

FLARE FINANCE (INDIA) LIMITED

REGD. OFF: - 4346/4C, ANSARI ROAD, DARYA GANJ, NEW DELHI-110002

CIN: L65990DL1984PLCO19635, CONT:- 011-68888317

E-MAIL ID: FLAREFINANCE@YAHOO.COM, WEBSITE: WWW.FLAREFINANCEINDIA.COM

Date: 24-12-2019

To

Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot No. C, 62, G Block,
Opp Trident, Hotel Bandra Kurla Complex, Bandra (E)
Mumbai – 400098

Symbol: FEIL

Sub: Submission of Annual Report for the financial year 2018-2019

Dear Sir/Madam

Please find enclosed herewith Annual Report for the financial year 2018-2019.

Please update the same in your records.

Thanking You,

For FLARE FINANCE INDIA LIMITED


SAJJAY MAHLI
DIRECTOR

ANNUAL REPORT

2018-19

FLARE FINANCE (INDIA) LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanjay Mahil	Independent Director
Mr. Ram Singh	Executive Director
Mr. Tetar Devi	Independent Director
Ms. Geeta Bharti	Non Executive Director

REGISTERED OFFICE

4346/4C, Ansari Road,
Darya Ganj, New Delhi- 110009
Email: flarefinance@yahoo.com

STATUTORY AUDITORS

M/s. Ranjan Gupta & Co.
Chartered Accountants
1858, Arun Vihar, Sector-37, Noida-201303
Mail Id: ranjangupta3d@gmail.com

REGISTRARS & SHARE TRANSFER AGENTS:

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D 153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi 110 020
Tel.: +91 11-26812682, 83, 011-64732681 to 88
Fax: +91 11-26812682
Web: www.skylinerta.com
Email: admin@skylinerta.com

CORPORATE IDENTITY NUMBER:

L65990DL1984PLC019635

COMPLIANCE OFFICER:

Mr. Ram singh
Address: 4346/4C, ANSARI ROAD,
DARYA GANJ, Delhi- 110009

STOCK EXCHANGE:

MSEI LIMITED

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FLARE FINANCE (INDIA) LIMITED

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DELHI-110002 CIN: L65990DL1984PLC019635, CONT:- 011-
68888317

E-MAIL ID: FLAREFINANCE@YAHOO.COM WEBSITE:
WWW.FLAREFINANCEINDIA.COM

Notice is hereby given that 35th Annual General Meeting of **M/s. FLARE FINANCE (INDIA) LIMITED** will be held on Thursday, 26th September, 2019 at 09:30 A.M. at the registered office of the Company at 4346/4C, Ansari Road, Darya Ganj, Delhi - 110002 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet of the Company for the financial year ended on 31st March 2019, the statement of Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Ms. Geeta Bharti**, who retires by rotation and being eligible offer herself for re-appointment.
3. To ratify the appointment of **M/s. Ranjan Gupta & Co.**, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and to fix their remuneration.

Date: 27.08.2019

Place: Delhi

For FLARE FINANCE (INDIA) LIMITED

SD/-

SANJAY MAHLI

DIRECTOR

DIN: 08077927

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **Skyline Financial Services Private Limited**, D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **22.09.2019 to 25.09.2019** (both days inclusive).
5. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

The instructions for shareholders voting electronically are as under:

INSTRUCTIONS

1. Voting through electronic means
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on **Thursday, 26th September, 2019 at 09:30 A.M. at 4346/4C, Ansari Road, Darya Ganj, Delhi - 110002**. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
 - ii. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- III. The Facility for voting through ballot paper shall be 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.
- IV. 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.
- V. The remote e-voting period commences on **23rd September, 2019 (9:00 am) and ends on 25th 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 **19th September, 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.

The process and manner for remote E- voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password for E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting: Active Voting cycles.
- (vii) Select "EVEN" Of FLARE FINANCE (INDIA) LIMITED.
- (viii) Now you are ready for remote E-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nikita.rohilla92@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy]:

(i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

(ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VI. 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 downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on **23rd September, 2019 (9:00 am) and ends on 25th September, 2019 (5:00 pm)**. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 19th September, 2019**, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 19th September, 2019**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the **cut-off date i.e. 19th September, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Ms. Nikita Rohilla, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.flarefinanceindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the **Metropolitan Stock Exchange of India Limited**.

Date: 27.08.2019

Place: Delhi

For FLARE FINANCE (INDIA) LIMITED

SD/-

SANJAY MAHLI

DIRECTOR

DIN: 08077927

ANNEXURE I TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Geeta Bharti
Age	37 Years
Qualifications	Graduate
Experience	12 Years
Terms and conditions of appointment including details of remuneration	Ms. Geeta Bharti holds the office as Non-Independent and Non-Executive Director of the Company. She will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	25.03.2015
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2018-19	6
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: Madhuban Constructions Limited Flare Finance (India) Limited
Justification for appointment of Independent Director	N.A
Performance evaluation report	N.A

DIRECTORS' REPORT

To,

The Members of
Flare Finance (India) Ltd.
4346/4C, ANSARI ROAD,
DARYA GANJ, NEW DELHI-110002

Your Directors have great pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2019.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2018-19 and 2017-2018 is given below:

(in Rs.)

Particulars	For Financial Year Ended	
	March 31, 2019	March 31, 2018
Total Income	12,05,004.00	4,239,123.00
Total Expenditure	11,01,373.42	3,825,034.47
Profit after Depreciation but before Tax	103,630.58	414,088.53
Less: Current Tax	25,170.00	102,681.50
Less: Deferred Tax	(1,818.00)	4,376.00
Profit / (Loss) After Tax	80,278.58	306,671.03

DIVIDEND

During the year under review, to plough back the profits in the business activity, no dividend is recommended this year.

RESERVE AND SURPLUS

The amount of Rs. 80,278.58/- is being transferred to the reserve and Surplus as the Current year profit.

FINANCIAL PERFORMANCE

During the year under review, the Company's income is Rs. 12,05,004.00/- as against income of Rs. 42,39,123.00/- in 2017-18.

CHANGE IN THE SHARE CAPITAL

During the Financial Year under review, there is no change in the Share Capital of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2019, provision of section 129 of the Companies Act, 2013 is not applicable.

RISK MANAGEMENT POLICY

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given herein below:

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2018-19 (Rs. In Lakhs)	% increase in Remuneration in FY 2018-19**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	N.A	N.A	NA	N.A.	N.A.

The number of permanent employees as on 31st March 2019 was 2.

Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2019-18 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 -NOT APPLICABLE

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

STATUTORY AUDITORS

In Terms of the provisions of Section 139 of the Companies Act, 2013, **M/s. RANJAN GUPTA & CO, Chartered Accountants, having (Firm registration no. 17319N)**, were proposed to be re-appointed as Statutory Auditors of the Company by the shareholders in the Annual General Meeting to hold office till conclusion of ensuing Annual General Meeting. The said appointment is subject to ratification by the members at every Annual General Meeting.

The Board has recommended the re-appointment of **M/s. RANJAN GUPTA & CO, Chartered Accountants, having (Firm registration no. 17319N)**, by the shareholders at the forthcoming Annual General meeting. The Company has received a letter from **M/s. RANJAN GUPTA & CO, Chartered Accountants**, confirming their eligibility under Section 141 of the companies Act, 2013.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form no. MGT - 9 has been annexed to the Report, as Annexure A.

SECRETARIAL AUDIT REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Ms. Nikita Rohilla**, Company Secretary in Practice, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No.MR-3 has been enclosed as Annexure.

Explanation to the observations as notice in the Audit Report:

The Management is searching the best person for the position Whole Time Director, Company Secretary and Chief Financial Officer and necessary steps has been taken to ensure that e - filing with Registrar of Companies, NCT of Delhi & Haryana to be completed within time in order to avoid the additional fee for delay submissions. Further necessary steps has been taken to ensure that timely intimations to be sent to the Stock Exchange.

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

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and

Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTOR'S & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

During the year under Review, there has been no change in the composition of Board of Directors.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act.

c) Formal Annual Evaluation of Board

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relation committee.

SEXUAL HARASSMENT:

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. The Company has constituted Internal Committees (IC). While maintaining the highest governance norms, to build awareness in this area, the Company has been conducting induction / refresher programmes in the organization on a continuous basis and there was no complaint on sexual harassment during the year under review.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a. No. of Complaints received: 0
- b. No. of Complaints disposed off : 0

MAINTENANCE OF COST RECORD:

Maintenance of Cost record as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable on the Company.

INCREASE IN AUTHORIZED SHARE CAPITAL

During the year under Review, there has been no change in the Capital structure of the company

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year, the Board of your company met Eight (08) times on 27.05.2019, 31.05.2019, 09.08.2019, 27.08.2019, 14.11.2018, 01.01.2019, 14.02.2019 and 28.03.2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate regarding the compliances with conditions of Corporate Governance as per Regulation 27 of Chapter IV of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 is annexed to this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report regarding the compliances with conditions of Corporate Governance as per Chapter IV of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 is annexed to this report.

AUDIT COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Tetar Devi is the Chairman of the Committee.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Tetar Devi	Chairman	Non Executive & Independent Director
2.	Mr. Ram Singh	Member	Executive Director
3.	Mr. Sanjay Mahil	Member	Non Executive & Independent Director

**The details Meetings of the Committee are given in the Corporate Governance Report.*

STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders relationship Committee ("Stakeholders relationship committee / Investors Grievance Committee") to redress the complaints of the shareholders. The committee currently comprises of three (3) Directors. Ms. Tetar Devi is the Chairman of the Committee.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Tetar Devi	Chairman	Non Executive & Independent Director
2.	Ms. Geeta Bharti	Member	Non Executive & Non- Independent Director
3.	Mr. Sanjay Mahil	Member	Non Executive & Independent Director

** The details of the Meetings of the Committee are given in the Corporate Governance Report.*

NOMINATION & REMUNERATION COMMITTEE & ITS POLICY

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and as per Regulation 19 of SEBI (Listing of Disclosure Requirements), 2015. Ms. Tetar Devi is the Chairman of the Committee.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Tetar Devi	Chairman	Non Executive & Independent Director
2.	Ms. Geeta Bharti	Member	Non Executive & Non- Independent Director
3.	Mr. Sanjay Mahil	Member	Non Executive & Independent Director

* The details of the Meetings of the Committee are given in the Corporate Governance Report.

EXTRAORDINARY GENERAL MEETINGS DURING THE FINANCIAL YEAR 2018-19

No Extra Ordinary General Meeting was held during the financial year under review.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy has been updated on the website of company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under Review, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board has on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No Significant and Material orders has been passed by Securities Exchange Board of India, Stock Exchanges, Tribunal or Courts during the year under Report.

AUDIT OBSERVATIONS

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

HUMAN RESOURCES

There are no employees as on date on the rolls of the Company who are in receipt of Remuneration which requires disclosures under Section 134 of the Companies Act, 2013 and Companies (Particulars of Employees) Rules, 1975.

During the year under review, relationship with the employees is cordial.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 14.11.2018, inter alia, discussed:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Directors take this opportunity to express their thanks to various departments of the Central and State Government, Bankers, Material Suppliers, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the employees of the Company at all levels.

Date: 27.08.2019

Place: New Delhi

**By Order of the Board
For FLARE FINANCE (INDIA) LIMITED**

**Sd/-
Ram Singh
(Director)
DIN: 02253498
Address: B-325A Lajpat Nagar
Sahibabad near Sunny Chock
Ghaziabad, UP-201005**

**Sd/-
Geeta Bharti
(Director)
DIN: 03196420
25/422, BLOCK-25
Trilok Puri Delhi 110091**

ANNEXURE A

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65990DL1984PLC019635
2.	Registration Date	21/12/1984
3.	Name of the Company	FLARE FINANCE (INDIA) LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	4346/4C, Ansari Road Darya Ganj, Delhi - 110002 Phone No. 011-68888317 Email Id : flarefinance@yahoo.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D 153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020 Tel.: +91 11-26812682, 83, 011-64732681 to 88 Fax: +91 11-26812682 Web: www.skylinerta.com Email: admin@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial leasing activities	8011	100

I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	Section 2(46) and Section 2(87)(ii)
2	N.A.	N.A.	N.A.	N.A.	Section 2(87)(ii)
3	N.A.	N.A.	N.A.	N.A.	Section 2(6)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
				Shares				Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	Nil	Nil	Nil	Nil	Nil	-	Nil	Nil	Nil
d) Bodies Corp.	24,52,255	-	24,52,255	13.23	24,52,255	-	24,52,255	13.23	Nil
Sub-total (A)(1)	24,52,255	-	24,52,255	13.23	24,52,255	-	24,52,255	13.23	Nil
(2) Foreign	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2452255	Nil	2452255	13.23	24,52,255	Nil	24,52,255	13.23	Nil
B. Public Shareholding	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
1. Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
a) Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs	5147500	2336300	7483800	40.38	417500	2457300	2874800	15.51	24.87
b) Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-		935000	2800000	3735000	20.15	20.15

c) Others (HUF)	7777000	821980	8598980	46.39	7927000	1545980	9472980	51.11	4.72
Sub-total (B)(2):-	12924500	3158280	16082780	86.77	9279500	6803280	16082780	86.77	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	12924500	3158280	16082780	86.77	9279500	6803280	16082780	86.77	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	15376755	5015035	18535035	100.00	11731755	6803280	18535035	100.00	Nil

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year (31.03.2018)			Share holding at the end of the year (31.03.2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BNP HOSPITALITIES PVT LTD	24,52,255	13.23	Nil	24,52,255	13.23	Nil	4.06

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

SN	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2452255	13.23	2452255	13.23
	At the end of the year	2452255	13.23	2452255	13.23

Note : There has been no change in the Promoter shareholders during the financial year.

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

SN	For Each of the Top 10	Shareholding at the beginning of the year	Cumulative Shareholding during the year
----	------------------------	---	---

	Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MAMA'S LITTLE DONUT PVT LTD				
	At the beginning of the year	2500000	13.49	2500000	13.49
	At the end of the year	2500000	13.49	2500000	13.49
2.	MALLYA REAL ESTATES PVT LTD				
	At the beginning of the year	1000000	5.40	1000000	5.40
	At the end of the year	1000000	5.40	1000000	5.40
3.	OP PROPERTY DEVELOPERS PVT LTD				
	At the beginning of the year	1000000	5.40	1000000	5.40
	At the end of the year	1000000	5.40	1000000	5.40
4.	SSD REAL ESTATE DEVELOPERS PVT LTD				
	At the beginning of the year	1000000	5.40	1000000	5.40
	At the end of the year	1000000	5.40	1000000	5.40
5.	D & D MULTINET SHOPEE PVT LTD				
	At the beginning of the year	1000000	5.40	1000000	5.40
	At the end of the year	1000000	5.40	1000000	5.40
6.	STRIDE PLACEMENT SERVICES PVT LTD				
	At the beginning of the year	1000000	5.40	1000000	5.40
	At the end of the year	1000000	5.40	1000000	5.40
7.	JAI PRAKASH D AGARWAL				
	At the beginning of the year	150000	0.81	150000	0.81
	At the end of the year	150000	0.81	150000	0.81
8.	SANJAY JAIPRAKASH AGARWAL				
	At the beginning of the year	150000	0.81	150000	0.81
	At the end of the year	150000	0.81	150000	0.81
9.	KANISHKA SANJAY AGARWAL				
	At the beginning of the year	150000	0.81	150000	0.81

	At the end of the year	150000	0.81	150000	0.81
10.	ANJANA RAJESH MARU				
	At the beginning of the year	100000	0.81	100000	0.81
	At the end of the year	100000	0.81	100000	0.81

v) *Shareholding of Directors and Key Managerial Personnel:-*

SN	Shareholding of each Directors and each Key Managerial Personnel	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
	At the beginning of the year	Nil	Nil	Nil	Ni
	At the end of the year	Nil	Nil	Nil	Nil

V) INDEBTEDNESS- NIL

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	18,971,046.80	-	18,971,046.80
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	18,971,046.80	-	18,971,046.80
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	75,488.00	-	75,488.00
* Reduction	-	-	-	-
Net Change	-	75,488.00	-	75,488.00
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	19,046,534.80	-	19,046,534.80
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	19,046,534.80	-	19,046,534.80

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-NIL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

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

B. REMUNERATION TO OTHER DIRECTORS - NIL

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-

	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

SN	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary	-	48,000	48000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	-	48,000	48,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**By Order of the Board
For FLARE FINANCE (INDIA) LIMITED**

**Sd/-
Ram Singh
(Director)
DIN: 02253498
Address: B-325A Lajpat Nagar
Sahibabad near Sunny Chock
Ghaziabad, UP-201005**

**Sd/-
Geeta Bharti
(Director)
DIN: 03196420
25/422, BLOCK-25
Trilok Puri Delhi 110091**

SECRETARIAL AUDIT REPORT
(for the financial year ended March 31, 2019)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
FLARE FINANCE (INDIA) LIMITED
4346/4C, Ansari Road, Darya Ganj,
Delhi, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “**FLARE FINANCE (INDIA) LIMITED**” (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2019, 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2019, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the Rules made there under read with notifications, exemptions and clarifications thereto;
- 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 (FEMA) and the Rules and Regulations made there under, to the extent applicable to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time. However, the regulations are not applicable to the Company during the audit period since the Company has not raised any money from the public and hence, these regulations have not been considered for the purpose of this report.

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. However, the regulations are not applicable to the Company during the audit period since the Company does not have any such scheme in operation and hence, these regulations have not been considered for the purpose of this report.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time. However, the regulations are not applicable to the Company during the audit period since the Company has not raised any money through debt securities from the public and hence, these regulations have not been considered for the purpose of this report.
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time. However, the regulations are not applicable to the Company during the audit period.
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended from time to time. However, the regulations are not applicable to the Company during the audit period since the Company has not bought back any of its securities and hence, these regulations have not been considered for the purpose of this report.
- vi) and other applicable laws in respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The National Stock Exchange of India Limited, BSE Limited, and The Calcutta Stock Exchange Limited
- (iii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with circular issued.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except to the extent as mentioned below.

1. During the period under review, Company has not appointed any Company Secretary for the financial year 2018-2019.
2. During the period under review, there were some instances where the Company has filed delay intimations/Compliances to Stock exchange and Registrar of Companies, Delhi.
3. Website of the Company is not updated as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.
4. There were few instances where Company has given late intimation(s) to the Stock Exchange and made delay in Compliances pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
5. There were instances where company assures to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 but no supporting document could be produced by the Company.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director in terms of Companies Act, 2013 and Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Adequate notice has been given to all directors to schedule the Board Meetings during the financial year under review; agenda and detailed notes on agenda were sent properly before the scheduled meeting; 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.
3. All the decisions were carried out unanimously. None of the members of the Board have expressed dissenting views on any of the agenda items during the financial year under review.

We further report that there are 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.

We further report that as informed to us, the Company has responded to notices for demands, claims, penalties etc levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

We further report that as informed to us, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For Nikita Rohilla & Associates
Company Secretaries

Sd-
Nikita Rohilla
ACS- 50093
CP No.- 21456

Place: New Delhi
Date: 27/05/2019

To,
The Members,
M/s Flare Finance (India) Limited
CIN: L65990DL1984PLC019635
4346/4C, Ansari Road,
Darya Ganj, Delhi.

My Secretarial Audit Report of even date, for the financial year 2018-19 is to be read along with this letter.
Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

For Nikita Rohilla & Associates
Company Secretaries

Sd-
Nikita Rohilla
ACS- 50093
CP No.- 21456

Place: New Delhi
Date: 27/05/2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members

FLARE FINANCE INDIA LIMITED
4346/4C, ANSARI ROAD,
DARYA GANJ DELHI - 110 092

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SATKAR FINLEASE LIMITED** having CIN **L65910DL1996PLC075394** and having registered office at **829, LAXMIDEEP BUILDING, 8TH FLOOR, DISTRICT CENTRE, NEXT TO V3S MALL, LAXMI NAGAR DELHI DL 110092** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	RAM SINGH	02253498	01/04/2003
2.	GEETA BHARTI	06797301	25/03/2015
3.	SANJAY MAHIL	08077927	22/03/2018
4.	TETAR DEVI	08083396	22/03/2018

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

For Nikita Rohilla & Associates
Company Secretaries

Sd-
Nikita Rohilla
ACS- 50093
CP No.- 21456

Place: New Delhi
Date: 27/05/2019

CORPORATE GOVERNANCE REPORT



COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance Long term values for its stakeholders, maintaining excellent relations across all levels and proper Compliance with all applicable legal and regulatory requirements.

BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors.

BOARD MEETINGS:

As on date, the Board consisted of four Members. The Composition and the category of Directors on the Board of the Company were as under:

Name of Director	Category	No. of Meetings attended	Number of membership committee in other limited companies	Chairmanship/ Directorship Committee in other limited Companies	Directorship in other companies
Mr. Ram Singh	Executive Director	8	Nil	Nil	4
Ms. Geeta Bharti	Non Executive and Non Independent Director	6	2	3	0
Mr. Sanjay Mahli	Independent Director	8	2	4	2
Ms. Tetar Devi	Independent Director	8	2	4	2

During the year, the Board of your company met Six (06) times on 27.05.2019, 31.05.2019, 09.08.2019, 27.08.2019, 14.11.2018, 01.01.2019, 14.02.2019 and 28.03.2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of Audit Committee complies with the requirements of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The committee presently comprises following three (3) directors. Mr. Jai Singh is the Chairman of the Audit Committee.

Role of Audit Committee:

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

20. Mandatorily reviews the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

21. Review the Financial Statements of its subsidiary company, if any.

22. Review the composition of the Board of Directors of its Subsidiary Company, if any.

23. Review the Vigil mechanism (whistle blowing) policy.

24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

COMPOSITION AND ATTENDANCE AT MEETINGS:

The Composition of Audit Committee has been as under:

S. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Tetar Devi	Chairman	Non Executive & Independent Director
2.	Mr. Ram Singh	Member	Executive Director
3.	Mr. Sanjay Mahil	Member	Non Executive & Independent Director

During the year, the Audit Committee met Four (04) times on 27.05.2019, 09.08.2019, 14.11.2018 and 14.02.2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

COMPOSITION AND MEETINGS OF STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders relationship Committee ("Stakeholders relationship committee") to redress the complaints of the shareholders. The committee currently comprises of three (3) Directors. Mr. Jai Singh is the Chairman of the Stakeholders Relationship Committee.

Role of Stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

During the year under review, the Composition of the Stakeholder Relationship Committee has been as under:

S. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Tetar Devi	Chairman	Non Executive & Independent Director
2.	Ms. Geeta Bharti	Member	Non Executive & Non Independent Director
3.	Mr. Sanjay Mahil	Member	Non Executive & Independent Director

During the year, the Stakeholder Relationship Committee met Four (04) times on 27.05.2019, 09.08.2019, 14.11.2018 and 14.02.2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2019

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

NOMINATION & REMUNERATION COMMITTEE & ITS POLICY

Our Company has constituted a nomination and remuneration committee ("Nomination and Remuneration Committee"). The committee currently comprises of three (3) Directors. Mr. Jai Singh is the Chairman of the Nomination and remuneration committee.

The terms of reference of the remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

S. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Tetar Devi	Chairman	Non Executive & Independent Director
2.	Ms. Geeta Bharti	Member	Non Executive & Non Independent Director
3.	Mr. Sanjay Mahil	Member	Non Executive & Independent Director

During the year, the Nomination and Remuneration Committee met Four (04) times on 27.05.2019, 09.08.2019, 14.11.2018 and 14.02.2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

REMUNERATION POLICY

The Company has paid remuneration of NIL to Executive cum Whole-Time Director. No remuneration has been paid by the company to Non-Executive Directors (in form of sitting fees and other expenses) during the year under review. The Company has also framed the remuneration policy and is updated on the Company's website.

During the period under review, No Salary has been paid to any Director.

DISCLOSURES:

1. Related Party Transaction:

There are no materially significant related party transactions i.e. transactions material in nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. having potential conflict with the interest of the company at large.

2. Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

3. Whistle Blower Policy: The Company has established a Whistle Blower Policy (WBP) to make the work place conducive to open communication regarding business practices and to protect the employees from unlawful victimization, retaliation or discrimination for their having disclosed or reported fraud, unethical behaviour, violation of Code of Conduct, questionable accounting practices, grave misconduct etc. and no personnel has been denied access to the Audit Committee.

4. Reconciliation of Share Capital Audit:

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

5. Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

6. Listing fees for the financial year 2018-19 have been paid to the Stock Exchanges where the shares of the Company are listed.

FINANCIAL CALENDAR

Tentative calendar of events for the financial year 2019-20 (April to March) is as under: Adoption of half yearly Financial Results for:

Financial Calendar (Tentative) Results for the quarter ending	
September 30, 2019	Upto 14th November, 2019
December 31, 2019	Upto 14th February, 2020
March 31, 2020	Upto 30th May, 2020

MEANS OF COMMUNICATION

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with provisions of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 and published and also uploaded on the Company's website.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date, time and Venue	Thursday, 26 th September, 2019 at 09:30 A.M. 4346/4C, Ansari Road, Darya Ganj, Delhi - 110002
Financial year	1 st April, 2018 to 31 st March, 2019

Date of Book Closure	From 22.09.2019 to 25.09.2019 (both days inclusive)
Stock Exchange	MSEI Limited
Stock Code/Symbol	FFIL

MARKET PRICE DURING THE FINANCIAL YEAR 2018-19

There was no trading in the equity shares of the company during the financial year 2018-2019.

GENERAL BODY MEETINGS

Location and time for the last three AGMs

Year	Date	Venue	Time	Special Resolution
2017-18	17.09.2019	NAV KAR TIRTH ATISEY KSETRA, VILLAGE NEELWAL, NEAR MAHAVIDAY KSETRA, GHEVRA MORE, ROHTAK ROAD, DELHI	9.15 AM	No
2016-17	28.07.2017	4346/4C, ANSARI ROAD, DARYA GANJ, NEW DELHI-110002	9.00 AM	Yes
2015-16	30.09.2016	NAV KAR TIRTH ATISEY KSETRA, VILLAGE NEELWAL, NEAR MAHAVIDAY KSETRA, GHEVRA MORE, ROHTAK ROAD, DELHI	09.00 AM	No

**No Postal Ballot was conducted during the Year.*

DEMAT OF EQUITY SHARES

The Company has dematerialization connectivity with both the depository i.e. NSDL and CDSL. ISIN is INE913Q01012.

REGISTRAR & TRANSFER AGENT/INVESTOR CORRESPONDENCE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D 153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi 110 020
Tel.: +91 11-26812682, 83, 011-64732681 to 88
Fax: +91 11-26812682

Web: www.skylinerta.com

Email: admin@skylinerta.com

COMPLIANCE OFFICER:

Mr. Ram Singh
Compliance Officer
Address: 4346/4C, Ansari Road
Darya Ganj Delhi- 110002 Email:
flarefinance@yahoo.com

CORRESPONDENCE ADDRESS

4346/4C, Ansari Road, Darya Ganj, New Delhi-110002

Email: flarefinance@yahoo.com

Website: www.flarefinanceindia.com

Date: 27/08/2019

Place: New Delhi

Sd/-

Ram Singh

(Director)

DIN: 02253498

Address: B-325A Lajpat Nagar
Sahibabad near Sunny Chock
Ghaziabad, UP-201005

By Order of the Board

For FLARE FINANCE (INDIA) LIMITED

Sd/-

Geeta Bharti

(Director)

DIN: 03196420

25/422, BLOCK-25
Trilok Puri Delhi 110091

COMPLIANCE WITH CODE OF BUSINESS CONDUCT

I declare that as provided under the Clause of Listing Agreement entered with stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2019.

Date: 27/08/2019

Place: New Delhi

**By Order of the Board
For FLARE FINANCE (INDIA) LIMITED**

**Sd/-
Ram Singh
(Director)
DIN: 02253498
Address: B-325A Lajpat Nagar
Sahibabad near Sunny Chock
Ghaziabad, UP-201005**

COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) under SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**The Board of Directors,
Flare Finance (India) Limited**

I, Ram Singh, one of the Directors of the company responsible for the finance function certify that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) significant changes in internal control over financial reporting during the year;
- (ii) significant changes in accounting policies made 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 system over financial reporting.

Date: 27/08/2019

Place: New Delhi

**By Order of the Board
For FLARE FINANCE (INDIA) LIMITED
Sd/-
Ram Singh
(Director)
DIN: 02253498
Address: B-325A Lajpat Nagar
Sahibabad near Sunny Chock,
Ghaziabad, UP-201005**

The Members of FLARE FINANCE (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by Flare Finance India Limited, for the year ended on 31st March 2019, pursuant to the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as referred to in Regulations 15(2) of Listing Regulations for the period 1st April, 2018 to 31st March, 2019.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance except the appointment of Company Secretary and Whole Time Director as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended March 31st 2019, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Committee.

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

M/s. Ranjan Gupta & Co
Chartered Accountants
Sd/-
CA. Ranjan Gupta
(Prop.)
M. No. 082408
FRN: 17319N

Place: New Delhi

Date: 27.08.2019

INDUSTRY STRUCTURE AND DEVELOPMENT

On macroeconomic front the financial year 2018-19 was among the most challenging years. The policy and governance environment impacted the economic scenario. Persistent inflation resulted in the regulator raising the policy rates leading to a high interest-rate environment.

There has been a slowdown in the economy visible in many sectors primarily on account of falling exports due to European economic crisis, high rate of interest caused by steep inflationary trend and unprecedented high price of crude in the global market. Many sectors including the finance and investment operations have been adversely affected by both domestic and external factors. The cost of funds being very high it was a difficult year not only for the manufacturing units but also for the Companies operating in the investment and the financial sector. The unfavourable investment climate in the country coupled with significantly low inflow of foreign investment kept the stock market weak for the major part of the year. In an effort to maintain a balance between growth and inflation, RBI is seemingly more concerned about high inflation than slow rate of growth. The financial sector is eagerly waiting for the fall in inflation followed by the rate cut which is likely to help the sector regaining its lost ground.

STRENGTH/OPPORTUNITIES AND THREATS

The Company yet to work out its future working strategy. The management will strengthen its working force to keep pace with the market condition as and when it plans to start activities at certain level. The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk.

OUTLOOK

The long term objective of the Company is to remain strong player in the market with strong emphasis on product and market development. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of this overall boom likely to happen for the Indian markets and will do all out efforts to secure the bigger share of the increasing market in future.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Company recognizes that its people are the primary source of competitiveness and therefore strives to support and build people capabilities to make them achieve better results. As a result and in view of the current megatrend of globalizing and internationalizing business processes, our HR systems are integrated to develop a continuously learning organization in order to create a win-win situation for both the employees and the organization.

There has been no material development on the Human Resources front during the year. As on 31st March, 2019*.

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

DISCLOSURES BY MANAGEMENT TO THE BOARD

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested directors do not participate in the discussion nor do they vote on such matters.

Date:

27/08/20

19 Place:

New

Delhi

**By Order of
the Board For FLARE FINANCE
(INDIA) LIMITED**

Sd/-	Sd/-
Ram Singh	Geeta Bharti
(Director)	(Director)
DIN: 02253498	DIN: 03196420
Address: B-325A Lajpat Nagar	25/422,
BLOCK-25 Sahibabad near Sunny Chock	Trilok
Puri Delhi 110091	
Ghaziabad, UP-201005	



Ranjan Gupta & Co.
Chartered Accountants
ADD: 1858, ARUN VIHAR, SECTOR-37, NOIDA-201303

INDEPENDENT AUDITOR'S REPORT

To,
THE MEMBERS
M/S FLARE FINANCE (INDIA) LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **FLARE FINANCE (INDIA) LIMITED (CIN: L65990DL1984PLC019635)** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its Profit/loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

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 the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report;

M/s Ranjan Gupta & Co

Chartered Accountants

Sd-

CA. Ranjan Gupta

(Prop.)

M. No. 082408

FRN: 17319N

Date: 27.05.2019

Place: New Delhi

FLARE FINANCE (INDIA) LIMITED

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) No immovable properties are held by the company.
- 2) (a) Company does not have any inventory at the end of the year.
- (b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, No managerial remuneration is payable in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions, if any with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made preferential allotment during the year under review.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For M/s. Ranjan Gupta & Co
Chartered Accountants

Sd-

CA. Ranjan Gupta
(Prop.)

M. No. 082408

FRN: 17319N

Date: 27.05.2019

Place: New Delhi

FLARE FINANCE (INDIA) LIMITED

“Annexure B” to the Independent Auditors’ Report

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

We have audited the internal financial controls over financial reporting of **FLARE FINANCE (INDIA) LIMITED (“the Company”)** as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 M/s. Ranjan Gupta & Co
Chartered Accountants

Sd-

CA. Ranjan Gupta
(Prop.)

M. No. 082408

FRN: 17319N

Date: 27.05.2019

Place: New Delhi

FLARE FINANCE (INDIA) LIMITED

CIN: L65990DL1984PLC019635

Reg Office: 4346/4C, ANSARI ROAD, DARYA GANJ, DELHI-110002

Balance Sheet as at 31st March 2019

(Amount in Rupees)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
1	2	3	4	
(1) ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	6	4,109.23	5,696.75	8,586.66
(b) Capital work-in-progress				
(c) Goodwill				
(d) Financial Assets				
(i) Investments	7	17,343,550.00	17,343,550.00	17,343,550.00
(ii) Trade receivables				
(iii) Loans & Advances	8	35,945,171.00	35,945,171.00	35,945,171.00
(e) Deferred tax assets (net)	9	-	-	-
(f) Other non-current assets	10	-	450,000.00	900,000.00
(2) Current assets				
(a) Inventories				
(b) Financial Assets				
(i) Investments				
(ii) Trade receivables	11	5,391,608.00	5,391,608.00	12,091,853.00
(iii) Cash and cash equivalents	12	118,825.83	224,185.42	102,928.37
(v) Loans & Advances	8	157,250,485.00	156,212,725.00	154,442,198.00
(c) Current Tax Assets (Net)				
(d) Other current assets	10	446,147.00	325,647.00	312,423.00
Total Assets		216,499,896.05	215,898,583.16	221,146,710.03
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital		185,350,350.00	185,350,350.00	185,350,350.00
(b) Other Equity		935,149.44	854,870.86	548,199.83
LIABILITIES				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	-	-	-
(ii) Trade payables				
(b) Deferred tax liabilities (Net)		8,028.00	9,846.00	5,110.00
(c) Other non-current liabilities				
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	19,046,534.80	18,971,046.80	19,971,046.80
(ii) Trade payables	16	2,527,895.00	2,527,895.00	6,794,367.00
(b) Other current liabilities	17	8,504,087.00	8,081,893.00	8,408,847.00

(d) Tax Liabilities (Net)	18	127,851.80	102,681.50	68,789.40
Total Equity and Liabilities		216,499,896.05	215,898,583.16	221,146,710.03

See accompanying notes to the financial statements

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Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.

For Ranjan Gupta & Co.
Chartered Accountants

ON BEHALF OF THE BOARD OF DIRECTORS
FLARE FINANCE (INDIA) LIMITED

Sd-
CA. Ranjan Gupta
Prop.
Membership No.: 082408
Firm Regd. No. 17319N

Sd-
Geeta Bharti
(Director)
DIN:06797301

Sd-
Ram Singh
(Director)
DIN:02253498

Date: 27.05.2019
Place: New Delhi

FLARE FINANCE (INDIA) LIMITED

CIN: L65990DL1984PLC019635

Reg Office: 4346/4C, ANSARI ROAD, DARYA GANJ, DELHI-110002

Statement of Profit and Loss for the period ended 31st March 2019

(Amount in Rupees)

	Particulars	Note No.	Year ended 31.03.2019	Year ended 31.03.2018
I	Revenue From Operations	19	1,205,000.00	4,232,508.00
II	Other Income		4.00	6,615.00
III	Total Income (I+II)		1,205,004.00	4,239,123.00
IV	EXPENSES			
	Cost of materials consumed			
	Purchases of Stock-in-Trade		-	1,384,008.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			
	Employee benefits expense	20	417,700.00	945,550.00
	Finance costs	21	1,008.90	2,099.95
	Depreciation and amortization expense	22	1,587.52	2,889.92
	Other expenses	23	681,077.00	1,490,486.60
	Total expenses (IV)		1,101,373.42	3,825,034.47
V	Profit/(loss) before exceptional items and tax (I- IV)		103,630.58	414,088.53
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		103,630.58	414,088.53
VIII	Tax expense:			
	(1) Current tax		25,170.00	102,681.50
	(2) Deferred tax		(1,818.00)	4,736.00
	(3) Income tax Adjustment		-	-
	(4) Deferred tax Adjustment		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		80,278.58	306,671.03
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		80,278.58	306,671.03
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be			

reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total Other Comprehensive Income		-	-
Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period		80,278.58	306,671.03
Earnings per equity share (Face Value of Rs. 10/- each)	24		
(1) Basic		0.00	0.02
(2) Diluted		0.00	0.02

See accompanying notes to the financial statements

01-24

Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.

**For Ranjan Gupta & Co.
Chartered Accountants**

**ON BEHALF OF THE BOARD OF DIRECTORS
FLARE FINANCE (INDIA) LIMITED**

Sd-

CA. Ranjan Gupta

Prop.

Membership No.: 082408

Firm Regd. No. 17319N

Sd-

Geeta Bharti

(Director)

DIN:06797301

Sd-

Ram Singh

(Director)

DIN:02253498

Date: 27.05.2019

Place: New Delhi

FLARE FINANCE (INDIA) LIMITED

CIN: L65990DL1984PLC019635

Reg Office: 4346/4C, ANSARI ROAD, DARYA GANJ, DELHI-110002

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

Particulars	Amounts Rs.	Amounts Rs.
	Year ended 31.03.2019	Year ended 31.03.2018
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	103,630.58	414,088.53
2. <u>Adjustment for:</u>		
Add: Depreciation & Amortisation Expenses	1,587.52	2,889.92
Add: Amortization Expenses / Written off	450,000.00	450,000.00
Operating Profit before Working capital changes	555,218.10	866,978.45
<u>3. Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	-	6,700,245.00
Increase (Decrease) in Trade & Other Payables	-	(4,266,472.00)
Decrease (Increase) in Other Current Assets	(120,500.00)	(13,224.00)
Increase (Decrease) in Other Current Liabilities	422,194.00	(326,954.00)
Net Changes in Working Capital	301,694.00	2,093,595.00
<u>Cash Generated from Operations</u>	856,912.10	2,960,573.45
Adjustment of Taxes	-	68,789.40
Net Cash Flow from Operating Activities (A)	856,912.10	2,891,784.05
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
<u>Non Current Financial Assets</u>		
(Increase) Decrease in Loans & Advances	-	-
(Increase) Decrease in Investments	-	-
<u>Current Financial Assets</u>		
(Increase) Decrease in Loans & Advances	(1,037,760.00)	(1,770,527.00)
Net Cash Flow from Investing Activities (B)	(1,037,760.00)	(1,770,527.00)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital and Proceeds from Share Application Money	-	-
<u>Non Current Financial Assets</u>		
Increase / (Decrease) in Borrowings	-	-
<u>Current Financial Assets</u>		

Increase / (Decrease) in Borrowings	75,488.00	(1,000,000.00)
Increase in Preliminary Expenses	-	-
Net Cash Flow from Financing Activities (C)	75,488.00	(1,000,000.00)
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(105,359.90)	121,257.05
Cash and cash equivalents at the beginning of the year / Period	224,185.42	102,928.37
Cash and cash equivalents at the end of the year/ Period	118,825.83	224,185.42

* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard

As per our report of even date attached.

For Ranjan Gupta & Co.
Chartered Accountants

ON BEHALF OF THE BOARD OF DIRECTORS
FLARE FINANCE (INDIA) LIMITED

Sd-
CA. Ranjan Gupta
Prop.
Membership No.: 082408
Firm Regd. No. 17319N

Sd-
Geeta Bharti
(Director)
DIN:06797301

Sd-
Ram Singh
(Director)
DIN:02253498

Date: 27.05.2019
Place: New Delhi

FLARE FINANCE (INDIA) LIMITED

CIN: L65990DL1984PLC019635

Reg Office: 4346/4C, ANSARI ROAD, DARYA GANJ, DELHI-110002

Statement of Changes in Equity for the period ended 31st March 2019

(Amount in Rupees)

A. Equity Share Capital

Balance as at 01.04.2017	Changes in equity share capital during the year	Balance as at 31.03.2018	Changes in equity share capital during the year	Balance as at 31.03.2019
185,350,350.00	-	185,350,350.00	-	185,350,350.00

B. Other Equity

	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings	
Balance as at 01.04.2017	-	-		548,199.83	548,199.83
Profit / (Loss) for the year	-			306,671.03	306,671.03
Balance as at 31.03.2018	-	-	-	854,870.86	854,870.86
Profit / (Loss) for the year	-	-		80,278.58	80,278.58
Other Comprehensive Income/ Credit for the year	-	-	-	-	-
Balance as at 31.03.2019	-	-	-	935,149.44	935,149.44

FLARE FINANCE (INDIA) LIMITED

Reg Office: 4346/4C, ANSARI ROAD, DARYA GANJ, DELHI-110002

Notes to the Financial Statement the year ended March 31, 2019

(Amount in Rupees)

<u>Note : 6</u>			
<u>Property, plant and equipment</u>			
<u>Particulars</u>		As at 31.03.2019	As at 31.03.2018
Computer & Software		1,935.07	3,522.59
Furniture & Fixture		2,174.16	2,174.16
Total		4,109.23	5,696.75
	Computer	Furniture & Fixture	Total
Balance as at 01.04.2018	190,950.00	22,140.00	213,090.00
Additions	-	-	-
Disposals/Adjustments	-	-	-
Balance as at 31.03.2019	190,950.00	22,140.00	213,090.00
Accumulated depreciation			
Balance as at 01.04.2018	187,427.41	19,965.84	207,393.25
Additions	1,587.52	-	1,587.52
Disposals/Adjustments	-	-	-
Balance as at 31.03.2019	189,014.93	19,965.84	208,980.77
Carrying amounts as at 31.03.2019	1,935.07	2,174.16	4,109.23
	Computer	Furniture & Fixture	Total
Balance as at 01.04.2017	190,950.00	22,140.00	213,090.00
Additions	-	-	-
Disposals/Adjustments	-	-	-
Balance as at 31.03.2018	190,950.00	22,140.00	213,090.00
Accumulated depreciation			
Balance as at 01.04.2017	184,537.50	19,965.84	204,503.34
Additions	2,889.92	-	2,889.92
Disposals/Adjustments	-	-	-
Balance as at 31.03.2018	187,427.41	19,965.84	207,393.25
Carrying amounts as at 31.03.2018	3,522.59	2,174.16	5,696.75

Note : 7 Investment				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
-	<u>Non Current</u>			
1	<u>Investment in Equity Instrument</u>	17,343,550.00	17,343,550.00	17,343,550.00
	Total	17,343,550.00	17,343,550.00	17,343,550.00
Note : 8 Loan and Advances				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
-	<u>Non Current</u>			
1	<u>Loan & Advances - Unsecured, considered good</u>	35,945,171.00	35,945,171.00	35,945,171.00
	Total	35,945,171.00	35,945,171.00	35,945,171.00
-	<u>Current</u>			
1	<u>Loan & Advances - Unsecured, considered good</u>	157,250,485.00	156,212,725.00	154,442,198.00
	Total	157,250,485.00	156,212,725.00	154,442,198.00
Note : 9 Deferred Tax Assets (Net)				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	
1	Deferred Tax Assets	-	-	
	Total	-	-	
Note : 10 Other assets				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
-	<u>Non Current</u>			
1	Security Deposits	-	-	-
2	Misc. Expenditure	-	450,000.00	900,000.00
	Total	-	450,000.00	900,000.00
-	<u>Current</u>			
1	<u>TDS Receivable</u>	420,647.00	300,147.00	226,923.00
2	Other	25,500.00	25,500.00	85,500.00
	Total	446,147.00	325,647.00	312,423.00

Note : 11 Trade Receivable				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
-	<u>Current</u>			
1	<u>Outstanding for more than six months</u> Unsecured, Considered Good :	-	-	-
	<u>Other</u> Unsecured, Considered Good :	5,391,608.00	5,391,608.00	12,091,853.00
	Total	5,391,608.00	5,391,608.00	12,091,853.00
Note : 12 Cash & Cash Equivalent				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
1	<u>Cash-in-Hand</u> Cash Balance	12,084.31	162,928.00	15,233.00
	Sub Total (A)	12,084.31	162,928.00	15,233.00
2	<u>Bank Balance</u> Bank Balance (With Schedule Bank)	106,741.52	61,257.42	87,695.37
	Sub Total (B)	106,741.52	61,257.42	87,695.37
	Total [A + B]	118,825.83	224,185.42	102,928.37
Note : 13 Share Capital				
Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
1	<u>AUTHORIZED CAPITAL</u> 205,00,000 Equity Shares of Rs. 10/- each	205,000,000.00	205,000,000.00	205,000,000.00
2	<u>ISSUED</u> 185,35,035 Equity Shares of Rs. 10 each.	185,350,350.00	185,350,350.00	185,350,350.00
3	<u>SUBSCRIBED & PAID UP CAPITAL</u> 185,35,035 Equity Shares of Rs. 10 each.	185,350,350.00	185,350,350.00	185,350,350.00
	Total	185,350,350.00	185,350,350.00	185,350,350.00

Sr. No	Reconciliation of Number of Shares:	As at 31.03.2019	As at 31.03.2018	
	Particulars	Number	Number	Number
1	Shares outstanding at the beginning of the year	18,535,035	18,535,035	-
2	Shares Issued during the year (Preferential Allotment)	-	-	-
3	Shares bought back during the year	-	-	-
4	Shares outstanding at the end of year	18,535,035	18,535,035	-
	Total	18,535,035	18,535,035	-

<u>Details of Shareholders holding more than 5% Shares</u>				
	Particulars	As at 31.03.2019		
	Name of Shareholders	No. of Shares held	% of Holding	
1	BNP Hospitalities Private Limited	2,452,255	13.23%	
2	Mama's Little Donut Private Limited	2,500,000	13.49%	
3	Mallya Real Estate Private Limited	1,000,000	5.40%	
4	SSD Real Estate Private Limited	1,000,000	5.40%	
5	Stride Placement Services Private Limited	1,000,000	5.40%	
6	OP Property Developers Private Limited	1,000,000	5.40%	
7	D & D Multinet Shoppe Private Limited	1,000,000	5.40%	

Note : 14 Other Equity

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
1	<u>Capital Reserve</u>	-	-	-
2	<u>Security Premium</u>	-	-	-
	Sub Total (A)	-	-	-
2	<u>Surplus (Profit & Loss Account)</u>			
	Op. Balance of Profits & Loss A/C	854,870.86	548,199.83	385,416.05
	Current Year Profit & Loss A/C	80,278.58	306,671.03	162,783.78
	Sub Total (B)	935,149.44	854,870.86	548,199.83
	Total [A + B]	935,149.44	854,870.86	548,199.83

Note : 15 Borrowing

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
-	<u>Non Current</u>			
1	<u>Borrowing from Corporate Bodies</u>	-	-	-
	Total	-	-	-
-	<u>Current</u>			
1	<u>Borrowing from Corporate Bodies</u>	19,046,534.80	18,971,046.80	19,971,046.80
	Total	19,046,534.80	18,971,046.80	19,971,046.80

Note : 16 Trade Payable

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
-	<u>Current</u>			
1	Trade Payable	2,527,895.00	2,527,895.00	6,794,367.00
	Total	2,527,895.00	2,527,895.00	6,794,367.00

Note : 17 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
1	Audit Fees Payable	55,000.00	60,000.00	35,000.00
2	Salalry payable	338,500.00	10,800.00	119,800.00
3	Expenses payable	124,592.00	65,098.00	434,552.00
4	Other Payable	7,985,995.00	7,945,995.00	7,805,995.00
5	TDS Payable	-	-	13,500.00
	Total	8,504,087.00	8,081,893.00	8,408,847.00

Note : 18 Current Tax Liabilities

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018	As at 01.04.2017
1	Provision For Income Tax	127,851.80	102,681.50	68,789.40
	Total	127,851.80	102,681.50	68,789.40

Note : 19 Revenue from Operations

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	Income From Operations	1,205,000.00	4,232,508.00
	Total	1,205,000.00	4,232,508.00

Note : 20 Employment Benefit Expenses

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	Salary	417,700.00	630,000.00
2	Staff Welfare	-	315,550.00
	Total	417,700.00	945,550.00

Note :21 Financial Cost

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	Bank Interest	1,008.90	2,099.95
	Total	1,008.90	2,099.95

Note : 22 Depreciation & Amortised Cost

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	Depreciation	1,587.52	2,889.92
	Total	1,587.52	2,889.92

Note : 23 Other Expenses

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	<u>Administrative Expenses:</u>		
	Accounting Charges	-	-
	Advertisement Expenses	33,910.00	31,520.00
	Book Keeping Charges	-	-
	Repair & maintenance	-	-
	Legal & Professional	54,779.00	51,367.00
	Printing & Stationary	17,607.00	61,144.00
	Office Expenses	31,732.00	219,800.00
	Telephone Expenses	16,961.00	65,604.00
	Internet Expenses	-	46,900.00
	Misc. Expenses	26,064.00	89,128.60
	Preliminary Expenses	450,000.00	450,000.00

	W/O			
	Newspaper & Periodicals	-	-	
	General Expenses	-	239,844.00	
	Storage Expenses	-	-	
	Custodian Fees	-	-	
	Travelling & Conveyance Expenses	25,024.00	140,374.00	
	Water and Electricity Charges	-	69,805.00	
	Listing Fees	-	-	
2	<u>Payment to Auditors:</u>			
	Audit Fees	25,000.00	25,000.00	
	Total	681,077.00	1,490,486.60	

Note : 23 Earning per Shares

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
1	Net profit after tax available for Equity Shareholders (Rs.) (A)	80,279	306,671
2	Weighted Avg. Number Equity Shares outstanding (Nos.) (B)	18,535,035	18,535,035
3	Dilutive potential Equity Shares (Nos.)	-	-
4	Dilutive shares outstanding (Nos.) (C)	18,535,035	18,535,035
5	Nominal value per Equity Shares (Rs./ Share)	10	10
6	Basic Earnings per share (Rs./ Share) (A) / (B)	0.00	0.02
7	Diluted Earnings per share (Rs./ Share) (A) / (C)	0.00	0.02

Notes referred to above and notes attached there to form an integral part of Balance Sheet
As per our report of even date attached.

For Ranjan Gupta & Co.

Chartered Accountants

ON BEHALF OF THE BOARD OF DIRECTORS

FLARE FINANCE (INDIA) LIMITED

Sd-

CA. Ranjan Gupta

Prop.

Membership No.: 082408

Firm Regd. No. 17319N

Sd-

Geeta Bharti

(Director)

DIN:06797301

Sd-

Ram Singh

(Director)

DIN:02253498

Date: 27.05.2019

Place: New Delhi

**FLARE FINANCE
(INDIA) LIMITED**
Fixed Assets & Depreciation
Schedule
AS PER INCOME
TAX ACT

PARTICULARS	OP. BAL.	ADDITION		DELETION	BALANCE	RATE	DEPRECIATION FOR THE YEAR	NET BLOCK
	Value as on 01.04.2018	MORE THAN 180 DAYS	LESS THAN 180 DAYS					Value as on 31.03.2019
Computer	11,900.46	-	-	-	11,900.46	0.60	7,140.28	4,760.18
Furniture	3,293.55	-	-	-	3,293.55	0.10	329.35	2,964.19
TOTAL	15,194.01	-	-	-	15,194.01		7,469.63	7,724.38

Notes to the Financial Statements for the year ended March 31, 2019

1. General information:

The Company was originally incorporated as Flare Finance (India) Limited (FFIL) in 1984. The Certificate of Incorporation was issued on 21st Day of December, 1984 under the Companies Act, 1956 by National Capital Territory of Delhi and Haryana. The certificate of commencement of business issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on 3rd May, 1985.

2. Significant accounting policies ;

2.1 The financial statements as at and for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.2 Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain items that are measured at fair value as required by relevant Ind AS:

(i) Financial assets and financial liabilities measured at fair value;

(ii) Defined benefit and other long-term employee benefits, if any.

2.3 Functional Currency and Foreign currency

No Foreign currency transaction has taken place during the relevant period.

2.4 Use of Estimates and Judgments:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

2.5 Revenue recognition

2.5.1 Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and the effective interest rate applicable, which is the rate exactly discounts the estimated future cash receipts through expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5.2 Commission Income is recognized when it has accrued.

2.6 Leases

No Operating & Finance lease has taken by the company.

2.7 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature.

2.8 Income Tax

Tax expenses comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing deference between accounting income and taxable income for the year).

Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws. Deferred income tax is recognised using the balance sheet approach.

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

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

2.9 Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

2.9.1 Cash and cash equivalents: Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to

be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

2.9.2 Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2.9.3 Equity Instruments (Share capital): Ordinary shares:- Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognised as a deduction from equity, net of any tax effect (if any).

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any. The cost of tangible assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use

2.11 Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of BSE Limited by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

3. Transition to Ind AS

Transition to Ind AS was carried out from Previous GAAP.

4. Related Party Disclosure

No Related Parties Transaction has taken place during the period.

5. Segment Reporting

Company is working in only in one segment hence reporting Segment is not required as per Indian Accounting Standard 108 "Operating Segments".

For Ranjan Gupta & Co.

Chartered Accountants

Sd-

CA. Ranjan Gupta

Prop.

Membership No. : 082408

Firm Regd. No. 17319N

Date: 27.05.2019

Place: New Delhi

ON BEHALF OF THE BOARD OF DIRECTORS

FLARE FINANCE (INDIA) LIMITED

Sd-

Geeta Bharti

(Director)

DIN:06797301

SDd-

Ram Singh

(Director)

DIN:02253498

FLARE FINANCE (INDIA) LIMITED

REGD. OFF: - 4346/4C, ANSARI ROAD, DARYA GANJ, NEW DELHI-110002

CIN: L65990DL1984PLC019635, CONT:- 011-68888317

AIL ID: FLAREFINANCE@YAHOO.COM, WEBSITE: WWW.FLAREFINANCEINDIA.COM

Form No. MGT-11

Proxy form

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the company, to be held on Thursday, the 26th day of September, 2019 at 09:30 a.m. at 4346/4C, Ansari Road, Darya Ganj, Delhi-110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	VOTE	
		For	Against
1	Adoption of statement of Profit & Loss, Balance Sheet Cash Flow Statement, report of Director's and Auditor's for the financial year 31 st March, 2019		
2	To Appoint a Director in place of Ms. Geeta Devi, who retires by rotation and being eligible offer herself for re - appointment.		
3	To ratify the appointment of M/s. Ranjan Gupta & Co. as the Statutory Auditor of the company & fixing their remuneration.		

* Applicable for investors holding shares in Electronic Form

Affix
Revenue

* Signed this ___ day of _____ 2019

Signature of the shareholder

Revenue Stamps

Signature of Shareholder Signature of Proxy holder

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) The proxy need not be a member of the company.

ELECTRONIC VOTING PARTICULARS

EVEN Remote E-Voting Event Number	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

FLARE FINANCE (INDIA) LIMITED

REGD. OFF: - 4346/4C, ANSARI ROAD, DARYA GANJ, NEW DELHI-110002

CIN: L65990DL1984PLC019635, CONT:- 011-68888317

E-MAIL ID: FLAREFINANCE@YAHOO.COM, WEBSITE: WWW.FLAREFINANCEINDIA.COM

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

35th Annual General Meeting will be held on Thursday, 26th day of September, 2019 at 09:30 A.M. at 4346/4C, Ansari Road, Darya Ganj, Delhi - 110002.

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____

No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 35th Annual General Meeting on **Thursday, 26th day of September, 2019** at 09:30 a.m. at **4346/4C, Ansari Road, Darya Ganj, Delhi - 110002.**

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map for Annual General Meeting

