

V CAN EXPORT PRIVATE LIMITED

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CIN: U51909MH2003PTC139722 Tel: +22 4287 7800 Fax: + 22 4287 7890 Email Id: - cosec@niveditaindia.com

DIRECTORS' REPORT

To,
The Members,
V Can Export Private Limited

Your Directors have pleasure in presenting the Fourteenth Annual Report of the Company on the Business operations and state of affairs together with the Audited Financial Statements of the Company for the year ended on 31st March, 2017.

1. FINANCIAL HIGHLIGHTS

(In Lakh)

Sr.No.	Particulars	Current Year ended	Previous year ended
		31 st March, 2016	31 st March, 2015
1.	Total Revenue (Net)	-	0.216
2.	Profit/(Loss) before Depreciation & Amortization Expenses, Finance Cost and Tax	(0.177)	(0.011)
3.	Less: Depreciation and Amortization Expenses	-	-
	Less: Finance Cost	-	-
4.	Profit/(Loss) before Tax	(0.177)	(0.011)
5.	Less: Provision for Tax		
	Current Tax	-	-
	Short taxation of earlier years	-	-
	Deferred tax	-	(0.442)
6.	Profit/(Loss) after Tax	(0.177)	0.431
7.	Balance brought forward from previous year	10.357	9.926
8.	Balance Available for Appropriation	10.180	10.357
9.	Less : Appropriations		
	Proposed Dividend	-	-
10.	Tax on Proposed equity dividend	-	-
11.	Transfer to Balance Sheet	10.180	10.357

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

- a) There were no material changes and commitments to report here that can be considered to affect the financial position of your Company during the Financial Year ended on 31st March, 2017.
- b) During the period under review, total income stood at Rs. NIL/- as compared to Rs.0.216 lakh in previous Year. During the year under review, the Company has loss of Rs. 0.177 lakh against a loss of Rs. 0.011 lakh in the previous year ended March 31, 2016.
- c) The Company is envisaging improvement in the market conditions in the near future and expecting positive results in the years to come.
- d) Your Directors are making efforts to source more business opportunities and the business is expected to increase in future.

3. DIVIDEND AND TRANSFER TO RESERVES

In view of the loss incurred by the Company, the Directors are unable to recommend any dividend and no amount is transferred to Reserves for the financial year 2016-17.

4. CHANGES IN SHARE CAPITAL OF THE COMPANY

The Authorised and Paid-up Share Capital of the Company is Rs. 100,000/- (Rupees One Lakh only) divided into 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten only) each. There is no change in the shareholding of the Company during the year under review.

5. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company. The detail of subsidiaries of the Company, in format AOC-1, for the financial year 2016-17 is not applicable.

6. DETAILS OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of section 152 (6) of the Companies Act 2013, Mrs. Lalitha Cheripalli (DIN: 07026989), Director of the Company who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

7. DECLARATIONS BY INDEPENDENT DIRECTORS

The provision of Section 149 pertaining to the appointment of Independent Directors is not applicable to the Company.

8. BOARD MEETINGS

- a) The Board of Directors met 5 times during the financial year ended March 31, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

The Board met Five (05) times during the year on 30th May, 2016, 12th August, 2016, 10th November, 2016, 20th January, 2017 and 23rd March, 2017 respectively.

- b) Composition of Directors / Attendance at Meeting/ Directorship:

Sr.No.	Name of the Director	Category of Directors	Attendance		
			No. of Board Meetings held during the year	No. of Board Meeting Attended	Last AGM Attended
01.	Prakash Modi	Director	5	5	Yes
02.	Lalitha Cheripalli	Director	5	5	Yes

9. DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3) (c) of the Companies Act, 2013 state that:

- a) in the preparation of the Annual Accounts for the year 2016-17, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the loss of the Company for that year;
- c) the Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts on a going concern basis; and
- e) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;

Pursuant to Section 134(3)(ca) of the Companies Act, 2013 ("Act"), directors confirm that there are no frauds reported by auditors under sub section (12) of Section 143 of Companies Act, 2013.

10. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report which would otherwise have impact on the financial position of the Company.

11. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

As the element of risk threatening the Company's existence is very minimal, the Company is not required to formulate any Risk Management Policy. However, the Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

12. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As the Company is not having net worth of rupees five hundred Crores or more, or turnover of rupees one thousand Crores or more or a net profit of rupees five Crores or more during any financial year, the Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013 with the regard to the formation of the CSR Committee and undertaking of Social Expenditure as required under the said Section.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Particulars of loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 can be referred from the notes to financial statement for the financial year 2015-2016 of the Company.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There are no transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party(s). Hence, section 188(1) is not applicable and consequently no particulars in form AOC-2 have been furnished.

15. EXPLANATION ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

16. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company is not covered under the provisions of section 178 of the Act.

17. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 and any amendment thereof is attached to this Report as MGT-9 in Annexure I.

18. SUBSIDIARY STATUS

The Company is wholly owned subsidiary of Nivedita Mercantile & Financing Limited.

19. STATUTORY AUDITORS

M/s. DMKH & Co., Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment to audit the accounts of the Company for a term of 5 years commencing from the conclusion of AGM held on 29th September, 2015 till the conclusion of the Annual General Meeting to be held in 2020, however, such appointment shall be subject to ratification by Members at every AGM.

They have offered themselves for reappointment and if appointed, the appointment would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and are not disqualified for being so appointed.

Necessary resolution for ratification of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

20. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

21. PUBLIC DEPOSITS

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

22. PREVENTION OF SEXUAL HARASSMENT POLICY

Your Directors further state that during the year under review, there are no female employees thus Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable.

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

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

24. CHANGE IN THE NATURE OF BUSINESS

There is no significant change in the nature of business of the Company. The Company has not diversified business to new activities.

25. INTERNAL FINANCIAL CONTROLS

- a) Your Directors hereby report that, your Company has maintained adequate internal controls commensurate with its size and its nature of the operation. There are suitable monitoring procedures in place to provide reasonable assurance for accuracy and timely reporting of the financial information and compliance with the statutory requirements. There are proper policies, guidelines and delegation of powers issued for the compliance of the same across the Company.
- b) For the purpose of ensuring accuracy in the preparation of the financials, your company has implemented various checks and balances like periodic reconciliation of major accounts, review of accounts, obtaining confirmation of various balances and proper approval mechanism.

Your Company has documented all major processes in the area of expenses, bank transactions, payments, statutory compliances and period end financial accounting process. Your Company is continuously putting its efforts to align the processes and controls with the best practices in the industry.

26. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a. Conservation of Energy and Technology Absorption

Information in terms of requirements of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with respect to conservation of energy are not given as the same is not applicable to the Company. However, the Company always takes necessary measures to conserve the energy wherever possible.

The Company Management always searches for and takes into consideration new development in Market and the technology so as to absorb the new Technology in carrying out the business activities of the Company.

b. Foreign Exchange Earnings And Outgo

Foreign Exchange Earnings - NIL

Foreign Exchange Outgo - NIL

27. OTHER DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company.

28. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation and gratitude for the co-operation and assistance from its shareholders, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the contribution and commitment shown by the employees.

For and on behalf of the Board of Directors

sd/-

Prakash Modi
(DIN: 07026968)
Director

sd/-

Lalitha Cheripalli
(DIN: 07026989)
Director

Mumbai: May 24, 2017

**ANNEXURE I TO THE DIRECTORS REPORT
FORM MGT-9**

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U51909MH2003PTC139722
Registration Date	26.03.2003
Name of the Company	V Can Export Private Limited
Category/ Sub-Category of the Company	Company having Share Capital/Indian Non-Government Company
Address of the Registered Office and contact details	5 th Floor, Sunteck Centre, 37-40, Subhash Road, Vile Parle (East), Mumbai – 400057. Tel. No.: 22 4287 7800 Fax No.: 22 4287 890 Email Id: cosec@niveditaindia.com
Whether Listed Company	No
Name, address and contact details of Registrar and Transfer Agent, if any	N.A.

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:

Sr. No.	Name and Description of Main Products/Services	NIC code of the Product/ Service	% to total turnover of the Company
-	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Nivedita Mercantile & Financing Limited	L51900MH1985PLC037039	Holding Company	100	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
Bodies Corporate	-	10000	10000	100	-	10000	10000	100	-
Total Shareholding of Promoters (A)	-	10000	10000	100	-	10000	10000	100	-
B. Public Shareholding	NIL								
C. Shares held by Custodian for GDRs & ADRs	NIL								
Grand Total (A+B+C)	-	10000	10000	100	-	10000	10000	100	-

(ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
Nivedita Mercantile & Financing Limited	10000	100	-	10000	100	-	-
Total	10000	100	-	10000	100	-	-

(iii) Change in Promoters' Shareholding

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company
At the beginning of the year	10000	100	10000	100
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.):	No change during the year			
At the end of the year	10000	100	10000	100

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADR): NOT APPLICABLE

(v) Shareholding of Directors and Key Managerial Personnel: NONE

V. INDEBTEDNESS

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

(In Lakh)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	0.468	-	0.468
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	0.468	-	0.468
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	0.250	-	0.250
Net Change	-	(0.250)	-	(0.250)
Indebtedness at the end of the financial year				
i) Principal Amount	-	0.218	-	0.218
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	0.218	-	0.218

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL : NIL

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	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

For and on behalf of the Board of Directors

sd/-

Prakash Modi
(DIN: 07026968)
Director

sd/-

Lalitha Cheripalli
(DIN: 07026989)
Director

Date: May 24, 2017



INDEPENDENT AUDITORS' REPORT

To the Members of
V Can Exports Private Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **V Can Exports Private Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's

judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone 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 as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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"

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position in the aforesaid financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
 - iv. The company has provided requisite disclosures in the standalone financial statements as regards its holding and dealings in specified bank notes as defined in the notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. (Refer Note No.15 of Notes To Accounts)
 - v. Based on audit procedures and representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the Management.

For DMKH & Co
Chartered Accountants
(Firm Registration No.116886W)

sd/-
MANISHKANKANI
Partner
Membership No. 158020

Place: Mumbai
Date: 24th May, 2017

Annexure “A”

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF THE V CAN EXPORTSPRIVATE LIMITED ON STANDALONE FINANCIAL STATEMENTS

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

1. a) The Company does not hold any fixed asset during the year, thus this clause is not applicable.
2. According to the information and explanations given to us, the inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such verification.
3. During the year, the Company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder have been accepted by the Company.
6. The provisions of sec. 148(1) of the Companies Act, 2013 regarding maintenance of Cost records are not applicable to the Company.
7. a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

b) According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service tax, Customs Duty, Wealth Tax, Excise Duty, Cess which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. And did not have any amount outstanding to financial institutions or debenture holders.

9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and based on the information and explanation given to us by the management, term loans were applied for the purpose for which the loans we obtained.
10. In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us, the Company has not paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act
12. The provisions of Nidhi Company are not applicable to the Company. Therefore, Para 3 (xii) of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.
13. The provision of section 177 and 188 of Act (to the extent applicable) in respect of transactions with the related parties have been compiled by the Company and the details have been disclosed in the Financial Statements as required by the applicable accounting standards in Note 29 to the Financial Statements.
14. During the year, The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Therefore, Para 3 (xiv) of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.
15. According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with him under section 192 of the Act. Therefore, Para 3 (xv) of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.
16. The Company has not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Therefore, Para 3 (xvi) of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.

For DMKH & Co
Chartered Accountants
(Firm Registration No.116886W)

sd/-
MANISH KANKANI
Partner
Membership No. 158020

Place: Mumbai
Date: 24th May, 2017

Annexure “B”

ANNEXURE TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF V CAN EXPORTS PRIVATE LIMITED

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

In conjunction with our audit of the financial statements of the Company for the year ended March 31st, 2017, We have audited the internal financial controls over financial reporting of **V CAN EXPORTS PRIVATE LIMITED (“the Company”)** as of 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 Act.

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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2017, 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 DMKH & Co
Chartered Accountants
(Firm Registration No.116886W)

sd/-
MANISH KANKANI
Partner
Membership No. 158020

Place: Mumbai
Date: 24th May, 2017

V CAN EXPORT PRIVATE LIMITED

BALANCE SHEET

(₹ in Lakh)

	Notes	As at 31st March, 2017	As at 31st March, 2016
<u>EQUITY AND LIABILITIES</u>		₹	₹
SHAREHOLDERS' FUNDS			
Share Capital	2	1.000	1.000
Reserves and Surplus	3	10.180	10.357
NON-CURRENT LIABILITIES			
Long Term Borrowings	4	0.218	0.468
CURRENT LIABILITIES			
Trade Payables	5	0.115	0.057
TOTAL		11.513	11.882
<u>ASSETS</u>			
NON-CURRENT ASSETS			
Long Term Loans and Advances	6	0.659	0.659
CURRENT ASSETS			
Cash and Bank Balances	7	0.854	0.473
Short Term Loans and Advances	8	10.000	10.750
TOTAL		11.513	11.882

Significant Accounting Policies

1

The accompanying notes including other explanatory information form an integral part of financial statement

As per our annexed report of even date attached

For DMKH & Co

Chartered Accountants

(Firm Registration No. 116886W)

For and on behalf of the Board of Directors
of V Can Export Private Limited

sd/-

CA . Devki Nandan Mantri
Partner
Membership No 162327
Place : Mumbai
Date : 24th May, 2017

sd/-

Lalitha S Cheripalli
Director
DIN: 07026989

sd/-

Prakash S. Modi
Director
DIN: 07026968

V CAN EXPORT PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS

(₹ in Lakh)

	Notes	As at 31st March, 2017	As at 31st March, 2016
		₹	₹
INCOME			
Other income	9	-	0.217
Total Income (I)		-	0.217
EXPENSES			
Other expenses	10	0.177	0.228
Total Expenses (II)		0.177	0.228
Profit for the year before tax (I - II)		(0.177)	(0.011)
Tax Expenses :			
Deferred tax		-	(0.442)
Profit for the year		(0.177)	0.431
Earning per equity share of face value Rs. 10 each:	12		
Basic		(1.77)	4.31
Diluted		(1.77)	4.31
Significant Accounting Policies			
1			
The accompanying notes including other explanatory information form an integral part of financial statement			
As per our annexed report of even date attached			
For DMKH & Co		For and on behalf of the Board of Directors	
Chartered Accountants		of V Can Export Private Limited	
(Firm Registration No. 116886W)			
sdl-		sdl-	
CA . Devki Nandan Mantri		Lalitha S Cheripalli	
Partner		Director	
Membership No 162327		DIN: 07026989	
Place : Mumbai		Prakash S. Modi	
Date : 24th May, 2017		Director	
		DIN: 07026968	

V CAN EXPORT PRIVATE LIMITED

CASH FLOW STATEMENT

(₹ in Lakh)

Particulars	Year ended 31st March 2017		Year ended 31st March 2016	
	₹		₹	
Cash Flow from Operating Activities		(0.177)		(0.011)
Profit Before Tax and Extraordinary items				
Adjustment For		-		-
Operating Profit before Working Capital Changes		(0.177)		(0.011)
Adjustment for:				
(Increase)/Decrease in Trade Receivables ,Short Term Loans & Advances and in other current Assets	-		0.510	
Increase/(Decrease) in Trade Payable, Short Term provisions and other current liabilities	0.058	0.058	(0.450)	0.060
Cash Generated From Operations		(0.119)		0.049
Income Tax Paid		-		-
Net Cash inflow from Operating Activities (A)		(0.119)		0.049
Cash Flow from Investing Activities				
Sales of Investment				10.500
Net Cash inflow in Investing Activities (B)		-		10.500
Cash Flow from Financing Activities				
Loans and Advances (given to)/ received back(Net)		0.500		(11.750)
Net Cash inflow / (used) in Financing Activities (C)		0.500		(11.750)
Net Increase in Cash and Cash Equivalents (A+B+C)		0.381		(1.201)
Cash and Cash Equivalents - Opening Balance		0.474		1.675
Cash and Cash Equivalents - Closing Balance		0.854		0.474

As per our Report of even date attached herewith

For DMKH & Co

Chartered Accountants

(Firm Registration No. 116886W)

For and on behalf of the Board of Directors
of V Can Export Private Limited

CA . Devki Nandan Mantri

Partner

Membership No 162327

Place : Mumbai

Date : 24th May, 2017

Prakash S. Modi

Director

DIN: 07026968

Lalitha S Cheripalli

Director

DIN: 07026989

V CAN EXPORT PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

(₹ in Lakh)

		As at 31st March, 2017	As at 31st March, 2016
		₹	₹
5	<u>Trade Payables</u>		
	Trade payables (Refer note 11 for details of dues to micro, medium and small enterprises)	0.115	0.057
	Total trade payables	0.115	0.057
6	<u>Long Term Loans and Advances</u>		
	Advance tax (Net of provision for tax Nil Previous Year Nil)	0.659	0.659
	Total long term loans and advances	0.659	0.659
7	<u>Cash and Bank Balances</u>		
	Cash on hand	0.384	0.184
	Balances with bank	0.470	0.289
	Total cash and bank balances	0.854	0.473
8	<u>Short Term Loans and Advances</u>		
	Unsecured, considered good		
	Loans and advances to related parties	2.750	-
	Others	7.250	10.750
	Total short term loans and advances	10.000	10.750

V CAN EXPORT PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

(₹ in Lakh)

		As at 31st March, 2017	As at 31st March, 2016
		₹	₹
9	Other Income		
	Non operating income	-	0.217
	Total other income	-	0.217
10	Other Expenses		
	Auditors' remuneration	0.115	0.057
	Professional Charges	0.053	0.093
	Miscellaneous Expenses	0.009	0.078
	Total other expenses	0.177	0.228
11	Disclosure in accordance with Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:		
		As at 31st March, 2017	As at 31st March, 2016
		₹	₹
	<u>The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company are as under:</u>		
	Principal amount due and remaining unpaid	-	-
	Interest due on above and the unpaid interest	-	-
	Interest Paid	-	-
	Payment made beyond the appointed day during the year	-	-
	Interest due and payable for the period of delay	-	-
	Interest accrued and remaining unpaid	-	-
	Amount of further interest remaining due and payable in succeeding years	-	-
12	Earnings per share (EPS)		
		As at 31st March, 2017	As at 31st March, 2016
		₹	₹
	Profit after tax	(17,721)	43,107
	Weighted average number of equity shares of Rs. 10 in calculating basic and diluted EPS	10,000	10,000
	Basic EPS	(1.77)	4.31
	Diluted EPS	(1.77)	4.31
13	Related Party Disclosures		
	Name of the Related Parties :		
	Holding Companies:		
	Nivedita Mercantile & Financing Ltd		
			(₹ in Lakh)
		As at 31st March, 2017	As at 31st March, 2016
		₹	₹
	(i) Transaction during the year		
	(a) Loans and advances given / (received)		
	Nivedita Mercantile & Financing Ltd	3.000	1.750
	(ii) Outstanding balances as at the year end		
	(a) Loans and advances received/(given)		
	Nivedita Mercantile & Financing Ltd	(2.750)	0.250

V CAN EXPORT PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS

14	Auditors' Remuneration (excluding Service Tax)	(₹ in Lakh)	
		As at 31st March, 2017	As at 31st March, 2016
		₹	₹
	Auditors' Remuneration		
	As auditor		
	Audit fee	0.100	0.050
	Total auditors remuneration	0.100	0.050

- 15 **Disclosure on specified Bank Notes (SBNs)**
During the year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated 31st March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per notification is given below

Particulars	SBNs*	Others
	Amount	Amount
Opening Balance as at 8th November 2016	-	18,445.00
Add: Premitted Withdrawal	-	20,000.00
Less : Premitted Payment	-	-
Add: Amount Deposited in Banks	-	-
Closing Balance as at 30th December 2016	-	38,445.00

- 16
A In the opinion of the management, any of the assets other than fixed assets and non- current investments have a value on realisation in the ordinary course of business atleast equal to the amount at which these are stated.
B The accounts of certain Trade Receivables, Trade Payables, Loans and Advances are, however, subject to formal confirmations or reconciliations and consequent adjustments, if any. However there is no indication of dispute on these accounts, other than those mentioned in the Financial Statements. The management does not expect any material difference affecting the current year's financial statements on such reconciliation / adjustments.
- 17 Previous year's figures have been regrouped, rearranged, reclassified to the extent possible.

Signature to Note No 1 to 17

As per our annexed report of even date attached

For DMKH & Co

Chartered Accountants

(Firm Registration No. 116886W)

**For and on behalf of the Board of Directors
of V Can Export Private Limited**

sd/-
CA . Devki Nandan Mantri

Partner

Membership No 162327

Place : Mumbai

Date : 24th May, 2017

sd/-
Lalitha S Cheripalli

Director

DIN: 07026989

sd/-
Prakash S. Modi

Director

DIN: 07026968

CHITTA FINLEASE PRIVATE LIMITED

1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel West, Mumbai – 400013
CIN: U65900MH1995PTC090846 Email Id: info.roc7412@gmail.com

DIRECTORS REPORT

**TO,
THE MEMBERS
CHITTA FINLEASE PRIVATE LIMITED**

Your directors are pleased to present the Annual Report of the Company on the Business and operations of the Company together with Audited Financial Statements for the financial year ended March 31, 2017.

1. FINANCIAL RESULTS :-

The Company's financial performance for the year ended March 31, 2017 is summarized below:
(Rs. in Lakh)

Particulars	<u>2016 – 17</u>	<u>2015 – 16</u>
Profit/ (Loss) before Interest, Depreciation, Tax	(5.429)	(1.365)
Less: Finance Cost	0.172	0.087
Less: Depreciation	--	--
(Loss) / Profit for the year before tax	(5.601)	(1.452)
Less/(Add): Exceptional Items	--	--
Less: Provision for current taxation (net)	--	--
Less: Income Tax of Earlier Years	--	(0.009)
(Loss) / Profit after tax	(5.601)	(1.461)

2. RESULTS OF OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY :-

The Company has incurred loss of Rs. 5.601 lakhs for the year ended 31st March, 2017 against loss of Rs. 1.461 lakh in the previous year.

3. MATERIAL CHANGES AND COMMITMENTS :-

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

4. DIVIDEND AND TRANSFER TO RESERVES :-

In view of the loss incurred by the Company, the Directors are unable to recommend any dividend and no amount is transferred to Reserves for the financial year 2016-17.

5. SHARE CAPITAL OF THE COMPANY:-

The Authorised and Paid-up Share Capital of the Company is Rs. 100,000/-(Rupees One Lakh) divided into 1,000 (One Thousand) equity shares of Rs. 100/- (Rupees Hundred) each. There is no change in the share capital of the Company during the year.

6. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:-

The Company does not have any Subsidiary, Joint venture or Associate Company. The detail of subsidiaries of the Company, in format AOC-1, for the Financial Year 2016-17 is not applicable.

7. DETAILS OF HOLDING & SUBSIDIARY STATUS:-

The company is subsidiary of Public Limited Company namely M/s. Nivedita Mercantile and Financing Limited.

8. ISSUE OF OCD's 0.01% TO HOLDING COMPANY:-

Your Company has issued and allotted 1,71,50 - 0.01% OCD Optionally Convertible Debentures of the Face Value of Rs. 1000/- each aggregate value of Rs. 1,71,50,000/- to holding Company namely M/s. Nivedita Mercantile and Financing Limited on Private Placement basis.

9. DIRECTORS' RESPONSIBILITY STATEMENT :-

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit and loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

- d) the Directors have prepared the annual accounts on a going concern basis.
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Pursuant to Section 134(3)(ca) of the Companies Act, 2013 (“Act”, directors confirm that there are no frauds reported by auditors under sub section (12) of Section 143 of Companies Act, 2013.

10. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES :-

All contracts/arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm’s length basis and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not required.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR) :-

The provisions relating to Corporate Social Responsibility (CSR) are not applicable to this Company.

12. RISK MANAGEMENT :-

The Risk Management Policy has been framed, implemented and monitored. Major risk identified by the businesses and functions are systematically monitored through mitigating actions on continuing basis.

13. INTERNAL FINANCIAL CONTROLS :-

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

14. DIRECTORS :-

In terms of section 152 (6) of the Companies Act 2013, Mr. Hitesh Sanghoi (DIN: 00507189), Director of the Company who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

The Board of Directors recommends the re-appointment of Mr. Hitesh Sanghoi (DIN: 00507189) for your approval.

15. DECLARATIONS BY INDEPENDENT DIRECTORS:-

The provision of Section 149 pertaining to the appointment of Independent Directors is not applicable to the Company.

16. BOARD MEETINGS:-

- a) The Board of Directors met 8 times during the financial year ended March 31, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

The Board met Eight (08) times during the year on 20th May, 2016, 24th May, 2016, 1st August, 2016, 12th August, 2016, 27th August, 2016, 8th September, 2016, 10th November, 2016 and 8th February, 2017 respectively.

- b) Composition of Directors /Attendance at Meeting/ Directorship:

Sr. No.	Name of the Director	Category of Directors	Attendance		
			No. of Board Meetings held during the year	No. of Board Meeting Attended	Last AGM Attended
01.	Hitesh Sanghoi	Director	8	8	Yes
02.	Hemang Shah	Director	8	8	Yes
03.	Mayuri Jain	Director	8	8	Yes

17. AUDITORS AND AUDITORS REPORT :-

M/s. A. C. Modi & Associates, (Firm Registration No. 116555W), Chartered Accountants, Mumbai, was appointed as Auditor of the Company for the period of 5 years, subject to ratification by the members at every Annual General Meeting. For the financial year 2017-18, it is proposed to ratify appointment of M/s. A. C. Modi & Associates (Firm Registration No. 116555W), Chartered Accountants, Mumbai as Statutory Auditors of the Company.

The Company has received letters from M/s. A. C. Modi & Associates (Firm Registration No. 116555W), Chartered Accountants, Mumbai to the effect that their appointment/re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment/re-appointment.

There are no qualifications contained, in the Auditors Report and therefore there are no further explanations to be provided for in this report.

The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

18. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:-

The Company is not covered under the provisions of section 178 of the Act.

19. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:-

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

20. PUBLIC DEPOSITS:-

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

21. PREVENTION OF SEXUAL HARASSMENT POLICY:-

Your Directors further state that during the year under review, there are no female employees thus Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable.

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

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

23. DISCLOSURES :-

a. Particulars of loans given, investments made, Guarantees given and Securities provided

-

The Company has not given any loans or made any investments u/s 186 of the Companies Act, 2013.

b. Conservation of Energy, technology absorption and foreign exchange earning and outgo -

Information in terms of requirements of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with respect to conservation of energy are not given as the same is not applicable to the Company. However, the Company always takes necessary measures to conserve the energy wherever possible.

The Company Management always searches for and takes into consideration new development in Market and the technology so as to absorb the new Technology in carrying out the business activities of the Company.

c. Foreign Exchange Earnings and Outgo –

- 1) Foreign exchange earnings: NIL
- 2) Foreign exchange outgo : NIL

d. Extract of Annual Return –

Extract of Annual Return of the Company is annexed herewith as Annexure 1 to this report.

e. Particulars of employees and related disclosures-

The Company does not have any employee whose particulars are required to be disclosed in terms of the provisions of Section 197(12) of the act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, hence furnishing of the same does not arise.

f. General-

Your Directors take that no disclosure or reporting required in respect of the following items as there were no transactions on these items during the year under review.

- 1) Issue of Equity Shares to differential rights has to dividend, voting or otherwise.
- 2) Issue of shares (including sweat equity shares) to employees of the Company
- 3) The Company does not have any subsidiaries, hence, the question of receiving remuneration or commission by the Managing Directors or Whole Time Directors of the Company from subsidiary does not arise.

ACKNOWLEDGEMENTS :-

Your Directors would like to express the sincere appreciation for the assistance and co-operation received from Shareholders, Bank, Government Authorities and other Business constituents during the year under review.

For and on behalf of the Board of Directors

sd/-
Director

sd/-
Director

Mumbai; May 24, 2017

**ANNEXURE I TO THE DIRECTORS REPORT
FORM MGT-9**

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management
And Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U65900MH1995PTC090846
Registration Date	02.07.1995
Name of the Company	Chitta Finlease Private Limited
Category/ Sub-Category of the Company	Company having Share Capital/Indian Non-Government Company
Address of the Registered Office and contact details	1301, 13 th Floor, Peninsula Business Park, Tower B Senapati Bapat Marg, Lower Parel West, Mumbai -400 013
Whether Listed Company	No
Name, address and contact details of Registrar and Transfer Agent, if any	N.A.

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:

Sr.No.	Name and Description of Main Products/Services	NIC code of the Product/ Service	% to total turnover of the Company
NIL			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Nivedita Mercantile and Financing Limited	L51900MH1985PLC037039	Holding Company	75.20	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
Individual	-	248	248	24.80	-	248	248	24.80	-
Bodies Corporates	-	752	752	75.20	-	752	752	75.20	-
Total Shareholding of Promoters (A)	-	1000	1000	100.00	-	1000	1000	100.00	-
B. Public Shareholding	NIL								
C. Shares held by Custodian for GDRs & ADRs	NIL								
Grand Total (A+B+C)	-	1000	1000	100.00	-	1000	1000	100.00	-

(ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
Nivedita Mercantile and Financing Limited	752	75.20	-	752	75.20	-	-
Heena Sanjay Shah	150	15.00	-	150	15.00	-	-
Julie Mehul Shah	98	9.80	-	98	9.80	-	-
Total	1000	100.00	-	1000	100.00	-	-

(iii) Change in Promoters' Shareholding

Nivedita Mercantile and Financing Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company
At the beginning of the year	752	75.20	752	75.20
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	No change during the year			
At the end of the year	752	75.20	752	75.20

Heena Sanjay Shah	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company
At the beginning of the year	150	15.00	150	15.00
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	No change during the year			
At the end of the year	150	15.00	150	15.00

Julie Mehul Shah	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company
At the beginning of the year	98	9.80	98	9.80
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	No change during the year			
At the end of the year	98	9.80	98	9.80

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADR): NOT APPLICABLE

(v) Shareholding of Directors and Key Managerial Personnel: NONE

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (In Lakhs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1753.80	-	1753.80
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1753.80	-	1753.80
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	1753.80	-	1753.80
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1753.80	-	1753.80

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL : NIL

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	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

**For and on behalf of the Board of Directors of
Chitta Finlease Private Limited**

Mumbai, May 24, 2017

sd/-
Director

sd/-
Director



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF CHITTA FINLEASE PRIVATE LIMITED **REPORT ON STANDALONE FINANCIAL STATEMENTS.**

We have audited the accompanying standalone financial statements of M/s.Chitta Finlease Private Limited ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

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 the adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting record, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act and rules made thereunder including the accounting and auditing standards and matters which are required to be included in the Audit report under the provisions of the Act and the Rules made thereunder.



We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncement issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2017, and its loss and its cash flow for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government of India in terms of sub Section 11 of section 143 of the Act ("The Order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.



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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with Accounting Standards specified under section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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) 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 knowledge and belief and according to the explanation given to us;
 - 1) There was no any pending litigation which would impact the financial position of the company.
 - 2) The Company did not have any long term contracts including derivative contracts.
 - 3) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



A.C. MODI & ASSOCIATES
CHARTERED ACCOUNTANTS

ALPESH C. MODI
B.COM. F.C.A.

Flat No.1603, 16th Floor, Rashmi Heights, Opp. M. W. Desai Hospital, Dayabhai Patel Road, Malad (East), Mumbai - 400097
Mob.: 9324659021- Email: alpesh.modi@gmail.com

- 4) The company has provide requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period from November 08,2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the company. (Refer Note No.19)

For A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

sd/-

ALPESH. C.MODI

Proprietor

Membership number: 101342

Place: Mumbai

Date: 24th May,2017



Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

1. In respect of its fixed assets:

- a) Based on our scrutiny of the company's books of accounts and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of fixed assets and physical verification of fixed assets does not arise since the company had no fixed assets at the end of the financial year nor at any time during the financial year ended on that date.

2. In respect of its inventories:

The company does not engaged in the business of manufacturing, marketing and processing of any goods and articles. Accordingly, it does not hold any physical inventories. Thus the paragraph 3(ii) of the order is not applicable.

3. In respect of loan given:

According to the information and explanations given to us, the company has not given any secured or unsecured loans to the persons covered under the register maintained u/s.189 of the Companies Act,2013 (The Act).

4. In our opinion and according to the information and explanations given to us, the Company has not given any loans or made any new investment during the year and hence reporting related to compliance with the provisions of section 185 and 186 of the Act does not required.
5. The company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.



7. In respect of statutory dues:

- 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, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of state insurance and duty of excise. According to the Information and Explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2017 for a period of more than six months from the date of becoming payable.
 - b) There are no any dues of Income Tax, Sales Tax, Wealth Tax. Service Tax and other statutory dues which have not been deposited on account of any disputes
 - c) According to the information and explanations given to us, there are no any amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Company does not have any loans or borrowings from any financial institution, banks, government. The company has not defaulted in payment of any dues to the debenture holders.
9. The Company did not raise money by way of initial public offer or further public offer (including debt instruments). In our opinion and according to information and explanations given to us, the company has utilized the money raised by way of term loan during the year for the purpose for which they were raised.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration and Accordingly, paragraph 3 (xi) of the Order is not applicable.



12. 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.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made private placement of optionally convertible debenture during the year to the holding company. In respect of the issue, we further report that:
- (a) The requirement of section 42 of the companies Act, 2013 as applicable have been complied with and
 - (b) The amount raised has been applied by the company during the year for the purposes for which the funds were raised, other than temporary deployment pending application.
15. 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.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For A.C. MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

ALPESH C. MODI

Proprietor

Membership number: 101342

Place: Mumbai

Date: 24th May, 2017



Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of M/s.Chitta Finlease Private Limited ('the Company'), as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



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changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 A.C.MODI & ASSOCIATES

Chartered Accountants

Firm's registration number: 116555W

sd/-

ALPESH C.MODI

Proprietor

Membership number: 101342

Place: Mumbai

Date: 24th May, 2017

CHITTA FINLEASE PRIVATE LIMITED			
Balance Sheet			
(Amount in lakh ₹)			
PARTICULARS	Note No.	As at 31st March,2017	As at 31st March,2016
EQUITY AND LIABILITIES			
<u>Shareholders' funds</u>			
(a) Share capital	3	1.000	1.000
(b) Reserves and surplus	4	(6.390)	(0.788)
<u>Non-Current liabilities</u>			
(a) Long Term Borrowings	5	1,743.000	1,571.500
<u>Current liabilities</u>			
(a) Short Term Borrowings	6	10.800	182.300
(b) Other Current Liabilities	7	1.281	1.260
TOTAL		1,749.691	1,755.272
ASSETS			
<u>Non - Current assets</u>			
(a) Non-Current Investments	8	1,743.640	1,743.640
<u>Current assets</u>			
(a) Cash and cash equivalents	9	5.956	0.232
(b) Short Term Loans & Advances	10	0.095	11.400
TOTAL		1,749.691	1,755.272

Notes forming part of the Financial Statements

1-23

As Per our report of even date

for A.C. MODI & ASSOCIATES

Chartered Accountants

Firm Registration No : 116555W

For and on behalf of the Board of Directors

S/d-

S/d-

ALPESH C. MODI

Proprietor

Membership number: 101342

Directors

Place :Mumbai

Dated: 24th May, 2017

CHITTA FINLEASE PRIVATE LIMITED			
Statement of Profit and Loss			
(Amount in lakh ₹)			
PARTICULARS	Note No.	2016-17	2015-16
Revenue :			
Other income		-	-
Total Revenue		-	-
Expenses:			
Finance Cost	11	0.172	0.087
Other expenses	12	5.430	1.365
Total expenses		5.602	1.452
Profit/(Loss) before tax		(5.602)	(1.452)
Less: Tax expense:			
(1) Current tax		-	-
(2) Income Tax of Earlier Years		-	(0.009)
(3) Deferred tax Assets/(Liability)		-	-
Profit (Loss) for the Year		(5.602)	(1.461)
Earnings per equity share:	13		
(1) Basic		(560.17)	(146.14)
(2) Diluted		(560.17)	(146.14)

Notes forming part of the Financial Statements

1-23

As Per our report of even date
for A.C. MODI & ASSOCIATES
Chartered Accountants
Firm Registration No : 116555W

For and on behalf of the Board of Directors

S/d-

S/d-

ALPESH.C. MODI
Proprietor
Membership number: 101342

Directors

CHITTA FINLEASE PRIVATE LIMITED CASH FLOW STATEMENT FOR THE YEAR 2016-17				
(Amount in ₹)				
PARTICULARS	2016-17	2016-17	2015-16	2015-16
<u>A. Cash Flow Arising From Operating Activities :</u>				
Net Profit Before Tax & Extra ordinary Items		(5.602)		(1.461)
Adjustment for:				

Finance Cost		0.172		0.087
<u>Operating Profit Before working capital changes</u>		(5.430)		(1.374)
Adjustment for:				

Short Term Loans & Advances	11.305		(11.391)	
Trade Payables & Other Liabilities	0.021		0.234	
		11.326		(11.157)
<u>Cash flow before extra-ordinary items</u>		5.896		(12.531)
Less: Income Tax Paid		-		-
Net Cash from operating Activities	(A)	5.896	(A)	(12.531)
<u>B) Cash Flow from Investment Activities</u>				
Net Cash from Investment Activities		-		-
Net Cash from Investment Activities	(B)	-	(B)	-
<u>C) Cash Flow from Financing Activities</u>				
Borrowings (Net)		-		12.70
Finance cost		(0.172)		(0.09)
Net Cash from financing Activities	(C)	(0.172)	(C)	12.613
Net increase in cash and cash equivalent (A+B+C)		5.724		
Cash and cash equivalent at the beginning		-		
Cash and cash equivalent at the end		5.724		-
Notes forming part of the Financial Statements				
for A.C. MODI & ASSOCIATES Chartered Accountants Firm Registration No : 116555W			For and on behalf of the Board of Directors	
			S/d-	
			S/d-	
ALPESH C. MODI Proprietor Membership number: 101342			Directors	
Place :Mumbai				
Dated: 24th May, 2017				

CHITTA FINLEASE PRIVATE LIMITED

Notes forming part to financial statements

1) Companies Overview:

Chitta Finlease Private Limited (the company) is a private limited company incorporated under the provisions of the companies Act, 1956 vide CIN:U65900MH1995PTC090846

2) Significant Accounting Policies:

Basis of Accounting:

All income and expenditure items having a material bearing on the financial statements are generally recognised on accrual basis. Material known liabilities are provided for on the basis of the available information/estimates. However, certain claims and income which are not ascertainable/acknowledged are not taken into account. The accounts are prepared on historical cost basis. Accounting policies not referred to otherwise are consistent with generally accepted accounting policies.

Use of Estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

Investments

Investments are stated at cost, and include all other expenses incurred on its acquisition , if any.

Revenue Recognition:

Revenue is recognized only when it is reasonably certain that the ultimate collection will be made.

Revenue in respect of Insurance / Other Claims, etc., is recognized only when it is admitted by the insurance / other authorities and there is reasonable certainty that the ultimate collection will be made.

Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an out flow of resources. Contingent liabilities are not recognized but are disclosed at their estimated value in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

3) Share Capital :

Share Capital	As at 31st March , 2017		As at 31st March 2016	
		₹ lakh	Number	₹ lakh
Authorised Share Capital				
Equity Shares of ₹ 100/- each	1,000	1.000	1,000	1.000
	1,000	1.000	1,000	1.000
Issued, Subscribed & Paid up Share Capital				
Equity Shares of ₹ 100/- each	1,000	1.000	1,000	1.000
Total	1,000	1.000	1,000	1.000

Particulars	As at 31st March , 2017		As at 31st March 2016	
	Number	₹ lakh	Number	₹ lakh
Shares outstanding at the beginning of the year	1,000	1.000	1,000	1.000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares bought back during the year	1,000	1.000	1,000	-

Terms/Rights attached to Equity Shares

The Company has issued only one class of Equity shares having par value of ₹100/- per shares. Each shareholders of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to their share holding.

Details of Share Holders holding more than 5% shares in the company at the end of the Year.

Name of Shareholder	As at 31st March , 2017		As at 31st March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1) Nivedita Mercantile & Financing Ltd-Holding Company	752	75.20%	752	75.20%
2) Heena Sanjay Shah	150	15.00%	150	15.00%
3) Julie Mehul Shah	98	9.80%	98	9.80%

Note:

During the Year The company has become subsidiary of public Limited company namely M/s. Nivedita Mercantile & Financing Limited

4) Reserves and Surplus

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
a. Surplus/(Deficit) in the statement of Profit and Loss Account		
As per Last Balance Sheet	(0.788)	0.673
Add: Net Profit/(Net Loss) For the current year	(5.602)	(1.461)
Closing Balance	(6.390)	(0.788)
Total	(6.390)	(0.788)

5) Long Term Borrowings

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
(Unsecured)		
Optionally Convertible Debenture Issued to Holding company	1,743.000	1,571.500
Total	1,743.000	1,571.500

Terms of OCD

OCD are issued at the rate of interest of 0.01% p.a for the tenure of 10 years

6) Short Term Borrowings

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
(Unsecured)		
Loan from Shareholders , Directors & Related Parties - Repayable on demand (#)	10.800	182.300
Total	10.800	182.300

Note (#) The amount of Unsecured loans include the amount of loan borrowed from persons before 01.04.2014 who at the time of receipt of the amount were director, members or relatives of directors, not included in the definition of Deposit in terms of Clause 2 (ix) of Companies (Acceptance of Deposits) Rules1975 and were not treated as deposits under section 58A of the Companies Act, 1956. and the same are not to be treated as deposit under the Companies Act, 2013 as per General Circular No. 05/2015 (F.No. 1/8/2013-CL-V) dated 30th March ,2015 issued by the Government of India, Ministry of Corporate Affairs, New Delhi.

7) Other Current Liabilities

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
(a) Creditor for Capital Investment	1.000	1.000
(b) Other Payables	0.259	0.172
(c) Interest accrued and due on borrowings	-	0.079
(d) Statutory dues	0.022	0.009
Total	1.281	1.260

There are no amounts due for payment to the investor education and protection fund under section 125 of the Companies Act,2013 as at the year end.

The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 . Hence disclosure, if any, relating to amount unpaid as at year end together with interest paid/payable as required under the said Act is not been made. This has been relied upon by the Auditors.

8) Non- Current Investments

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
Long term investments (valued at cost unless stated otherwise)		
(a) Investment in Property	1,743.640	1,743.640
Total	1,743.640	1,743.640

9) Cash and Cash equivalents

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
a. Cash on hand	0.010	0.011
b. Balances with schedule banks		
- In Current accounts	5.946	0.221
Total	5.956	0.232

10) Short Term Loans & Advances

<u>Particulars</u>	As at 31 st March 2017	As at 31 st March 2016
	₹ lakh	₹ lakh
(Unsecured, considered good)		
(a) Other receivables -related party	-	11.400
(b) Duties & Taxes recoverable	0.095	-
Total	0.095	11.400

11) Finance Cost

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
Interest Expenses	0.172	0.087
Total	0.172	0.087

12) Other Expenses:

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
Rates & Taxes	2.948	1.144
Payment Made to Auditors toward:		
(a) Audit Fee	0.150	0.172
(b) Certification Charges	0.113	0.029
Professional Fees	0.621	-
Maintenance Charges	1.595	-
Miscellaneous Expenses	0.003	0.020
Total	5.430	1.365

13) Earning per share

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
Net Profit/(Loss) after tax	(5.602)	(1.461)
Weighted average No. of Shares	1,000	1,000
Nominal value per Share	100	100
Earnings per Share	(560.17)	(146.14)
Diluted Earnings per Share	(560.17)	(146.14)

14) Imports (Valued on the Cost, Insurance and Freight)

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
CIF value of Imports	Nil	Nil

15) FOB value of goods exported

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
FOB value of goods exported	Nil	Nil

16) Activity in Foreign Currency

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
Earnings in Foreign currency	Nil	Nil
Expenditure in Foreign currency	Nil	Nil

17) Remittance in Foreign currency

<u>Particulars</u>	2016-17	2015-16
	₹ lakh	₹ lakh
For payment of Dividend	Nil	Nil

18) Balances in respect of Borrowings in most of the cases are subject to confirmations, reconciliations and adjustments, if any.

19) Related Party Transactions

Related party disclosure in accordance with the Accounting Standard 18-issued by the Institute of chartered Accountants of India is as under

NAME OF THE RELATED PARTY	RELATIONSHIP
Nivedita Mercantile & Financing Limited	Holding Company
Hemang Jadavji Shah	Key Managerial Personnel
Hitesh Popatlal Sanghoi	Key Managerial Personnel
Mayuri Chhaganlal Jain	Key Managerial Personnel
Heena Sanjay Shah	Relative of KMP
Mehul Jadavji Shah	Relative of KMP
Usha Atul Shah	Relative of KMP
Hemang Jadavji Shah	Relative of KMP

The following transactions were carried out with the related parties in the ordinary course of business.

Name of Related Party & Relationship	Holding Company	Key Managerial Persons	Relative of KMP
	Amount	Amount	Amount
	₹ in Lakh	₹ in Lakh	₹ in Lakh
Loans Taken			
Opening Balance	1,571.50	-	182.30
	-	(0.10)	(1,741.00)
Taken during the year (#)	171.50	-	-
	(1,571.50)	(11.00)	-
Repaid during the year	-	-	171.50
	-	(11.10)	(1,558.70)
Closing Balance	1,743.00	-	10.80
	1,571.70	-	(1,741.00)
Other receivables	-	-	-
Interest	0.17	-	-

Notes :

(a) The aforesaid parties are identified by management.

(b) Figures in brackets refer to previous years figures.

(#) Borrowing from Holding company by way of issue of Optionally convertible debenture

20) Disclosure on specified Bank Notes (SBNs)

During the year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated 31st March 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per notification is given below

Particulars	SBNs*	Others	Total
	Amount	Amount	Amount
Opening Balance as at 8th November 2016	-	1,102.00	1,102.00
Add: Premitted Withdrawal	-	-	-
Less : Premitted Payment	-	-	-
Add: Amount Deposited in Banks	-	-	-
Closing Balance as at 30th December 2016	-	1,102.00	1,102.00

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

21) As the Company does not fulfill the criteria specified in section 135 of the companies Act read with rule 3 of the Companies (Corporate Social Responsibility Policy) Rule, 2014 ('CSR Rules') for three consecutive Financial Years, CSR Provisions is not applicable to the company.

22) The Company is not engaged in any operational Business activity and hence Segment reporting is not applicable to the company.

23) The previous year's figures have been regrouped & recast wherever necessary to make them comparable.

As Per our report of even date

for **A.C.MODI & ASSOCIATES**

Chartered Accountants

Firm Registration No : 116555W

For and on behalf of the Board of Directors

S/d-

S/d-

Directors

ALPESH.C. MODI

Proprietor

Membership number: 101342

Place : Mumbai

Dated: 24th May, 2017