

LARK TRADING AND FINANCE LIMITED

CIN: L34102UP1987PLC009222

Regd.off: C-273, Sector-63 Noida, Gautam Buddha Nagar, Uttar Pradesh-201301

Telephone-01122159466, Email:Larktradingfinance@gmail.com website: www.larktrading.in

Date: 03/09/2019

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

The Manager
The Calcutta Stock Exchange Ltd.
7, Lyons Range, Murgighata,
BBD Bagh, Kolkata
West Bengal – 700001

Symbol: LARK

Scrip Code:022126

Sub: Submission of Annual Report as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Please find attached herewith **Annual Report** for the **Financial Year 2018-19** as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Submitted for your information and records.

For Lark Trading and Finance Limited
Lark Trading and Finance Limited



Director/Authorised Signatory
Authorized Signatory

Place: Noida



32ND ANNUAL REPORT

2018-19

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. Chander Shekhar	Chairperson & Non Executive Independent Director
Mr. Hari Om Tayal (Appointed on 16.05.2018)	Non Executive Director
Mr. AnkitTayal	Non Executive Director
Mr. SumitTayal (Appointed on 16.05.2018)	Executive Director
Ms. Gunvanti Jain (Appointed on 16.05.2018)	Non Executive Director
Mr. VikasGambhir (Resigned on 10.07.2019)	Non Executive Independent Director
Ms. Sumitra Devi Almal (Resigned on 15.05.2018)	Non Executive Director
Ms. ShrutiSaraogi (Resigned on 15.05.2018)	Non Executive Director

KEY MANAGERIAL PERSONNEL

Mr. Ankit Tayal Appointed as on 15.01.2019	Chief Financial Officer
Mr. Shipra Singh Appointed as on 09.05.2016	Company Secretary& Compliance Officer

AUDIT COMMITTEE

Mr. Chander Shekar	Chairperson
Mr. AnkitTayal	Member
Mr. VikasGambhir	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Chander Shekhar	Chairperson
Mr. Vikas Gambhir	Member
Mr. Ankit Tayal	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Chander Shekhar	Chairperson
Mr. Vikas Gambhir	Member
Mr. Ankit Tayal	Member

SECRETARIAL AUDITOR

M/s Ojha & Associates
473, Patel Nagar, P.O. Harjinder Nagar,
Kanpur-208007

STATUTORY AUDITOR

M/s J. P., Kapur & Uberai
Lower Ground Floor, C-4/5, Safdarjung Development
Area, New Delhi-110016

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.
Unit No. 49, Building No. 13-A 3, 2nd Floor, Samhita
Commercial Co-Op. Society Ltd., Sakinaka
Mumbai-400072

CIN

L34102UP1987PLC009222

REGISTERED OFFICE

C-273, Sector-63, Gautam Buddha Nagar
Noida, Uttar Pradesh-201301

CORPORATE OFFICE

592A/1B/4C, SahdevGali, Vishwas Nagar
Shahdara, Delhi-110032

BANKERS

AXIS BANK LTD., Vishwas Nagar Branch, Delhi-110032
ICICI BANK LTD., A-34, Ground Floor, Lajpat Nagar-II,
New Delhi-110024

SHARES LISTED AT

Metropolitan Stock Exchange of India Limited
Calcutta Stock Exchange

E-MAIL

larktradingfinance@gmail.com

WEBSITE

www.larktrading.in

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the members of the Company will be held on **Wednesday, the 25th Day of September, 2019 at 10:30 A.M.** at the Registered Office of the Company at C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301, **to transact the following business (es):-**

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

To receive, consider and adopt the standalone Financial Statements of the Company for the financial year ended on 31st March, 2019 including the audited Balance Sheet as at 31st March, 2019, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director

To appoint **Mr. Hari Om Tayal** (DIN: 02720681) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.

**By order of the Board of Directors
For Lark Trading And Finance Limited**

Date: 14.08.2019

Place: Noida

(ChanderShekhar)
Chairperson
(DIN:06380668)

NOTES:

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in 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 and such person shall not act as a proxy for any other person(s) or shareholder(s).

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
4. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
5. The Register of Members and Share Transfer Books will remain closed from **Saturday, the 21st Day of September, 2019 to Wednesday, the 25th Day of September, 2019.**

6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
7.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
8. The shares of the Company are at presently listed on Metropolitan Stock Exchange of India Ltd.(MSEI) and Calcutta Stock Exchange.
9. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **National Securities Depository Limited (NSDL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

10. The Board of Directors of the company has appointed **M/s. Jain P & Associates, Company Secretaries, as Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
11. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”** and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at www.larktrading.in and on the website of Stock Exchange at Metropolitan Stock Exchange of India Ltd. (MSEI) at www.msei.in and Calcutta Stock Exchange Ltd. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
13. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instruction through E-mail.
14. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. the 20th day of September, 2019.**

15. 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, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

16. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
17. The **Instructions for shareholders voting electronically are as under:**

Date and Time of commencement of e-voting	22/09/2019 at 09:00 A.M.
Date and Time of Conclusion of e-voting	24/09/2019 at 5:00 P.M.

- i. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. **The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 111536" of the **LARK TRADING AND FINANCE LIMITED**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of

the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail stanayojha@gmail.com to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

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 or contact NSDL at the following toll free no.: 1800-222-990.

- v. In case a member receives physical copy of the notice of AGM (for members whose email addresses are not registered with the Company/Depositories):
 - i. Initial password is provided in the enclosed attendance slip: EVEN (Remote E-voting Event Number), user ID and password.

Please follow all steps from S. No. (ii) to S. No. (xiii) above, to cast vote.

- vi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Shipra Singh
Designation	Company Secretary & Compliance Officer
Address	C-273, Sector-63, Noida-201301, UP
Contact	0120-4308517
E-mail	larktradingfinance@gmail.com

PROFILE OF PROPOSED DIRECTOR

Name	Hari Om Tayal
Director Identification Number (DIN)	02720681
Date of Birth	25/01/1970
Date of Appointment in the Board	11/09/2019
Qualification	Graduate
Shareholding in the Company	800000
List of Directorship held in other companies	AVJ Production Private Limited
Names of Listed Entities in which the person holds membership of Committees of the Board	N.A.
Relationship between Directors Inter-se	Uncle of Mr. Sumit Tayal & Mr. Ankit Tayal

DIRECTORS' REPORT

To
The Shareholders of the Company,

Your Directors are pleased to present this 32nd Annual Report together with the Audited Annual Financial Statements for the year ended March 31st, 2019.

FINANCIAL HIGHLIGHTS- AT A GLANCE

Ø Overall Performance of your Company

The Financial Year 2018-19 had been a little tumultuous for the Company as your Company has shown a bleak performance during the year under review. The company has incurred loss of Rs. 2,87,176/- in the Financial Year 2018-19 against the net Profit Rs. 25,87,468/- earned in the Financial Year 2017-18, due to tough business environment and rising costs.

Ø The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

Amount (In Rupees)

PARTICULARS	Standalone	
	2018-19	2017-18
Income from Business Operations	7,271,734	7,412,891
Other Income	185,565	198
Total Income	7,457,300	7,413,089
Less: Expenditure	6,298,831	3,898,151
Profit/Loss before Tax	78,820	3,514,938
Less: Tax Expense	365,996	927470
Add: Deferred Tax Asset	0	0
Net Profit/Loss after Tax	(287,176)	2,587,468
Earnings per share:		
Basic	(0.05)	0.49
Diluted	(0.05)	0.49

DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

RESERVES

The Board proposes no amount to be transferred to the reserves & surplus as the company has incurred losses in the current year.

SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2018-19.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply on the company for the financial year ending on March 31, 2019.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of Section 73 of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2019.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2018-19. A statement about Subsidiary / Joint Ventures / Associate Company(ies) is mentioned in **AOC-I** marked as "Annexure-A."

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

S. No.	Name	Designation	Nature of Change	With Effect From
1.	Gunvanti Jain	Additional Director (Non Independent)	Appointment	16/05/2018
2.	Hari Om Tayal	Additional Director (Non Independent)	Appointment	16/05/2018
3.	SumitTayal	Additional cum Whole Time Director	Appointment	16/05/2018
4.	Sumitra Devi Almal	Director	Resignation	15/05/2018
5.	ShrutiSaraogi	Director	Resignation	15/05/2018
6.	VikasGambhir	Director	Resignation	10/07/2019

The Board places on record its appreciation for the valuable services rendered by Ms. Shruti Saraogi, Mr. Vikas Gambhir and Ms. Sumitra Devi Almal, who resigned from the office of Directors of the Company.

Mr. Hari Om Tayal (DIN: 02720681), Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Board of the Company at the ensuing Annual General Meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;

- (c) The Directors had taken proper & 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 & detecting fraud & other irregularities;
- (d) The Directors had prepared the Annual Accounts on a going concern basis;
- (e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are 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.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in Form **MGT-9** is annexed herewith as “**Annexure-C**”.

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

The details of Board Meetings convened and held during the year and other details of Board Meetings held are given in Corporate Governance Report. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

VIGIL MECHANISM COMMITTEE

The Vigil Mechanism Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Composition of the Committee is given in the Corporate Governance report which forms the integral part of this Annual Report.

BOARD ANNUAL EVALUATION

The provisions of section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

A. STATUTORY AUDITOR

The members at the Annual General Meeting held on 29th Day of September, 2017 appointed **M/s J. P. Kapur & Uberai, Chartered Accountants (Firm Registration No. (000593N))** as Statutory Auditors of the Company for a period of 5 (five) years to hold office till the conclusion of 35th Annual General Meeting of the Company will be held the Financial Year 2021-22.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

B. SECRETARIAL AUDITOR

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s. Ojha & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Mr. Tanay Ojha**, Company Secretary, and the report thereon is annexed herewith as "**Annexure-D**".

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

No adverse observation(s) have been recorded by the Secretarial Auditor for the year under review in its report.

INTERNAL AUDIT

The Company had appointed Mr. Govind Patel as Internal Auditor of the Company to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee for its review.

PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Since the Company is Non-Banking Financial Company, the provisions of the Section 186, except Sub-Section (1), of the Companies Act, 2013, are not applicable to the Company. The details of loan and investments are disclosed in Notes of the Financial Statements.

PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

All contracts/arrangements/transactions entered into during the financial year with the related parties were on arm's length basis and were in the ordinary course of Form AOC-2 is attached as Annexure B.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

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

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO

The provisions of Section 134(3)(m) of the Companies Act, 2013 are not applicable to your Company since your Company being engaged in financing business, does not have any activity relating to conservation of energy neither does it undertake any Research and Development Activity or derive any benefit out of it. No effort made towards technology absorption. There was no foreign exchange inflow or outflow during the year under review.

RISK MANAGEMENT

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This policy is explained in "Corporate Governance Report" and is also posted on website of the company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplace. During the year, no complaints were filed with the Company and Internal Complaints Committee (ICC).

HUMAN RESOURCE

The relationship with employees continues to be harmonious. The company always considers its human resources as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2019 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

LISTING AGREEMENT

The shares of the Company are presently listed at Metropolitan Stock Exchange of India Ltd. (MSEI) and Calcutta Stock Exchange.

PERSONNEL RELATIONS

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

CODE OF CONDUCT

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

PARTICULARS OF EMPLOYEES

The Company has not paid remuneration to any of the Directors of the Company during the year ended March 31, 2019, hence, the disclosures pursuant to the provisions of Section 197(12) of the Companies Act, 2013 and read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, is not applicable.

The particulars of the employees who are covered by the Provisions contained in rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

a)	Employed throughout the year	Nil
b)	Employed for part of the year	Nil

The remuneration paid to all Key Managerial Personnel was in accordance with the remuneration policy as adopted by the company.

ACKNOWLEDGEMENT

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of the Board
Lark Trading And Finance Limited**

Date:14.08.2019

Place: Noida

**Sumit Tayal
Whole Time Director
DIN:06598044**

**Ankit Tayal
Director
DIN:03055997**

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures**Part "A": Subsidiaries***(Information in respect of each subsidiary to be presented with amounts in Rupees)*

S. No.	Particulars	Details
1.	Name of the subsidiary	None
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

1.	Names of subsidiaries which are yet to commence operations	None
2.	Names of subsidiaries which have been liquidated or sold during the year	None

Part “B”: Associates and Joint Ventures**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

	Name of Associate/Joint Venture	None
1.	Latest audited Balance Sheet Date	Not Applicable
2.	Shares of Associate/Joint Venture held by the company on the year end	Not Applicable
	No.	Not Applicable
	Amount of Investment in Associate/Joint Venture	Not Applicable
	Extend of Holding%	Not Applicable
3.	Description of how there is significant influence	Not Applicable
4.	Reason why the associate/joint venture is not consolidated	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6.	Profit/Loss for the year	Not Applicable
	Considered in Consolidation	Not Applicable
	Not Considered in Consolidation	Not Applicable

1.	Names of Associate Companies/Joint Ventures which are yet to commence operations	None
2.	Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year	None

**By Order of the Board of Directors
For Lark Trading And Finance Limited**

Ankit Tayal
Director & Chief Financial Officer
DIN:03055997

Sumit Tayal
Whole Time Director
DIN: 06598044

Date: Noida
Place: 14.08.2019

Shipra Singh
Company Secretary & Compliance officer

FORM NO. AOC.2

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

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

1	Details of contracts or arrangements or transactions not at Arm's Length basis	
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of contracts/arrangements/ transactions	-
c)	Duration of the contracts/ arrangements/ transactions	-
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions.	-
f)	Date(s) of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	-
2	Detail of material contracts or arrangement or transactions at Arm's Length basis	
a)	Name(s) of the related party and nature of relationship	-
b)	Nature of contracts/arrangements /transactions	-
c)	Duration of the contracts/arrangements/ transactions	-
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	-
e)	Date(s) of approval by the Board, if any	-
f)	Amount paid as advances, if any	-

**For and on behalf of the Board
Lark Trading And Finance Limited**

Date:14.08.2019

Place: Noida

**Sumit Tayal
Whole Time Director
DIN:06598044**

**Ankit Tayal
Director
DIN:03055997**

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	L34102UP1987PLC009222
2	Registration Date	22/12/1987
3	Name of the Company	LARK TRADING AND FINANCE LIMITED
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	C-273, Sector-63, Gautam Buddha Nagar, Noida, UP-201301 Ph: 011-22159466
7	Whether listed company	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Satellite Corporate Services Pvt. Ltd. Add: Unit No. 49, Bldg No. 13 A B, 2nd Floor, Samhita Commercial Co-Op. Soc Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072. Ph.: 022-28520461/463 & E-mail: service@satellitecorporate.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	Activities auxiliary to financial service activities, except insurance and pension funding	661	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of sharehold	Applicable Section
1	Not Applicable				

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[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 Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	3,150,000	3,150,000	59.88%	-	3,150,000	3,150,000	59.88%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	3,150,000	3,150,000	59.88%	-	3,150,000	3,150,000	59.88%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	3,150,000	3,150,000	59.88%	-	3,150,000	3,150,000	59.88%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Indian	-	40,000	40,000	0.76%	-	40,000	40,000	0.76%	0.00%
ii) Overseas	-	-	-	0.00%	-	0	-	0.00%	0.00%
b) Individuals	-	-	-	0.00%	-	0	-	0.00%	0.00%

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	66,100	66,100	1.26%	-	66,100	66,100	1.26%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	125500	1,862,100	1,987,600	37.78%	125500	1,862,100	1,987,600	37.78%	0.00%
c) Others (specify)	-	-	-	0.00%	-	0	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	0	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	0	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	0	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	0	-	0.00%	0.00%
HUF	-	16,300	16,300	0.31%	-	16300	16,300	0.31%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	125,500	1,984,500	2,110,000	40.11%	125,500	1,984,500	2,110,000	40.11%	0.00%
Total Public (B)	125,500	1,984,500	2,110,000	40.11%	125,500	1,984,500	2,110,000	40.11%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	125,500	5,134,500	5,260,000	100.00%	125,500	5,134,500	5,260,000	100.00%	0.00%

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year[As on 31-March-2018]			Shareholding at the end of the year [As on 31-March-2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the company	% of shares Pledged / encumbered to total shares	
1	Ankit Tayal	750,000	14.26%	0	750,000	14.26%	0	0.00%
2	Shivani Khera	700,000	13.31%	0	700,000	13.31%	0	0.00%
3	Gunvanti Jain	900,000	17.11%	0	900,000	17.11%	0	0.00%
4	Hari Om Tayal	800,000	15.20%	0	800,000	15.20%	0	0.00%
	Total	3,150,000	59.88%		3,150,000	59.88%	0	0

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the year [As on 31-March-2019]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
	At the beginning of the year				No Change		
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer / bonus/ sweat equity etc)						
	At the end of the year						

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

S. No.	Name of Shareholders	Shareholding at the beginning of the year [As on 31-March-2018]		Cumulative Shareholding during the year [As on 31-March-2019]		Increase/(decrease) during the year	
		No. of shares	% of total shares	No. of shares	% of total shares	No. of Shares	% of total Shares
	At the beginning of the year						
1	Sameer Mittal	230,000	4.37%	230,000	4.37%	0	0
2	Sunil Gupta	230,000	4.37%	230,000	4.37%	0	0
3	Niril Kumar	230,000	4.37%	230,000	4.37%	0	0
4	Kanika Gupta	230,000	4.37%	230,000	4.37%	0	0
5	Dinesh Kumar	230,000	4.37%	230,000	4.37%	0	0
6	Shiv Kumar Gupta	230,000	4.37%	230,000	4.37%	0	0
7	Nirmal Kumar	230,000	4.37%	230,000	4.37%	0	0
8	Shruti Almal	88,500	1.68%	88,500	1.68%	0	0
9	Oven Commercial Pvt Ltd	40,000	0.76%	40,000	0.76%	0	0
10	Sumitra Devi Almal	37,000	0.70%	37,000	0.70%	0	0
	Total	1,775,500	33.75%	1,775,500	33.75%	0	0

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year[As on 31-March-2018]		Cumulative Shareholding during the year[As on 31-March-2019]	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				
1	Ankit Tayal	750,000	14.26%	750,000	14.26%
2	Shivani Khera	700,000	13.31%	700,000	13.31%
3	Gunvanti Jain	900,000	17.11%	900,000	17.11%
4	Hari Om Tayal	800,000	15.21%	800,000	15.21%
	Date wise Increase /Decrease in Share holding during theyear specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweatequity etc)	No changes during the year			
	At the end of the year				
1	Ankit Tayal	750,000	14.26%	750,000	14.26%
2	Shivani Khera	700,000	13.31%	700,000	13.31%
3	Gunvanti Jain	900,000	17.11%	900,000	17.11%
4	Hari Om Tayal	800,000	15.21%	800,000	15.21%

V. INDEBTEDNESS

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

(Amt. Rupees)

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

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount(Rupees)
	Name	Sumit Tayal	
	Designation	Whole Time Director	
1	Gross salary	80,000	80,000
	(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)	-	80000.00
	Ceiling as per the Act		

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors		Total Amount (Rupees)
1	Independent Directors	Vikas Gambhir	Chander Shekhar	
	Fee for attending board, committee meetings	4,500.00	4,500.00	9,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	4,500.00	4,500.00	9,000
2	Other Non-Executive Directors	Gunvanti Jain	Hari Om Tayal	
	Fee for attending board committee meetings	4,500.00	4,500.00	9,000
	Commission			
	Others, please specify			
	Total (2)	4,500.00	4,500.00	9,000
	Total (B)=(1+2)	9,000.00	9,000.00	18,000.00
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
			Ankit Tayal	Shipra Singh	
	Name	-	Ankit Tayal	Shipra Singh	
	Designation	CEO	CFO	CS	
1	Gross salary			96,000	96,000
	(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			96,000	96,000

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	NO PENALTIES / PUNISHMENT/ COMPOUNDING OF			
	Punishment	OFFENCES DURING THE YEAR			
	Compounding				
B.	DIRECTORS				
	Penalty	NO PENALTIES / PUNISHMENT/ COMPOUNDING OF			
	Punishment	OFFENCES DURING THE YEAR			
	Compounding				
C.	OTHER OFFICERS IN DEFAULT				
	Penalty	NO PENALTIES / PUNISHMENT/ COMPOUNDING OF			
	Punishment	OFFENCES DURING THE YEAR			
	Compounding				

**For and on Behalf of the Board of Directors
For Lark Trading and Finance Limited**

Sumit Tayal
Whole Time Director
DIN:06598044
Add:A-16, Vivek Vihar Phase -2
Jhilmil Colony, East Delhi-110095

Ankit Tayal
Director & CFO
DIN:03055997
A-16,Vivek Vihar,
Phase-II, DELHI 110095

Date: 14.08.2019

Place: Noida

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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]

To,
The Members,
LARK TRADING AND FINANCE LIMITED
C-273, Sector-63 Noida
Gautam Buddha Nagar UP 201301

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lark Trading and Finance Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Lark Trading and Finance Limited'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 on **31st March, 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 on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- **Not applicable during period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;**Not applicable for the period under review**
 - (e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 - **Not applicable for the period under review.**
 - (f) The Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review.**

- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not applicable during the period under review.**
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) The management has identified and confirmed the following laws as specifically applicable to the Company:
- Reserve Bank of India Act, 1934
 - Prevention on Money Laundering Act, 2002
 - RBI notifications related to NBFC
 - Circulars related to NBFC

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

- Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
- Listing Agreement entered into by the Company with **Metropolitan Stock Exchange and Calcutta Stock Exchange**;

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- The Company is listed on Metropolitan Stock Exchange of India and trading in the securities of the Company is suspended due to non compliance of the Listing agreement and fine of Rs. 2,119,280/- imposed by the Stock Exchange.***

This is pertinent to mention here that the Company has paid the penalty along with outstanding amount and submitted the required documents to Metropolitan Stock Exchange of India Ltd. (MSEI) for revocation of the suspension of trading in the securities of the Company.

- The Company has come out with preferential issue but the same is yet to be listed on the Stock Exchange.***

This is pertinent to mention here that the Company has initiated the listing of the Shares issued on preferential basis on conversion of Convertible Warrants issued by the Company on Metropolitan Stock Exchange of India Ltd. (MSEI) and Calcutta Stock Exchange Limited (CSE).

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the

opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For Ojha & Associates

Place: Kanpur
Date: 14.08.2019

Company Secretaries
(Tanay Ojha)
M. No.: 29658
C P No.:10790

This report is to be read with our letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2019]

Our report of even date is to be read along with this letter.

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

Place: Kanpur
Date:14.08.2019

For Ojha & Associates
Company Secretaries
(Tanay Ojha)
M. No.: 29658C P No.:10790

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
Lark Trading and Finance Limited
Add: C-273, Sector-63,
Noida-201301, UP

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Lark Trading and Finance Limited having CIN L34102UP1987PLC009222** and having registered office at **C-273, Sector-63, Noida-201301, UP** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our 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 us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below as on the date of this certificate 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.

S. No.	Name	DIN	Date of Appointment
1.	Mr. Hari Om Tayal	02720681	16.05.2018
2.	Mr. Ankit Tayal	03055997	29.09.2016
3.	Mr. Chander Shekhar	06380668	24.03.2017
4.	Mr. Sumit Tayal	06598044	16.05.2018
5.	Ms. Guvanti Jain	07447179	15.05.2018

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 Ojha & Associates
Company Secretaries**

**Date: 14.08.2019
Place: Kanpur**

**Tanay Ojha
Company Secretary
Memb. No.: 29658
C P No.: 10790**

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Director's endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations) and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

II. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

A. Composition and Category of the Board of Directors

As on 31st March 2019, there were one executive and Five Non-executive Directors out of which two are Independent Directors.

As on 31st March, 2019, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

Category and attendance of each of the Directors at the Board Meetings held during 2018 -19 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2018-2019		Whether attended last AGM for FY 2017-18	No. of Membership/ Chairpersonship in mandatory Committees	
			Held	Attended		Chairpersonship	Membership
1.	Mr. Ankit Tayal	Non-Executive Director	6	6	Yes	Nil	3
2.	Mr. Chander Shekhar	Non-Executive Independent Director	6	6	Yes	3	-
3.	Mr. Vikas Gambhir	Non-Executive Independent Director	6	6	Yes	Nil	3
4.	Mr. Hari Om Tayal	Non-Executive Director	6	5	Yes	Nil	Nil
5.	Mr. Sumit Tayal	Whole Time Director	6	5	Yes	Nil	Nil
6.	Ms. Gunvanti Jain	Non-Executive Director	6	5	Yes	Nil	Nil

Mr. Sumit Tayal, Whole Time Director & Mr. Ankit Tayal, Director are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

During the period, the Board of Directors have met **6 times**. The dates on which the meetings were held are **16.05.2018, 30.05.2018, 14.08.2018, 14.11.2018, 15.01.2019 and 12.02.2019** the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. **No Independent Director appointed during the financial year.**

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

B. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Non-Executive Director during the financial year 2018-19.

C. Familiarization Program for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programme.

D. Skill/Expertise/Competence of the Board of Directors The Board of Directors has skill & expertise in managing the Non-Bank Finance Company (NBFC), besides having expertise & competence in manufacturing, administration & Accounts.

E. The company is engaged in the business of Financing Industrial or other Companies, Enterprises and persons and to lend or advance money to builders and other persons on securities of all descriptions whether real or personal and to grant loans on mortgage immovable properties and to lend money and negotiable loans of every descriptions and to transact business as financiers and monetary agents in India and elsewhere provided the Company shall not carry on business of Banking under the meaning of Banking Regulations Act 1949 or any other business prohibited by the Prize, Chit & Money Circulation Schemes (Banning) Act, 1978.

F. In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.

G. During the year, none of the Independent Director has resigned from the post of directorship pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

III. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has **Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee.** All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit Committee

- i.** The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- ii.** The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- iii.** The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

- iv. The previous Annual General Meeting (AGM) of the Company was held on **19th September, 2018** and was attended by **Mr. Chander Shekhar**, Chairperson of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. Chander Shekhar	Chairperson	4	4
2.	Mr. Vikas Gambhir	Member	4	4
3.	Mr. Ankit Tayal	Member	4	4

- vi. Four Audit Committee meetings were held during the year **2018-19 on 30.05.2018, 14.08.2018, 14.11.2018 and 12.02.2019.**
- vii. The necessary quorum was present for all the meetings.
- viii. The role of the **audit committee** includes the following:
1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - 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. modified opinion(s) in the draft audit report;
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up thereon;
 15. Reviewing the findings of any internal investigation by the internal auditors in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ix.** The audit committee shall **mandatorily** review the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).
- x. Audit & other duties**
1. 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.
 2. Discussion with internal auditors of any significant findings and follow up there on.

3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders, Headed by Mr. ChanderShekhar the Non-Executive Director.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. ChanderShekhar	Chairman	4	4
2.	Mr. VikasGambhir	Member	4	4
3.	Mr. AnkitTayal	Member	4	4

- iii. Four Stakeholders' Relationship Committee meetings were held during the year 2018-19 on **30.05.2018, 14.08.2018, 14.11.2018 and 12.02.2019**. The necessary quorum was present for all the meetings.

iv. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- a) To consider and resolve the grievance of security holders of the Company.
- b) To review important circulars issued by SEBI /Stock Exchanges
- c) To take note of compliance of Corporate Governance during the quarter/year.
- d) To approve request for share transfer and transmissions.
- e) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/ duplicate share certificate etc.

v. Name, designation and address of Compliance Officer:

Name	Ms. Shipra Singh
Designation	Company Secretary & Compliance Officer
Address	C-273, Sector-63, Noida-201301, UP

vi. Details of investor complaints received and redressed during the year 2018-19 are as follows:

No. of Complaints pending as on 01.04.2018	No. of Complaints received during the year 2018-19	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2019
0	0	0	0	0

C. Nomination & Remuneration Committee

i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

S.No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Mr. ChanderShekhar	Chairperson	3	3
2.	Mr. VikasGambhir	Member	3	3
3.	Mr. AnkitTayal	Member	3	3

The committee meetings were held on 15.05.2018, 14.08.2018, 12.01.2019.

ii. The terms of reference of the committee are as follows:

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) Devising a policy on diversity of board of directors;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iii. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

- a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.

- b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
- d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
- e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

IV. Remuneration of Directors

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

None of the Independent Directors were paid any sitting fees during the financial year 2018-19.

Remuneration of Executive Directors for the financial year 2018-19

S. No.	Name of Director	Designation	Salary (Basic)	Benefits & Allowances	Performance Related Pay (PRP) for the year 2018-19	Total
1.	Mr. SumitTayal	Whole Time Director	4,32,000	5,28,000	-	9,60,000

The Company had not given any stock options during the year 2018-19.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2018-19.

V. GENERAL BODY MEETING

a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Date	Venue	Time	Whether any Special Resolution passed
2015-16	29.09.2016	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	04:00 P.M.	No
2016-17	29.09.2017	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	11:00 A.M	No
2017-18	29.09.2018	Flat No. 101, Surya Complex, Surya Bagh, Mahmoorganj, Varanasi- 221010, Uttar Pradesh	03.00 P.M.	Yes

- b) No Extraordinary General Meeting of Members was held during the year under review.
- c) No Postal Ballot was conducted during the year under review.

VI. MEANS OF COMMUNICATION

The Company's quarterly financial results in the format prescribed under the SEBI (LODR) Regulations, 2015, were approved and taken on record by the Board within the prescribed period under the Regulations and were sent to all Stock Exchanges on which the Company's shares are listed.

Quarterly/ Half Yearly/ Annual Financial Results notice, advertisement and other official news are normally published both in Vernacular language and English National newspapers regularly. The results are also displayed/uploaded on the Company's website i.e. <http://larktrading.in/>.

VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting:	
	- Date & Time	September 25, 2019 at 10:30 A.M.
	- Venue	C-273, Sector-63, GautamBudh Nagar, Noida, Uttar Pradesh-201301
2.	Financial year	April 1, 2018 to March 31, 2019
3.	Financial Calendar 2019-20 Results for quarter/year ending : (Tentative Schedule) (a) 30th June, 2019 (b) 30th September, 2019 (c) 31st December, 2019 (d) 31st March, 2020	On or before 14th day of August, 2019 On or before 14th day of November, 2019 On or before 14th day of February, 2020 Before end of 30th day of May, 2020
4.	Book Closure	From September 21, 2019 to September 25, 2019
5.	Listed on	MSEI and Calcutta Stock Exchange
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review
7.	Stock Symbol	LARK (MSEI)
8.	Stock Code	022126 (on CSE)

VIII. DISCLOSURE

- a) During the financial year under review, the Company has entered into some immaterial transaction(s) with the related parties. All the contracts/arrangements/transactions entered into with related parties were on the arm's length basis, which were intended to further Company's Interest. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report and Note 21 of Notes to accounts of Financial Statements of the Company.
- b) During last three year under review, the company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.
- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company does not have any Subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not required to be framed.
- e) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. www.larktrading.in and web-link of the same is <http://larktrading.in>.
- f) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.
- g) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the year.
- h) A certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- i) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- j) With reference to the notes 18 of Profit and Loss Accounts for the period ended March 31, 2019, total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs. 1310817/-.
- k) There were no complaints filed of in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year in concern.
- l) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

IX. The provisions of Corporate Governance requirements as specified in regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable on the Company, however, the Company has complied with the same to the extent possible as a part of good Corporate Governance Practice. The company complies with the clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

X. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XI. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XII. RISK MANAGEMENT

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

XIII. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

Presently, the Board of the Company comprises of following 2 (Two) Independent Directors:

- i) Mr. ChanderShekhar
- ii) Mr. VikasGambhir (Resigned on 10.07.2019)

Meeting of Independent Directors

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened during the year to oversee and review the performance of Non Independent Directors and of the Board as a whole.

XIV. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

XV. CEO/CFO CERTIFICATION

Mr.AnkitTayal, Chief Financial Officer(CFO), have furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XVI. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from a practicing Company Secretary is annexed herewith.

XVII. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.larktrading.in.

XVIII. Market price data- high, low during each month of the financial year 2018-19:

The shares of the Company are not being traded currently, trading being currently suspended. Therefore, market price data is not available for the financial year under review.

XIX. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2019:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shareholders	No. of Shares held (Physical)	No. of Shares held (Demat) (NSDL)	Amount	% to total
Up to 5000	158	78.61	19560	0	195600	0.37
5001-10000	5	2.49	4630	0	46300	0.09
10001-20000	1	0.50	1500	0	15000	0.03
20001-30000	1	0.50	2500	0	25000	0.05
30001-40000	0	0	0	0	0	0
40001-50000	0	0	0	0	0	0
50001-100000	4	1.99	37910	0	379100	0.72
100001 & above	32	15.91	5068400	125500	51939000	98.74
Total	201	100	5134500	125500	52600000	100

Categories of Equity shareholders as on March 31, 2019**Category No. of Shares % of Holding**

1. Promoters Holding		
i. Promoters		
- Indian Promoters	3150000	59.89
- Foreign Promoters	-	-
ii. Persons acting in concert	-	-
Sub Total A	3150000	59.89
2. Non Promoters Holding		
i. Institutional Investor	-	-
ii. Mutual Fund and UTI	-	-
iii. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
iv. FII's-	-	-
Sub Total B	-	-
3. Others		
i. Corporate Bodies	40000	0.77

ii. Indian Public	2053700	39.04
iii. NRI's/OCB's	-	-
iv. Any Other (HUF/Firm/Foreign Companies) Clearing Member	16300	0.31
Sub Total C	5494500	40.11
Grand Total (A+B+C)	5260000	100

XX. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2019**.

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	125500	2.39
Shares in dematerialized form with CDSL	0	0
Physical	5134500	97.61
Total	5260000	100

ISIN of the Company : INE936T01017

The names and addresses of the depositories are as under:

- 1. National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
- 2. Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

XXI. Company Details:

Registered Office : **C-273, Sector-63, Gautam Buddha Nagar, Noida, U.P. 201301**

Plant Location : **Same as Above**

Address for communication : **Same as Above**

The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number	Fax No.
Registered Office:C-273, Sector-63, Gautam Buddha Nagar, Noida, U.P. 201301	+91- 1204308517	–
Corporate Office:Same as above	Same as above	–

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is larktradingfinance@gmail.com

**On behalf of Board of Directors
For Lark Trading and Finance Limited**

Date: 14.08.2019

Place: Noida

**Sumit Tayal
Whole-time Director
DIN:06598044**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the “Management Discussion and Analysis Report” on the business of the Company as applicable to the extent relevant.

INDUSTRY STRUCTURE AND DEVELOPMENT

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises of commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities.

So far, Non-banking Finance Companies (NBFC(s)) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds. In terms of financial assets, NBFC(s) have recorded a healthy growth. With the ongoing stress in the public sector banks due to mounting of bad debts, their appetite to lend (especially in rural areas) is deteriorating.

Industry Overview

Non-banking financial companies (NBFCs) form an integral part of the Indian financial system. They play an important role in nation building and financial inclusion by complementing the banking sector in reaching out credit to the unbanked segments of society, especially to the micro, small and medium enterprises (MSMEs), which form the cradle of entrepreneurship and innovation. NBFCs’ ground-level understanding of their customers’ profile and their credit needs give them an edge, as does their ability to innovate and customise products as per their clients’ needs. This makes them the perfect conduit for delivering credit to the unbanked and SMEs. However, NBFCs operate under certain regulatory constraints, which put them at a disadvantage position vis-à-vis banks. While there has been a regulatory convergence between banks and NBFCs on the asset side, on the liability side, NBFCs still do not enjoy a level playing field. This needs to be addressed to help NBFCs realise their full potential and thereby perform their duties with greater efficiency.

The asset financing NBFCs in the recent past, akin to banks, have witnessed muted growth with the primary sales of assets somewhat tapered down due to high interest, inflation and back to back below par monsoon. Some of the sectors which have been majorly impacted include Commercial Vehicle (CV), Construction Equipment (CE) and passenger auto sectors. However, the past year saw initial signs of revival of these sectors giving hope for brighter days ahead, especially with softening of interest rates and a better monsoon.

OPPORTUNITIES, CHALLENGES AND OUTLOOK

Opportunities

NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance. Following variables in the external environment may be seen as opportunities for the Company:

- NBFCs aspire to emerge as a one-stop shop for all financial services
- The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future
- New banking license-related guidelines issued by RBI place NBFCs ahead in competition for licenses owing largely to their rural network
- New RBI guidelines on NBFCs with regard to capital requirements, provisioning norms & enhanced disclosure requirements are expected to benefit the sector in the long run

Challenges

Competitive rivalry between big players is intense in the industry

- Financial services companies often compete on the basis of offering lower financing rates, higher deposit rates and investment services;
- Stringent regulatory norms prevent new entrants;
- Customers prefer to invest their money with a reputed financial services company offering a wide range of services;
- Low bargaining power of suppliers as the industry is highly regulated by RBI;
- Medium bargaining power of customers. Although customers do not have much bargaining power, they can easily switch to another company based on the terms and quality of services provided.

Outlook

However, the year has started on a positive note. Inflation continues to be low, RBI has cut rates further and most importantly, monsoon forecast is expected to be good. Infrastructure is also expected to see positive traction especially in Roads and Mining sector, green shoots of economic recovery are visible.

Faster and more effective decision making and implementation of various initiatives already launched by the incumbent government are key drivers for the economic recovery. The government continues to focus on roads and infrastructure projects by removing bottlenecks. Ongoing process of launching small banks and payment banks are key growth drivers for the asset finance industry. While signs of recovery are clearly seen in certain product segments, the upcoming financial year is expected to be a year of consolidation, so that the industry is ready for the next phase of growth. GDP growth is expected to improve on the back of proactive government initiatives and revival of commercial activity.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013, as amended from time to time and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

INTERNAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the "Management Team" and the "Audit Committee" for follow-up action.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of Board of Directors
For Lark Trading and Finance Limited**

Date: 14.08.2019

Place: Noida

**Sumit Tayal
Whole-time Director
DIN:06598044**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

*(In terms of Regulation 34(3) and Schedule V (E) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members,
Lark Tarding And Finance Limited
Add: C-273, Sector-63, Gautam Buddha Nagar
Noida, Uttar Pradesh-201301

We have examined the report of Corporate Governance presented by the Board of Directors of **Lark Trading And Finance Limited** for the year ended 31st March, 2019 as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring 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 according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

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

For Ojha & Associates,
Company Secretaries

(Tanay Ojha)
Partner
C. P. No.10790
M. No.29658

Date: 14.08.2019
Place: Kanpur

CEO/CFO CERTIFICATION

I, **AnkitTayal**, being Chief Financial Officer(CFO) of **Lark Trading and Finance Limited**do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year and that to the best of my knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies during the year under reference:
 - a. there were no significant changes in internal control system over financial reporting;
 - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 14.08.2019

Place: Noida

For Lark Trading and Finance Limited

AnkitTayal

Chief Financial Officer

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Sumit Tayal**, being **Whole Time Director** of the Company do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2019.

Date: 14.08.2019

Place: Noida

Sumit Tayal

Whole Time Director

DIN:06598044

INDEPENDENT AUDITORS' REPORT

To
the Members of M/s.Lark Trading & Finance Limited

Report on the audit of financial statements

Opinion

We have audited the accompanying financial statements of M/s Lark Trading & Finance Limited ("the company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss for the year then ended, Statement of Cash Flows and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March, 2019, the loss and its cash flows for the year ended on that date.

Basis for opinion

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

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the 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 purposes of our audit;
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) the Balance Sheet, Statement of Profit and Loss and Statement of cash flows dealt with by this Report are in agreement with the books of account;
- (d) *in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;*
- (e) *on the basis of the written representations received from the directors appointed during the financial year 2018-19 at the time of appointment and further confirmed by the Company, none of the directors are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act,*
- (f) with respect to 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; and
- (g) in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director during the year is in accordance with the provisions of Section 197 of the Act.
- (h) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations provided to us:
 - i. The Company has not disclosed the impact of pending contingency on its financial position. Refer Note No. 23 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any foreseeable losses thereon does not arise.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For J. P., Kapur & Uberai

Chartered Accountants

Firm's registration number: 000593N

Vinay Jain

Partner

Membership number: 095187

Place: New Delhi

Date: 29/05/2019

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2019, we report that:

- (i) (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 at reasonable intervals and no material discrepancies were noticed on such verification. The same have been properly dealt with in the books of account.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, it does not own any immovable properties, hence, paragraph 3(i)(c) of the Order is not applicable.
- (ii) The company does not hold any stock at the year end, hence, paragraph 3(ii) of the Order is not applicable.
- (iii) According to information and explanation given to us, the company has granted loan and advances to two Company covered under section 189 of the Companies Act, 2013 ('the Act').
 - a) In our opinion, the rate of interest and other terms and conditions on which loan has been granted to the company listed in the Register maintained under section 189 of the Act were not, prima facie, prejudicial to the interests of the Company.
 - b) In case of the loans granted to the company listed in the Register maintained under section 189 of the Act, the borrower has been regular in the repayment of principal and payment of interest, wherever stipulated.
 - c) As explained to us, there has been no overdue amounts in respect of loan granted to company listed in Register maintained under Section 189 of the Act.
 - d) The maximum amount involved during the year is Rs.3,97,41,287/- and the year end balance of such loans are Rs.3,93,28,000/-.
- (iv) As the company is a Non-Banking Financial Company and registered with the Reserve Bank of India, according to the information and explanation given to us, the company is engaged in the business of lending of Loans and Advances in the ordinary course of business, So, compliance of provisions of section 185 and 186 of the Companies Act, 2013 does not arise. Hence, comment on paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanation given to us, the company has not taken any deposits, for which directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are required to be complied with.
- (vi) As explained to us by the management, this being a Non-Banking Financial Company, maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, service tax, goods & services tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of duty of excise, value added tax, sales tax, goods & services tax, cess and duty of customs.

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

- (b) According to the information and explanations given to us, there are no statutory dues which have not been deposited on account of any dispute, with appropriate authorities.
- (viii) The Company does not have any loans or borrowings from any financial institutions, bank, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (ix)of the Order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company or its officers, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) According to the information and explanations given to us, provisions of section 197 read with Schedule V to the Act does not apply to the company. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii)of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with related parties and details of related party transactions have been disclosed in Note No. 22 of the financial statements etc. as required by the applicable accounting standard.
- (xiv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv)of the Order is not applicable.
- (xvi) The company is Non-Banking Financial Company and has obtained Registration under section 45-IA of the Reserve Bank of India Act, 1934.

for J. P., Kapur & Uberai

Chartered Accountants

Firm's registration number: 000593N

Vinay Jain

Partner

Membership number: 095187

New Delhi

Date: 29/05/2019

Annexure B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Lark Trading & Finance Limited ("the Company") as of 31 March 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal financial controls over financial reporting (the "Guidance Note") and the Standards on Auditing, issued by the 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 the internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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, *subject to a few areas in which improvement, as discussed and agreed with the management, is required*, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for J. P., Kapur&Uberai

Chartered Accountants

Firm's registration number: 000593N

Vinay Jain

Partner

Membership number: 095187

Place: New Delhi

Date: 29/05/2019

BALANCE SHEET AS AT 31st MARCH 2019

(Amount in Rs.)

I. EQUITY AND LIABILITIES	Notes	As at 31.03.2019	As at 31.03.2018
(1) Shareholders' Funds			
(a) Share Capital	2	52,600,000	52,600,000
(b) Reserves and Surplus	3	16,579,269	16,866,445
		69,179,269	69,466,445
(2) Non-Current Liabilities			
(a) Long term provision	4	79,695	-
		79,695	-
(3) Current Liabilities			
(a) Trade Payable	5		
(i) Total outstanding dues of micro enterprises and small enterprises		5,850	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		269,050	95,230
(b) Other Current Liabilities	6	4,809,827	2,215,192
(c) Short-Term provisions	7	296,826	1,207,619
		5,381,553	3,518,041
Total		74,640,517	72,984,486
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets			
(i) Tangible Assets	8	2,212	2,212
(b) Deferred Tax Asset (Net)	9	54,274	46,224
(c) Long Term Loans And Advances	10	72,701,926	65,091,141
		72,758,412	65,139,578
(2) Current Assets			
(a) Inventories		-	-
(b) Cash And Bank Balances	11	99,788	1,058,023
(c) Short-Term Loans And Advances	12	1,078,520	6,747,969
(d) Other Current Assets	13	703,797	38,916
		1,882,105	7,844,908
Total		74,640,517	72,984,486

Significant Accounting Policies and Other Notes

1-26

The accompanying Notes are integral part of the Financial Statements

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

For J.P., Kapur & Uberai
Chartered Accountants
Firm Registration No. 000593N

For & on behalf of Board of Directors
Lark Trading & Finance Ltd.

(Vinay Jain)
Partner
Membership No. 095187

Ankit Tayal
Director & CFO
DIN: 03055997

Sumit Tayal
Whole time Director
DIN: 6598044

Place: Noida
Date: 29.05.2019

Shipra Singh
Company Secretary
M.No. 31772

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2019

(Amount in Rs.)

Particulars	Notes	As at 31.03.2019	As at 31.03.2018
Income:			
Revenue From Operations	14	7,271,734	7,412,891
Other Income	15	185,565	198
Total Revenue		7,457,300	7,413,089
Expenses:			
Changes in Inventories of Stock-in-Trade	16	-	333
Employee Benefits Expense	17	2,239,775	2,323,750
Depreciation	8	-	-
Other Expenses	18	4,059,056	1,574,068
Total Expenses		6,298,831	3,898,151
Profit/ (Loss) before tax and exceptional items		1,158,469	3,514,938
Less: Exceptional Items	19	1,079,649	-
Profit/ (Loss) before tax		78,820	3,514,938
Tax expense:			
(1) Current Tax		374,045	973,694
(2) Deferred Tax		(8,049)	(46,224)
(3) Income tax for earlier year		-	-
Profit/(Loss) after Tax		(287,176)	2,587,468
Earnings per Equity Share (Face Value of Rs. 10 each)	20		
Basic/Diluted		(0.05)	0.49

Significant Accounting Policies and Other Notes

1-26

The accompanying Notes are integral part of the Financial Statements

For J.P., Kapur & UberaiChartered Accountants
Firm Registration No. 000593N(Vinay Jain)
Partner
Membership No. 095187Place: Noida
Date: 29.05.2019For & on behalf of Board of Directors
Lark Trading & Finance Ltd.Ankit Tayal
Director & CFO
DIN: 03055997Sumit Tayal
Whole time Director
DIN: 6598044Shipra Singh
Company Secretary
M.No. 31772

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

(Amount in Rs.)

PARTICULARS	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
A. Cash Flow from Operating Activities :		
Net Profit before tax and extraordinary items	78,820	3,514,938
Sundry Balance Written Back	-	-
Provision for tax for earlier years written back	(43,755)	-
Operating Profit before Working Capital Changes	35,065	3,514,938
Movements in Working Capital :		
(Increase)/Decrease in Trade Payables	179,670	161,629
(Increase)/Decrease in Short Term Provisions	62,901	(485,611)
(Increase)/Decrease in Long Term Provisions	79,695	-
(Increase)/Decrease in Other Current Liabilities	2,594,634	1,963,753
(Increase)/Decrease in Long Term Loans & Advances	(7,610,784)	1,392,471
Decrease/(Increase) in Short term Loans & Advances	5,669,449	(6,747,969)
Decrease/(Increase) in Inventories	-	333
Decrease/(Increase) in other current assets	38,916	-
Cash generated from operations/(Used in) Operations	1,049,546	(200,455)
Direct taxes paid (Net of refunds)	(2,007,780)	-
Cash Flow before extraordinary items	(958,234)	(200,455)
Net Cash from operating activities	(958,234)	(200,455)
B. Cash Flow from Investing Activities		
(Purchase)/Sale of Investments	-	-
Net Cash used in investing activities	-	-
C. Cash Flow from Financing Activities		
Issue of Share	-	-
Net Cash used in Financing Activities	-	-
Net increase/(decrease) in Cash or Cash Equivalents (A+B+C)	(958,234)	(200,455)
Cash and Cash Equivalents as at (Opening Balance)	1,058,023	1,258,478
Cash and Cash Equivalents as at (Closing Balance)	99,788	1,058,023
COMPONENTS OF CASH AND CASH EQUIVALENT	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Cash & Cash Equivalents		
Bank Balance		
On Current Account	97,057	673,297
Cash on hand	2,731	384,726
Total	99,788	1,058,023

Note :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as prescribed under Accounting Standard 3 notified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.
- Figures in bracket indicate cash outgo.
- Previous year's figures have been regrouped/ recasted wherever necessary.

For J.P., Kapur & Uberai
Chartered Accountants
Firm Registration No. 000593N

(Vinay Jain)
Partner
Membership No. 095187

Place: Noida
Date: 29.05.2019

For & on behalf of Board of Directors
Lark Trading & Finance Ltd.

Ankit Tayal
Director & CFO
DIN: 03055997

Sumit Tayal
Whole time Director
DIN: 6598044

Shipra Singh
Company Secretary
M.No. 31772

Notes to the Financial Statements as at 31st March, 2019

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

1 Basis of Preparation

The Financial Statements have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention on accrual basis. These Financial Statements have been prepared to comply in all material aspects with the Accounting Standards and the other relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2 Property, Plant and Equipment (Fixed Assets) & Depreciation

- a) Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation.
- b) Depreciation on Property, Plant and Equipment is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

3 Revenue Recognition

- a) Interest income is accounted for on accrual basis except that no interest income is recognised on Non-Performing/Doubtful Assets, considering prudential norms for income recognition prescribed by the Reserve Bank of India for Non Banking Financial Companies. Interest income on such assets is recognized when the amount is received and appropriated towards interest.
- b) Income from dividend on shares is taken into account on cash basis.

4 Investments.

Non Current Investments are stated at cost, after providing for diminution value, if such diminution is other than temporary in nature.

5 Stock-in-Trade:

- a) Securities acquired with the intention of short-term holding and trading positions are considered as stock-in-trade and shown as current assets.
- b) In respect of securities held as stock-in-trade, brokerage and stamp duty are written off as revenue expenditure.
- c) The securities held as stock-in-trade under current assets are valued at cost or Net Realizable Value whichever is lower. Where Net Realizable Value is not available securities are valued at cost.

6 Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the substantially ready for their intended use or sale. All other borrowings cost are recognized in the Statement of Profit & Loss in the period in which they are incurred.

7 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity Shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit/ (loss) for the period after deducting preference dividend, if any, and any attributable tax thereto for the period. The weighted average

number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit/(loss) for the period attribute-able to equity share-holders before appropriation to RBI Reserve Fund and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

8 Employee Benefits:

Short Term Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss for the year ended in which the related service is rendered.

Long Term Benefits

- a. Gratuity is a post employment benefit and is in the nature of defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of defined benefit/ obligation at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/ obligation are calculated at or near the balance sheet date by an independent actuary using projected unit credit method.
- b. Leave encashment is non vesting in nature.

9 Impairment of Assets:

As assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable value.

10 Prudential Norms.

The company has followed the prudential norms, as issued by the Reserve Bank of India in respect of Non Banking Financial Company (NBFCs) wherever necessary.

11 Taxation:

Current tax is determined on the basis of the amount payable for the year ended under Income Tax Act. *Deferred Tax* is calculated at current statutory income tax rate and is recognized on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

Deferred Tax Assets, subject to consideration of prudence are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

12 Provisions for Contingent Liability & contingent assets:

Provisions are recognized in respect of present obligations arising out of past events where there are reliable estimate of probable outflows of resources. Contingent liabilities are the possible obligation of the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of a future event. These are not provided for and are disclosed by way of notes to the accounts. Contingent assets are not provided for or disclosed.

13 The company has made/ held adequate contingency provision against standards assets @ 0.25% as per Circular No. DNBS.PD.No. 207/03.02.2002/2010-11 issued by RBI.

Notes to the Financial Statements as at 31st March, 2019

Note : 2 SHARE CAPITAL

(Amount in Rs.)

Particulars	As at 31.03.2019		As at 31.03.2018	
Equity Shares				
Authorised Shares 1,05,00,000 (P.Y. 1,05,00,000) equity shares of Rs. 10/- each	105,000,000		105,000,000	
	105,000,000		105,000,000	
Issued, Subscribed & Paid Up 52,60,000 (P.Y. 52,60,000) equity shares of Rs. 10/- each fully paid up	52,600,000		52,600,000	
Total	52,600,000		52,600,000	
a. Reconciliation of shares outstanding at the beginning & at the end of the reporting year				
Equity Shares	Nos.	As at 31.03.2019	Nos.	As at 31.03.2018
At the beginning of the year	5,260,000	52,600,000	5,260,000	52,600,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	5,260,000	52,600,000	5,260,000	52,600,000
Total	5,260,000	52,600,000	5,260,000	52,600,000
b. The company has only one class of equity shares having a par value of 10/- per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual general Meeting except in the case of Interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.				
c. The company does not have any Holding Company, ultimate Holding Company or Subsidiary Company.				
d. Details of Shareholders holding more than 5% Shares in the Company				
Particulars	Nos.	As at 31.03.2019 % Holding in the class	Nos.	As at 31.03.2018 % Holding in the class
Equity Shares of 10/- Each				
Shivani Khera	700,000	13.31%	700,000	13.31%
Ankit Tayal	750,000	14.26%	750,000	14.26%
Hari OM Tayal	800,000	15.21%	800,000	15.21%
Gunvati Jain	900,000	17.11%	900,000	17.11%

e. No Shares have been reserved for issue under options and contracts/commitments for the sale of Shares/ disinvestment as at the Balance Sheet date.

- f. For the period of five years immediately preceding the date as at the Balance Sheet is prepared :
- The company has allotted 47,60,000 equity shares of Rs. 10/- each at a premium of Rs. 2.50/- per equity shares by converting convertible warrants in financial year 2016-17.
 - No Shares have been allotted as fully paid up by way of bonus shares.
 - No Shares has been brought back by the company.

Note : 3 RESERVES & SURPLUS

Particulars	As at 31.03.2019	As at 31.03.2018
a) RBI Reserve Fund :		
Opening Balance	1,014,382	496,888
Additions	-	517,494
Deductions	-	-
Closing Balance	1,014,382	1,014,382
b) Security Premium Account :		
Opening Balance	11,900,000	11,900,000
Additions	-	-
Deductions	-	-
Closing Balance	11,900,000	11,900,000
c) Surplus/(Deficit) Statement of Profit & Loss :		
Surplus/(Deficit) as per the last Financial Statement	3,952,063	1,882,088
Add: Profit/(Loss) for the year	(287,176)	2,587,469
Deduct: RBI Reserve Fund	-	517,494
Surplus/(Deficit) at the end of the reporting year	3,664,887	3,952,063
Total	16,579,269	16,866,445

Note : 4 Long TERM PROVISIONS

	As at 31.03.2019	As at 31.03.2018
Provision for Gratuity	79,695	-
Total	79,695	-

Note : 5 TRADE PAYABLE

Particulars	As at 31.03.2019	As at 31.03.2018
Total outstanding dues of micro enterprises and small enterprises	5,850	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
-For Goods	-	-
-For services	269,050	95,230
Total	274,900	95,230

- i The information regarding dues to Micro and Small Enterprises as required under Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 as on 31st March 2019 is furnished below:

Disclosure of Micro, Small and Medium Enterprises

Particulars	As at 31.03.2019	As at 31.03.2018
(i) The principal and the interest due thereon remaining unpaid as at 31st March: Principal Interest	5,716 134	NIL NIL
(ii) The interest paid by the Company along with the amount of the payment made beyond the appointed day during the year ending 31st March: Principal Interest	NIL NIL	NIL NIL
(iii) Interest due and payable for the period of delay (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	NIL	NIL
(iv) Interest accrued and remaining unpaid at the end of the year ending 31st March.	134	NIL
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	134	NIL

- ii. The information has been given in respect of such suppliers to the extent they could be identified as Micro & Small Enterprises on the basis of information available with the Company and have been relied upon by the Auditors.

Note : 6 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2019	As at 31.03.2018
Payable to employees	3,423,302	1,673,338
Dues from Director	1,008,609	83,609
Other Payables	303,000	372,914
GST Payable (Net of GST Input)	24,232	3,669
TDS Payable	50,684	81,662
Total	4,809,827	2,215,192

Note : 7 SHORT TERM PROVISIONS

Particulars	As at 31.03.2019	As at 31.03.2018
Provision against Standard Assets @ 0.25%	183,746	179,514
Provision for Tax(Net of Advance Tax & TDS)	-	947,105
Provision against Sub-Standard Assets	25,000	-
Provision for Audit fees	63,000	81,000
Provision for Secretarial Audit fees	25,000	-
Provision for Gratuity	80	-
Total	296,826	1,207,619

Notes to the Financial Statements as at 31st March, 2019
Note : 8 FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2018 Rs.	Additions during the Year Rs.	Sales/ Adjustment Rs.	As at 31.03.2019 Rs.	Upto 31.03.2018 Rs.	Depreciation during the Year Rs.	Adjustment Rs.	Upto 31.03.2019 Rs.	As at 31.03.2019 Rs.	As at 31.03.2018 Rs.
TANGIBLE ASSETS										
Air Conditioners	10,000	-	-	10,000	9,500	-	-	9,500	500	500
Furnitures & Fittings	11,780	-	-	11,780	11,618	-	-	11,618	162	162
Mobile Phone	5,100	-	-	5,100	4,845	-	-	4,845	255	255
Refrigerator	25,900	-	-	25,900	24,605	-	-	24,605	1,295	1,295
Total	52,780	-	-	52,780	50,568	-	-	50,568	2,212	2,212
Previous Year	52,780	-	-	52,780	50,568	-	-	50,568	2,212	-

Note: Pursuant to enactment of the Companies Act, 2013 (the "Act") (effective from 01.04.2014) the company has complied with the provisions of Schedule II of the Act.

Note : 9 DEFERRED TAX ASSET (NET)

(Amount in Rs.)

	As at 31.03.2019	As at 31.03.2018
Deferred Tax Asset		
Expenses disallowed under Income Tax	54,274	46,224
Deferred Tax Asset (Closing)	54,274	46,224
Note : 10 LONG TERM LOANS & ADVANCES	As at 31.03.2019	As at 31.03.2018
Unsecured, Considered Doubtful		
Loan to Others	250,000	-
Unsecured, Considered Good		
Loan to Related Parties	39,328,000	38,195,984
Loan to Others	33,106,426	26,861,657
Security Deposit	17,500	33,500
Total	72,701,926	65,091,141
Note : 11 CASH & BANK BALANCES	As at 31.03.2019	As at 31.03.2018
Cash & Cash Equivalents :		
Banks Balance		
-On Current Account	97,057	673,297
Cash On Hand	2,731	384,726
Total (A)	99,788	1,058,023
Note : 12 SHORT TERM LOANS & ADVANCES	As at 31.03.2019	As at 31.03.2018
Short Term Loans	1,063,800	6,747,969
Other Loans & Advances	14,720	-
Total	1,078,520	6,747,969
Note : 13 OTHER CURRENT ASSETS	As at 31.03.2019	As at 31.03.2018
Dues from Governmental Agencies		
Income Tax Refundable	650,071	38,916
Advance Payment of tax (Net off Provision for tax amounting to Rs.3,74,045/- , P.Y. Rs. Nil)	53,726	-
Total	703,797	38,916

Note : 14 REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Interest on Loan	7,202,060	7,327,269
Processing Fees	-	1,148
Commission Income	64,420	-
Success Fees	5,254	84,474
Total	7,271,734	7,412,891

Note : 15 OTHER INCOME

	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Interest on Late payment on loan	-	191
Short and Excess	128	7
Sundry Balance Written Back	185,437	-
Total	185,565	198

Note : 16 CHANGES IN INVENTORY OF STOCK IN TRADE

	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Inventories at the end of the year		
Stock of Shares/Mutual Fund	-	-
Inventories at the beginning of the year		
Stock of Shares/Mutual Fund	-	333
(Increase)/Decrease in Inventory	-	333

Note : 17 EMPLOYEE BENEFITS EXPENSE

	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Salary, Bonus & Allowances	2,160,000	2,323,750
Provision for Gratuity	79,775	-
Total	2,239,775	2,323,750

Note : 18 OTHER EXPENSES**(Amount in Rs.)**

	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Rent	186,900	180,000
Postage, Telegram & Telephone	-	550
Interest on MSME	134	-
Printing and Stationery	19,855	1,698
Payment to Auditors :		
- As Statutory Fees	82,479	70,000
- As Others	98,686	20,000
Professional Fees	1,103,852	399,570
Directors Meeting Fees	18,000	4,200
Filing Fees	7,800	4,800
Repairs & Maintenance :		
To Other Assets	-	46,500
Bank Charges and Commission	10,916	24,715
Commission Expense	24,459	-
Interest on Late Payment of TDS	5,629	353
GSTR Late Filing Fees	5,220	520
Late Filing Fees-TDS	-	4,000
Listing Fees	64,805	40,250
Central Depository Services Ltd.	42,076	8,850
NSDL(E-voting fee)	17,683	-
Annual Custody Fee	-	10,942
RTA Fees	23,650	70,156
GST Expense	-	5,920
Meeting Expenses	-	117,020
Office Expenses	76,610	104,800
Travelling Expense	8,939	8,250
Advertisement and Publicity	42,104	59,985
IT and Software Expenses	2,178	-
NSDL Tender Offer Facility Fee	-	118,000
OTB Aquisition Window Software Fee	-	236,000
Provision for Sub Standard Assests	25,000	-
Provision for Standard assets	4,232	13,389
Sundry balance Written off	70,650	-
Penalty paid to MSEI	2,116,182	-
Other Expenses	1,015	23,600
Total	4,059,056	1,574,068

Note : 19 EXCEPTIONAL ITEMS**(Amount in Rs.)**

	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
Prior Period Expense	1,123,404	-
Provision for tax for earlier year written back	(43,755)	-
Total	1,079,649	-
NOTE 20 : BASIC/ DILUTED EARNINGS PER SHARE		
Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
(a) Profit/Loss attributable to equity Shareholders	(287,176)	2,587,468
(b) Average No. of Equity Shares outstanding during the year	5,260,000	5,260,000
Basic/Diluted Earnings Per Shares(a/b)	(0.05)	0.49

NOTE 21

Special Reserve has been created as per the provisions of Section 45(1C) under directions of the Reserve Bank of India.

NOTE 22: Related parties and their Relationship**A) Key Managerial Personnel:**

- 1 Hari Om Tayal
- 2 Sumit Tayal
- 3 Chander Shekhar
- 4 Ankit Tayal- CFO
- 5 Gunvanti Jain
- 6 Vikas Gambhir
- 7 Shipra Singh- Company Secretary

B) Enterprise over which Key Managerial Personnel have significant influence.

- 1 Plural Shared Services Private Limited
- 2 Step Industries Private Limited
- 3 A.S.T Exim Private Limited
- 4 Victor Commercial Co. Ltd.
- 5 BS Commercial Pvt. Ltd.
- 6 Simur Promoters Pvt. Ltd.
- 7 Steel City Investment Services Pvt. Ltd.
- 8 Shruti Profin Services Pvt. Ltd.
- 9 Priti Vastushilpa & Services Private Limited
- 10 Saket Maintenance Private Limited

C) Transaction with Related Parties above during the year:

(Amount in Rs.)

Nature of Transaction Particulars	Other Related Parties		Key Management Personnel	
	Current year	Previous year	Current year	Previous year
Transaction during the year				
Step Industries Limited				
1 Loan Given	-	950,000	-	-
2 Interest Received	4,277,708	4,111,755	-	-
3 Loan Refunded	2,750,000	10,400,000	-	-
4 TDS Receivable	1,048,361	-	-	-
Plural Shared Services Pvt Ltd				
1 Loan Given	600,000	-	-	-
2 Interest Received	52,668	-	-	-
Director Meeting Fees	-	-	18,000	4,200
Ankit Tayal				
1 Amount received (Net)	-	-	925,000	83,609
Sumit Tayal				
Director remuneration (Net off TDS)	-	-	928,978	929,244
Shipra Singh				
Salary	-	-	96,000	-
Amount Paid	-	-	40,000	-
Balance Receivable at the year end				
1 Step Industries Pvt Ltd	38,675,332	38,195,984	-	-
2 Plural Shared Services Private Limited	652,668	-	-	-
Balance Payable at the year end				
1 Director Fees Payable	-	-	18,000	8,400
2 Ankit Tayal	-	-	1,008,609	83,609
Salary Payable				
1 Sumit Tayal	-	-	1,858,222	929,244
2 Shipra Singh	-	-	56,000	-

NOTE 23: As Per AS 29 – Provisions, Contingent Liabilities and Contingent Assets :

(Amount in Rs.)

Movement of Provision	Standard Asset	Sub Standard Asset
Carrying amount beginning of the year	179,514	-
Additional Provision during the year	4,232	25,000
	183,746	25,000
Amount charged against the provision	-	-
Carrying amount – end of the year	183,746	25,000
Contingent Liabilities		
Claim against the company not acknowledged as due Rs. 12,254/- (P.Y. Rs.21,19,280/-)		

NOTE 24

Figures for previous year have been regrouped and/or recasted wherever considered necessary.

NOTE 25

Capital & other commitments

There are no capital and other commitments in the current and previous financial year.

NOTE 26

In the opinion of board Current Assets, Loans and Advances are stated at their realizable value in the ordinary course of business. Balance of some of the current assets are subject to confirmation.

For J.P., Kapur & Uberai
Chartered Accountants
Firm Registration No. 000593N

(Vinay Jain)
Partner
Membership No. 095187

Place: Noida
Date: 29.05.2019

For & on behalf of Board of Directors
Lark Trading & Finance Ltd.

Ankit Tayal
Director & CFO
DIN: 03055997

Sumit Tayal
Whole time Director
DIN: 6598044

Shipra Singh
Company Secretary
M.No. 31772

LARK TRADING AND FINANCE LIMITED

CIN: L34102UP1987PLC009222, Ph: 0120-4308517
 Regd. Office: C-273, Sector-63, Noida-201301, Uttar Pradesh
 Email:larktradingfinance@gmail.com website: www.larktrading.in

PROXY FORM

Form No. MGT-11

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

CIN	L34102UP1987PLC009222
Name of the Company	Lark Trading and Finance Limited
Registered Office	C-273, Sector-63, GautamBudh Nagar, Noida, Uttar Pradesh-201301
Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of Lark Trading and Finance Limited holding _____ shares hereby appoint:

- 1 Name
 Address
 E-Mail I.D.
 Signature or failing him
- 2 Name
 Address
 E-Mail I.D.
 Signature or failing him
- 3 Name
 Address
 E-Mail I.D.
 Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on **25.09.2019** at 10:30 A.M.at the Registered Office of the company at C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301 and at any adjournment thereofin respect of such resolutions as are indicated below.

S. No.	Resolution	For	Against
1	Adoption of Standalone Financial Statements for the financial year ended on March 31, 2019 together with the Director’s Report and Report of the Auditors		
2	Re-appointment of Director Mr.Hari Om Tayal (DIN: 02720681) as the Director of the Company, who retires by rotation and being eligible, offer himself for reappointment		

Signed this _____ day of _____ 2019.

Signature of Shareholder

Affix Revenue Stamp of Rs. 1/-

Signature of Proxy holder(s)

Notes:

- (1) *This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.*
- (2) *For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.*
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- (4) *In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

LARK TRADING AND FINANCE LIMITED

CIN: L34102UP1987PLC009222, Ph: 0120-4308517
 Regd. Office: C-273, Sector-63, Noida-201301, Uttar Pradesh
 Email:larktradingfinance@gmail.com website: www.larktrading.in

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

32nd Annual General Meeting of the members of Lark Trading and Finance Limited to be held on 25.09.2019 at 10:30 A.M. at Registered office of the company situated at C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301:-

Name of First Named Shareholder (In Block Letters)

Postal Address

Folio No./DP ID & Client ID.....

No. of Shares held.....

Class of Shares.....

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Brief of Resolutions	In favor of Resolutions	Against the Resolutions
1	Adoption of Standalone Financial Statements for the financial year ended on March 31, 2019 together with the Director's Report and Report of the Auditors		
2	Re-appointment of Director Mr. Hari Om Tayal (DIN: 02720681) as the Director of the Company, who retires by rotation and being eligible, offer himself for reappointment		

Date:

Place:

Signature of Shareholder

* Please tick in the appropriate column

LARK TRADING AND FINANCE LIMITED

CIN:L34102UP1987PLC009222

REGD. OFFICE: FLAT 101, SURYA COMPLEX, PHASE-2, SURYA BAGH,
MAHAMOORGANJ, VARANASI, UTTAR PRADESH-221010
Email:Larktradingfinance@gmail.com website:www.larktrading.in

ATTENDANCE SLIP

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

32nd Annual General Meeting of the Company held on Wednesday, the 25th day of September, 2019 at 10:30 A.M. at the Registered Office of the Company at C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301

Name of the Member(In Block Letters)

Folio No./DP ID & Client ID

No. of Shares held

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

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 32nd Annual General Meeting of the Company held on Wednesday, 25th Day of September, 2019 at 10:30 A.M. at the Registered Office of the Company at C-273, Sector-63, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301.

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 distributed at the meeting venue.*

ROUTE MAP

