



**KALYANI COMMERCIALS
LIMITED**

Annual Report 2018-19

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COMPANY INFORMATION

CIN:	L65923DL1985PLC021453		
BOARD OF DIRECTORS:	Mr. Shankar Lal Agarwal (Managing Director) Mr. Sourabh Agarwal (Whole Time Director) Ms. Manushree Agarwal (Non-Executive Director) Mr. Puneet Sethi (Additional Director) Mr. Alok Kumar Gupta (Non-Executive & Independent Director) Mr. Mukesh Joshi (Non-Executive & Independent Director)		
COMPANY SECRETARY AND COMPLIANCE OFFICER :	Mr. Vikramjit Singh		
BOARD COMMITTEES:			
A. AUDIT COMMITTEE :			
S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Mukesh Joshi	Chairman	Non-Executive & Independent Director
2.	Puneet Sethi	Member	Executive Director
3.	Alok Kumar Gupta	Member	Non-Executive & Independent Director
B. NOMINATION AND REMUNERATION COMMITTEE :			
S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Mukesh Joshi	Chairman	Non-Executive & Independent Director
2.	Manushree Agarwal	Member	Non-Executive Director
3.	Alok Kumar Gupta	Member	Non-Executive & Independent Director

C. SHAREHOLDERS GRIEVANCE COMMITTEE :

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Alok Kumar Gupta	Chairman	Non-Executive & Independent Director
2.	Puneet Sethi	Member	Executive Director
3.	Shankar Lal Agarwal	Member	Executive & Managing Director

D. FINANCE & INVESTMENT COMMITTEE :

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Mukesh Joshi	Chairman	Non-Executive & Independent Director
2.	Puneet Sethi	Member	Executive Director
3.	Alok Kumar Gupta	Member	Non-Executive & Independent Director

E. INTERNAL COMPLAINT COMMITTEE :

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Manushree Agarwal	Chairman	Non-Executive Director
2.	Alok Kumar Gupta	Member	Non-Executive & Independent Director
3.	Mukesh Joshi	Member	Non-Executive & Independent Director

SECRETARIAL AUDITOR :

M/s GA & Associates, Company Secretaries LLP
Address: D-176 ,Lower Ground Floor, Defence Colony ,
 New Delhi – 110024
Contact No: 011-46772203,04

BANKERS:

HDFC Bank Limited
Axis Bank Limited
Indusind Bank Limited
State Bank of India
ICICI Bank Limited
Bank of Baroda

STATUTORY AUDITORS:

M.C. Bhandari & Co., Chartered Accountants
Address: 38, Shopping Centre, Jhalwar Road,
 Kota - 324 007
Contact No: 0744-2361530, 2361042

REGISTERED OFFICE:	BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042
BRANCH OFFICE:	<p>Ganganagar Motors (Kota) Address: A-165, I.P.I.A., Road no. 5, Jhalawar Road, Kota, Rajasthan – 324005.</p> <p>BPCL Filling Station Address: Khasra No. 142 & 143, Village Vrindavan, NH-12, Jhalawar, Rajasthan – 326001.</p> <p>GD Automobiles Address: 15/2, Mathura Road, Sector27-A Faridabad-121003.</p>
REGISTRAR & SHARES TRANSFER AGENT:	<p>Skyline Financial Services Pvt. Ltd. Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Contact No: 011-64732681-88</p>
ISIN NO.:	INE610E01010
COMPANY WEBSITE:	www.kalyanicommercialsLtd.com
E-MAIL:	kalyanicommercialslimited@gmail.com

NOTICE OF 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the members of Kalyani Commercials Limited will be held on Thursday, 5th Day of September, 2019 at 9:00 A.M. at the registered office of the Company situated at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Consolidated/ Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. Sourabh Agarwal (DIN No. 02168346), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Regularisation of Appointment of Director- Mr. Puneet Sethi (DIN: 08212766)

Consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT Mr. Puneet Sethi (DIN: 08212766), who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 1st September, 2018 , in terms of Section 161 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of the Article of Associations of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**For and on behalf of the Board
KALYANI COMMERCIALS LIMITED**

Date: 07th Aug, 2019
Place New Delhi

**Sd/-
Vikramjit Singh
(Company Secretary)**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of meeting is enclosed.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
5. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 30th August, 2019 to 5th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Skyline Financial Services Private Limited.
7. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.
8. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. The ISIN of the Equity Shares of Rs.10/- each is INE610E01010.
11. Electronic copy of the Notice of Annual General Meeting and Annual Report 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2018-19 is being sent in the permitted mode.

12. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
13. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
14. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
15. For security reasons, no article/baggage will be allowed at the venue of the meeting.
16. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
17. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
18. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 30th August, 2019 then the member may obtain Login ID and other e-Voting related details from the Company.
19. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all the Special Business mentioned in the accompanying Notice:

ITEM NO. 3: Regularisation and Appointment of Mr. Puneet Sethi (DIN: 08212766) as the Director of the Company;

The Board of Directors of the Company in their Meeting held on 1st September, 2018 had appointed Mr. Puneet Sethi as the Additional Director of the Company. As per the provisions of Section 161(1) and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder Mr. Puneet Sethi can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Mr. Puneet Sethi has been working in various social fields for a long time. He possesses good management techniques and rich experience. He is competent and capable to hold the current position and provide valuable services to the Company and the work execution in a balanced manner. He possesses broad vision that shall be helpful for the Company to emerge more strongly. The Board feels that appointment and presence of Mr. Puneet Sethi on the Board will be desirable, beneficial and in the best interest of the Company and hence recommends resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members.

None of the Directors of the Company except Mr. Puneet Sethi, is concerned or interested in the proposed resolution.

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

1. Mr. Sourabh Agarwal

Brief Profile:

Mr. Sourabh Agarwal is 34 years old and has versatile experience of over 9 years. He is a Post-Graduate in the field of Business Administration. He is a man with great vision supported by strong determination and zeal for identifying potential projects. He has exposure of varied activities in Financial Management and Corporate Laws. He has a very good exposure of running financial businesses.

Disclosure of relationship between Directors inter-se:

Mr. Sourabh Agarwal is a son of Mr. Shankar Lal Agarwal.

Name	Sourabh Agarwal
Age	34 Years
Names of the Listed Companies in which the person also holds Directorship and Membership of Committees of the Board	NIL
Shareholding in the company	28400 Shares

2. Mr. Puneet Sethi

Brief Profile:

Mr. Puneet Sethi has been working in various social fields for a long time. He possesses good management techniques and rich experience. He is competent and capable to hold the current position and provide valuable services to the Company and the work execution in a balanced manner. He possesses broad vision that shall be helpful for the Company to emerge more strongly.

Disclosure of relationship between Directors inter-se:

Mr. Puneet Sethi has no relationship with other directors of the company.

Name	Puneet Sethi
Age	40 yr
Names of the Listed Companies in which the person also holds Directorship and Membership of Committees of the Board	NIL
Shareholding in the company	2100 Shares

E-voting Instructions:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Kalyani Commercials Limited (“the Company”) is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Thursday, 05th September, 2019 at 9:00 A.M.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

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

- Commencement of e-Voting: 01st September, 2019 at 9:00 A.M.
- End of e-Voting: 04th September, 2019 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 30th August, 2019.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 07th August, 2019 for the Annual General Meeting scheduled to be held on 5th September, 2019. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 01st September, 2019 (9:00 am) and ends on 04th September, 2019 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
 - A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Kalyani Commercials Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to srsecretarialadvisor@gmail.com with a copy marked to evoting@nsdl.co.in.

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th August, 2019.
- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kalyanicommercialslimited@gmail.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot user Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- viii. Ms. Akanksha Chhabra (Membership No. A34992) on behalf of M/s. GA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ix. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- x. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

**For and on behalf of the Board
KALYANI COMMERCIALS LIMITED**

Date: 07th Aug, 2019
Place New Delhi

**Sd/-
Vikramjit Singh
(Company Secretary)**

DIRECTOR'S REPORT

To
The Shareholders,

The Board of Directors hereby presents its 34th Director's Report on business and operations of the Company, along with Standalone & Consolidated Audited Financial Statements for the Financial Year ended on 31st March, 2019.

1. BACKGROUND

The Company is a Non Deposit Accepting Non-Banking Finance Company ("NBFC"), holding a Certificate of Registration (14.00928) from the Reserve Bank of India ("RBI").

2. STATE OF COMPANY'S AFFAIR

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to enhance quality and customer service and to reduce costs. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenues. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence and cost cutting initiatives.

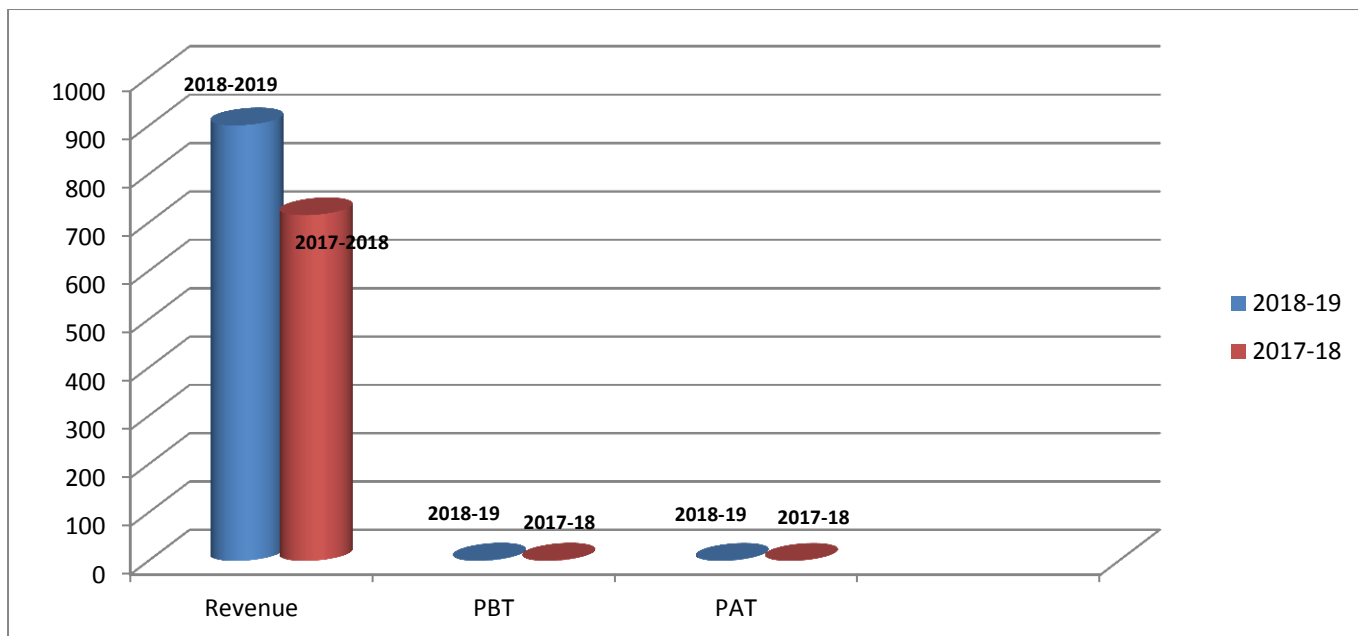
3. FINANCIAL RESULTS

The Financial performance of the Company for the financial year ended 31st March, 2019 is summarized below:-

Particulars	Consolidated		Standalone	
	For the year Ended		For the year Ended	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Total Revenue	901.47	715.79	401.60	495.58
Total Expenses	900.24	714.80	400.77	494.76
Profit Before Tax & Extraordinary Item	1.23	0.99	0.82	0.81
Extraordinary Item	0.09	-	0.09	-
Tax Expenses				
- Current Tax	0.40	0.43	0.23	0.31
- Deferred Tax Liability(Net)	(0.09)	(0.08)	(0.01)	(0.02)
- Income Tax Earlier Year	(0.03)	0.01	(0.03)	0.009
Profit After Tax	0.70	0.57	0.54	0.51
Earnings Per Share (EPS)	7.07	5.76	5.49	5.19

4. OPERATIONAL PERFORMANCE

During the period, collectively the company achieved revenue of Rs. 901.47 /- crores for the year ended 31st March, 2019 as against Rs. 715.79/- for the year ended 31st March, 2018. The Company earned a profit of Rs. **0.70**/- crores during the year ended 31st March, 2019 as against the profit of Rs. **0.57**/- crores in previous year ended 31st March, 2018.



5. DIVIDEND

The company is planning to expand and thereby would need funds to invest in future projects. It thereby regrets to not to recommend any dividend but the directors are hopeful for better results in ending future.

6. RESERVES AND SURPLUS

The Company has Rs. 66,684,752.77/- in the reserve and surplus. Out of which, the Company has transferred a reserve of Rs.1,03,662/- as required under Section 45-IC of RBI Act, 1934 to the Statutory Reserve. Other than this, the Company is not transferring any amount to reserve out the current year's surplus.

7. SHARE CAPITAL

During the year under review, the share capital of the company remains unchanged and the company has also not issued any equity shares with differential rights and sweat equity shares.

8. LISTING OF SECURITIES

The 1000000 equity shares of Rs. 10/- each of the Company are listed on **National Stock Exchange of India Limited** (NSE) w. e. f. February 13, 2017.

The Annual listing fees for the year 2018-19 have been paid to the Stock Exchange.

9. DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company conducts its business through its Subsidiaries for the various business segments in which it operates as of 31st March, 2019.

The Details of the Subsidiaries Companies are as follows:

S. No.	Company	Status	Shareholding
1.	Ganganagar Vehicles Private Limited	Subsidiary	51%
2.	Nekub Consultancy Limited *	Wholly Owned Subsidiary	99%
3.	YYKS Buildcon Limited*	Wholly Owned Subsidiary	99%

*Under the process of strike off.

Pursuant to sub-section (3) of Section 129 of the Act and rules made thereunder, the statement containing the salient feature of the financial Statement of a Company's subsidiaries, associate companies and joint venture is given herewith AOC-1 as **Annexure-I**.

Further, pursuant to Accounting Standards i.e. AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report includes the financial information of its subsidiaries.

During the financial year under review, no new Company became Subsidiary/Joint Venture/Associate of the Company.

10. BRANCHES OF THE COMPANY

During the period under review, the Company has 3 (Three) branches in Rajasthan and Haryana both. The details of such branches are mentioned herein below:

S. No.	Name	Address
1.	Ganganagar Motors (Kota)	A-165, I.P.I.A., Road no. 5, Jhalawar Road, Kota, Rajasthan – 324005.
2.	BPCL Filling Station	Khasra No. 142 & 143, Village Vrindavan, NH-12, Jhalawar, Rajasthan – 326001.
3.	GD Automobiles	15/2, Mathura Road, Sector27-A Faridabad- 121003.

11. DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was payable or outstanding as on 31st March, 2019.

The company has neither accepted nor renewed any deposits falling under chapter V of Companies Act, 2013.

12. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188(1)

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form AOC -2 as **Annexure -II**.

13. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE YEAR

Pursuant to the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr. Sourabh Agarwal, Director, is retiring by rotation in the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

During the year under review, Mr. Puneet Sethi has appointed as an Additional Director on the board of the Company w.e.f. September 01, 2018 to hold office up to the date of the ensuing Annual General Meeting of the Company and Mr. Nitesh Gupta has resigned from the board of the company w.e.f. September 01, 2018.

Further, list of directors/KMP is mentioned herein below for your reference:

LIST OF DIRECTORS AS ON 31ST MARCH, 2019:

S. No	Name	Designation
1.	Shankar Lal Agarwal	Managing Director
2.	Sourabh Agarwal	Whole-time Director

3.	Manushree Agarwal	Director
4.	Puneet Sethi	Additional Director
5.	Alok Kumar Gupta	Independent Director
6.	Mukesh Joshi	Independent Director

LIST OF KEY MANAGERIAL PERSONNEL (KMP) AS ON 31ST MARCH, 2019:

S.No.	Name	Designation
1.	Shankar Lal Agarwal	Managing Director
2.	Sourabh Agarwal	Chief Financial Officer
3.	Vikramjit Singh	Company Secretary and Compliance Officer

14. MEETINGS HELD DURING THE F.Y. 2018-2019

The Agenda and Notice of the Meetings were circulated well in advance to the respective Directors. During the year under review, 7 (Seven) Board Meetings, 4 (Four) Audit Committee Meetings, 4 (Four) Shareholder's Grievance Committee Meetings, 1(One) Nomination and Remuneration Committee Meeting, 1 (One) Internal Complaint Committee Meeting, 1 (One) Finance & Investment Committee Meeting and 1 (One) Independent Director's Committee Meeting were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e. the maximum interval between any two meetings did not exceed 120 days.

15. COMPOSITION OF COMMITTEES OF THE BOARD AS ON 31ST MARCH 2019:

a) AUDIT COMMITTEE:

In compliance with the provisions of Section 177 of the Companies Act, 2013, the primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurately and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The composition of Audit Committee of the Company is as following:

S. No	Name of Member	Designation	Category
1.	Mukesh Joshi	Chairman	Non- Executive & Independent Director
2.	Puneet Sethi	Member	Executive Director
3.	Alok Kumar Gupta	Member	Non- Executive & Independent Director

The Board has accepted all the recommendations proposed by audit committee during the Financial Year.

b) NOMINATION AND REMUNERATION COMMITTEE:

In compliance with provisions of 178(1) of the Companies Act, 2013, the purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors and to review their remuneration, consistent with criteria approved by the Board, and to recommend, for approval by the Board. The composition of Nomination and Remuneration Committee of the Company is as following:

S. No.	Name of Member	Designation	Category
1.	Mukesh Joshi	Chairman	Non- Executive & Independent Director
2.	Manushree Agarwal	Member	Non- Executive Director
3.	Alok Kumar Gupta	Member	Non- Executive & Independent Director

c) SHAREHOLDER'S GRIEVANCE COMMITTEE :

In order to comply with the Good Corporate Governance Norms the Company has constituted this committee. The purpose of the committee is to assist the Board and the Company in maintaining healthy relationships with all stakeholders. The composition of Shareholder's Grievance Committee of the Company is as following:

S. No.	Name of Member	Designation	Category
1.	Alok Kumar Gupta	Chairman	Non- Executive & Independent Director
2.	Shankar Lal Agarwal	Member	Executive Director
3.	Puneet Sethi	Member	Executive Director

d) FINANCE AND INVESTMENT COMMITTEE:

The Board of Directors has constituted Finance and Investment Committee to assist it in overseeing acquisitions and investments made by the Company and provide oversight on key investment policies of the Company. The composition of Finance and Investment Committee is as following:

S. No.	Name of Member	Designation	Category
1.	Mukesh Joshi	Chairman	Non- Executive & Independent Director
2.	Alok Kumar Gupta	Member	Non- Executive & Independent Director
3.	Puneet Sethi	Member	Executive Director

e) INTERNAL COMPLAINT COMMITTEE :

The Board of Directors has constituted Internal Complaint Committee pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the purpose of adhering the Complaints of employees regarding Sexual Harassment.

S. No.	Name of Member	Designation	Category
1.	Manushree Agarwal	Chairman	Non- Executive Director
2.	Alok Kumar Gupta	Member	Non- Executive & Independent Director
3.	Mukesh Joshi	Member	Non-Executive & Independent Director

16. DECLARATION BY INDEPENDENT DIRECTOR

The Independent Directors have submitted their declarations of independence, as required pursuant to provisions of section 149(7) of the Act, stating that they meet the criteria of independence as provided in subsection (6) and Regulation 25 of Listing Regulations.

17. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR

In terms of regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company familiarizes the Directors about their role and responsibility at the time of their appointment through a formal letter of appointment. All new independent directors inducted into the Board attend an orientation program. Presentations are regularly made at the meetings of the Board and its various Committees on the relevant subjects. The details of programs for familiarization of Independent Directors can be accessed on the Company's website.

18. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- 1.) in the preparation of annual accounts for the financial year ended 31st March, 2019 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 2.) 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 Companies as at 31st March, 2019 and of the loss of the Company for the period ended on that date;
- 3.) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- 4.) the Directors have prepared the annual accounts on a going concern basis;
- 5.) the Directors have laid down proper internal financial controls to be followed by the company and such internal financial control and adequate and were operating effectively ; and
- 6.) the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively .

19. DETAILS OF FRAUD REPORTED BY AUDITOR

In terms of sub clause 3 (c) (a) of Section 134 of Companies Act, 2013, there have been no frauds reported by the Auditors under sub section (12) of section 143 other than which are reportable to Central Government.

20. CORPORATE GOVERNANCE REPORT

As per Regulation 15 of the SEBI (Listing Regulations and Disclosure Obligations Requirements) Regulations, 2015, the provisions of Chapter IV of the said Listing Regulations, 2015, the Compliance with the corporate governance provisions as specified in Regulations 17, [17A,] 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not be mandatory, for the time being, in respect of the following class of companies:

- A. The listed entity having Paid up Equity Share Capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs.25 Crore, as on the last day of the previous financial year;
- B. The Listed Entity which has listed its specified securities on the SME Exchange.

Since the Company is neither listed exclusively on the SME Exchange nor its paid-up share capital and net-worth exceeds the prescribed threshold limits therefore, Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 are not applicable on the Company.

21. BOARD EVALUATION

In pursuant to applicable Sections of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated a framework and criteria to evaluate the performance of the entire Board of the Company, its Committees and Individual Director including Independent Directors.

The Independent Directors has met separately without any presence of Non-Independent Director and member of management to discuss the performance of Non-Independent Directors and Board as a whole.

22. SECRETARIAL AUDIT

As required under Section 204 (I) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s GA & Associates, Company Secretaries LLP to conduct the Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report received from them form part of Annual Report as **Annexure III**.

23. SECRETARIAL AUDITORS' REPORT

The Secretarial Auditor remarks are self-explanatory and do not require any clarification from the Board except the following:

- CIC Registration as provided under the **Reserve Bank of India** Circular No. DNBS (PD).CC. No 200 / 03.10.001/ 2010-11 dated 17th September, 2010 and related notifications issued in relation of the same, has not been acquired by the Company.
- Pursuant to SEBI Circular No-SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 wherein Issuer Companies through their RTA shall take special efforts to collect copy of PAN, and bank account details of all securities holders holding securities in physical form, While collecting the details, RTAs shall ensure that they send a letter under registered/ speed post seeking PAN and bank details (a copy of the Pan card and original cancelled cheque leaf/ attested bank passbook showing the name of account holder) within 90 days of the circular and two reminder thereof after the gap of 30 days. All the 3 letters will have 21 days' notice period to provide the details.
 - a) With respect to the same, the Company through their RTA has not sent the letters the shareholders under registered/ speed post seeking Pan and Bank details within 90 days of this circular and further, no such two reminders were given after the gap of 30 days. All these 3 letters were required to have 21 days' notice period to provide the details.

Board Clarification: The Board assures that the Company will comply with all the provisions of the Non – Banking Financial Companies Prudential Norms in due course and in respect of the above mentioned SEBI Circular, the Company has received PAN details of some of the shareholders.

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

Pursuant to Section 186(11) of the Companies Act, 2013, disclosure under Section 134(3) (g) of the Companies Act, 2013 is not applicable on the Company.

25. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in form MGT-9 as required under Section 134(3) of the Companies Act, 2013, are included in this report as **Annexure – IV** and are also available on the Company's website viz. <http://kalyanicommercialsLtd.com/>.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

27. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The Board of Directors in its meeting held on 28th June 2019 has decided to surrender its Certificate of Registration (COR) bearing Regd. No. 14.00928 as a non - deposit accepting Non-Banking Financial Company (NBFC) issued by the Reserve Bank of India (RBI), dated 2nd June, 1998, consequently the Company has ceased to carry its NBFI activities.

In addition to above, there have been no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the Company to which the financial statements relate and till the date of this annual report.

28. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there is no changes occurred in the nature of business of the Company.

29. SECRETARIAL STANDARDS OF ICSI

Your Company is in compliance with all the applicable Secretarial Standards as specified by the Institute of Company Secretaries of India.

30. STATUTORY AUDITORS

In accordance with the provisions of Section 139 of the Act and the rules framed there under, M/s M.C. Bhandari & Co., Chartered Accountants were re-appointed as statutory auditors of the Company in the Annual General Meeting held on 1st September, 2017 for a period of five years i.e. till the conclusion of the AGM to be held in the year 2022.

31. STATUTORY AUDITORS' REPORT

The observation made by the Auditors are self – explanatory and do not require any further clarifications. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

32. PARTICULARS OF EMPLOYEES

The information as per Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as **Annexure V**.

- (i). The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19:

S. No.	Directors	Ratio to median remuneration
1	Mr. Shankar Lal Agarwal	3.51:1
2	Mr. Sourabh Agarwal	5.01:1
3	Mr. Alok Kumar Gupta	NIL
4	Mr. Puneet Sethi	10.03:1
5	Ms. Manushree Agarwal	NIL
6	Mr. Mukesh Joshi	NIL

- (ii). There has been **16.67%** increase in the remuneration of Managing Director and **30.30%** Company Secretary and there has been no change in the remuneration of Whole Time Director/CFO of the Company in the financial Year 2018-2019.
- (iii). As, Mr. Puneet Sethi was appointed as Executive Director w.e.f September 01, 2018, hence his ratio to median remuneration is 10.03:1
- (iv). There has been **1.77%** decrease in the median remuneration of employees in the financial year 2018-19.
- (v). The total number of permanent employees on the rolls of the Company during the financial year was **284**.
- (vi). There has been an average percentile increase of **18.32%** in the salaries of employees and managerial personnel as well. The total remuneration to employees for the Financial Year 2018-19 was Rs. 4,23,49,316/- as compared to Rs. 3,57,91,892/- in the Financial Year 2017-18.
- (vii). The Company affirms that remuneration given is as per the remuneration policy of the Company.

However, as per the provisions of Section 136 of the Act, the Report and Accounts are being sent to all the members excluding the information on particulars of employees which is available for inspection by the members at the

Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

33. DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014

No Directors/employees of the Company was in receipt of amount exceeding a salary of Rs. 8,50,000/- per month or more when employed for a part of the financial year and Rs. 1,02,00,000/- per annum or more when employed for whole of the year ,under the provision of Rule 5 (2) & (3) of The Companies(Appointment And Remuneration) Rules, 2014, as amended from time to time.

34. HUMAN RESOURCES

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nature this asset. The company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operation of the Company. It looks at the employee's entire life cycle, to ensure timely interventions and help build a long-lasting and fruitful career.

35. CORPORATE POLICY

We seek to promote and follow the highest level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company viz. <http://kalyanicommercialsLtd.com/>.

The Policies are reviewed periodically by the Board and updated on the basis of need and new Compliance.

The Key Policies are as follows:

Name of the Policy	Brief Description
VIGIL MECHANISM/WHISTLE BLOWER POLICY	This policy has been established with a view to provide a tool to Directors and Employees of the Company to report to Management genuine concerns including unethical behavior, actual or suspected fraud or violation of the code or the policy. The Policy also provides for adequate safeguards against victimization of Director(s)/Employee(s) who avail of the mechanism and also provides for direct access to the chairman of the Audit Committee in exceptional cases.
REMUNERATION POLICY	The Board has on the recommendation of Nomination and Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.
POLICY FOR DETERMINING MATERIALITY OF EVENT OR INFORMATION	The Objective of this policy is to outline the guidelines to be followed by the Company for consistent, transparent and timely public disclosures of material information events/information and to ensure that such information is adequately disseminated to the stock Exchange(s) where the securities of the Company are listed in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.
POLICY OF PRESERVATION OF RECORDS	This policy sets the Standards for classifying, managing and storing the records of the Company. The Purpose of this policy is to establish framework for effective records Management and the process for Subsequent archival of such records.

KYC AND AML POLICIES	This policy is made to prevent criminal elements from using Company for money laundering activities and to enable the Company to know/ understand its customers and their financial dealings better which, in turn, would help the Company to manage risks prudently
TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS	This has prescribed the code of conduct terms and conditions of appointment of the Independent Directors, which are subject to the extant provisions of the applicable laws, including the Companies Act, 2013 ('2013 Act') and Clause 49 of the Listing Agreement (as amended from time to time).
FAIR PRACTICE CODE	This Code prescribes the guidelines to cover the general principles on adequate disclosures on the terms and conditions of a loan and adopting a non-coercive recovery method.
POLICY FOR DETERMINING MATERIAL SUBSIDIARIES	The Board has adopted a policy for determining material subsidiaries.
INSIDER TRADING PROHIBITION CODE PURSUANT TO (SEBI (PIT) REGULATIONS, 2015	This Code has been formulated to regulate, monitor and report trading by the Designated Persons to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Code is prescribed to ensure that the Designated Persons do not trade in the Securities of the Company when in possession of UPSI, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons. The Policy was amended in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018, incorporating 'legitimate purpose' in connection with sharing of UPSI.
POLICY ON RELATED PARTY TRANSACTION(S)	In compliance with the Listing Regulations, the Company has the policy for transactions with Related Parties (RPT Policy). During the year, the Company has revised its Policy on dealing with Materiality of Related Party Transactions, in accordance with the amendments to the applicable provisions of the Listing Regulations. The RPT Policy is available on the Company website.
POLICY ON FAMILIARIZATION OF INDEPENDENT DIRECTORS	This policy has been formulated to familiarize the independent directors with the Company, the functions of the Company and specify their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various Programs.

36. REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

The Board confirms that no complaints/ cases has been filed / pending with the Company under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year 2017-18. Further an Internal Complaints Committee has been set up to redress complaints, if any, received regarding sexual harassment. All employees (permanent, contractual temporary, trainees) are covered under this policy.

37. DISCLOSURE ABOUT COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's for the FY 2018-19.

38. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

39. EMPLOYEE STOCK OPTIONS DETAILS

During the year under review, the Company has no Employee's Stock Options schemes.

40. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2019 and is annexed as **Annexure- VI** of this Annual Report for the reference of the stakeholders.

41. INTERNAL AUDIT & CONTROL

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

Further, pursuant to Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, Ms. Pratibha Jain of M/s. R.L. Vijayveeriy & Co., Chartered Accountants, having ICAI Membership No. 417338, is the Internal auditor of the Company who is performing all the duties as required to be performed by the Internal auditor under the Companies Act, 2013.

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

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. During the year under review, the Company had no earnings and expenditure in foreign exchange.

43. ACKNOWLEDGEMENT AND APPRECIATION

Your Directors would like to express their grateful appreciation for assistance and cooperation received from the Banks, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the Executives, staff and workers of the Company at all levels.

**By the order of the Board
For Kalyani Commercials Limited**

**Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166, Shalimar Bagh,
New Delhi- 110088**

**Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088**

**Date: 07th August, 2019
Place: New Delhi**

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part: "A" Subsidiaries

By the order of the Board

1.	Name of Subsidiary	Ganganagar Vehicles Private Limited
2.	Reporting period for the subsidiary concerned	2018-19
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Rs.
4.	Share capital	8,00,00,000
5.	Reserves & surplus	45,36,593
6.	Total assets	1,21,19,87,862
7.	Total Liabilities	1,12,74,51,269
8.	Turnover	49,98,91,6,671
9.	Profit before taxation	41,25,377
10.	Provision for taxation	1671530 (deferred Tax exp -714353)
11.	Profit after taxation	31,68,200
12.	Proposed Dividend	Nil
13.	% of shareholding	51.08%
14.	Names of subsidiaries which are yet to commence operations	
15.	Names of subsidiaries which have been liquidated or sold during the year.	(1) YYKS Buildcon Limited (2) NEKUB Consultancy Limited <u>These Companies Are Under The Process Of Strike Off</u>

For Kalyani Commercials Limited

Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166, Shalimar Bagh,
New Delhi- 110088

Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088

Date: 07th August, 2019
Place: New Delhi

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis- N.A.

- Name(s) of the related party and nature of relationship:
- Nature of contracts/arrangements/transactions:
- Duration of the contracts / arrangements/transactions:
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions:
- Date(s) of approval by the Board :
- Amount paid as advances, if any:
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: As table given below:

S.No.	Particulars	Details of the Parties							
		Kota Trucks Private Limited		Argent Leasing & Finance Private Ltd.		Ganganagar Vehicles Private Limited		Mala Agarwal	Sourabh Agarwal
a)	Name(s) of the related party and nature of relationship	Kota Trucks Private Limited		Argent Leasing & Finance Private Ltd.		Ganganagar Vehicles Private Limited		Mala Agarwal	Sourabh Agarwal
b)	Nature of contracts / arrangements/ transactions	Purchases	Sales	Purchases	Sales	Purchases	Sales	Payment of Lease Rent	Payment of Lease Rent
c)	Duration of the contracts/arrangements/ transaction	1 Year	1 Year	1 Year	1 Year	1 Year	1 Year	60 Months	60 Months
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On Purchase order Basis	On order Basis	On Purchase order Basis	On order Basis	On Purchase order Basis	On order Basis	As per Lease agreement	As per Lease agreement
e)	Date(s) of approval by the Board, if any	25 th May, 2018	25 th May, 2018	25 th May, 2018	25 th May, 2018	25 th May, 2018	25 th May, 2018	30 th May 2017	30 th May 2014
f)	Amount paid as advances, if any	-	-	-	-	-	-	-	-

By the order of the Board
For Kalyani Commercials Limited

Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166, Shalimar Bagh,
New Delhi- 110088

Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088

Date: 07th August 2019
Place: New Delhi

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,
The Members,
Kalyani Commercial Limited

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/S KALYANI COMMERCIAL LIMITED** (hereinafter called as “the Company”) for the financial year ended on 31st March, 2019 (hereinafter called as the “period under review”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-Mechanism in place to the extent, in the manner but subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, checked the applicability of the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under; **Not applicable during the period under review.**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **Not applicable during the period under review.**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable during the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable during the period under review.**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable during the reporting period.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not applicable during the period under review.**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **Not Applicable during the period under review.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable during the period under review.**
- (vi) Reserve Bank of India Act, 1934;
- (vii) Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015;

(viii) Applicable Labour laws:

- a) Payment of Gratuity Act, 1972;
- b) Maternity Benefit Act, 1961;
- c) Employees Provident Fund Act, 1952;
- d) Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- e) Payment of Wages Act, 1936

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with Stock Exchanges; **Not Applicable during the period under review as no new listing agreement has been executed.**

During the period under review and as per the explanations and clarifications given to us and the representations made by the management, the Company has complied with the provisions of applicable Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations:

- CIC Registration as provided under the **Reserve Bank of India** Circular No. DNBS (PD).CC. No 200 / 03.10.001/ 2010-11 dated 17th September, 2010 and related notifications issued in relation of the same, has not been acquired by the Company.
- Pursuant to SEBI Circular No-SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 wherein Issuer Companies through their RTA shall take special efforts to collect copy of PAN, and bank account details of all securities holders holding securities in physical form, While collecting the details, RTAs shall ensure that they send a letter under registered/ speed post seeking PAN and bank details (a copy of the Pan card and original cancelled cheque leaf/ attested bank passbook showing the name of account holder) within 90 days of the circular and two reminder thereof after the gap of 30 days. All the 3 letters will have 21 days' notice period to provide the details.
 - b) With respect to the same, the Company through their RTA has not sent the letters the shareholders under registered/ speed post seeking Pan and Bank details within 90 days of this circular and further, no such two reminders were given after the gap of 30 days. All these 3 letters were required to have 21 days' notice period to provide the details.

We further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notices were given to all Directors to schedule the Board Meetings. Also, agenda and detailed notes on Agenda were sent to all the Directors at least seven days in advance. Also, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For GA & Associates
Company Secretaries LLP**

**Sd/-
Akanksha Chhabra
COP No. 22174
Membership No. A34992**

Date: 05/08/2019

Place: New Delhi

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

'Annexure'

To,
The Members,

Kalyani Commercial Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, We have obtained the Management Representation Letter about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

For GA & Associates
Company Secretaries LLP

Sd/-
Akanksha Chhabra
COP No. 22174
Membership No. A34992

Date: 05/08/2019
Place: New Delhi

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN
(As on financial year ended 31.03.2019)**

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

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L65923DL1985PLC021453
ii.	Registration Date	08/07/1985
iii.	Name of the Company	Kalyani Commercials Limited
iv.	Category/Sub-category of the Company	Company having Share Capital
v.	Address of the Registered Office	BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road New Delhi- 110 042
vi.	Whether listed Company	Yes
vii.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 02 Contact No: 011-64732681-88

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
i.	Vehicles and Vehicle Body	99622813	91.66%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S.No.	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Ganganagar Vehicles Private Limited Address: BG-223 Sanjay Gandhi Transport Nagar, GT Karnal Road New Delhi 110042	U50500DL2016PTC303464	Subsidiary Company	51.08%	Section 2(87)(ii)
2.	Nekub Consultancy Limited* Address: BG-223 Sanjay	U74999DL2017PLC314466	Whole owned Subsidiary	99.98%	Section

	Gandhi Transport Nagar, GT Karnal Road New Delhi 110042.		Company		2(87)(ii)
3.	YYKS Buildcon Limited* Address: BG-223 Sanjay Gandhi Transport Nagar, GT Karnal Road New Delhi 110042.	U70109DL2017PLC314459	Whole owned Subsidiary Company	99.98%	Section 2(87)(ii)

*Nekub Consultancy Limited & YYKS Buildcon Limited are under the process of strike off.

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) *Individual/HUF	531400	0	531400	53.14	531400	0	531400	53.14	0.00
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0.00
c) Bodies Corporate	0	0	0	0	0	0	0	0	0.00
d) Bank/FI	0	0	0	0	0	0	0	0	0.00
e) Any other	0	0	0	0	0	0	0	0	0.00
		0							
*SUB TOTAL:(A) (1)	531400	0	531400	53.14	531400	0	531400	53.14	0.00
(2) Foreign									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0.00
b) Other Individuals	0	0	0	0	0	0	0	0	0.00

c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any other	0	0	0	0	0	0	0	0	0.00
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0.00
*Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	531400	0	531400	53.14	531400	0	531400	53.14	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks/FI	0	0	0	0	0	0	0	0	0.00
c) Central govt.	0	0	0	0	0	0	0	0	0.00
d) State Govt.	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIIS	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (Individual)	0	0	0	0	0	0	0	0	0.00
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0.00
(2) Non Institutions									
a) Bodies corporate	100	0	100	0.01	0	100	100	0.01	0.00

i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i)* Individual shareholders holding nominal share capital upto Rs.2 lakhs	454600	0	454600	45.46	0	454600	454600	45.46	0.00
ii)* Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	0	0	0	0	0	0	0	0.00
c) Others (HUF)	13900	0	13900	1.39	0	13900	13900	1.39	0.00
*SUB TOTAL (B)(2):	468600		468600	46.86	0	468600	468600	46.86	0.00
*Total Public Shareholding (B)= (B)(1)+(B)(2)	468600		468600	46.86	0	468600	468600	46.86	0.00
C. Shares held by Custodian for GDRs & ADRs	0		0	0	0	0	0	0	0.00
*Grand Total (A+B+C)	1000000		1000000	100	0	1000000	1000000	100	0.00

(ii) Shareholding of promoters

S.No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during
		No of Shares	% of total Shares of the Company	% of shares Pledged encumbe	No of shares	% of total shares of the Company	% of shares pledged encumbered to total	

				redto total shares			shares	the year
1	Shankar Lal Agarwal	418000	41.80	0	418000	41.80	0	0.00
2	Mala Agarwal	45000	4.50	0	45000	4.50	0	0.00
3	Shankar Lal Agarwal(HUF)	40000	4.00	0	40000	4.00	0	0.00
4	Sourabh Agarwal	28400	2.84	0	28400	2.84	0	0.00
	Total	531400	53.14	0	531400	53.14	0	0.00

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

Particulars	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	531400	53.14	531400	53.14
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	531400	53.14	531400	53.14

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

S. No.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Suresh Kumar Agarwal	19200	1.92	19200	1.92
2	Amit Walia	15000	1.50	15000	1.50

3	Kavita Joshi	14800	1.48	14800	1.48
4	Akhil Agarwal HUF	12000	1.20	12000	1.20
5	Narendra Kumar Sharma	10800	1.08	10800	1.08
6	Puja Sharma	8600	0.86	8600	0.86
7	Ghanshyam Prasad Gupta	6900	0.69	6900	0.69
8	Akshay Agarwal	6500	0.65	6500	0.65
9	Amit Aggarwal	6400	0.64	6400	0.64
10	Akhil Agarwal	6300	0.63	6300	0.63

(v) Shareholding of Director's & Key Managerial Personnel's:

S. No.	Particulars	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Shankar Lal Agarwal	418000	41.8	418000	41.8
2	Sourabh Agarwal	28400	2.84	28400	2.84
3	Mukesh Joshi	500	0.05	500	0.05
4	Puneet Sethi	2100	2.10	2100	2.10

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	735708755.59	31309641.00	1956158.85	768974555.44
ii) Interest due but not paid	5456843.91	2822333.00	0.00	8279176.91
iii) Interest accrued but not	0.00	0.00	0.00	0.00

due				
Total (i+ii+iii)	741165599.5	34131974	1956158.9	777253732.35
Change in Indebtedness during the financial year				
Additions	8478360253.52	5660209.00	172800.00	8484193262.52
Reduction	8650295570.47	0.00	52947.00	8650348517.47
Net Change	-171935317	5660209	119853	-166155255
Indebtedness at the end of the financial year				
i) Principal Amount	569230282.55	39792183.00	2076011.85	611098477.40
ii) Interest due but not paid	2454361.88	3471221.00	0.00	5925582.88
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	571684644.43	43263404.00	2076011.85	617024060.28

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Director and/or Manager & Executive Director:

B. Remuneration to other Directors

S. No.	Name of the MD/WTD/Manager/Executive Directors				Total Amount
1	Gross salary	Shankar Lal Agarwal	Sourabh Agarwal	Puneet Sethi (appointed w.e.f 01/09/2018)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	4,20,000	6,00,000	12,00,000	22,20,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax	0	0	0	0
2	Stock option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as % of profit	0	0	0	0
5	Others (specify)	0	0	0	0
	Total (A)	4,20,000	6,00,000	12,00,000	22,20,000
	Ceiling as per the Act	8,50,000	8,50,000	8,50,000	1,02,00,000

S. No.	Particulars of Remuneration	Name of the Directors		Total Amount
		Mukesh Joshi	Alok Kumar Gupta	
1	Independent Directors	0	0	0
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	0	0	0
2	Other Non-Executive Directors	Manushree Agarwal	Nitesh Gupta (resigned w.e.f 01/09/2018)	Total Amount
	(a) Fee for attending board committee meetings	0	0	0
	(b) Commission	0	0	0
	(c) Others please specify.	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	0	0	0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act	0	0	0

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
	Gross Salary		Vikramjit Singh	Sourabh Agarwal	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0	5,16,000.00	0	5,16,000.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	0	0	0	0
2	Stock Option	0	0	0	0

3	Sweat Equity	0	0	0	0
4	Commission as % of profit others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	5,16,000.00	0	5,16,000.00

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	No Penalties, Punishments or Compounding of Offences				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	No Penalties, Punishments or Compounding of Offences				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	No Penalties, Punishments or Compounding of Offences				
Punishment					
Compounding					

**By the order of the Board
For Kalyani Commercials Limited**

**Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE-166, Shalimar Bagh,
New Delhi- 110088**

**Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh
New Delhi- 110088**

**Date: 07th August, 2019
Place: New Delhi**

Information as per Section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of Top Ten Employees in terms of Remuneration Drawn

S. No.	Name of Employee	Designation	Remuneration Received (in Rs.)	Nature of Employment	Qualifications	Experience	Date of commencement of employment	Age	Last Employment held	Percentage of shares held	Whether relative of any Director/Manager
1.	Manish Jhamb	General Manager (Sales)	8,10,000	Regular	B.Com	19 Years	01/07/2008	48	Uasha Arth Movers	0.02	No
2.	Jayant Sharma	Deputy General Manager (Spare)	6,00,000	Regular	M.A	8 Years	02/09/2002	53	Pushpa Motors	Nil	No
3.	Rajesh Ojha	Senior Manager (Spare)	6,00,000	Regular	Senior Secondary	17 Years	01/09/2006	56	N.A.	Nil	No
4.	Anil Singh Shekhawat	Business Manager (Sales)	6,00,000	Regular	M.B.A	5 Years	07/02/2014	36	Eicher Motors	Nil	No
5.	Rakesh Kumar	Executive (Insurance)	5,89,377	Regular	MBA	5 Years	01/06/2014	25	N.A.	Nil	No
6.	Aditya Banerjee	Deputy General Manager (Accidental)	5,33,000	Regular	Senior Secondary & Diploma	11 Years	01/07/2008	51	Rajesh Motors	Nil	No
7.	Mukesh Panchal	Deputy General Manager (Accounts)	5,18,400	Regular	B.Com & M.B.A	14 Years	01/04/2005	38	N.A.	0.04	No
8.	Mahipal Singh Hada	Deputy General Manager (Accounts)	4,97,400	Regular	B.Com & M.B.A	17 Years	01/04/2005	40	N.A.	0.04	No
9.	Rajpal Choudhary	Business Manager (Sales)	4,86,000	Regular	B.Com	17 Years	01/04/2011	47	N.A.	0.04	No
10.	Pawan Kumar Mishra	Manager	4,45,425	Regular	ITI+ Diploma	12 Years	06/12/2017	32	N.A.	Nil	No

**By the order of the Board
For Kalyani Commercials Limited**

**Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166, Shalimar Bagh,
New Delhi- 110088**

**Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088**

**Date: 07th August, 2019
Place: New Delhi**

Management Discussion and Analysis Report

INDUSTRY OVERVIEW

NBFCs have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help fill the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas.

The NBFC segment has witnessed considerable growth in the last few years and is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

NBFCs have been at the forefront of catering to the financial needs and creating livelihood sources of the so-called non bankable masses in the rural and semi-urban areas. Through strong linkage at the grassroots level, they have created a medium of reach and communication and are very effectively serving this segment. Thus, NBFCs have all the key characteristics to enable the government and regulator to achieve the mission of financial inclusion in the given time.

OUR INDUSTRY SEGMENT

The Non-Banking Financial Companies (NBFC) Sector is still struggling for its growth in India. The NBFC Sector is doing much better all over the world as compared to Asian Countries as the general perception about NBFC in the mind of public is still hazy.

BUSINESS

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

OPPORTUNITIES AND THREATS

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

OUTLOOK AND FUTURE PROSPECTS

Competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

RISKS & CONCERNS

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- ❖ Identification of the diverse risks faced by the company.

- ❖ The evolution of appropriate systems and processes to measure and monitor them.
- ❖ Risk management through appropriate mitigation strategies within the policy framework.
- ❖ Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- ❖ Reporting these risk mitigation results to the appropriate managerial levels.

SUBSIDIARY COMPANY

S. No.	Company	Subsidiary/Joint Venture/Associates Company	Shareholding
1	Ganganagar Vehicles Private Limited	Subsidiary	51%
2	Nekub Consultancy Limited *	Wholly owned Subsidiary	99%
3	YYKS Buildcon Limited*	Wholly owned Subsidiary	99%

*Nekub Consultancy Limited and YYKS Buildcon Limited** are under the process of strike off.*

HUMAN RESOURCES

The Company's relations with the employees continued to be cordial.

FINANCIAL RESULTS

The Financial performance of the Company for the financial year ended 31st March, 2019 is summarized below:-

(Rs. In Crore, except EPS)

Particulars	Consolidated		Standalone	
	For the year Ended		For the year Ended	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Total Revenue (I)	901.48	715.79	401.60	495.58
Total Expenses (II)	900.24	714.80	400.77	494.76
Profit Before Tax & Extraordinary Item	1.23	0.99	0.82	0.81
Extraordinary Item	0.09	-	0.09	-
Tax Expenses				
- Current Tax	0.40	0.43	0.23	0.31
- Deferred Tax Liability(Net)	(0.09)	(0.08)	(0.01)	(0.02)
- Income Tax Earlier Year	(0.03)	0.01	(0.03)	(0.009)
Profit After Tax	0.70	0.57	0.54	0.51
Earnings Per Share (EPS)	7.07	5.76	5.49	5.19

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE

The company operates in two segments. Hence segment wise performance is discussed as follows:

❖ Primary Segment: Business Segment

Based on the guiding principles given in Accounting Standard AS –17 “Segment Reporting” notified under Companies (Accounting standard) Rules 2006, the Company’s operating business are organized and managed separately according to the nature of products.

The Two identified reportable segments. One is Automobile segment in which trading of vehicle and servicing (Including Heavy Commercial Vehicles, Two Wheeler and Three wheelers) and other includes NBFC Division and Retail out let of petroleum products (BPCL).

❖ Secondary Segment: Geographical segment

Since the company’s activities/operations are primarily with in the country and considering the nature of products/services it deals in, the risk and returns are same and as such there is only one geographical segment.

The following is the distributions of the company’s consolidated revenue by geographical markets, regardless of where the goods/services were produced.

Particulars	(Rs. In Lacs)	
	2018-19	2017-18
Revenue from Domestic Market	40130.87	49534.30
Revenue from Overseas Market	0.00	0.00
Total	40130.87	49534.30

The company has assets for producing goods for domestic market and no assets for overseas markets

❖ Segment accounting polices:

In addition to the significant accounting policies applicable to the business segment, the accounting policies in relation to segment accounting are as under:

i) Segment revenue & expenses:

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of creditors & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in in the Automobile Division. While most of the assets/liabilities directly attributed to individual segments.

iii) Inter segment sales:

Inter segment revenues between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is Automobile division and funds provided by the Automobile division to other division and interests on such balances are not charged.

iv) Information about business segments :

For the year ending as on 31st March 2019

Particulars	Automobile		Others		Total	
	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year
Segment Revenue :						
External sales/income (Net)	44702.82	52423.92	733.81	1171.85	45436.63	53595.77
Other receipt	25.71	26.93	0.00	0.00	25.71	26.93
Total Revenue	44728.52	52450.85	733.81	1171.85	45462.34	53622.70
Segment Results :						
Segments results	73.80	90.03	4.35	1.01	78.15	91.04
Unallocated expenses (Net)	0.00	0.00	0.00	0.00	0.00	0.00
Operation profit before Interest	653.81	566.80	4.45	1.04	658.26	567.84
Financial exp.	580.01	476.77	0.10	0.03	580.11	476.80
Income tax current/Earlier Year	26.53	31.32	0.00	0.00	26.53	31.32
Less: Deferred tax Liability	-3.04	-2.34	0.00	0.00	-3.04	-2.34
Net Profit	50.31	61.05	4.35	1.01	54.66	62.06
Other Information :						
Segment Assets	6672.98	6839.79	101.82	97.06	6774.80	6936.85
Inter Branch	0.00	0.00	0.00	0.00	0.00	0.00
Unallocated assets						
Total Assets	6672.98	6839.79	101.82	97.06	6774.80	6936.85
Segmets Liabilities :						
Share Capital	100.00	100.00	0.00	0.00	100.00	100.00
Reserve & Surplus	458.59	408.29	101.41	97.06	560.00	505.35
Secured & Unsecured Loan	3796.75	4488.64	0.00	0.00	3796.75	4488.64
Segment liabilities	2317.64	1842.86	0.41	0.00	2318.05	1842.86
Unallocated liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Total Liabilities	6672.98	6839.79	101.82	97.06	6774.80	6936.85
Capital Expenditure	41.60	82.43	0.00	0.00	41.60	82.43
Depreciation	74.43	75.86	0.00	0.00	74.43	75.86

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilization.

As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the, an Information Security Assurance Service is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

CAUTIONARY STATEMENT

This report describing the Companies activities, projections about future estimates, assumptions with regard to global economic conditions, government policies, etc. may contain "forward looking statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

**By the order of the Board
For Kalyani Commercials Limited**

**Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166, Shalimar Bagh,
New Delhi- 110088**

**Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088**

**Date: 07/08/2019
Place: New Delhi**

Independent Auditors' Report on Consolidated Financial Statements

**To
The Members of
Kalyani Commercials Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Kalyani Commercials Limited ("the Company") and its subsidiary (the company and its subsidiary together referred to as "The Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India, of the state of affairs of the Group as at March 31, 2019, the Consolidated profit and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We did not find any such matter determined to be the key audit matters to be communicated in our report.

KEY AUDIT MATTERS	AUDITORS' RESPONSE
1. Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances	Principal Audit Procedures We assessed the Company's process to identify the impact of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: <ul style="list-style-type: none">• Evaluated the design of internal controls relating to implementation of the revenue accounting standard.• Selected a sample and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction

price. We carried out a combination of procedures involving enquiry, observation, re-performance and inspection of evidence in respect of operation of these controls.

- Tested the relevant information of management controls relating to sales and service and other related information used in recording and disclosing revenue in accordance with the revenue accounting standard.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting standard specified u/s 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors of the company included in the Group are also responsible for overseeing the financial reporting process of Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Statement of consolidated Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated 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 March 31, 2019 taken on record by the Board of Directors of the company and its subsidiary incorporated in India and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the group companies incorporated in India, is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". which is based on auditors Reports of the company and its subsidiary company incorporated in India . Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for reasons stated therein.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated financial statements do not have any pending litigations which would impact its financial position.
 - ii. The Company and its Subsidiary company incorporated in India did not have any long term contract including derivative contract for which there were any material foreseeable losses.
 - iii. There were no amount required to be transferred, to the Investor Education and Protection Fund by the Company and its Subsidiary company incorporated in India.

For **M C BHANDARI & CO.**
Chartered Accountants
(Firm's Registration No. 303002E)

CA S.K. MAHIPAL
Partner
(Membership No.70366)

Place: Kota,
Date: May 28, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting of Kalyani Commercials Limited (‘the Holding Company’) and its subsidiary companies which are companies incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, are 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 the 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’) issued by ICAI 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 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 auditors' 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 and the Audit evidence obtained by the other Auditors of The Subsidiaries companies ,which are companies incorporated in India ,in terms of their reports referred to in the other matters paragraph below , 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to the explanation given to us, the Holding Company and its subsidiary companies, have 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 2018, 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 ICAI.

Opinion

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

For **M C BHANDARI & CO.**
Chartered Accountants
(Firm Registration No.303002E)

CA S.K. MAHIPAL
Partner
(Membership No.70366)

Place: Kota,
Date: May 28, 2019

Note – 1

SCHEDULE ANNEXED TO AND FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31.03.2019, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE :-

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of Accounting

These Consolidated financial statements of the Kalyani Commercials Limited ('The Company ') and its subsidiaries (together the 'Group) have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

(ii) Principle of consolidation

The Consolidated financial statements have been prepared on the following basis :

The Financial Statement of The company and its subsidiary Company have been combined on a line by line basis by adding together the book value of Like item of assets ,liabilities ,Income and expenses , after fully eliminating intra group balances and intra group transaction resulting in unrealized profit or losses .

The consolidated financial statements have been prepared using uniform accounting policies for like transaction and other event in similar circumstances and are presented in the same manner as the company separate financial statement.

Minority Interest in the net Assets of the consolidated subsidiary consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity subsequent to the dates of investments .

The

(b) The Companies considered in the consolidated financial statements are :

Name of the group company	Country of incorporation	% of ownership as at 31.03.2019	% of ownership as at 31.03.2018
Subsidiaries			
Ganganagar Vehicles Private Limited	India	51.08%	51.08%
Nekub Consultancy Limited	India	-	99.96%
YYKS Buildcon Limited	India	-	99.96%

1.1. USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, income taxes and the useful lives of tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Changes in estimates are reflected in the consolidated financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

1.2 REVENUE RECOGNITION:

- A) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the Revenue can be reliably measured. Revenue from Sale and service business operations (gross) is net of adjustments on account of cancellation / returns.

Revenue is recognized when the substantial risk and reward of ownership is transferred to the buyer which coincides with the dispatches of the goods to the customers.

All the revenue Income is accounted for on accrual basis.

However Goods & Service Tax (GST) is not received by the company on its own account rather, it is tax collected on valued added to the commodity /Service by the seller on behalf of the government, accordingly it is excluded from revenue

In case of NBFC business income recognition shall be based on recognized accounting principles and RBI Guidelines.

- (i) Interest/discount and other income is recognized on accrual basis.
- (ii) Income including interest/ discount or any other charges on NPA shall be recognized only when it is actually realized. Any such income recognized before the asset became non-performing and remaining unrealized shall be reversed.

B) EXPENSES:

Expenses are generally accounted for on accrual basis except claims.

- 1.3 Property, Plant and Equipment are stated at cost net of cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

1.4 Depreciation

The depreciation on Property, Plant and Equipment is provided to the extent of depreciable amount on WDV method of depreciation is provided based on useful life of the asset as prescribed in schedule II to the Companies Act 2013.

1.5 Valuation of Inventories:

Inventories are valued as follows: -

(A)	(a)	Commercial Vehicles , Vehicle Body & Three wheeled motor Vehicles Passenger Vehicle- Four Wheelers	Commercial vehicle, Three Wheelers and Passenger Vehicles are valued at lower of cost net realizable value computed on FIFO basis following specified identification method
	(b)	Spare Parts	Stores and spares and others are valued at lower of cost net realizable value computed on FIFO basis.

	(c)	Petroleum products	Petroleum Products valued on FIFO method. (Cost price)
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*Net realizable value is estimated selling price in the ordinary course of business.

1.6 Secured Loan and advance

a) Loans and advance having classified in accordance with the RBI Guidelines as standard Assets and doubtful assets. The provision made for non-performing assets has been reduced from the loans and advance. Secured Loan is valued at instalments receivable but not due as on 31.03.2019.

b) Bad and doubtful debts

The income has been suspended when the assets are identified as an impaired assets and the client is unable to serve the interest. No income has been accrued on loss and non-performing assets. The company has identified the non-performing assets based on the credit worthiness on the client, cash flow of the company, behavior of the account and the risk modifiers. The behavior indicates the clients willingness to pay while cash flow determine the ability to pay. All loans are subject to continuous scrutiny and grading based on credit risk.

The company has adopted policy regarding provisioning norms as specified and required by RBI The company has made certain provision, which cover identified account and general provision in order to cover unanticipated credit risks that may be inherent in the portfolio.

1.7 Investments:

Investments that are readily realizable and intended to be held for not more than a year are from the date on which such investments are made, are classified as Current investments. All other investments are classified as long Term Investments on initial recognition; all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charge such as brokerage, fees and duties. Current investments (if any) are carried at lower of cost and fair value determined on an individual investment basis. Long term Investments are carried at cost. However, Provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

1.8 Assets Classification:

Loans and advances are standard assets.

1.9 Advances :

a) Advance is classified as performing and non-performing based on the Reserve Bank of India, guidelines. Interest on non-performing advances are not recognized in the profit & loss account until received.

b) Non-performing assets :

The company classifies advances, non-performing assets in respect of which the interest and/or installment of principal has remained due for over 90 days as a non-performing assets.

1.10 Retirement & other Employee Benefits:

a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. The company is liable to meet the Shortfall, if any, in payment of interest at the rates declared by the central Government, and such liability is recognized in the year of shortfall.

b) **Gratuity :**

Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The

company has taken a policy with LIC to cover the gratuity liability of the employees and contribution paid to the LIC is charged to statement of Profit & Loss.

c) Leave Salaries:

Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date. The privilege leave are compensated in leave and Accumulated leaves are equals to 40 days then en cashed. Actuarial valuation for the liabilities has not been taken from the certified valuer.

1.11 TAXATION :

Current & Deferred Tax

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

1.12 Impairment of assets:

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

1.13 Provisions and Contingent Liabilities and Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settled the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates . Other contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

1.14 Earning per Share:

Basic earnings per share is calculated by dividing the Net Profit or Loss for the year attributable to equity share holders (After deducting taxes etc.) by the weighted average number of the equity shares outstanding during the year are adjusted for the effect .

For the purpose of calculating diluted earnings per share, the net profit or loss for the year are attributable to equity share holders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.15 Operating Lease – Operating Lease receipts and payments are recognized as incomor expense in the statement of profit and loss as per the terms of the lease agreement.

1.16 Cash flow statement

The Cash flow statement is prepaid using “in direct method “set out in Accounting Standard – 3 cash flow statement “and presents the cash flow by operating , investing and financing activities of the company. Cash and Cash equivalents presented in the cash flow statement consist of cash on hand and highly liquid bank balances.

KALYANI COMMERCIALS LIMITED

Consolidated Balance Sheet as at 31st March, 2019
CIN No. - L65923DL1985PLC021453

Particulars	Note No.	As At 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	1,00,00,000.00	1,00,00,000.00
(b) Reserves and Surplus	2.2	6,89,64,738.94	6,17,83,226.83
Sub Total		7,89,64,738.94	7,17,83,226.83
(2) Minority Interest		4,13,15,735.83	3,98,01,695.83
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.3	5,25,12,565.92	4,90,88,623.00
(b) Long Term Provisions	2.4	4,541.00	9,493.00
Sub Total		5,25,17,106.92	4,90,98,116.00
(4) Current Liabilities			
(a) Short-term borrowings	2.5	1,52,00,36,338.43	1,66,81,06,566.70
(b) Trade payables	2.6	15,59,32,060.10	4,37,53,760.17
(c) Other current liabilities	2.7	11,64,63,656.12	6,32,88,614.40
Sub Total		1,79,24,32,054.65	1,77,51,48,941.27
Total		1,96,52,29,636.34	1,93,58,31,979.93
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	2.8	12,81,95,958.81	9,32,10,467.64
(ii) Intangible assets		1,43,948.39	64,977.11
(iii) Capital Work in Progress		1,42,500.00	4,17,72,117.00
Sub Total		12,84,82,407.20	13,50,47,561.75
(b) Non-current investments	2.9	25,03,000.00	34,36,450.00
(c) Deferred tax Assets	2.10	27,72,270.00	18,58,554.00
(d) Long term loans and advances	2.11	1,76,13,379.52	1,54,21,605.44

(e) Other non-current assets	2.12	26,756.00	37,54,813.00
(2) Current assets	Sub Total	15,13,97,812.72	15,95,18,984.19
(a) Inventories	2.13	91,91,68,229.41	80,30,66,881.79
(b) Trade receivables	2.14	66,88,36,416.41	68,17,73,954.79
(c) Cash and Bank Balances	2.15	2,71,73,650.46	3,84,83,352.83
(d) Short-term loans and advances	2.16	19,69,36,819.34	24,87,01,587.09
(e) Other Current Assets	2.17	17,16,708.00	42,87,219.24
		1,81,38,31,823.62	1,77,63,12,995.74
Total		1,96,52,29,636.34	1,93,58,31,979.93

For **M. C. BHANDARI & CO**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(CA S.K. MAHIPAL)
PARTNER
38, SHOPPING CENTRE
KOTA (RAJ.)

Sd/- (S.L. Agarwal) M. Director DIN: 01341113	Sd/- (Mukesh Joshi) Director DIN: 06697613	Sd/- (Vikramjit Singh) CS M. No.:40598	Sd/- (SourabhAgarwal) CFO DIN: 02168346
--	---	---	--

Date: 28/05/2019
Place: Kota

KALYANI COMMERCIALS LIMITED
Consolidated Statement of Profit And Loss for the year ended 31st March, 2019

Particulars	Note No	2018-19	2017-18
Revenue from operations	2.18	9,00,95,29,185.74	7,15,34,79,155.11
Other Income	2.19	52,31,672.97	45,20,670.06
Total Revenue		9,01,47,60,858.71	7,15,79,99,825.17
<u>Expenses:</u>			
Purchase of Stock-in-Trade	2.20	8,56,76,34,998.52	7,35,17,20,693.99
Changes in inventories of finished goods and Stock-in-Trade	2.21	(11,60,95,881.19)	(64,62,65,632.93)
Employee benefit expense	2.22	14,84,08,265.16	10,44,99,643.19
Financial costs	2.23	18,05,77,571.08	9,94,92,458.58
Depreciation and amortization expense		2,14,27,439.12	1,51,24,264.66
Other expenses	2.24	20,04,37,841.33	22,34,84,049.48
Total Expenses		9,00,23,90,234.02	7,14,80,55,476.97
Profit before tax&Exeptional Items		1,23,70,624.69	99,44,348.20
Less: Exeptional Items		9,99,880.00	-----
Profit before tax		1,13,70,744.69	99,44,348.20
Tax expense:			
(1) Current tax	2.25	40,69,572.00	43,29,074.00
(2) Deferred tax liability (Net)		(9,13,717.00)	(8,74,745.00)
(3) Income Tax Earlier Year		(3,69,754.00)	1,01,141.00
Profit/(Loss) for the period Before Minority Interest		8584643.69	6388878.20
Less: Share of Minority Interest		1514151.78	6,26,974.47
Profit/(Loss) for the period		7070491.91	57,61,903.73
Earning per equity share:			
(1) Basic		7.07	5.76
(2) Diluted		7.07	5.76

For **M. C. BHANDARI & CO.**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(CA S.K. MAHIPAL)
PARTNER
38, SHOPPING CENTRE
KOTA (RAJ.)

Sd/-
(S.L. Agarwal)
M. Director
DIN: 01341113

Sd/-
(Mukesh Joshi)
Director
DIN: 06697613

Sd/-
(Vikramjit Singh)
CS
M. No.:40598

Sd/-
(Sourabh Agarwal)
CFO
DIN: 02168346

Date: 28/05/2019

Place: Kota

KALYANI COMMERCIALS LIMITED

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

S. No.	Particulars	As At 2018-19 (Rs.)	As At 2017-18 (Rs.)
A	Cash Flow from Operating Activities		
	Profit before Tax	12,370,625	9,944,348
	Adjustment for:		
	Depreciation and amortization	21,427,439	15,124,265
	Provision	(4,952)	5,554
	Profit on sale of Fixed Assets	(93,770)	(81,592)
	Operating profit before working capital changes	33,699,342	24,992,575
	Adjustments for movement in working capital :		
	Adjustments for (increase)/ decrease in operating assets:		
	Stock	(116,101,348)	(646,265,633)
	Trade receivables	12,937,538	(108,115,469)
	Short-term loans and advances	51,764,768	(238,321,619)
	Other Current Assets	2,570,511	(2,825,219)
		(48,828,530)	(995,527,940)
	Adjustments for increase / (decrease) in operating liabilities:		
	Short term Borrowings	(148,070,228)	1,190,469,391
	Trade Payables	112,178,300	(149,915,775)
	Other Current liabilities	53,175,042	(34,084,357)
		17,283,113	1,006,469,259
	Direct Taxes paid/deducted at source	(4,699,809)	(4,706,019)
	Net Cash From/(USED IN) Operating Activities	(2,545,884)	31,227,875
B	Cash Flow from Investing Activities		
	Long term loans and advances	(2,191,774)	(1,347,955)
	Other Non-Current Assets	3,728,057	2,877,513
	Sale of Investments	933,450	27,000
	Purchase of Fixed Assets	(14,941,637)	(58,037,076)

	Closing Subsidiary Companies Reserves	111,020	1,185,313
	Sale of Fixed Assets	173,123	
	Net Cash used in Investing Activities	(12,187,762)	(55,295,205)
C	Cash Flow from Financing Activities		
	Proceeds from Issue of Equity Shares	-	19,517,170
	Increase/(Decrease) in long term borrowings	3,423,943	21,155,058
	Increase/(Decrease) in other long term liabilities	-	(122,750)
	Net Cash Flow from / used in Financing Activities	3,423,943	40,549,478
D	Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(11,309,703)	16,482,148
E	Cash and cash equivalents as at the end of previous period.	38,483,353	22,001,205
F	Cash and cash equivalents as at end of the year	27,173,650	38,483,353

Note: The Cash Flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

For **M. C. BHANDARI & CO**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(CA S.K. MAHIPAL)
PARTNER
38, SHOPPING CENTRE
KOTA (RAJ.)

Sd/-
(S.L. Agarwal)
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DIN: 01341113

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Sd/-
(Vikramjit Singh)
CS
M. No.:40598

Sd/-
(Sourabh Agarwal)
CFO
DIN: 02168346

Date: 28.05.2019

Place: Kota

KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Consolidated Balance Sheet as at 31.03.2019

Particulars	As at	As at		
	31.03.2019	31.03.2018		
	(Rs.)	(Rs.)		
SHARE CAPITAL :		Note - 2.1		
Authorized :				
40,00,000 Equity Share Of Rs.10/- each	4,00,00,000.00	4,00,00,000.00		
Issued, Subscribed & Paid Up :				
10,00,000 Equity Share Of Rs.10/- each (Fully paid up in cash)	1,00,00,000.00	1,00,00,000.00		
Notes:				
<p>(1) The company has a single class of equity shares. Each shareholder is eligible for one Vote per share held. The dividend proposed by the board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.</p> <p>(2) The details of Shareholders holding more than 5 % equity shares as at 31.03.2019 & 31.03.2018</p>				
Share Holder	No. of Share as on 31.03.2019	Ownership Interest % as on 31.03.2019	No. of Share as on 31.03.2018	Ownership Interest % as on 31.03.2018
Shankar Lal Agarwal	4,18,000.00	0.42	4,18,000.00	0.42
	4,18,000.00	0.42	4,18,000.00	0.42
as per the records of the company including its register of shareholders/ members and other declaration received from shareholder regarding beneficial interest, the above shareholding represents both legal & beneficial ownership of shares				
(3) The reconciliation of the number of shares outstanding as at March 31, 2019 and March 31, 2018 is set out below:				
Particulars	As at 31.03.2019	As at 31.03.2018		
Number of shares at the beginning	10,00,000.00	10,00,000.00		
Number of shares at the end	10,00,000.00	10,00,000.00		
		Note - 2.2		
Reserves and Surplus				
Statutory Reserve				
Opening Balance	2,23,435.00	17,900.00		
Add. Transfer from Statement of Profit and Loss	1,03,662.00	2,05,535.00		
	3,27,097.00	2,23,435.00		

Surplus as per statement of Profit & Loss				
Opening Balance		6,15,59,791.83		5,60,03,423.10
Add. Net Profit after Tax Transferred from statement of Profit and Loss		70,70,491.91		57,61,903.73
Add: Closing Subsidiary Companies Reserves		1,11,020.20		-
Surplus (Closing Balance)		6,87,41,303.94		6,17,65,326.83
Apropiations				
Less : Transfer to Statutory Reserve 20%		1,03,662.00		2,05,535.00
		6,86,37,641.94		6,15,59,791.83
Grand Total		6,89,64,738.94		6,17,83,226.83
Note : Amount of Statutory Reserve transfer from statement of profit and Loss @ 20%of the profit of NBFC Division U/s. 45 -IC of The RBI Act, 1934				
LONG TERM BORROWINGS				Note - 2.3
Secured Loans :	Non Current	Current Maturity	Non Current	Current Maturity
TERM LOAN				
From TATA MOTORS FINANCIAL LTD.	10,40,901.92	3,06,891.08	22,54,680.00	7,15,128.72
(See note No.1)				
From ICICI Bank Limited	30,34,986.00	4,33,995.00	34,68,981.00	4,22,464.80
(See note No.1)				
From Yes Bank Limited	13,11,849.00	3,54,870.00	-	-
(See note No.1)				
From HDFC Bank	2,51,037.00	14,37,956.00	17,83,407.00	12,28,347.00
(See note No.1)				
From Kotak Mahindra Bank	26,02,176.00	12,24,165.00	16,70,917.00	3,56,368.00
(See note No.1)				
From Tata Motors Finance Ser. Ltd	10,08,212.00	7,11,883.29		
(See note No.1)				
Unsecured Loans:				
From NBFC'S				
From TATA CAPITAL FINANCIAL SERVICES LTD.				
(See note No.2)		-	56,51,741.00	57,78,664.00
Loan From Directors	56,60,209.00		-	
Inter Corporate Deposits	3,76,03,195.00		-	3,41,31,974.00
(See note No.3)				
	5,25,12,565.92	1,01,21,501.37	4,90,88,623.	

00 1,96,76,
806.52**NOTES: 1**

Name of Bank	Terms of Repayment	Rate of interest	Amount O/s including current Maturity	Security
ICICI Bank	Repayable to ICICI from May 2015 in 120 Monthly installments (Due with in One Year Rs. 361663)	10%	28,88,371.00	Secured by Equitable mortgage of House Property (Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar ,Dadabnari ,KOTA).
ICICI Bank	Repayable to ICICI from June 2015 in 120 Monthly installments (Due with in One Year Rs. 72732)	10%	5,80,610.00	Secured by Equitable mortgage of House Property_(Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar ,Dadabnari ,KOTA).
TATA MOTORS FINANCE LIMITED	Repayable to TMFL from February 2018 in 60 Monthly installments (Due with in One Year Rs.306891.1)	9%	13,47,793.00	Secured by the way of hypothication of TATA HEXA (Vehicle)
YES BANK LIMITED	Repayable to YBL from February 2018 in 60 Monthly installments (Due with in One Year Rs.354870)	9%	16,66,719.00	Secured by the way of hypothication of INNOVA CRYSTA (Vehicle)
TATA MOTORS FINANCE LIMITED	Repayable to TMFL from February 2018 in 36 Monthly installments	8%	287517.00	Secured by the way of hypothication of TATA MAGIC EXPRESS (Vehicle)
TATA MOTORS FINANCE LIMITED	Repayable to TMFL from February 2018 in 36 Monthly installments	8%	351413.31	Secured by the way of hypothication of TATA 207Di (Vehicle)
TATA MOTORS FINANCE LIMITED	Repayable to TMFL from March 2018 in 36 Monthly installments (Due with in One Year Rs. 122959)	8%	266386.53	Secured by the way of hypothication of TATA ACE MEGA XL (Vehicle)
TATA MOTORS FINANCE LIMITED	Repayable to TMFL from March 2018 in 36 Monthly installments	8%	814778.38	Secured by the way of hypothication of TATA LPT709 (Vehicle)
Kotak Mahindra Bank	Repayable to Kotak Mahindra from JUNE 2018 in 60 Monthly installments	9%	1670917.00	Secured by the way of hypothication of INNOVA (Vehicle)
Kotak Mahindra Bank	Repayable to Kotak Mahindra from MAY 2018 in	9%	717004.00	Secured by the way of hypothication of HONDA WR-V (Vehicle)

	36 Monthly installments			
Kotak Mahindra Bank	Repayable to Kotak Mahindra from OCT 2018 in 36 Monthly installments	9%	723928.00	Secured by the way of hypothication of HONDA JAZZ (Vehicle)
Kotak Mahindra Bank	Repayable to Kotak Mahindra from OCT 2018 in 36 Monthly installments (Due with in One Year Rs.124669)	9%	714492.00	Secured by the way of hypothication of HONDA AMAZE. (Vehicle)
HDFC Bank	Repayable to HDFC from June 2017 in 36 Monthly installments (Due with in One Year Rs. 344837)	8%	482032.00	Secured by the way of hypothication of HONDA CITY (Vehicle)
HDFC Bank	Repayable to HDFC from June 2017 in 36 Monthly installments (Due with in One Year Rs. 651626)	8%	910870.00	Secured by the way of hypothication of HONDA CRV (Vehicle)
HDFC Bank	Repayable to HDFC from June 2017 in 36 Monthly installments)	8%	296091.00	Secured by the way of hypothication of HONDA JAZZ (Vehicle)

NOTES: 2

TATA CAPITAL FINANCIAL LTD (Term Loan)	Repayable to TCFSL from February 2018 in 18 Monthly installments (Due with in One Year Rs. 5651741/-)	11%	56,51,741.00	Unsecured
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3. Inter Corporate Deposit and directors deposit repayable in next 3 to 4 years and rate of Interest is 11.30 %

Long Term Provision			Note - 2.4	
Contigent Prov against standard Assets (Refer note no 2.24)		4,541.00	9,493.00	
		4,541.00	9,493.00	
SHORT TERM BORROWINGS			Note - 2.5	
Working Capital Loan				
From HDFC Bank Limited (See note No.1)		10,60,82,803.86	71,27,10,171.31	
From Other Banks (See note No.2)		85,58,72,849.16	48,39,77,941.66	
From NBFC'S (See note No.3)		55,06,84,488.41	46,69,95,466.73	
Unsecured:				
From Hdfc Bank		9,31,197.00	17,22,987.00	
From Directors		56,90,000.00		
Inter corporate deposit		7,75,000.00	27,00,000.00	

			1,520,036,338.43	1,66,81,06,566.70	
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NOTES:

1. Cash Credit Limit from HDFC Bank Ltd. is secured by way of hypothecation of stock of vehicle and all related accessories, Spare Parts & components, current assets and book debts etc. and further secured by way of equitable mortgage of factory land & Building located at Kota and also personal guaranteed of Directors i.e. Shankar lal agarwal and Sourabh Agarwal of the Company.

2.In case of F KALYANI COMMERCIALS ITD. LOAN From Axis Bank Limited by Rs. 476.74 Lacs ,State Bank of India by Rs.458.08 Lacs , Indusind Bank Limited by Rs. 736.93 Lacs and Standard Chartered Bank by Rs. 691.42Lacs and in case of GANGANAGAGR VEHICLES PRIVATE LIMITED Loan from SBI Rs.1659.98 Lacs ,ICICI Bank by Rs. 864.26 Lacs, Axis Bank Ltd. by Rs. 295.65 and Standard Chartered Bank by Rs.293.51 Secured by way of Hypothecation on book debts and PDC

3. .In case of F KALYANI COMMERCIALS ITD.LOAN From TATA MOTORS FINANCE SOLUTIONS LIMITED by Rs. 939.87 , TATA Capital Financial Services Limited by Rs. 1205.50 Lacs, Lord Fincab Ltd by Rs. 13.93 Lacs and Bajaj Fiance Ltd. By Rs. 30.87 Lacs and in case of GANGANAGAGR VEHICLES PRIVATE LIMITED Loan from TCFSL BY Rs.299.18 Secured by way of Hypothecation on book debts and Stock

4. Rate Of Interest :(MCLR + 3 to 4 %)

Note - 2.6

Trade Payables				
A - Micro, small and Medium enterprises Development Act, 2006 for goods & others		64,15,000.00		-
Sundry Creditor		14,95,17,060.10	4,37,53,760.17	
		15,59,32,060.10	4,37,53,760.17	

Note - 2.7

Other Current Liabilities

Current Maturity of Long Term Borrowings		1,01,21,501.08	1,96,76,806.52	16,66,719.00
		-	-	
Current Maturity of other Long Term Borrowings		-	1,22,750.00	
		-	-	
Government dues (Taxes)Including ESI & PF		2,06,18,146.64	1,71,84,451.97	
		-	-	
Advances From customer		7,77,76,624.40	2,50,66,310.26	
		-	-	
Bank Balance due to reconciliation		11,90,049.00	12,38,295.65	
		-	-	
Other Payables		67,57,335.00	-	
		-	-	
		11,64,63,656.12	6,32,88,614.40	

KALYANI COMMERCIALS LIMITED
NOTE ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET As At 31st March, 2019
Property, Plant and Equipment

Note - 2.8

PARTICULARS	Carrying Cost				DEPRECIATION				Carring Amount	
	AS AT 31.03.2018	ADDITION During the year	SALES/ Adjustment	AS AT 31.03.2019	AS AT 31.03.2018	During The YEAR	Deduction/ Transfer	AS AT 31.03.2019	AS AT 31.03.2019	AS AT 31.03.2018
Tangible Assets										
Leasehold Land	2879425.00	0.00	0.00	2879425.00	0.00	0.00	0.00	0.00	2879425.00	2879425.00
Agriculture Land	1246397.00	0.00	0.00	1246397.00	0.00	0.00	0.00	0.00	1246397.00	1246397.00
Commercial Land	11657836.00	0.00	0.00	11657836.00	0.00	0.00	0.00	0.00	11657836.00	11657836.00
Building	62108175.34	44042104.00	0.00	106150279.34	30371286.82	4730285.93	0.00	35101572.75	71048706.59	31736888.52
Plant & Machinery	28506813.60	2388960.00	0.00	30895773.60	12674230.88	3785489.41	0.00	16459720.29	14436053.31	15832582.72
Office Equipment	13058371.78	504747.00	0.00	13563118.78	8543760.56	1957268.97	0.00	10501029.53	3062089.25	4514611.22
Electrical Goods & Fitting	4119127.55	422215.00	0.00	4541342.55	2516364.82	450671.34	0.00	2967036.16	1574306.39	1602762.73
Furniture & Fixture	13903059.27	1799413.00	0.00	15702472.27	7320221.76	1914326.82	0.00	9234548.58	6467923.69	6582837.51
Computer	16794490.08	1622829.47	0.00	18417319.55	11477579.55	3478562.71	0.00	14956142.26	3461177.29	5316910.53
Vehicles	18049642.11	5561987.00	1167817.00	22443812.11	6209425.70	4960806.21	1088464.00	10081767.91	12362044.20	11840218.41
Sub Total:-	172323337.73	56342255.47	1167817.00	227497776.20	79112870.10	21277411.39	1088464.00	99301817.49	128195958.71	93210467.63
Intangible Assets										
Computer Software	755492.00	229000.00	0.00	984492.00	690516.28	150028.72	0.00	840545.00	143947.00	64975.72
Sub Total	755492.00	229000.00	0.00	984492.00	690516.28	150028.72	0.00	840545.00	143947.00	64975.72
Work in Progress										
Furniture	0.00	142500.00	0.00	142500.00	0.00	0.00	0.00	0.00	142500.00	0.00
Building	41772117.00	2289987.00	44042104.00	0.00	0.00	0.00	0.00	0.00	0.00	41772117.00
Sub Total:-	41772117.00	2412487.00	44042104.00	142500.00	0.00	0.00	0.00	0.00	142500.00	41772117.00
GRAND Total :	214850946.73	58983742.47	45209921.00	228624768.20	79803386.38	21427439.11	1088464.00	100142362.49	128482407.21	135047560.35
Figures for Prev. year	159282355.73	63713636.00	5145045.00	214850946.73	66043886.72	15124263.66	1364764.01	79803386.37	135047560.35	93238469.01

Place: Kota

Dated: 28.05.2019



Note - 2.9

Non Current Investment

LONG TERM INVESTMENTS (at cost):	Nos Shares	Face Value			
National Saving Certificate				3,000.00	3,000.00
(Deposit with Sales Tax Deptt.)					
Ganganagar Automobile Private Limited	2,50,000	10.00		25,00,000.00	25,00,000.00
Pawan Finvest P Limited					4,83,450.00
Aligner Enterprises Private Limited					4,50,000.00

			25,03,000.00	34,36,450.00
Note				
Aggregate value of investments	Quoted		-	-
	Unquoted		433.71	34.33
	Market price -quoted		-	-
Deferred Tax Assets (Net)			Note - 2.10	
The company has recognized deferred taxes, which result from timing difference between the book profit and tax profit. The details of which are as under :-				
Particulars	Balance as at 31.03.2018	Arising during the year	Balance as at 31.03.2019	
A. Deferred Tax Assets				
A. Deferred Tax Assets on Depreciation/Amortization	18,58,202.00	9,13,881.00	27,72,083.00	
B. Deferred Tax Assets on Preliminary Expenses	352.00	(165.00)	187.00	
Net Deferred tax Assets	18,58,554.00	9,13,716.00	27,72,270.00	
Long term Loans & Advances			Note - 2.11	
Unsecured, Considered good unless otherwise stated				
Deposits*		1,65,83,142.85	1,52,71,682.85	
Income taxes paid(Net)		10,30,236.67	1,49,922.59	
		1,76,13,379.52	1,54,21,605.44	
Note:				
* Due in related party		0.05	0.05	
			Note - 2.12	
Other Non Current Assets				
Unsecured, Considered good unless otherwise stated				
Non Current Assets				
Fixed Deposit with Banks		26,756.00	37,54,813.00	
		26,756.00	37,54,813.00	
			Note - 2.13	
INVENTORIES				
Trade Goods				
Vehicles		83,29,25,699.02	76,73,87,868.25	
Spare Parts		8,35,26,189.38	3,16,85,393.81	
Oil & Lubricants		58,474.27	78,453.82	
Petrol (MS)		8,41,104.43	11,12,556.98	
Diesel (HSD)		15,84,907.31	26,34,418.93	
Battery Water & Acid		1,455.00	1,190.00	
Used Vehicle		2,30,400.00	1,67,000.00	
		91,91,68,229.41	80,30,66,881.79	
Trade Receivable			Note - 2.14	
(Unsecured considered good except to the extent stated)				
Outstanding for a period exceeding 6 months from the date they are due for payment		30,23,662.70	43,74,066.90	
Other debtors - Doubtful		-	11,20,076.00	
Other debtors - Considered Goods		66,58,12,753.71	67,73,99,887.89	
		66,88,36,416.41	68,28,94,030.79	
Less: Provision for Bad Debts		-	11,20,076.00	
		66,88,36,416.41	68,17,73,954.79	
			Note - 2.15	
CASH AND BANK BALANCES				
CASH AND CASH EQUIVALENTS				
Balances with Banks				

On Current Account	1,84,26,561.63	3,47,91,726.26	
Cash on Hand	67,29,226.83	36,91,626.57	
	2,51,55,788.46	3,84,83,352.83	
Others			
In term deposit account			
With maturity Less than 12 months at inception	20,44,618.00	37,54,813.00	
Total	2,72,00,406.46	4,22,38,165.83	
Amount disclosed under non-current assets	26,756.00	37,54,813.00	
	2,71,73,650.46	3,84,83,352.83	
Note			
Earmarked balance (In term deposit account)	20.45	37.54	
			Note - 2.16
Short Term Loans and Advances			
(Unsecured, Considered good unless otherwise stated)			
Others			
Advances			
Prepaid Expenses	15,67,722.00	17,87,685.00	
For supply of Goods and rendering of services	8,72,38,284.41	6,25,30,634.09	
Balances with Revenue Authority	9,66,08,429.93	18,15,17,537.00	
Advance to Staff	20,41,633.00	12,78,841.00	
Advance to related Parties	75,00,000.00		
Loans & advances	-		
Standard Assets (Unsecured)	19,80,750.00	15,86,890.00	
	19,69,36,819.34	24,87,01,587.09	
Other Current Assets			Note - 2.17
Income Taxes Paid (Net of Provision)	17,16,708.00	1,86,452.24	
Stock of Old Vehicle Held Disposal	-	41,00,767.00	
	17,16,708.00	42,87,219.24	

KALYANI COMMERCIALS LIMITED

**Notes annexed to and forming part of Consolidated Statement of Profit & Loss year ended
on 31/03/2019**

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
		Note- 2.18
Revenue From Operation		
Turnover :		
Vehicles and Vehicle Body	8,54,53,34,642.87	6,76,53,49,694.40
Spares Parts & Accessories	16,04,94,693.36	15,48,22,124.86
Oil & Lubricants	50,369.40	28,250.06
HSD (Diesel)	9,25,85,631.31	4,61,60,311.86
MS (Petrol)	91,12,985.59	66,78,664.11
Others Sales	9,17,299.36	2,31,644.24
	8,80,84,95,621.89	6,97,32,70,689.53
Service:		
Job Work Receipt	15,21,84,628.44	108469953.71
Commission Received	1,39,41,069.66	13287721.93
Incentive Income	3,45,94,977.75	58349956.30
Interest Received (NBFC)	3,12,888.00	100833.64
	20,10,33,563.85	18,02,08,465.58
	9,00,95,29,185.74	7,15,34,79,155.11
		Note - 2.19
Other Income:		
Interest Received	4,51,474.22	12,72,463.65
Rent Receipt	19,80,000.00	19,80,000.00
Miscellaneous Income	10,45,687.75	1,47,788.41
Profit on Sale of Fixed Assets	93,770.00	81,592.00
Discount Received	16,60,741.00	10,38,826.00
Incentive Income	-	-
	52,31,672.97	45,20,670.06
Purchase of Stock in Trade (Trading)		Note - 2.20
Purchases Vehicle	8,32,99,64,359.05	7,19,63,02,160.82
Purchases Spare Parts & Accessories	140,562,634.80	141,008,020.74
Purchase Petro Product	9,67,53,404.67	5,12,45,779.26
Purchase Used Vehicle	3,54,600.00	2,20,000.00
Less : Amount Transfer to GST (TRANS -1 & 2)	-	(37,055,266.83)
	8,56,76,34,998.52	7,35,17,20,693.99
		Note - 2.21
Changes in Inventories of Stocks:		
Opening Stock:		
Vehicles	73,71,14,036.25	8,83,86,208.12
Spare Parts	6,19,64,692.24	6,49,56,867.96
Oil & Lubricants	78,453.82	76,136.24
Petrol (MS)	11,12,556.98	8,28,423.23
Diesel (HSD)	26,34,418.93	25,52,833.31
Battery Water and Acid	1,190.00	780.00
Accessories	-	-
Used Vehicle	1,67,000.00	-

	80,30,72,348.22	15,68,01,248.86
Closing Stock:		
Vehicles	83,29,25,699.02	76,73,87,868.25
Spare Parts	8,35,26,189.38	3,16,85,393.81
Oil & Lubricants	58,474.27	78,453.82
Petrol (MS)	8,41,104.43	11,12,556.98
Diesel (HSD)	15,84,907.31	26,34,418.93
Battery Water and Acid	1,455.00	1,190.00
	-	
Used Vehicle	2,30,400.00	1,67,000.00
	91,91,68,229.41	80,30,66,881.79
INCREASE (DECREASE) IN STOCKS:	(116,095,881.19)	(646,265,632.93)
		Note - 2.22
Employees Benefit Expenses:		
Salaries, Wages, Bonus and Allowances etc.	134,198,138.00	88,015,622.00
Contribution of PF, ESI	73,64,613.00	68,88,949.00
Gratuity	17,44,367.00	1,83,224.00
Employee Welfare Exp.	51,01,147.16	94,11,848.19
	14,84,08,265.16	10,44,99,643.19
		Note - 2.23
Financial Cost:		
Bank charges	23,63,509.53	27,62,792.75
Interest paid	17,82,14,061.55	9,67,29,665.83
	18,05,77,571.08	9,94,92,458.58
		Note - 2.24
Other Expenses		
Trading & Job / Servicing Expenses		
Job and other work exp.	3,97,32,113.54	1,95,91,449.10
Consumable store	3,10,835.94	3,92,340.00
	-	
Repairs & Maintenance		
a) To Machinery	11,67,040.65	8,36,088.76
b) To Building	17,90,377.50	58,03,770.34
	-	
Insurance Expenses	31,17,698.00	33,76,492.00
Sub Total	4,61,18,065.63	3,00,00,140.20
Establishment and Selling Exp.		
Rent	4,60,88,093.00	3,82,72,812.00
Electricity & Water	1,09,16,583.00	69,32,698.00
Freight & Forwarding	36,64,974.00	9,98,596.48
Trade Certificate & TRC Charges	16,40,227.00	3,47,900.00
Telephone, telex and postage	31,18,336.30	22,49,737.54
Travelling and conveyance expenses	7,581,931.76	4,673,494.23
Legal, consultancy, retainership, professional arbitration & Technical expenses	5,575,486.81	4,298,264.00
Vehicle running & maintenance	26,23,293.71	18,16,178.23
Miscellaneous expenses	2,00,45,044.93	1,18,43,309.63
Bad Debts	-	11,20,076.00
Repair & Maintenance (other)	31,95,817.18	24,88,411.50
Audit fees	1,00,000.00	1,35,470.00
Advertisement	20,45,977.98	1,00,28,626.11
Sales Promotion	1,26,12,061.97	87,60,726.32
Claims / rebate and discount exp.	25,598,412.06	96,513,335.24
Sales Commission	95,18,488.00	29,98,720.00
Contingent Prov against standard Assets	(4,952.00)	5,554.00

	15,43,19,775.70	19,34,83,909.28
	20,04,37,841.33	22,34,84,049.48
		Note - 2.25
Current Tax:		
Provision for Income Tax	40,69,572.00	43,29,074.00
	40,69,572.00	43,29,074.00

2.26 CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF:

(RS. IN LACS)

S. No.	Particulars	As	at	As	at
		31.03.2019	31.03.2018	31.03.2018	31.03.2018
i)	Outstanding bank guarantee	20.00		66.32	
ii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters*	184.32		185.54	
iii)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company.(Net)*	0.00		1.75	

*Based on favorable decisions in similar cases, legal opinion taken by the company., discussions with the solicitors, etc, the company believes that there is fair chance of decisions in its favors in respect of all the items listed in (ii) & (iii) above and hence no provisions is considered necessary against the same.

2.27 Related Party disclosure under Accounting Standard AS-18 "Related party disclosures" issued by the Institute of Chartered Accountants of India:

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2019 and for the year ended are presented in the following tables.

List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows:

(a) Related parties and Relationship:

(i) Subsidiary Companies

Ganganagar Vehicles Private Ltd.

NEKUB Consultancy Limited (The Company is in under process of striking off)

YYKS Consultancy Limited (The Company is in under process of striking off)

(ii) Enterprises over which key management personnel have Significant Control:

Ganganagar Automobile Private Ltd

Argent Leasing & Finance Ltd.

Kota Trucks Pvt Ltd.

(iii) Key Management Personnel:

Mr. Shankar Lal Agarwal

Mr. Sourabh Agarwal

Mr. Vikramjit Singh

Managing Director

Chief Financial officer

Company Secretary

(iv) Relative of Key management persons:

Smt. Mala Agarwal

(b) Transactions with related parties:

S.N.	Name	Nature of Transaction	2018-19	2017-18
(i) Subsidiary Companies				
1.	Ganganagar Vehicles Private Ltd.	Opening Balance Cr.		
		Shares Opening Balance	0.00	20485000.00
		Amount Paid	40867830.00	
		Intt. Received	61536791.00	
		Investment Purchased	200411.00	20382830.00
		Amount Received	0.00	
		Shares closing Balance	82870155.00	40867830.00
		Outstanding Balance(Cr.)	40867830.00	
2.	NEKUB Consultancy Limited	Opening Balance Dr.	0.00	0.00
		Shares Opening Balance	499940.00	499940.00
		Loss on Sale of Investment	499940.00	0.00
		Shares closing Balance	0.00	499940.00
3.	YYKS Consultancy Limited	Opening Balance Dr.	0.00	0.00
		Shares Opening Balance	499940.00	499940.00
		Loss on Sale of Investment	499940.00	0.00
		Shares closing Balance	0.00	499940.00
(ii) Enterprises over which key management personnel have Significant Control:				
1.	Ganganagar Automobile Private Limited	Opening Balance Dr.	0.00	0.00
		Shares Opening Balance	2500000.00	2500000.00
		Amount paid	0.00	13527408.00
		Int. Received	0.00	156118.18
		Investment Purchase	0.00	0.00
		Amount Received	0.00	13527408.00
		Outstanding at the year end	0.00	0.00
		Shares closing Balance	2500000.00	2500000.00
2.	Argent Leasing & Finance Ltd.(NBFC)	Opening Balance Cr.	2238296.00	2031675.00
		Amount Received	0.00	0.00
		Interest Paid	252927.00	229579.00
		TDS Deducted	25293.00	22958.00
		Outstanding Balance(Cr.)	2465930.00	2238296.00
3.	M/s Kota Trucks Pvt. Ltd.	Opening Balance(Dr.)	0.00	0.00
		Transaction During the year		
		Rent (Received)	1980000.00	1980000.00
		Purchases	3060719.02	9694838.00
		Sales	7247551.15	12646800.00
		Int. Received	0.00	545016.05

		Outstanding at the year end (Dr.)	0.00	0.00
(iii)Key Management Personnel				
1.	Shankar Lal Agarwal	Opening Balance (Cr.)	0.00	0.00
		Director Remuneration	420000.00	360000.00
		Outstanding at the year end	0.00	0.00
2.	Sourabh Agarwal	Opening Balance (Cr.)	0.00	0.00
		Rent Paid	360000.00	386100.00
		Director Remuneration	600000.00	600000.00
		Amount Received	7100000.00	740000.00
		Interest Paid	622454.00	0.00
		TDS Deducted	62245.00	45438.00
		Amount Paid	2000000.00	1280562.00
		Loan account cr. Balance	5660209.00	0.00
3.	Vikramjit Singh	Opening	33000.00	22000.00
		Salary Paid	516000.00	396000.00
		TDS Deducted	7014.00	0.00
		Outstanding at the year end	36754.00	33000.00
(iv)Relatives to the Key Management:				
1	Smt. Mala Agarwal	Opening	0.00	0.00
		Opening Balance (Sec. Deposit)	5000.00	5000.00
		Rent during the year	12000.00	1200.00
		Amount Paid	12000.00	12000.00
		Closing Balance (Sec. Deposit)	5000.00	5000.00
		Outstanding at the year end	0.00	0.00

Note: The transaction relating to reimbursement of actual expenses to/from related Parties have not been considered above below.

2.28 **Segment Reporting:**

(a) **Primary Segment:** Business Segment

Based on the guiding principles given in Accounting Standard AS –17 “Segment Reporting” notified under Companies (Accounting standard) Rules 2006, the Company’s operating business are organized and managed separately according to the nature of products. The Two identified reportable segments. One is Automobile segment in which trading of vehicle and servicing (Including Heavy Commercial Vehicles and Three wheelers) and Other which includes NBFC Division and Retail out let of petroleum products (BPCL).

(b) **Secondary Segment: Geographical segment:**

Since the company’s activities/operations are primarily with in the country and considering the nature of products/services it deals in, the risk and returns are same and as such there is only one geographical segment,

The following is the distributions of the company’s consolidated revenue by geographical markets, regardless of where the goods/services were produced.

(Rs. In Lacs)

Particulars	2018-19	2017-18
-------------	---------	---------

Revenue from domestic Market	90095.29	71534.79
Revenue from Overseas Market	0.00	0.00
Total	90095.29	71534.79

The company has assets for producing goods for domestic market and no assets for overseas markets

(c) Segment accounting policies:

In addition to the significant accounting policies applicable to the business segment as set in note 1 & 2 “notes to accounts” the accounting policies in relation to segment accounting are as under:

- i) **Segment revenue & expenses:**
Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.
- ii) **Segment assets and liabilities:**
Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of creditors & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Automobile Division . While most of the assets/liabilities directly attributed to individual segments.
- iii) **Inter segment sales:**
Inter segment revenues between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is Automobile division and funds provided by the Automobile division to other division and interests on such balances are not charged.
- v) Other segments do not have revenue from sale to external customers and to other segments in excess of 10% of total revenue of all segments, external or internal.
- d) Information about business segments consolidated :**
for the year ending as on 31st March 2019

Particulars	Automobile		Others		Total	
	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year
Segment Revenue :						
External sales/income (Net)	89072.67	70995.69	1022.62	539.10	90095.29	71534.79
Other receipt	52.32	45.21	0.00	0.00	52.32	45.21
Total Revenue	89124.99	71040.90	1022.62	539.10	90147.61	71580.00
Segment Results :						
Segments results	1904.32	1081.39	15.16	12.98	1919.48	1094.37
Unallocated expenses (Net)	0.00	0.00	0.00	0.00	0.00	0.00
Operation profit before Interest	1904.32	1081.39	15.16	12.98	1919.48	1094.37
Financial exp.	1805.77	994.57	0.01	0.35	1805.78	994.92
Income tax current/Earlier Year	36.99	44.30	0.00	0.00	36.99	44.30

Less: Deferred tax Liability	-9.14	-8.75	0.00	0.00	-9.14	-8.75
Net Profit	70.70	51.27	15.15	12.63	85.85	63.90
Other Information :						
Segment Assets	19522.72	19232.18	129.58	126.14	19652.30	19358.32
Inter Branch	0.00	0.00	0.00	0.00	0.00	0.00
Unallocated assets						
Total Assets	19522.72	19232.18	129.58	126.14	19652.30	19358.32
Segmets Liabilities :						
Share Capital	100.00	100.00	0.00	0.00	100.00	100.00
Reserve & Surplus	560.46	503.79	129.19	114.04	689.65	617.83
Secured & Unsecured Loan	15725.49	398.02	0.00	0.00	15725.49	398.02
Segment liabilities	3136.77	17171.95	0.39	12.10	3137.16	17184.05
Unallocated liabilities	0.00	1058.42	0.00	0.00	0.00	1058.42
Total Liabilities	19522.72	19232.18	129.58	126.14	19652.30	19358.32
Capital Expenditure	565.72	607.13	0.00	0.00	565.72	607.13
Depreciation	214.27	151.24	0.00	0.00	214.27	151.24

2.29 **Earning Per Share:**

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
Net Profit or Loss after Tax attributable to share holders	7070491.91	5761903.73
Weighted average no. Of ordinary shares for basic EPS	Nos. 1000000	Nos. 1000000
Basic & Diluted EPS	7.07	5.76

2.30 The company has taken Office and showroom Premises on cancellable Operating Lease. The tenure of these agreements range between 3 to 5 Years. The amount of ease rentals paid of Rs. 460.88 Lacs (P.Y. Rs. 382.73 Lacs) has been charged Under the head "Rent" in Note 2.24

2.31 Details of dues to Micro, Small and Medium Enterprises as per "Micro, Small and Medium Enterprises development Act. 2006" as identified by the Company:

Particulars	2018-19	2017-18
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year	64.15	0.00
The interest due an unpaid principal amount remaining as at the end of the each accounting year	-	-

The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act,2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act,2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006	-	-

2.32 The company has complied with prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non- Banking Financial(Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, during the financial year ended on March 31, 2019 .As NBFC activities started during the year initially therefore the guidelines issued by RBI regarding assets and income share of business could not be complied with .

2.33 Provision for loans :

Particulars	%of Provision made	As at 31.03.2018	As at 31.03.2019	Total
Standard Assets	0.25	9493.00	-4541.00	4952.00
Total		9493.00	-4541.00	4952.00

2.34 Statement containing salient feature ,pursuant to Schedule III of The Companies Act 2013 ,of Subsidiaries as per standalone financial statement of each entity (Before Adjustment of Intra group Transaction /Balances);

Particulars	Net Assets		Share in Profit(Loss)	
	As % of Consolidated net assets	Amount(Rs. Lacs)	As % of Consolidated net Profit	Amount(Rs. Lacs)
Parent				
Kalyani Commercials Limited	97.11%	766.84	76.84%	54.89
Subsidiaries				
Ganganagar Vehicles Private Ltd.	107.06%	845.37	44.35%	31.68
Nekub consultancy Limited	0.00%	0.00%	0.00%	0.00%
YYKS Buildcon Limited	0.00%	0.00%	0.00%	0.00%

Minority Interest	-	(413.16)	-	(15.14)
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2.35 Particulars regarding subsidiary companies pursuant to General Circular No. 2/2011 dated February 8, 2011 from Ministry of corporate affairs Government of India Year ended March 31, 2019.

Name of subsidiary Company	Capital	Reserve	Total Assets	Total Liabilities	Turnover	Profit/Loss Before Taxation	Provision For Taxation	Profit/Loss After Taxation	Proposed Dividend
Ganganagar Vehicles Private Ltd.	800.00	45.36	12119.88	11274.51	49989.17	41.25	9.57	31.68	-
Nekub consultancy Limited	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-
YYKS Buildcon Limited	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-

2.36 Previous year figures have been regrouped/ rearranged wherever necessary to facilitate comparison.

2.37 Notes 1 & 2 forms an integral part of the Balance Sheet & statement of Profit and Loss and Cash Flow statement has been duly authenticated.

SIGNED FOR IDENTIFICATION

For **M. C. BHANDARI & CO**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(CA S.K. MAHIPAL)
PARTNER
38, SHOPPING CENTRE
KOTA (RAJ.)

Sd/- (S.L. Agarwal)
M. Director
DIN: 01341113

Sd/- (Mukesh Joshi)
Director
DIN: 06697613

Sd/- (Vikramjit Singh)
CS
M. No.:40598

Sd/- (SourabhAgarwal)
CFO
DIN: 02168346

Date: 28/05/2019

Place: Kota

STANDALONE AUDITORS REPORT

To
The Members of
KALYANI COMMERCIALS LIMITED

Opinion

We have audited the accompanying standalone financial statements of Kalyani Commercials Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We did not find any such matter determined to be the key audit matters to be communicated in our report.

KEY AUDIT MATTERS	AUDITORS’ RESPONSE
1. Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances	<p>Principal Audit Procedures</p> <p>We assessed the Company’s process to identify the impact of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none">• Evaluated the design of internal controls relating to implementation of the revenue accounting standard.• Selected a sample and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry, observation, re-performance and inspection of evidence in respect of operation of these controls.• Tested the relevant information of management controls relating to sales and service and other

	related information used in recording and disclosing revenue in accordance with the revenue accounting standard.
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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 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 standard specified u/s 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Other Matter

The company is a NBFC Company registered with RBI but the main business of the company is trading in Vehicles & spares. The total share of the NBFC Division in the overall revenue of the company is negligible.

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 in terms of Section 143(11) of the Act, we give in "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, based on our audit 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 Statement of Cash Flow dealt with by this Report are in agreement with the relevant 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 March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contract including derivative contract for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

For **M C BHANDARI & CO.**
Chartered Accountants
(Firm's Registration No. 303002E)

CA S.K. MAHIPAL
Partner
(Membership No. 70366)

Place: Kota,
Date: May 28, 2019

ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Accounts of KALYANI COMMERCIALS LIMITED ("The Company") for the year ended on 31st March 2019.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- i. In respect of fixed assets :
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets were physically verified during the year by the management in accordance with a program of verification, the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification as compared to books records.
 - c) The title deeds of all the immovable properties are held in the name of the Company
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification/ material discrepancies noticed on physical verification have been properly dealt with in the books of account.
- iii. The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act except loan granted by NBFC division of the company . Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- iv. In our opinion the, company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. The Company is generally regular in depositing undisputed statutory dues including income-tax, and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- viii. The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- ix. The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) .in our opinion and information and explanation given to us the company has not defaulted in repayment of due to banks.
- x. No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- xi. In our opinion, managerial remuneration has been paid (and)/ provided in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

- xiii. In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with them.
- xvi. "The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the company vide Certificate No. 14.00928 dated 2nd June 1998."

For **M C BHANDARI & CO.**
Chartered Accountants
(Firm's Registration No. 303002E)

Place: 38, Shopping Centre, Kota (Raj)
Date: 28.05. 2019

CA S.K. MAHIPAL
Partner
(M. No. 70366)

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Kalyani Commercials Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause

(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

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

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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.

Auditor’s Responsibility

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

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

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.

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

For **M C BHANDARI & CO.**
Chartered Accountants (Firm Registration No.303002E)

CA S.K. MAHIPAL
Partner
(MembershipNo.70366)

Place: Kota,
Date: May 28, 2019

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2019, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

Note -1

A.) Company Overview:

The company is in the business of Sales and servicing of Commercial Vehicle and Two Wheelers and Petroleum Products.

The company is also in the business of Finance works. The Company has obtained a certificate of Registration from the Reserve Bank of India as a Non-Banking Finance Company vide Registration No **14.00928 dated 2nd June 1998.**

B.) STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

1.1 BASIS OF PREPARATION:

The financial statements of the company have been prepared to comply with the Indian Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013, ("The Act") read with rule 7 of companies (Accounts) Rules, 2014.

The company is a listed NBFC company having net worth less than 500 crores therefore the Company has not prepared its financial statement following IND-AS vide Notification no. 11/10/2009 CL-V issued by MCA on dated 18/01/2016.

The financial statements have been prepared under the historical cost convention on an accrual basis and considering the direction issued by the Reserve Bank of India to the extent applicable to the company. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

1.2 REVENUE RECOGNITION:

A) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the Revenue can be reliably measured. Revenue from Sale and service business operations (gross) is net of adjustments on account of cancellation / returns. In NBFC Business Interest income on loans given is recognized under internal rate of return method. Income on NPA is recognized only when it is actually realized/ received.

Revenue is recognized when the substantial risk and reward of ownership is transferred to the buyer which coincides with the dispatches of the goods to the customers.

However, Goods & Service tax (GST) is not received by the Company on its own account rather, it is tax collected on value added to the commodity/ Service by the seller on behalf of the government, accordingly it is excluded from the revenue.

B) Expenses:

Expenses are generally accounted for on accrual basis except claims.

1.3 Fixed Assets are stated at cost net of cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

1.4 Depreciation

The depreciation on fixed assets is provided to the extent of depreciable amount on WDV method of depreciation is provided based on useful life of the asset as prescribed in schedule II to the Companies Act 2013.

1.5 Valuation of Inventories:

Inventories are valued as follows: -

		Particulars	
(A)	(a)	Commercial Vehicles , Vehicle Body & Two wheeled motor Vehicles	Commercial vehicle/Three Wheelers are valued at cost net realizable value computed on FIFO basis
	(b)	Spare Parts	Stores and spares and others are valued at lower of cost net realizable value computed on FIFO basis.
	(c)	Petroleum products	Petroleum Products valued on FIFO method. (Cost price)

*Net realizable value is estimated selling price in the ordinary course of business.

1.6 Loan and Advance

a) Secured Loan and advance

Loans and advances having classified in accordance with the RBI Guidelines as standard Assets and doubtful assets. The provision made for non-performing assets has been reduced from the loans and advance. Secured Loan is valued at instalments receivable but not due as on 31.03.2019.

b) Bad and doubtful debts

The income has been suspended when the assets are identified as an impaired assets and the client is unable to serve the interest. No income has been accrued on loss and non-performing assets. The company has identified the non-performing assets based on the credit worthiness on the client, cash flow of the company, behaviour of the account and the risk modifiers. The behaviour indicates the client willingness to pay while cash flow determines the ability to pay. All loans are subject to continuous scrutiny and grading based on credit risk.

The company has adopted policy regarding provisioning norms as specified and required by RBI, The company has made certain provision, which cover identified account and general provision in order to cover unanticipated credit risks that may be inherent in the portfolio.

1.7 Investments:

Investments that are readily realizable and intended to be held for not more than a year are from the date on which such investments are made, are classified as Current investments. All other investments are classified as long Term Investments on initial recognition; all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charge such as brokerage, fees and duties. Current investments (if any) are carried at lower of cost and fair value determined on an individual investment basis. Long term Investments are carried at cost. However, Provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

1.8 Assets Classification:

Loans and advances are standard assets.

1.9 Advances:

a) Advance is classified as performing and non-performing based on the Reserve Bank of India, guidelines. Interest on non-performing advances is not recognized in the profit & loss account until received.

b) Non-performing assets :

The company classifies advances, non-performing assets in respect of which the interest and/or instalment of principal has remained due for over 90 days as a non-performing assets.

1.10 Retirement & other Employee Benefits:

a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. The company is liable to meet the Shortfall, if any, in payment of interest at the rates declared by the central Government, and such liability is recognized in the year of shortfall.

b) **Gratuity:**

Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has taken a policy with LIC to cover the gratuity liability of the employees and contribution paid to the LIC is charged to statement of Profit & Loss.

c) **Leave Salaries:**

Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date. The privilege leave are compensated in leave and Accumulated leaves are equals to 40 days then en cashed. Actuarial valuation for the liabilities has not been taken from the certified valuer.

1.11 TAXATION :

(a) Current & Deferred Tax

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

1.12 Impairment of assets:

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

1.13 Provisions and Contingent Liabilities and Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settled the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not disclosed to its present value and are determined

based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Other contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

1.14 Earning per Share:

Basic earnings per share are calculated by dividing the Net Profit or Loss for the year attributable to equity shareholders (After deducting taxes etc.) by the weighted average number of the equity shares outstanding during the year are adjusted for the effect.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year are attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.15 Use of Estimate:

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and Liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.16 Operating Lease:

Operating Lease receipts and payments are recognized as income or expense in the statement of profit and loss as per the terms of the lease agreement.

1.17 Cash flow statement:

The Cash flow statement is prepared using "in direct method" set out in Accounting Standard – 3 cash flow statement and presents the cash flow by operating, investing and financing activities of the company. Cash and Cash equivalents presented in the cash flow statement consist of cash on hand and highly liquid bank balances.

KALYANI COMMERCIALS LIMITED

Balance Sheet as at 31st March, 2019

Particulars	Note No.	As At 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	1,00,00,000.00	1,00,00,000.00
(b) Reserves and Surplus	2.2	6,66,84,752.77	6,11,95,268.09
Sub Total		7,66,84,752.77	7,11,95,268.09
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.3	4,86,51,140.92	4,47,30,433.00
(d) Long Term Provisions	2.4	4,541.00	9,493.00
Sub Total		4,86,55,681.92	4,47,39,926.00
(4) Current Liabilities			
(a) Short-term borrowings	2.5	55,95,49,410.43	71,29,02,759.70
(b) Trade payables	2.6	7,97,58,390.10	1,62,72,965.17
(c) Other current liabilities	2.7	2,95,36,580.12	3,99,20,724.40
(d) Short Term Provision	2.8	-	2,69,388.76
Sub Total		66,88,44,380.65	76,93,65,838.03
Total		79,41,84,815.34	88,53,01,032.12
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	2.9	5,51,03,163.81	5,92,25,646.64
(ii) Intangible assets		1,43,948.39	64,977.11
(iii) Capital Work in Progress		1,42,500.00	-
Sub Total		5,53,89,612.20	5,92,90,623.75
(b) Non-current investments	2.10	4,33,70,830.00	4,43,70,710.00
(c) Deferred tax Assets	2.11	16,18,025.00	14,18,661.00

(d) Long term loans and advances	2.12	31,06,248.52	21,06,081.44
(e) Other non-current assets	2.13	26,756.00	37,54,813.00
Sub Total		10,35,11,471.72	11,09,40,889.19
(2) Current assets			
(a) Inventories	2.14	36,64,97,122.41	30,18,69,236.22
(b) Trade receivables	2.15	30,23,57,461.41	38,11,56,518.79
(c) Cash and Bank Balances	2.16	1,56,16,678.46	2,86,50,992.83
(d) Short-term loans and advances	2.17	62,02,081.34	6,26,83,395.09
		69,06,73,343.62	77,43,60,142.93
Total		79,41,84,815.34	88,53,01,032.12

Notes to the accounts 1&2

The schedule referred to above and the notes to Accounts form an integral part of the Balance sheet.

For **M. C. BHANDARI & CO**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(S.K. MAHIPAL)
PARTNER

Sd/- (S.L. Agarwal) (Mukesh Joshi)
M. Director Director
DIN: 01341113 DIN: 06697613

Sd/- (Vikramjit Singh)
CS
M. No.:40598

Sd/- (Sourabh Agarwal)
CFO
DIN: 02168346

Date: 28.05.2019

Place: Kota

KALYANI COMMERCIALS LIMITED
Statement of Profit and Loss for the year ended 31st March, 2019

Particulars	Note No	2018-19	2017-18
Revenue from operations	2.18	4013087455.74	4953430468.06
Other Income	2.19	2957142.97	2450939.47
Total Revenue		4016044598.71	4955881407.53
Expenses:			
Purchase of Stock-in-Trade	2.20	3865658386.52	4937242473.99
Changes in inventories of finished goods and Stock-in-Trade	2.21	-64627886.19	-254688038.36
Employee benefit expense	2.22	63824911.16	53647255.19
Financial costs	2.23	75555988.08	71778670.94
Depreciation and amortization expense		6868386.12	6917558.66
Other expenses	2.24	60519566.33	132784690.48
Total Expenses		4007799352.02	4947682610.90
Profit before tax & Exceptional Item		8245246.69	8198796.63
Less: Exceptional Item		999880.00	0.00
Profit before Tax		7245366.69	8198796.63
Tax expense:			
(1) Current tax	2.25	2325000.00	3115000.00
(2) Deferred tax liability (Net)		-199364.00	-207739.00
(3) Income Tax Earlier Year		-369754.00	96725.00
Profit/(Loss) for the period		5489484.69	5194810.63
Earning per equity share:			
(1) Basic		5.49	5.19
(2) Diluted		5.49	5.19

Signed in terms of our report of even date annexed
For M. C. BHANDARI & CO
CHARTERED ACCOUNTANTS

For and behalf of Board of Director
KALYANI COMMERCIALS LTD.

Sd/-
(CA S.K. MAHIPAL)
PARTNER

Sd/-
(S.L. Agarwal)
M. Director
DIN: 01341113

Sd/-
(Mukesh Joshi)
Director
DIN: 06697613

Sd/-
(Vikramjit Singh)
CS
M. No.:40598

Sd/-
(SourabhAgarwal)
CFO
DIN: 02168346

Date: 28.05.2019

Place: Kota

KALYANI COMMERCIALS LIMITED

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

S. No.	Particulars	As At 2018-19 (Rs.)	As At 2017-18 (Rs.)
A	Cash Flow from Operating Activities		
	Profit before Tax	7245367	8,198,797
	Adjustment for:		
	Depreciation and amortization	6868386	6917559
	Provision	(4952)	5554
	Profit on sale of Fixed Assets	(93770)	(81592)
	Operating profit before working capital changes	14015031	15040317
	Adjustments for movement in working capital :	6868386	1397738.65
	Adjustments for (increase)/ decrease in operating assets:		
	Stock	(64627886)	(254688038)
	Trade receivables	78799057	140135728
	Short-term loans and advances	56481314	(55138376)
	Other Current Assets		
		70652485	(169690686)
	Adjustments for increase / (decrease) in operating liabilities:		
	Short term Borrowings	(10384144)	361404125
	Trade Payables	63485424.93	(135191786)
	Other Current liabilities	(10384144)	(40135279)
		42717136	186077060
	Direct Taxes paid/deducted at source	-	(3222556)
	Net Cash From/(USED IN) Operating Activities	127384652	28204136
B	Cash Flow from Investing Activities		
	Long term loans and advances	(1000167)	674677
	Other Non-Current Assets	3728057	2877513
	Sale of Investments		(20382830)
	Purchase of Fixed Assets		(5339911)
	Sale of Fixed Assets		1185313
	Net Cash used in Investing Activities	2727890	(20985238)

C	Cash Flow from Financing Activities		
	Proceeds from Issue of Equity Shares	-	-
	Increase/(Decrease) in long term borrowings	3920707.92	16796868
	Increase/(Decrease) in other long term liabilities	-	(122,750)
	Net Cash Flow from / used in Financing Activities	3920708	16674118
D	Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	134033250	23893016
E	Cash and cash equivalents as at the end of previous period.	28650993	4757977
F	Cash and cash equivalents as at end of the year	162684243	28650993

Note: The Cash Flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

**For M. C. BHANDARI & CO
CHARTERED ACCOUNTANTS**

**For and behalf of Board of Director
KALYANI COMMERCIALS LTD.**

**Sd/-
(CA S.K. MAHIPAL)
PARTNER**

**Sd/-
(S.L. Agarwal)
M. Director
DIN: 01341113**

**Sd/-
(Mukesh Joshi)
Director
DIN: 06697613**

**Sd/-
(Vikramjit Singh)
CS
M. No.:40598**

**Sd/-
(Sourabh Agarwal)
CFO
DIN: 02168346**

Date: 28.05.2019

Place: Kota

KALYANI COMMERCIALS LIMITED

Notes Annexed to and forming part of Balance Sheet as at 31/03/2019

Particulars	As at	As at
	31.03.2019	31.03.2018
	(Rs.)	(Rs.)
SHARE CAPITAL :		Note - 2.1
Authorized :		
40,00,000 Equity Share Of Rs.10/- each	40000000.00	40000000.00
Issued, Subscribed & Paid Up :		
10,00,000 Equity Share Of Rs.10/- each	10000000.00	10000000.00
(Fully paid up in cash)		
	10000000.00	10000000.00

Note:

(1) The company has a single class of equity shares. Each share holder is eligible for one Vote per share held. The dividend proposed by the board of Directors is subject to the approval of the share holders. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their share holding.

(2) The details of Share holders holding more than 5 % equity shares as at 31.03.2019 & 31.03.2018

Share Holder	No. of Share as on 31.03.2019	Ownership Interest % as on 31.03.2019	No. of Share as on 31.03.2018	Ownership Interest % as on 31.03.2018
Shankar Lal Agarwal	418000.00	41.80%	418000.00	41.80%
	418000.00	41.80%	418000.00	41.80%

as per the records of the company including its register of shareholders/ members and other declaration received from shareholder regarding beneficial interest, the above shareholding represents both legal & beneficial ownership of shares

(3) The reconciliation of the number of shares outstanding as at March 31, 2019 and March 31, 2018 is set out below:

Particulars	As at	As at
	31.03.2019	31.03.2018
Number of shares at the beginning	1000000.00	1000000.00
Number of shares at the end	1000000.00	1000000.00
Reserves and Surplus :		
		Note - 2.2
Statutory Reserve		
Opening Balance	61195268.08	223435.00
Add. Transfer from Statement of Profit and Loss		103662.00
		327097.00
Surplus as per statement of Profit & Loss		
Opening Balance	60971833.08	55982557.46
Add. Net Profit after Tax Transferred from statement of Profit and Loss	5489484.69	5194810.63
Surplus (Closing Balance)	66461317.77	61177368.09
Apropriations		
Less : Transfer to Statutory Reserve 20%		103662.00
		205535.00

		66357655.77	60971833
Grand Total		66684752.77	61195268.09

Note : Amount of Statutory Reserve transfer from statement of profit and Loss @ 20%of the profit of NBFC Division U/s. 45 -IC of The RBI Act, 1934

Particulars	As at 31.03.2019 (Rs.)		As at 31.03.2018 (Rs.)	
LONG TERM BORROWINGS				
Note – 2.3				
Secured Loans :	Non Current	Current Maturity	Non Current	Current Maturity
TERM LOAN				
From TATA MOTORS FINANCIAL LTD.	1040901.92	306891.08	1350814.00	281177.72
(See note No.1)				
From ICICI Bank Limited	3034986.00	433995.00	3468981.00	422464.80
(See note No.1)				
From Yes Bank Limited	1311849.00	354870.00	0.00	
(See note No.1)				

Unsecured Loans:				
From NBFC'S				
From TATA CAPITAL FINANCIAL SERVICES LTD.				
(See note No.2)	0.00	5651741.00	5778664.00	16954498.00
Loan From Directors	5660209.00	0.00		
Inter Corporate Deposits	37603195.00	0.00	34131974.00	0.00
(See note No.3)				
	48651140.92	6747497.08	44730433.00	17658140.52

Note:1

Name of Bank	Terms of Repayment	Rate of interest	Amount O/s including current Maturity	Security
ICICI Bank	Repayable to ICICI from May 2015 in 120 Monthly installments (Due with in One Year Rs. 361663)	9.90%	2888371.00	Secured by Equitable mortgage of House Property (Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar ,Dadabnari ,KOTA).
ICICI Bank	Repayable to ICICI from June 2015 in 120 Monthly installments (Due with in One Year Rs. 72732)	9.95%	580610.00	Secured by Equitable mortgage of House Property (Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar ,Dadabnari ,KOTA).
TATA MOTORS FINANCE LIMITED	Repayable to TMFL from February 2018 in 60 Monthly installments (Due with in	8.76%	1347793.00	Secured by the way of hypothication of TATA HEXA (Vehicle)

	One Year Rs.306891.1)			
YES BANK LIMITED	Repayable to YBL from February 2018 in 60 Monthly installments (Due with in One Year Rs.354870)	8.65%	1666719.00	Secured by the way of hypothication of INNOVA CRYSTA (Vehicle)

NOTES: 2

TATA CAPITAL FINANCIAL LTD (Term Loan)	Repayable to TCFSL from February 2018 in 18 Monthly installments (Due with in One Year Rs. 5651741/-)	11.25%	5651741.00	Unsecured
--	--	--------	------------	-----------

3. Inter Corporate Deposit and directors deposit repayable in next 3 to 4 years and rate of Interest is 11.30 %

	31.03.2019	Note - 2.4 31.03.2018
Long Term Provision		
Contigent Prov against standard Assets (Refer note no 2.24)	4541.00	9493.00
Provision for Employee Benefit		
Gratuity	6190437.00	4509523.00
Less; Funded	-6190437.00	-4509523.00
	4541.00	9493.00

Note - 2.5

	31.03.2019	31.03.2018
SHORT TERM BORROWINGS		
Working Capital Loan		
From HDFC Bank Limited (See note No.1)	103281536.86	281407251.31
From Other Banks (See note No.2)	236319163.16	206430823.66
From NBFC'S (See note No.3)	219017513.41	223341697.73
Unsecured:		
From Hdfc Bank	931197.00	1722987.00
	559549410.43	712902759.70

NOTES:

1. Cash Credit Limit from HDFC Bank Ltd. is secured by way of hypothecation of stock of vehicle and all related accessories, Spare Parts & components, current assets and book debts etc. and further secured by way of equitable mortgage of factory land & Building located at Kota and also personal guaranteed of Directors i.e. Shankar Lal Agarwal and Sourabh Agarwal of the Company.

2. Secured by way of Hypothecation on book debts and PDC From Axis Bank Limited by Rs. 476.74 Lacs ,State Bank of India by Rs.458.08 Lacs , Indusind Bank Limited by Rs. 736.93 Lacs and Standard Chartered Bank by Rs. 691.42Lacs

3. Secured by way of Hypothecation on book debts and Stock From TATA MOTORS FINANCE SOLUTIONS LIMITED by Rs. 939.87, TATA Capital Financial Services Limited by Rs. 1205.50 Lacs, Lord Fincab Ltd by Rs. 13.93 Lacs and Bajaj Fiance Ltd. By Rs. 30.87 Lacs

4. **Rate Of Interest :(MCLR + 3 to 4 %)**

Note - 2.6

	31.03.2019	31.03.2018
<u>Trade Payables</u>		
A - Micro, small and Medium enterprises Development Act, 2006 for goods & others	6415000.00	0.00
Sundry Creditor	73343390.10	16272965.17
	79758390.10	16272965.17

Note - 2.7

	31.03.2019	31.03.2018
<u>Other Current Liabilities</u>		
Current Maturity of Long Term Borrowings	6747497.08	17658140.52
Current Maturity of other Long Term Borrowings	0.00	122750.00
Government dues (Taxes)Including ESI & PF	10204473.64	8947225.97
Advances From customer	11394560.40	11954312.26
Bank Balance due to reconciliation	1190049.00	1238295.65
	29536580.12	39920724.40

Note - 2.8

	31.03.2019	31.03.2018
<u>Short Term Provision</u>		
Provision For Income Tax (Net)	0.00	269388.76
Provision for Employee benefit		
Gratuity	258068.00	131899.00
<u>Less-Funded</u>	-258068.00	-131899.00
	0.00	269388.76

KALYANI COMMERCIALS LIMITED
NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2019
Property, Plant and Equipment

Note - 2.9

(Amount in Rupees)

PARTICULARS	Carrying Cost				DEPRECIATION				Carring Amount	
	AS AT	ADDITION	SALES/	AS AT	AS AT	During The	Deduction/	AS AT	AS AT	AS AT
	31.03.2018	During the year	Adjustment	31.03.2019	31.03.2018	YEAR	Transfer	31.03.2019	31.03.2019	31.03.2018
Tangible Assets										
Leasehold Land	2879425.00	0.00	0.00	2879425.00	0.00	0.00	0.00	0.00	2879425.00	2879425.00
Agriculture Land	1246397.00	0.00	0.00	1246397.00	0.00	0.00	0.00	0.00	1246397.00	1246397.00
Commercial Land	11657836.00	0.00	0.00	11657836.00	0.00	0.00	0.00	0.00	11657836.00	11657836.00
Building	62108175.34	0.00	0.00	62108175.34	30371286.82	3046001.93	0.00	33417288.75	28690886.59	31736888.52
Plant & Machinery	13092691.60	207215.00	0.00	13299906.60	9636196.88	676208.41	0.00	10312405.29	2987501.31	3456494.72
Office Equipment	7878013.78	114500.00	0.00	7992513.78	7157226.56	229230.97	0.00	7386457.53	606056.25	720787.22
Electrical Goods & Fitting	2755949.55	0.00	0.00	2755949.55	2378326.82	92146.34	0.00	2470473.16	285476.39	377622.73
Furniture & Fixture	9988366.27	82750.00	0.00	10071116.27	6962790.76	747065.82	0.00	7709856.58	2361259.69	3025575.51
Computer	9785198.08	144592.47	0.00	9929790.55	8696547.55	485440.71	0.00	9181988.26	747802.29	1088650.53
Vehicles	7616846.11	2126170.00	1167817.00	8575199.11	4580876.70	1442263.21	1088464.00	4934675.91	3640523.20	3035969.41
Sub Total:-	129008898.73	2675227.47	1167817.00	130516309.20	69783252.10	6718357.39	1088464.00	75413145.49	55103163.71	59225646.63
Intangible Assets										
Computer Software	755492.00	229000.00	0.00	984492.00	690516.28	150028.72	0.00	840545.00	143948.39	64975.72
Sub Total	755492.00	229000.00	0.00	984492.00	690516.28	150028.72	0.00	840545.00	143948.39	64975.72
Work in Progress										
Furniture	0.00	142500.00	0.00	142500.00	0.00	0.00	0.00	0.00	142500.00	0.00
Building	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total:-	0.00	142500.00	0.00	142500.00	0.00	0.00	0.00	0.00	142500.00	0.00
GRAND Total :	129764390.73	3046727.47	1167817.00	131643301.20	70473768.38	6868386.11	1088464.00	76253690.49	55389612.10	59290622.35
Figures for Prev. year	123032563.23	4160434.50	319933.00	126892964.73	57633471.36	7443356.40	155854.00	64920973.72	61971991.01	65418991.87

Place : Kota.
Date : 28.05.2019



Note - 2.10

			31.03.2019	31.03.2018
Non Current Investment				
LONG TERM INVESTMENTS (at cost):	Nos Shares	Face Value		
National Saving Certificate (Deposit with Sales Tax Deptt.)			3000.00	3000.00
Ganganagar Automobile Private Limited	250000	10.00	2500000.00	2500000.00
Ganganagar Vehicles Private Limited	4086783	10.00	40867830.00	40867830.00
Nekub Consultancy Limited	0.00	10.00	0.00	499940.00
YYKS Buildcon Limited	0.00	10.00	0.00	499940.00
			43370830.00	44370710.00
Note				
Aggregate value of investments	Quoted		0.00	0.00
	Unquoted		433.71	443.71
	Market price - quoted		0.00	0.00

Deferred Tax Assets (Net)

Note - 2.11

The Company has recognized deferred taxes, which result from timing difference between the book profit and tax profit. The details of which are as under :-

Particulars	Balance as at 31.03.2018	Arising during the year	Balance as at 31.03.2019
A. Deferred Tax Assets			
Depreciation and amortization	1418661.00	199364.00	1618025.00
Net Deferred tax Assets	1418661.00	199364.00	1618025.00

Long term Loans & Advances**Note - 2.12**

Unsecured, Considered good unless otherwise stated		
Deposits*	2076011.85	1956158.85
Income taxes paid(Net)	1030236.67	149922.59
	3106248.52	2106081.44

Note:

* Due in related party	0.05	0.05
------------------------	------	------

<u>Other Non Current Assets</u>		
Unsecured, Considered good unless otherwise stated		

<u>Non Current Assets</u>		
Fixed Deposit with Banks	26756.00	3754813.00
	26756.00	3754813.00

Note - 2.14

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
<u>INVENTORIES</u>		
<u>Trade Goods</u>		
Vehicles	325424977.02	266184757.25
Spare Parts	38355804.38	31690859.24
Oil & Lubricants	58474.27	78453.82
Petrol (MS)	841104.43	1112556.98
Diesel (HSD)	1584907.31	2634418.93
Battery Water & Acid	1455.00	1190.00
Used Vehicle	230400.00	167000.00
	366497122.41	301869236.22

Note - 2.15

<u>Trade Receivable</u>		
	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
(Unsecured considered good except to the extent stated)		
Outstanding for a period exceeding 6 months from	3023662.70	4374066.90

the date they are due for payment		
Other debtors - Doubtful	0.00	1120076.00
Other debtors - Considered Goods	299333798.71	376782451.89
	302357461.41	382276594.79
Less: Provision for Bad Debts	0.00	1120076.00
	302357461.41	381156518.79

Note - 2.16

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
CASH AND BANK BALANCES		
CASH AND CASH EQUIVALENTS		
Balances with Banks		
On Current Account	11084707.63	26997029.26
Cash on Hand	2514108.83	1653963.57
	13598816.46	28650992.83
Others		
In term deposit account		
With maturity Less than 12 months at inception	2044618.00	3754813.00
Total	15643434.46	32405805.83

Amount disclosed under non current assets	26756.00	3754813.00
	15616678.46	28650992.83
Note		
Earmarked balance (In term deposit account)	20.45	37.54

Note - 2.17

	As at 31.03.2019 (Rs.)	As at 31.03.2018 (Rs.)
Short Term Loans and Advances		
(Unsecured, Considered good unless otherwise stated)		
Others		
Advances		
Prepaid Expenses	582153.00	973379.00
For supply of Goods and rendering of services	2377404.41	4284911.09
Balances with Revenue Authority	652535.93	55008583.00
Advance to Staff	609238.00	829632.00
Loans & advances		
Standard Assets (Unsecured)	1980750.00	1586890.00
	6202081.34	62683395.09

KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Statement of Profit & Loss year ended on 31/03/2019

	2018-19	2017-18
Revenue From Operation		
Turnover :		
Vehicles and Vehicle Body	3678495515.87	4692517852.40
Spares Parts & Accessories	160494693.36	154822124.86
Oil & Lubricants	50369.40	28250.06
HSD (Diesel)	92585631.31	46160311.86
MS (Petrol)	9112985.59	6678664.11
Others Sales	917299.36	231644.24
	3941656494.89	4900438847.53
Service:		
Job Work Receipt	54607105.44	39886833.71
Commission Received	3694223.66	1585452.93
Incentive Income	12616332.75	10486073.30
Interest Received (NBFC)	513299.00	1033260.59
	71430960.85	52991620.53
	4013087455.74	4953430468.06

Note - 2.19

	2018-19	2017-18
Other Income:		
Interest Received	423878.22	364478.06
Rent Receipt	1980000.00	1980000.00
Miscellaneous Income	459494.75	24869.41
Profit on Sale of Fixed Assets	93770.00	81592.00
	2957142.97	2450939.47

Note - 2.20

Purchase of Stock in Trade (Trading)		
	2018-19	2017-18
Purchases Vehicle	3627987747.05	4763268407.82
Purchases Spare Parts & Accessories	140562634.80	141008020.74
Purchase Petro Product	96753404.67	51245779.26
Purchase Used Vehicle	354600.00	220000.00
Less : Amount Transfer to GST (TRANS -1 &2)	0.00	-18499733.83
	3865658386.52	4937242473.99

	2018-19	2017-18
Changes in Inventories of Stocks:		
Opening Stock:		
Vehicles	266184757.25	10108156.12
Spare Parts	31690859.24	33614868.96
Oil & Lubricants	78453.82	76136.24
Petrol (MS)	1112556.98	828423.23
Diesel (HSD)	2634418.93	2552833.31
Battery Water and Acid	1190.00	780.00
Used Vehicle	167000.00	0.00

	301869236.22	47181197.86
Closing Stock:		
Vehicles	325424977.02	266184757.25
Spare Parts	38355804.38	31690859.24
Oil & Lubricants	58474.27	78453.82
Petrol (MS)	841104.43	1112556.98
Diesel (HSD)	1584907.31	2634418.93
Battery Water and Acid	1455.00	1190.00
Used Vehicle	230400.00	167000.00
	366497122.41	301869236.22
INCREASE (DECREASE) IN STOCKS:	-64627886.19	-254688038.36

		Note - 2.22
Employees Benefit Expenses:		
Salaries,Wages,Bonus and Allowances etc	56419776.00	47947946.00
Contribution of PF, ESI	4571600.00	4157701.00
Gratuity	1744367.00	183224.00
Employee Welfare Exp.	1089168.16	1358384.19
	63824911.16	53647255.19

		Note - 2.23
Financial Cost:		
Bank charges	936093.53	1325779.75
Interest paid	74619894.55	70452891.19
	75555988.08	71778670.94

		Note - 2.24
Other Expenses		
Trading & Job / Servicing Expenses		
Job and other work exp.	10954342.54	6705804.10
Consumable store	206800.94	321901.00
Repairs & Maintenance		
a) To Machinery	1059327.65	820187.76
b) To Building	167093.50	3672523.34
Insurance Expenses	439338.00	598634.00
	12826902.63	12119050.20
Establishment and Selling Exp.		
Rent	5696759.00	4592310.00
Electricity & Water	2849790.00	2801485.00
Freight & Forwarding	130602.00	201637.48
Trade Certificate & TRC Charges	402300.00	347900.00
Telephone, telex and postage	717397.30	863006.54
Travelling and conveyance expenses	1762643.76	1985842.23
Legal, consultancy, retainership, professional, arbitration & Technical expenses	2105321.81	2630216.00
Vehicle running & maintenance	1810924.71	1573618.23
Miscellaneous expenses	7318664.93	4558042.63
Bad Debts	0.00	1120076.00
Repair & Maintenance (other)	366484.18	495615.50
Audit fees	100000.00	100000.00
Advertisement	289774.98	348364.11
Sales Promotion	5456546.97	3480215.32

Claims / rebate and discount exp.	15403513.06	94672757.24
Sales Commission	3286893.00	889000.00
Contingent Prov against standard Assets	-4952.00	5554.00
	47692663.70	120665640.28
	60519566.33	132784690.48
* Rent paid to related Parties	3.72	3.72
		Note - 2.25
Current Tax:		
Provision for Income Tax	2325000.00	3115000.00
	2325000.00	3115000.00

2.26 CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF:

(RS. IN LACS)

S. No.	Particulars	As at 31.03.2019	As at 31.03.2018
i)	Outstanding bank guarantee	20.00	66.32
ii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters*	184.32	185.54
iii)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company.	0.00	1.75

*Based on favorable decisions in similar cases, legal opinion taken by the company., discussions with the solicitors, etc, the company believes that there is fair chance of decisions in its favors in respect of all the items listed in (ii) & (iii) above and hence no provisions is considered necessary against the same.

2.27 Related Party disclosure under Accounting Standard AS-18 "Related party disclosures" issued by the Institute of Chartered Accountants of India:

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2019 and for the year ended are presented in the following tables.

List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows:

(a) Related parties and Relationship:

(i) Subsidiary Companies

Ganganagar Vehicles Private Ltd.

NEKUB Consultancy Limited (The Company is in under process of striking off)

YYKS Consultancy Limited (The Company is in under process of striking off)

(ii) Enterprises over which key management personnel have Significant Control:

Ganganagar Automobile Private Ltd

Argent Leasing & Finance Ltd.

Kota Trucks Pvt. Ltd.

.

(iii) Key Management Personnel:

Mr. Shankar Lal Agarwal

Mr. Sourabh Agarwal

Mr. Vikramjit Singh

Managing Director

Chief Financial officer

Company Secretary

(iv) **Relative of Key management persons:**

Smt. Mala Agarwal

(b) **Transactions with related parties:**

S.N.	Name	Nature of Transaction	2018-19	2017-18	
(i) Subsidiary Companies					
1	Ganganagar Vehicles Private Limited	Opening Balance Dr.	0.00	0.00	
		Shares Opening Balance	40867830.00	20485000.00	
		Purchase	61536791.00	15010500.00	
		Intt. Received	200411.00	115646.36	
		Investment Purchase	0.00	20382830.00	
		Sale	82870155.00	21025524.00	
		Shares closing Balance	40867830.00	40867830.00	
		Outstanding at the year end	0.00	0.00	
2.	NEKUB Consultancy Limited	Opening Balance Dr.	0.00	0.00	
		Shares Opening Balance	499940.00	499940.00	
		Loss on Sale of Investment	499940.00	0.00	
		Shares closing Balance	0.00	499940.00	
3.	YYKS Consultancy Limited	Opening Balance Dr.	0.00	0.00	
		Shares Opening Balance	499940.00	499940.00	
		Loss on Sale of Investment	499940.00	0.00	
		Shares closing Balance	0.00	499940.00	
(ii) Enterprises over which key management personnel have Significant Control:					
1	Ganganagar Automobile Private Limited	Opening Balance Dr.	0.00	0.00	
		Shares Opening Balance	2500000.00	2500000.00	
		Amount paid	0.00	13527408.00	
		Intt. Received	0.00	156118.18	
		Investment Purchase	0.00	0.00	
		Amount Received	0.00	13527408.00	
		Outstanding at the year end	0.00	0.00	
		Shares closing Balance	2500000.00	2500000.00	
2	Argent Leasing & Finance Ltd.(NBFC)	Opening Balance Cr.	2238296.00	2031675.00	
		Amount Received	0.00	0.00	
		Interest Paid	252927.00	229579.00	
		TDS Deducted	25293.00	22958.00	
		Outstanding Balance(Cr.)	2465930.00	2238296.00	
3	M/s Kota Trucks Pvt. Ltd.	Opening Balance(Dr.)	0.00	0.00	
		Transaction During the year			
		Rent (Received)	1980000.00	1980000.00	
		Purchases	3060719.02	9694838.00	
		Sales	7247551.15	12646800.00	
		Intt. Received	0.00	545016.05	
		Outstanding at the year end (Dr.)	0.00	0.00	

(iii)Key Management Personnel				
1.	Shankar Lal Agarwal	Opening Balance (Cr.)	0.00	0.00
		Director Remuneration	420000.00	360000.00
		Outstanding at the year end	0.00	0.00
2.	Sourabh Agarwal	Opening Balance (Cr.)	0.00	0.00
		Rent Paid	360000.00	360000.00
		Director Remuneration	600000.00	600000.00
		Amount Received	7100000.00	740000.00
		Interest Paid	622454.00	0.00
		TDS Deducted	62245.00	45438.00
		Amount Paid	2000000.00	1280562.00
		Loan account cr. Balance	5660209.00	0.00
3.	Vikramjit Singh(CS)	Opening	33000.00	22000.00
		Salary Paid	516000.00	396000.00
		TDS Deducted	7014.00	0.00
		Outstanding at the year end	36754.00	33000.00
(V)Relatives to the Key Management:				
1	Smt. Mala Agarwal	Opening	0.00	0.00
		Opening Balance (Sec. Deposit)	5000.00	5000.00
		Rent during the year	12000.00	12000.00
		Amount Paid	12000.00	12000.00
		Closing Balance (Sec. Deposit)	5000.00	5000.00
		Outstanding at the year end	0.00	0.00

Note: The transaction relating to reimbursement of actual expenses to/from related Parties have not been considered above below.

2.28 **Segment Reporting:**

(a) **Primary Segment:** Business Segment

Based on the guiding principles given in Accounting Standard AS –17 “Segment Reporting” notified under Companies (Accounting standard) Rules 2006, the Company’s operating business are organized and managed separately according to the nature of products. The Two identified reportable segments. One is Automobile segment in which trading of vehicle and servicing (Including Heavy Commercial Vehicles and Three wheelers) and Other which includes NBFC Division and Retail out let of petroleum products (BPCL).

(b) **Secondary Segment: Geographical segment:**

Since the company’s activities/operations are primarily with in the country and considering the nature of products/services it deals in, the risk and returns are same and as such there is only one geographical segment,

The following is the distributions of the company’s consolidated revenue by geographical markets, regardless of where the goods/services were produced.

Particulars	(Rs. In Lacs)	
	2018-19	2017-18
Revenue from domestic Market	40130.87	49534.30
Revenue from Overseas Market	0.00	0.00

Total	40130.87	49534.30
-------	----------	----------

The company has assets for producing goods for domestic market and no assets for overseas markets

(c) Segment accounting policies:

In addition to the significant accounting policies applicable to the business segment as set in note 1 & 2 “notes to accounts” the accounting policies in relation to segment accounting are as under:

i) Segment revenue & expenses:

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of creditors & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Ganganagar Motors (A division of Commercial Vehicles). While most of the assets/liabilities directly attributed to individual segments.

iii) Inter segment sales:

Inter segment revenues between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is Ganganagar Motors (A division of Commercial Vehicles) and funds provided by the Ganganagar Motors to other division and interests on such balances are not charged.

e) Information about business segments :

for the year ending as on 31st March 2019

Particulars	Automobile		Others		Total	
	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year
Segment Revenue :						
External sales/income (Net)	44702.82	52423.92	733.81	1171.85	45436.63	53595.77
Other receipt	25.71	26.93	0.00	0.00	25.71	26.93
Total Revenue	44728.52	52450.85	733.81	1171.85	45462.34	53622.70
Segment Results :						
Segments results	73.80	90.03	4.35	1.01	78.15	91.04
Unallocated expenses (Net)	0.00	0.00	0.00	0.00	0.00	0.00
Operation profit before Interest	653.81	566.80	4.45	1.04	658.26	567.84
Financial exp.	580.01	476.77	0.10	0.03	580.11	476.80
Income tax current/Earlier Year	26.53	31.32	0.00	0.00	26.53	31.32
Less: Deferred tax Liability	-3.04	-2.34	0.00	0.00	-3.04	-2.34
Net Profit	50.31	61.05	4.35	1.01	54.66	62.06
Other Information :						
Segment Assets	6672.98	6839.79	101.82	97.06	6774.80	6936.85

Inter Branch	0.00	0.00	0.00	0.00	0.00	0.00
Unallocated assets						
Total Assets	6672.98	6839.79	101.82	97.06	6774.80	6936.85
Segmets Liabilities :						
Share Capital	100.00	100.00	0.00	0.00	100.00	100.00
Reserve & Surplus	458.59	408.29	101.41	97.06	560.00	505.35
Secured & Unsecured Loan	3796.75	4488.64	0.00	0.00	3796.75	4488.64
Segment liabilities	2317.64	1842.86	0.41	0.00	2318.05	1842.86
Unallocated liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Deferred tax liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Total Liabilities	6672.98	6839.79	101.82	97.06	6774.80	6936.85
Capital Expenditure						
	41.60	82.43	0.00	0.00	41.60	82.43
Depreciation	74.43	75.86	0.00	0.00	74.43	75.86

2.29 **Earning Per Share:**

Particulars	2018-19 (Rs.)	2017-18 (Rs.)
Net Profit or Loss after Tax attributable to share holders	5489484.69	5194810.63
Weighted average no. Of ordinary shares for basic EPS	Nos. 1000000	Nos. 1000000
Basic & Diluted EPS	5.49	5.19

2.30 The company has taken Office and showroom Premises on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years. The amount of lease rentals paid of Rs. 56.97 Lacs (P.Y. Rs. 45.92 Lacs) has been charged under the head "Rent" in Note 2.24.

2.31 Details of dues to Micro, Small and Medium Enterprises as per "Micro, Small and Medium Enterprises development Act. 2006" as identified by the Company:

2.32

Particulars	2018-19	2017-18
The principal amount due and remaining unpaid to any supplier as at the end of each accounting year	64.15	0.00
The interest due an unpaid principal amount remaining as at the end of the each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and medium enterprises Development Act,2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) But without adding the interest specified under Micro Small and medium enterprises Development Act,2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small Enterprises for the purpose of disallowance as a deductible expenditure U/s. 23 of the Micro Small and medium enterprises Development Act, 2006	-	-

2.32 Additional information pursuant to the provision of the Companies Act 2013 is given below:

- (i) Since the items traded by the company other than vehicles and petroleum products are small and numerous, it is not practically possible to give the quantitative details in the manner required. The quantitative details of commercial and other vehicles and HSD and MS, are as under: -

Particulars	2018-19		2017-18	
	Qty. Nos (Ltr. In case of MS & HSD)	Amount (Rs.)	Qty. Nos (Ltr. In case of MS & HSD)	Amount (Rs.)
Opening Stock (Vehicles)	130	255730507.25	0	0
Opening Stock (Three Wheelers Vehicles)	90	10454250	76	10108156.12
Opening Stock (MS)	15560	1112556.98	11678	828423.23
Opening Stock (HSD)	40185	2634418.93	41677	2552833.31
Purchases (Vehicles)	1579	3794292317.99	2286	5057919751.88
Purchases Three Wheelers Vehicles)	1781	222894604.26	1245	149266421.15
Purchases (MS)	116531.86	8565298.26	98799.23	6756511.97
Purchases(HSD and Speed Diesel)	1288709.78	88666549.23	734152.00	44760001.34
Sales (Vehicles)	1570	3456227188.07	2156	4534797785.95
Sales (Three Wheelers Vehicles)	1729	210785997.59	1231	157720066.45
Sales (MS)	120012.86	9112985.59	94917.23	6678664.11
Sales (HSD and Speed Diesel)	1305001.78	92585631.31	735644.00	46160311.86
Closing Stock (New Vehicle)	139	307323862.02	130	255730507.25
ClosingStock (Three Wheelers Vehicles)	142	18101115.00	90	10454250.00
Closing Stock (MS)	12079	841104.43	15560	1112556.98
Closing Stock (HSD)	23893	1584907.31	40185	2634418.93
Shortages (MS)	1384.49		826.01	
Shortages (HSD)	1141.04		807.85	

- (ii) Other additional information:

S.No.	Particulars	Current Year	Previous year
-------	-------------	--------------	---------------

I	C.I.F. Value of Imports		
	Raw Material	0	0
	Capital Goods	0	0
li	Expenditure in foreign currency (Paid or Provided)	0	0
	Capital	0	0
	Traveling	0	0
	Consultancy	0	0
iii)	Income in Foreign Currency (Sales)	0	0
iv)	Net dividend remitted in foreign currency	0	0
	No. of NRI share holders	0	0
	No of shares held by them	0	0
	Dividend paid (Rs. In Lacs)	0	0
	Year to which dividend relates	0	0

(iii) VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED:

(Rs. In Lacs)

Particulars	2019	%	2018	%
Raw Material				
Imported	0	0	0	0
Indigenous	0	0	0	0
Total :-	0	0	0	0
Stores & Spares	-	-	-	-
Imported	-	-	0	-
Indigenous	0	0	0	0

2.33 Loans and advances include following amounts due from subsidiary

(Amount in Lakhs)

Name of The Party	Amount outstanding as at year end		Maximum Amount outstanding during the year	
	This Year	Previous Year	This Year	Previous Year
Ganganagar Vehicles Private Ltd.	0.00	0.00	1050.00	349.96

2.34 The company has complied with prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non- Banking Financial(Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, during the financial year ended on March 31, 2019. As NBFC activities are undertaken during the year but the guidelines issued by RBI regarding assets and income share of business could not be complied with.

2.35 Provision for loans

Particulars	% of Provision made	As at 31.03.2018	As at 31.03.2019	Total
Standard Assets	0.25	9493.00	-4541.00	4952.00
Total		9493.00	-4541.00	4952.00

2.36 Disclosure in term of AS-15 are as under:

As per detailed discussion with directors and the explanation and certification provided by them, Gratuity has been provided on the basis of actuarial valuation using the project unit credit method and same is non-funded. The obligation for leave encashment is recognized in the same manner as gratuity.

		Gratuity unfunded	
		2018-19	2017-18
i	expenses recognised in the statement of profit & loss for the year ended		
1	Current Service Cost	1133933	882380

	2	Interest Cost	359710	257994
	3	Expected return on plan assets	(436732)	(426175)
	4	Past Service Cost	NA	NA
	5	Net Actuarial (Gains)/Losses	737536	408736
		Total expenses	1794447	1122935
ii	Net asset/(liability) recognised in the balance Sheet as at 31.03.2019			
	1	Present value of Defined Benefit Obligation	6448505	4641422
	2	Fair Value of plan assets	(9136973)	(7379970)
	3	Funded status [Surplus/(Deficit)]	-	
	4	Net asset/(Liability)	(2688468)	(2738548)
iii	change in obligation during the year ended			
	1	Present value of Defined Benefit Obligation at beginning of the year	4641422	3328950
	2	Current Service Cost	1133933	882380
	3	Interest Cost	359710	257994
	4	Plan amendment cost	NA	NA
	5	Actuarial (Gains)/Losses	737536	408736
	6	Benefits Payments	(424096)	(236638)
	7	Present value of Defined Benefit Obligation at the end of the year	6448505	4641422

		Gratuity funded	
		2018-19	2017-18
iv	Change in assets during the year ended		
	1	Plan assets at the beginning of the year	7379970
	2	Expected return on plan assets	436732
	3	Contributions by Employer	1744367
	4	Actual benefits paid	(424096)
	5	Actuarial Gains/(Losses)	-
	6	Plan assets at the end of the year	9136973
v	Classification for the purpose of Revised schedule VI is as follows:		
	Current liability		258068
	Non-current liability		6190437
vi	Actuarial assumptions		

1	Discount Rate	7.50%	7.50%
2	Expected rate of return on plan assets	-	-
3	Mortality	Indian Assured Lives Mortality(2006-2008)Ultimate Mortality Rates	Indian Assured Lives Mortality(2006-2008)Ultimate Mortality Rates
4	Salary escalator	5.5%	5.5%
5	Maximum limit	1000000	1000000

Notes:

- 1. Present Value of Defined Benefit Obligation:** It is the present value, without deducting any plan assets, of expected future payments required to settle the obligation resulting from employee service in the current and prior periods.
- 2. Fair Value of Plan Assets:** The assets out of which the obligations have to be settled, measured at their market value.
- 3. Funded Status:** This is the excess/(shortfall) of the fair value of plan assets over the Present Value of Defined Benefit Obligation.
- 4. Current Liability (Short term):** The liability estimated on an undiscounted basis which is expected to be paid out within twelve months of the current valuation date.
- 5. Non-Current Liability (Long term):** The liability which is not expected to be paid out within twelve months of the current valuation date.

2.37 Previous year figures have been regrouped/ rearranged wherever necessary to facilitate comparison.

2.38 Notes 1 & 2 forms an integral part of the Balance Sheet & statement of Profit and Loss and Cash Flow statement has been duly authenticated.

SIGNED FOR IDENTIFICATION

For **M. C. BHANDARI & CO**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(CA S.K. MAHIPAL)
PARTNER
38, SHOPPING CENTRE
KOTA (RAJ.)

Sd/-
(S.L. Agarwal)
M. Director
DIN: 01341113

Sd/-
(Mukesh Joshi)
Director
DIN: 06697613

Sd/-
(Vikramjit Singh)
CS
M. No.:40598

Sd/-
(Sourabh Agarwal)
CFO
DIN: 02168346

Date:28.05.2019

Place: Kota

Schedule to the Balance Sheet of a Kalyani Commercials Limited
Non Systemic Non Deposit Taking Non-Banking Financial Company
[As required in terms of Paragraph 13 of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 2015]
RBI No. :14.00928

(Rs.in lakhs)

Particulars		31.03.2019	
Liabilities side :			
1	Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :	Amount Outstanding	Amount overdue
	(a) Debentures : Secured	0	0
	: Unsecured (other than falling within the meaning of public deposits*)	0	0
	(b) Deferred Credits	0	0
	(c) Term Loans	0	0
	(d) Inter-corporate loans and borrowing	0	0
	(e) Commercial Paper	0	0
	(g) Other Loans (specify nature)	0	0
	*Please see Note I below		
2	Assets side :	Amount Outstanding	
	Break-up of Loans and Advances including bills receivables[other than those Included in (4) below] :		
	(a) Secured	0	
	(b) Unsecured	19.81	
3	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease	0	
	(b) Operating Lease	0	
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire	0	
	(b) Repossessed Assets	0	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	0	
	(b) Loans other than (a) above	0	
4	Break-up of Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity	0	
	(b) Preference	0	

(ii) Debenture and Bonds	0
(iii) Units of Mutual Funds	0
(iv) Governments Securities	0
(v) Others (please specify)	0
2. Unquoted :	
(i) Shares : (a) Equity	0
(b) Preference	0
(ii) Debenture and Bonds	0
(iii) Units of Mutual Funds	0
(iv) Governemts Securities	0
(iii) Others (Please specify)	0
Long Term Investments :	
1. Quoted :	
(i) Shares : (a) Equity	0
(b) Preference	0
(ii) Debenture and Bonds	0
(iii) Units of Mutual Funds	0
(iv) Governments Securities	0
(v) Others (please specify)	0
2. Unquoted :	
(i) Shares : (a) Equity	0
(b) Preference	0
(ii) Debenture and Bonds	0
(iii) Units of Mutual Funds	0
(iv) Governemts Securities	0
(v) Others (Investment in partnership firm)	0

5	Borrower group-wise classification of assets financed as in (2) and (3) above :			
	Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	0	0	0
	(b) Companies in the same group	0	0	0
	(c) Other related parties	0	0	0
	2. Other than related parties	0	0	0
	Total			

6	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
	Please see Note 3 below		
	Please see Note 3 below		
Category	Market Value / Break-up or Fair value or NAV	Book Value (Net of Provisions)	

	1. Related Parties **		
	(a) Subsidiaries	0	0
	(b) Companies in the same group	0	0
	(c) Other related parties	0	0
	2. Other than related parties		
	Total		

**** As per Accounting Standard of ICAI (Please see Note 3)**

7	Other Information	
	Particulars	Amount
	(i) Gross Non-Performing Assets	
	(a) Related parties	0
	(b) Other than related parties	0
	(ii) Net Non-Performing Assets	
	(a) Related parties	0
	(b) Other than related parties	0
	(iii) Assets acquired in satisfaction of debt	

Notes :

1

As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2

Provisioning norms shall be applicable as prescribed in the Non-Systematically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 or Systematically Important Non-Banking (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 whichever is applicable.

3

All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break-up/fair value/ Nav in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

For **M. C. BHANDARI & CO**
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LIMITED

Sd/-
(CA S.K. MAHIPAL)
PARTNER
38, SHOPPING CENTRE
KOTA (RAJ.)
Date:28.05.2019
Place: Kota

Sd/-
(S.L. Agarwal)
M. Director
DIN: 01341113

Sd/-
(Mukesh Joshi)
Director
DIN: 06697613

Sd/-
(Vikramjit Singh)
CS
M. No.:40598

Sd/-
(Sourabh Agarwal)
CFO
DIN: 02168346

Form No. MGT-11

Proxy Form

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

CIN: L65923DL1985PLC021453

Name of the Company: Kalyani Commercials Limited

Venue of the Meeting: BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042

Date and Time: Thursday, 05th September, 2019 at 9:00 A.M.

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

2. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 05th September, 2019 at 9:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS:				
1.	Adoption of Consolidated/ Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Director in place of Mr. Sourabh Agarwal (DIN:02168346), who retires by rotation and, being eligible, offers herself for re-appointment.			
SPECIAL BUSINESS:				
3.	Regularize the appointment of Mr. Puneet Sethi (DIN: 08212766)			

** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this Day of 2019

Signature of shareholder.....

Signature of Proxy holder(s)

Affix One
Rupee
Revenue
Stamp

Note:

- a. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

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

Commencement of e-voting	01 st September, 2019 at 9:00 A.M.
End of e-voting	04 th September, 2019 till 5:00 P.M.

- The cut-off date for the purpose of e-voting is 30th August, 2019.

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID

Name and Address of the Shareholder

1. I hereby record my presence at the 34th Annual General Meeting of the Company being held on at the registered office of the company, at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

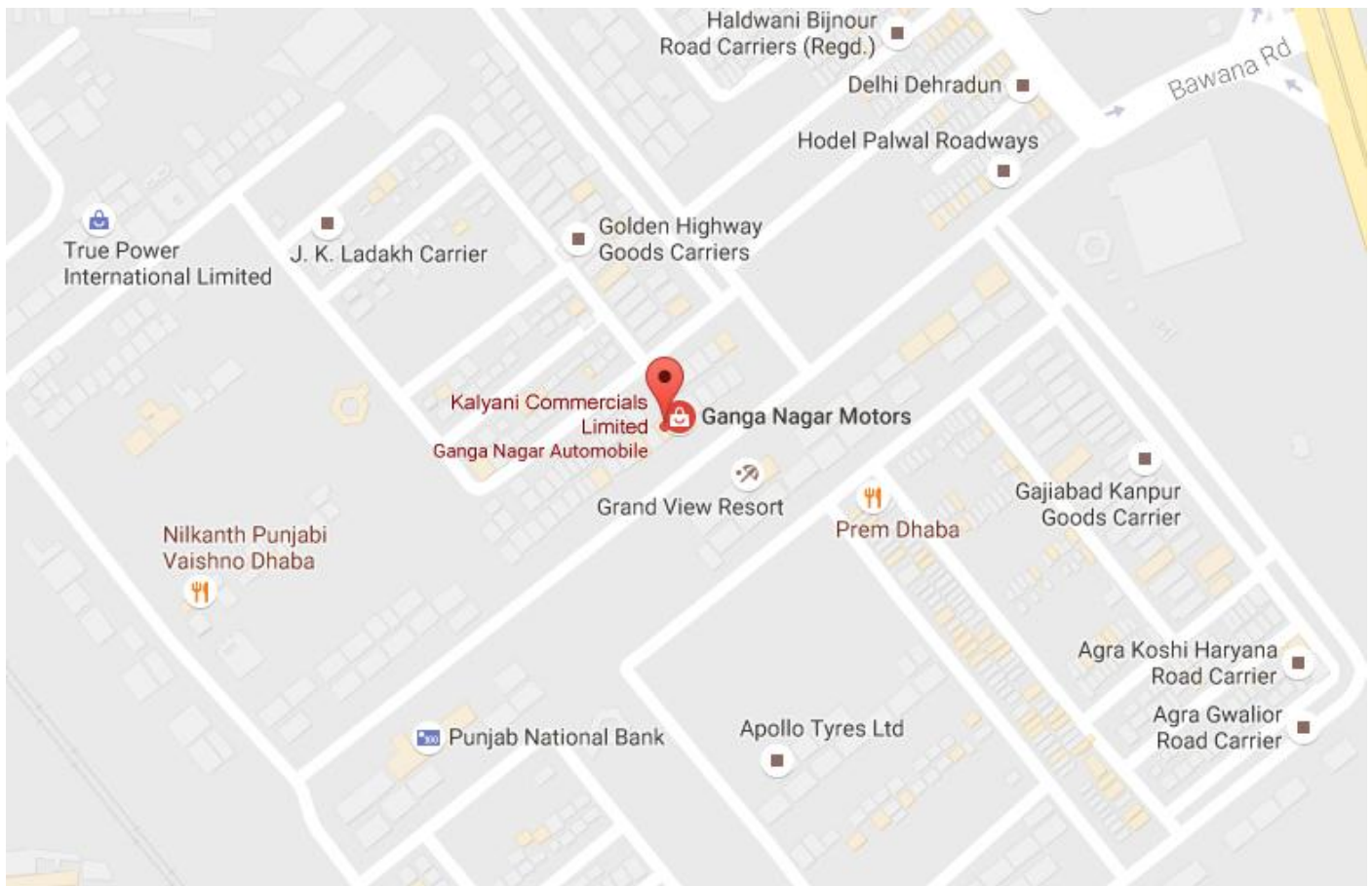
NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password / PIN

Note: Please read the instructions printed under the Note to the Notice dated 6th August, 2019 of the 34th Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Sunday 01st September, 2019 and ends at 5:00 P.M Wednesday 04th September, 2019. The e-Voting module shall be disabled by NSDL for voting thereafter.

Route Map for AGM of Kalyani Commercials Limited to be held on Thursday, 05th September, 2019 at 9:00 A.M.



If undelivered please return to:

KALYANI COMMERCIAL LIMITED

Regd. Office: BG-223, Sanjay Gandhi Transport Nagar,
GT Karnal Road, Delhi-110042

E-mail: kalyanicommercialslimited@gmail.com