Authorities:							
Advance Income Tax							
Tax Deducted at Source							
Total Advances							
Total Loans and Advances							
The Classification of Loans under the RBI guidelines as under:							
(i) Standard Assets							
(ii) Sub-standard Assets							
(iii) Doubtful assets							
(iv) Loss Assets							
NOTE : 4 : CASH AND CASH EQUIVALENTS							
Cash on Hand							
Balance with Banks							
In Current Accounts							
Total Cash and Cash Equivalents							



KHERAPATI VANIJYA LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	AS AT 31-03-2019		AS AT 31-03-2018		AS AT 31-03-2017	
	Number	Amount	Number	Amount	Number	Amount
NOTE : 5 : SHARE CAPITAL						
Authorised						
Equity Shares of Rs. 10/- each	15,00,000	1,50,00,000.00	15,00,000	1,50,00,000.00	15,00,000	1,50,00,000.00
0.50% Non-Cumulative Redeemable Preference Share of Rs. 100/- each alongwith One Detachable & Tradeable Warrant	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00
		<u>3,00,00,000.00</u>		<u>3,00,00,000.00</u>		<u>3,00,00,000.00</u>
Issued, Subscribed and Fully Paid up						
Equity Shares of Rs. 10/- each	13,50,000	1,35,00,000.00	13,50,000	1,35,00,000.00	13,50,000	1,35,00,000.00
0.50% Non-Cumulative Redeemable Pref. Shares of Rs. 100/- each	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00
Total Issued, Subscribed, and Fully Paid-Up Share Capital		<u>2,85,00,000.00</u>		<u>2,85,00,000.00</u>		<u>2,85,00,000.00</u>
(a) The Details of Shareholders holding more than 5% shares:						
Name of the Shareholder :	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held
Sri Purushottam Dass Bangur	2,41,200	17.87	2,41,200	17.87	2,41,200	17.87
Gopal Das Bangur (HUF)	1,87,750	13.91	1,87,750	13.91	1,87,750	13.91
Smt. Pushpa Devi Bangur	1,81,500	13.44	1,81,500	13.44	1,81,500	13.44
Purushottam Dass Bangur (HUF)	1,35,000	10.00	1,35,000	10.00	1,35,000	10.00
Sri Hemant Bangur	92,000	6.81	92,000	6.81	92,000	6.81
Smt. Vinita Bangur	80,000	5.93	80,000	5.93	80,000	5.93
Credwyn Holdings (India) Pvt Ltd.	85,350	6.12	85,350	6.32	85,350	6.32
Carwin Trading (P) Ltd.	2,69,000	19.93	2,69,000	19.93	2,69,000	19.93
(b) Reconciliation of the Number of Shares and Amount Outstanding as at the Beginning and at the End of the Year						
Equity shares	Number	Amount	Number	Amount	Number	Amount
Outstanding at the Beginning of the Year	13,50,000	1,35,00,000.00	13,50,000	1,35,00,000.00	13,50,000	1,35,00,000.00
Issued During the Year	-	-	-	-	-	-
Outstanding at the End of the Year	13,50,000	1,35,00,000.00	13,50,000	1,35,00,000.00	13,50,000	1,35,00,000.00
Preference shares						
Outstanding at the Beginning of the Year	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00
Issued During the Year	-	-	-	-	-	-
Outstanding at the End of the Year	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00	1,50,000	1,50,00,000.00
(c) Terms/Rights Attached to Equity Shares						
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share and ranks pari passu. The Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting.						
(d) Terms/Rights Attached to Preference Shares						
The Company has only one class of preference shares having a par value of Rs. 100 per share.						
NOTE : 6 : RESERVES AND SURPLUS						
(a) Special Reserve as per 45-IC						
Opening Balance	39,07,298.65		38,19,418.42		1,70,80,000.00	
Less : Transfer to General Reserve	-		-		1,32,85,639.59	
Add : Transfer from Profit & loss	11,86,011.35		87,880.23		25,058.01	
Closing Balance		50,93,310.00		39,07,298.65		38,19,418.42
(b) General Reserve						
Opening Balance	1,42,85,639.59		1,32,85,639.59		1,32,85,639.59	
Add : Transfer from Special Reserve	-		-		-	
Add : Transfer from Special Reserve	10,00,000.00		10,00,000.00		-	
Closing Balance		1,52,85,639.59		1,42,85,639.59		1,32,85,639.59
(c) Profit and Loss Account						
Opening Balance	72,02,389.71		61,26,215.52		60,25,983.46	
Add: Surplus in the Statement of Profit and Loss	59,30,057.35		32,41,039.42		125,290.07	
Add (Less) :	1,31,32,447.06		93,67,254.94		61,51,273.53	
Transfer to Special Reserve as per 45-IC	11,86,011.35		87,880.23		25,058.01	
Transfer to General Reserve	10,00,000.00		10,00,000.00		-	
Transfer to Provision for Non Performing Asset	(11,96,650.00)		10,76,985.00		-	
Closing Balance		1,21,43,085.71		72,02,389.71		61,26,215.52
Total Reserves and Surplus		<u>3,25,22,035.30</u>		<u>2,53,95,327.95</u>		<u>2,32,31,273.53</u>



KHIERPATI VANIJYA LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	AS AT 31-03-2019	AS AT 31-03-2018	AS AT 31-03-2017
NOTE : 7 : LONG-TERM PROVISIONS			
Provision for Standard Assets	197,086.00	129,478.00	117,097.00
Total Long-Term Provisions	197,086.00	129,478.00	117,097.00
A Contingent provision against Standard Assets has been created at 0.25% of the outstanding standard assets in terms of the RBI Circular Ref.No. DNBS (PD) CC No. 225/03.02.001/2011-12 Dated July 1, 2011			
NOTE : 8 : OTHER CURRENT LIABILITIES			
Audit Fees Payable	17,700.00	17,700.00	17,250.00
Bonus Payable	10,950.00	9,850.00	8,750.00
TDS on Professional Fees	5,050.00	-	-
Telephone Charges Payable	1,426.00	-	-
Total Other Current Liabilities	35,126.00	27,550.00	26,132.00
NOTE : 9 : SHORT TERM PROVISIONS			
Provision for Income Tax	2,080,000.00	1,130,000.00	70,000.00
Provision for Non Performing Assets	-	1,196,650.00	119,665.00
Total Short Term Provisions	2,080,000.00	2,326,650.00	189,665.00



KHERAPATI VANIJYA LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019

	For The Year Ended March 31, 2019	For The Year Ended March 31, 2018
NOTE : 10 : REVENUE FROM OPERATION		
Interest [see note (a)]	6,788,062.00	6,007,895.00
Dividend Income [see note (b)]		1,800.00
ICICI Prudential Life Insurance (Keyman Policy)	7,676,677.60	2,500,000.00
	<u>14,464,739.60</u>	<u>8,509,695.00</u>
NOTE : 11 : EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus etc.	3,664,836.00	3,580,005.00
TOTAL	<u>3,664,836.00</u>	<u>3,580,005.00</u>
NOTE : 12 : OTHER EXPENSES		
(a) Other Administrative Expenses:		
Advertisement	1,050.00	1,000.00
Bank charges	767.00	74.00
Bad Debts		
CDSL Charges	1,196,651.00	
Computer Maintenance	9,000.00	10,350.00
Conveyance Charges	14,067.00	11,044.68
Coolie & Cartage	16,207.00	17,038.00
Electricity Expenses	170.00	120.00
Filing Fees	8,137.25	
General Expenses	3,261.85	4,379.00
GST Expenses	117,045.54	23,612.58
Legal Expenses	25,407.95	4,630.94
Listing Fees	46,200.00	
NSDL Charges	25,000.00	28,750.00
Postage & Stamps		10,550.00
Membership Fees Written off	3,660.00	3,906.00
Printing & Stationery	111,600.00	
Professional Fees	20,018.00	21,164.00
Professional Tax	45,700.00	16,000.00
Rates & Taxes	2,500.00	2,235.00
Share Transfer Registrar Charges	2,150.00	2,150.00
Telephone Charges	25,075.00	15,000.00
Travelling Expenses	5,228.66	6,518.00
Website Maintenance Charges	1,020,492.00	347,760.38
(b) Payment to Statutory Auditor	7,850.00	7,750.00
Auditor's Remuneration	15,000.00	17,700.00
TOTAL	<u>2,722,238.25</u>	<u>551,732.58</u>
NOTE:13: EARNING PER SHARE		
(i) Net Profit after tax as per statement of Profit and Loss attributable to Equity shareholders	2018-2019	2017-2018
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	5,930,057.35	3,241,039.42
(iii) Earning Per share	1,350,000	1,350,000
Basic	4.39	2.40
Diluted	4.39	2.40
(iv) Face Value per Equity share (Rs.)	Rs. 10/-	Rs. 10/-



KHERAPATI VANIJYA LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE : 14 RELATED PARTY DISCLOSURE

As per Accounting Standard 18, the disclosure of transaction with related parties are given below:-

Name of the related Party	Relationship	31-03-2019	31-03-2018
The Cambay Investment Corporation Limited	Group Company	10,248,880.00	10,100,000.00
Sudipta Traders Pvt. Ltd	Group Company	12,550,532.00	18,250,000.00
The Bombay Agency (P) Ltd.	Group Company	10,411,287.00	-

Interest Received

The Cambay Investment Corporation Limited	Group Company	1,387,645.00	1,263,673.00
Sudipta Traders Pvt. Ltd	Group Company	1,278,369.00	581,633.00
The Bombay Agency (P) Ltd.	Group Company	456,986.00	

Loan Given

The Cambay Investment Corporation Limited	Group Company	8,900,000.00	12,969,047.00
Sudipta Traders Pvt. Ltd	Group Company	-	17,950,000.00
The Bombay Agency (P) Ltd.	Group Company	10,000,000.00	

Repayment of Loan

The Cambay Investment Corporation Limited	Group Company	10,138,765.00	10,138,765.00
Sudipta Traders Pvt. Ltd	Group Company	6,977,837.00	6,977,837.00
The Bombay Agency (P) Ltd.	Group Company	45,699.00	45,699.00

NOTE : 15

Contingent Liabilities not provided for : Nil

NOTE : 16

Earning in Foreign Exchange : Nil

NOTE : 17

Expenditure in Foreign Currency : Nil

Note : 18

The Company is engaged in the business of Non banking Financial Companies and there is no separate reportable segment as per Accounting Standard 17-Segment Reporting notified by Companies Accounting Standard Rules

Note : 19

Employee Benefits: The Company has not accounted for gratuity and other Long Term and Short Term retirement

For and on behalf of the Board

As per our report of even date

DIRECTORS

for J. P. LAKHOTIA & ASSOCIATES**Chartered Accountants***Jagdish*

(JAGDISH PRASAD LAKHOTIA)
Proprietor

Vinita Bangur
Smt. Vinita Bangur

DIN : 01140985

Babulal Dhanuka
Sri Babulal Dhanuka

DIN : 00484041

Membership No. 050529

Firm Registration No. 312061E

Place : Kolkata

Date : 15/05/17



Shankar Tal Kedia
Sri Shankar Tal Kedia

DIN: 00695689

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2019

A. EQUITY SHARE CAPITAL

Balance at the beginning of the reporting period i.e. 1st April, 2017	Changes in equity share capital during the year 2017	Balance at the end of the reporting period i.e. 31st March, 2018	Changes in equity share capital during the year 2018-2019	Balance at the end of the reporting period i.e. 31st March, 2019
2,85,00,000	-	2,85,00,000	-	2,85,00,000

B. OTHER EQUITY

OTHER EQUITY												(Amount in Rs)
Particulars	Share app. money pending allotment	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Reserve & Surplus				Retained Earnings	RBI Reserve	Other Comprehensive Income	Total
					Debentures Redemption Reserve	Share Based Payments Reserve Account	General Reserve					
Balance at the beginning of the reporting period i.e. 1st April 2017	-	-	-	-	-	-	-	1,32,85,639.59	61,26,215.52	38,19,418.42	-	2,32,31,273.53
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	32,41,039.42	87,880.23	-	33,28,919.65
Dividends	-	-	-	-	-	-	-	-	-	-	-	-
Tax on dividend	-	-	-	-	-	-	-	-	-10,76,985.00	-	-	-10,76,985.00
Provisions written Back	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	-	-	-	10,00,000.00	-10,00,000.00	-	-	-
Transfer to / (from) RBI Reserves	-	-	-	-	-	-	-	-	-87,880.23	-	-	-87,880.23
On Employee Stock Options	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March 2017	-	-	-	-	-	-	-	1,42,85,640	72,02,389.71	39,07,299	-	2,53,95,327.95



B. OTHER EQUITY

Particulars	Reserve & Surplus										(Amount in Rs.)	
	Share app. money pending allotment	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Debentures Redemption Reserve	Share Based Payments Reserve Account	General Reserve	Retained Earnings	RBI Reserve	Other Comprehensive Income	Total	
Balance at the beginning of the reporting period i.e. 1st April, 2018	-	-	-	-	-	-	1,42,85,639.59	72,02,389.71	39,07,298.65	-00	2,53,95,327.95	
Total Comprehensive Income for the year	-	-	-	-	-	-	-	59,30,057.35	-	-	59,30,057.35	
Dividends	-	-	-	-	-	-	-	-	-	-	-	
Tax on dividend	-	-	-	-	-	-	-	-	-	-	-	
Transfer to / (from) retained earnings	-	-	-	-	-	-	10,00,000.00	-10,00,000.00	-	-	-	
Transfer to / (from) RBI Reserves	-	-	-	-	-	-	-	-11,86,011.35	11,86,011.35	-	-	
Provisions Written Back	-	-	-	-	-	-	-	11,96,650.00	-	-	11,96,650.00	
On Employee Stock Options	-	-	-	-	-	-	-	-	-	-	-	
Balance at the end of the reporting period i.e. 31st March, 2019	-	-	-	-	-	-	1,52,85,639.59	1,21,43,085.71	50,93,310	-	3,25,22,035.30	

As per our Report of even date
For, J P Lakhotia and Associates
Chartered Accountants

J P Lakhotia
Jagdish Prasad Lakhotia
Proprietor

Membership No. 50529
Firm Registration No. 312061E
Place : KOLKATA
Dated : 15 MAY 2019



Vinita Bangur
Smt Vinita Bangur
DIN 01140985

Sri Babulal Dhanuka
Sri Babulal Dhanuka
DIN 00484041

Sri Shankar Lal Kedia
Sri Shankar Lal Kedia
DIN 00695689

KHERAPATI VANIJYA PRIVATE LIMITED

ANNEXURE - A

PARTICULARS	ASSETS AS ON 31ST MARCH, 2019	(%) PERCENTAGE OF TOTAL ASSETS AS ON 31ST MARCH, 2019
A. FINANCIAL ASSETS		
1 Investments in Shares	3.00	0.47%
2 Loans & Advances	492.77	77.80%
Total (A) :	495.77	78.28%
B. NON-FINANCIAL ASSETS		
1 Cash & Bank Balance	112.90	17.83%
2 Tax Deducted at Sources	7.15	1.13%
3 Advance Income Tax	17.50	2.76%
4 Security Deposit	0.03	0.00%
5 Due from CESC Ltd.	0.00	0.00%
Total (B) :	137.58	21.72%
Total (A) + (B) :	633.35	100.00%

Calculation of Financial & Non-Financial Income (Rs. In Lacs)

PARTICULARS	INCOME AS ON 31ST MARCH, 2019	PERCENTAGE OF TOTAL INCOME AS ON 31ST MARCH, 2019
A FINANCIAL INCOME		
1 Interest Received	67.88	46.93%
2 Dividend Received	-	0%
Total (A) :	67.88	46.93%
B NON-FINANCIAL INCOME		
1 Insurance Surrender	76.77	53%
Total (B) :	76.77	53%
Total (A) + (B) :	144.65	100.00%

for J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants


(JAGDISH PRASAD LAKHOTIA)
Proprietor



Membership No. 050529
Firm Registration No. 312061E

Place : Kolkata

The 15th day of May 2019

KHERAPATI VANIJYA LIMITED**CIN No. L51109 WB 1982 PLC 034908**

Registered & Administrative Office :

21, Strand Road, Kolkata-700 001, Ph.(033)2210-4827, Fax : +91 (33) 2210 6167, e-mail : kvl@bangurgroup.com

ATTENDANCE SLIP I hereby record my presence at the Annual General Meeting of the above Named Company held at 21, Strand Road, Kolkata-700 001, on 2 nd Day of September, 2019 at 11.30 am.	Folio/DP ID & Client ID No. :
	Name of the Member :
	No. of Shares :
	Name(s) of Joint holder(s) if any :
	Address :

Name of Proxy (In BLOCK LETTERS)

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

Members/Proxies, who come to attend the meeting, are requested to bring their copies of the Annual Report with them.

Cut here

KHERAPATI VANIJYA LIMITED**CIN No. L51109 WB 1982 PLC 034908**

Registered & Administrative Office :

21, Strand Road, Kolkata-700 001.Ph.(033)2210-4827 Fax :+ 91 (33) 2210 6167 e-mail : kvl@bangurgroup.com

PROXY FORM**FORM MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____

Registered Address : _____

E-mail ID : _____

Folio No./Client ID : _____

I/We, being the Members(s), of the above named Company holding shares of the above named Company, hereby appoint.

1. Name : Address :

E-mail ID : Signature :

2. Name : Address :

E-mail ID : Signature :

3. Name : Address :

E-mail ID : Signature :

As my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 2nd Day of September, 2019 at 11.30 am at 21, Strand Road, Kolkata-700 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
Ordinary Business		For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Smt. Vinita Bangur (Din No. 01140985) who retires by rotation and being eligible, offers herself for re-appointment		
3.	Re-appointment of Mr. S.L. Kedia (Din No. 00695689) who retires by rotation and being eligible, offers himself for re-appointment		
4.	Appointment of M/s. M/s. J P Lakhotia & Associates., Chartered Accountants, as Statutory Auditors for the financial year ending 31 st March, 2020		
5.	Special Resolution under the provisions the Companies Act, 2013 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for Delisting the Shares of the Company from the Calcutta Stock Exchange Association Limited		

Signed this _____ day of _____ 2019.

Member's Folio / DP ID & Client ID No. : _____

Affix
Revenue
Stamp

Signature of Shareholder (s) : _____ Signature of Proxy holder (s) : _____

NOTE :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, notes and statement on special business please refer to the Notice of the Annual General Meeting.
3. It is optional to put a "X" in the appropriate column against the resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

BALLOT FORM

(for voting for the resolutions to be passed at the 36th Annual General Meeting of the Company to be held on Thursday 2nd of September, 2019 at 11.30 a.m. at 21, Strand Road, Kolkata – 700 001).

Name of the

Member(s): _____

Folio No./DP-Client ID _____

No. of Equity Shares Held : _____

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 15th May 2019 by conveying my /our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below :

Resolut ion Sr. No.	Description	I/we Assent to the resolution (FOR)	I/we Dissent to the resolution (AGAINST)
1	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors thereon		
2	Re-appointment of Smt. Vinita Bangur (Din No. 01140985) who retires by rotation and being eligible, offers herself for re-appointment		
3	Re-appointment of Mr. S.L. Kedia (Din No. 00695689) who retires by rotation and being eligible, offers himself for re-appointment		
4	Appointment of M/s . J P Lakhota & Associates, Chartered Accountants, as Statutory Auditors who retires by roataion and eligible for reappointment for the financial year ending 31 st March, 2020.		
5	Special Resolution under the provisions the Companies Act, 2013 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for Delisting the Shares of the Company from the Calcutta Stock Exchange Association Limited		

Signature of Member / Proxy Voting

**ROUTE MAP TO VENUE OF THE 36TH AGM OF THE COMPNAY TO BE HELD ON
02-09-2019**

