



**Kalpa**  
Commercial Limited

**Date: 28.06.2022**

To,  
**Head Listing Compliance,**  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**Sub: Annual Report for the year 2019-20**

**Ref : Script Code No. 539014**

Dear Sir/Ma'am,

In term Regulation 34 of SEBI (LODR) Regulation, please find attached herewith Annual Report for the Financial year 2019-20.

Please acknowledge the receipt

**Thanking You,**

**For Kalpa Commercial Ltd**

**Satish Kumar Gola**

**Company Secretary**

**KALPA COMMERCIAL LIMITED**

**CIN: L74899DL1985PLC022778**

**Regd Office : 405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, Delhi-110092,**

**E mail : [info@kalpacommercial.in](mailto:info@kalpacommercial.in) Website : [www.kalpacommercial.co.in](http://www.kalpacommercial.co.in)**



**35<sup>th</sup> ANNUAL REPORT**

**F.Y. – 2019-20**

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Annual General Meeting	
Date	28 <sup>th</sup> Day of September, 2021
Day	Tuesday
Time	11:30 A.M.
Place	405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi-110092.

## CORPORATE INFORMATION

<p><b>BOARD OF DIRECTORS</b></p> <p>Mr. Kamal Sharma</p> <p>(Independent Director)</p> <p>Mr. Sourav Jain (Director)</p> <p>Mr. Jayprakash Laxmidas Kataria (Independent Director)</p> <p>Rupali Rampal Singh (Women Director)</p>	<p><b>BANKERS OF THE COMPANY</b></p> <p>ICICI Bank Muradnagar Branch, Khasra No. 94, Gayatri Puram, Ukharsi, Delhi Merrut Road, Murad Nagar, Uttar Pradesh-201206.</p> <p><b>REGISTRAR AND SHARE TRANSFER AGENTS</b></p> <p>M/s Skyline Financial Services Private Limited 1<sup>st</sup> Floor, D-153A, Okhla Industrial Area, Phase I, New Delhi 110020, INDIA Tel No. +91-11-40450193-97, 26812682-83</p> <p>Email: <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a></p>
<p><b>STATUTORY AUDITORS</b></p> <p>M/s. Amit Manoj and Company Chartered Accountants</p>	<p><b>LISTED AT</b></p> <p>BSE Limited (Bombay Stock Exchange)</p>
<p><b>SECRETARIAL AUDITORS</b></p> <p>Geetanjali Aggarwal &amp; Co Company Secretaries</p>	<p><b>COPORATE IDENTIFICATION NUMBER</b></p> <p>L74899DL1985PLC022778</p>
<p><b>EMAIL ID AND WEBSITE:</b></p> <p>Company Email Id - <a href="mailto:info@kalpacommercial.in">info@kalpacommercial.in</a>, <a href="mailto:Infokalpa2@gmail.com">Infokalpa2@gmail.com</a></p> <p>Website :- <a href="http://www.kalpacommercial.in">www.kalpacommercial.in</a></p>	<p><b>REGISTERED OFFICE</b></p> <p>405, FIE Patparganj Industrial Area Office No. 2, LGF/R2, New Delhi East Delhi 110092 Tel. No. +91 9313390500</p>

## NOTICE OF 35TH ANNUAL GENERAL MEETING

405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi East Delhi 110092

Ph.: +91 9313390500, Email Id: [info@kalpaccommercial.in](mailto:info@kalpaccommercial.in), [infokalpa2@gmail.com](mailto:infokalpa2@gmail.com)

Website: [www.kalpaccommercial.in](http://www.kalpaccommercial.in) , CIN: L74899DL1985PLC022778

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting of the members of M/s Kalpa Commercial Limited to be held on **Tuesday, the 28<sup>th</sup> Day of September, 2021 at 11:30 AM** at the registered office of the Company through Video Conferencing / Other Audio Visual Means (VC/OVAM). The venue of the meeting shall be deemed to be the registered office of the Company to transact the following businesses:-

### ORDINARY BUSINESSES:

#### ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2020, including the audited Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of directors and the auditors thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

#### ITEM NO. 2 – TO RE-APPOINT MR. SOURAV JAIN (HOLDING DIN NO. 08338855), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any re-enactment(s) or modification(s), thereof for the time being in force), Mr. Sourav Jain (DIN: 08338855), who retires by rotation at this meeting, and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Registered Office:

405, FIE Patparganj Industrial Area, Office No 2,  
LGF/R2, New Delhi 110092

By Order of the Board  
Kalpa commercial limited

Sd/-  
Mukul Jindal  
Director  
DIN: 07229720

Place: New Delhi  
Date: 02<sup>nd</sup> September, 2021

## NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kalpacommercial.in](http://www.kalpacommercial.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday,25th September 2021 (9:00 AM) and ends on Monday , 27<sup>th</sup> September, 2021 at (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date (record date) of 21<sup>st</sup> September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),</li> </ol>

	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company the email address viz; [info@kalpaccommercial.in](mailto:info@kalpaccommercial.in), if they have voted from individual tab & not uploaded same in the CDSL voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (info@kalpaccommercial.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (info@kalpaccommercial.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

Registered Office:  
**405, FIE Patparganj Industrial Area, Office No.-2, LGF/R2,  
 New Delhi 110092**

**By Order of the Board  
 For Kalpa Commercial Limited**

Place: New Delhi  
 Dated: 02<sup>nd</sup> September, 2021

Sd/-	Sd/-
Mukul Jindal	Daman Deep Singh
Director	Director
DIN: 07229720	DIN: 09105688

# BOARD REPORT

Dear Members,  
**Kalpa Commercial Limited**

Your Directors are pleased to present the Board Report on the business and operation of the Company, along with the Audited Accounts, for the Financial Year ended 31<sup>st</sup> March, 2020.

## 1. FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Details	Year ended 31.03.2020	Year ended 31.03.2019
Total Revenue	28,59,578	61,77,305
Expenditure	20,46,157	44,06,380
Depreciation	-	-
Exceptional Items	-	-
Profit/(Loss) before Tax	8,13,421	17,70,925
Tax Expense	2,14,090	4,60,441
Profit/(Loss) after Tax	5,99,331	13,10,484

## 2. FINANCIAL PERFORMANCE

During the year under review, your company has reported no revenue from operations as compared to financial year 2018-19 .In the Year 2019-20, the performance of the Company is not upto the desire level as compared to previous year, board of Directors, individually and collectively committed to work for growth in the profits of company in near future.

## 3. THE STATE OF COMPANY'S AFFAIRS

The other income of Rs. 22,59,217/- and expenses of 20,46,157/- relating to the discontinued period have been shown under the head "Profit/(Loss) for the year from discontinued operations" as per Indian Accounting Standards. The other income of the Company during the financial year 2019-20 is Rs. 22,59,217/- in comparison to 47,07,665/- for the previous year.

### EXPANSION AND MORDERNISATION

Because of financial constraint company did not go for modernization.

## 4. SHARE CAPITAL

The issued, subscribed and paid up capital of the Company is Rs 102,500,000 (Rupees Ten Crore Twenty Five Lakhs) divided into 10,250,000 (One Crore Two Lacs Fifty Thousands) Equity Shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

## 5. CHANGE IN THE BUSINESS OPERATIONS

There was no change in the nature of business of the Company during the year under review.

## 6. DIVIDEND

In view of the inadequate profits and requirement of the funds for expansion and growth plans, the Board of Directors does not recommend any Dividend.

## 7. TRANSFER TO RESERVES

The profits transferred and other additions to reserves are as follows:

(Amount in Rs.)

Particulars	31/03/2020	31/03/2019
<b>Securities Premium Account</b>		
Opening Balance	41,75,00,000	41,75,00,000
Addition during the Year	-	-
Closing Balance	41,75,00,000	41,75,00,000
<b>Surplus in Statement of Profit and Loss</b>		
Opening Balance	80,77,412	67,66,928
(+) Net Profit for the year	5,99,331	13,01,484
Excess/(Short) of previous years	-	-
Closing Balance	86,76,742	80,77,412
<b>Grand Total</b>	<b>42,61,76,742</b>	<b>42,55,77,412</b>

## 8. A MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT

There were 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 the date of this report.

## 9. DEPOSIT

The Company has neither accepted nor renewed any deposits during the year from public falling within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposit) Rules, 2014 during the Financial Year under review.

## 10. CHANGE IN DIRECTORS AND KMP

The Board of the Company is duly constituted as per the requirements of the Companies Act, 2013.

## **Appointments**

During the Financial Year 2019-20, none of the director were appointed.

## **Resignations during the year**

During the Financial Year 2019-20, none of the director were resigned.

## **Statement on declaration given by Independent Directors**

The members are informed that Independent Directors have given a declaration under section 149(7) of the Companies Act, 2013, confirming that he/ she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of the Company also confirms that the Independent Directors fulfill the criteria of being Independent Director as specified under the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Independent Directors are persons of integrity and possesses relevant expertise and experience.

## **11. AUDITORS**

In the 33th Annual General Meeting of the Company held on 29th September 2017, M/s. Amit Manoj & Co., Chartered Accountants (ICAI Firm Registration No. with ICAI – 009905C) were appointed as Statutory Auditors of the Company for a period of 5 Years from the Financial Year 2017 – 18 till the conclusion 37th Annual General Meeting (AGM) to be held in 2022 of the Company.

## **12. AUDITORS' REPORT**

The Auditors' report on the financial statement for the financial year 2019-2020 is self-explanatory. Auditors report is attached herewith Annual Report.

## **13. SECRETARIAL AUDITOR**

The Board of Directors has appointed Geetanjali Aggarwal & Co., Practicing Company Secretaries pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 based on the recommendation of the Audit Committee, to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report is attached and forms part of this report.

## **14. EXPLANATION OR COMMENTS BY THE BOARD ON QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITOR AND SECRETARIAL AUDITOR IN THEIR RESPECTIVE REPORTS**



#### **(A) IN STATUTORY AUDITORS' REPORT -**

The Auditors' Report does not contain any qualifications reservations or adverse remark except disclaimer clause as stated at Note 3, 5 and 7 of the Balance Sheet forming part of Independent Auditors' Report viz.

##### **“Trade Receivables:**

\*Outstanding balances include balance of several parties which are continuing from earlier years. These all balances are unconfirmed and un-reconciled and subject to confirmation and consequential adjustments, if any”.

##### **“Short Term Loans and Advances:**

\* Advance Recoverable in Cash or Kind or Value to be Received- include balance of several parties which are continuing from earlier years. These all balances are unconfirmed and un-reconciled and subject to confirmation and consequential adjustments, if any”.

##### **“Long Term Loans and Advances:**

\* This balance represents the amount recoverable towards realization/ disposal of amount invested under head 'Non-Current Investments', which the Company is pursuing with the respective parties. These all balances are unconfirmed and un-reconciled and subject to confirmation and consequential adjustments, if any”.

##### **Management Reply:**

We agree with the auditors' comments, and the following action will be taken to improve the situation.

As the Company has not made any investments and given loans nor created any receivables in preceding three financial years i.e., 2019-2020 2018-2019 and 2017-18.

- (i) The Management is taking due course to verify the outstanding balances with respect to Auditors' observation for “Trade Receivables”.
- (ii) The Company is taking due course to verify the outstanding balances with respect to Auditors' observation for Advances recoverable (Short Term Loans and Advances).
- (iii) Now, the Company has realized/ disposed-off its investment during the financial year 2019-20 and the balance (under head Loans and Advances, others\*) represents the amount recoverable towards the abovementioned disposal.

The Board of Directors are taking best efforts to turn-around the Company's operations and devised proper systems to complete its verification and valuation and to obtain other necessary information. With Respect to the observation made by the Auditors in respect of confirmation, the management is of the opinion that, the same will be complied in due course of time.

#### **(B) IN SECRETARIAL AUDITORS' REPORT –**

The Secretarial Audit Report does not contain any adverse qualification, reservation or remark.

Necessary explanations to each of the observations made in the Secretarial Audit Report are as given below:

- a) As per section 203(1) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has not appointed KMP (Key Managerial Personnel).
- b) As per Second Proviso of Section 149 (1) of the Companies Act 2013 the Company does not maintain proper board composition.
- c) During Financial year 2019-20 company has not maintained Minutes. Statutory record as per Companies act 2013
- d) During Financial year 2019-20 company has not comply with the provision of SEBI and listed compliances.

During the year under review, the Statutory Auditors, and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## 15. CEO/ CFO CERTIFICATION

In accordance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a certificate on the Financial Statements and Cash Flow Statement of the Company for the year ended March 31, 2020 duly signed by CEO and CFO was submitted to the Board of Directors and the same is attached as **Annexure -IV**.

## 16. CORPORATE GOVERNANCE REPORT

The directors of the company are committed to adopt best practices for corporate governance, disclosure standard and enhanced shareholder value while protecting the interest of all other stakeholders including clients, its employee. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

The report on 'Corporate Governance' as well as the certificate from Company's Statutory Auditors, confirming compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), forms part of the Annual Report in **Annexure VI** to this Report.

## 17. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis, forming part of this report, as required under regulation 34(2) (e) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached in **Annexure V** to this Report.

## **18. BOARD'S EVALUATION OF THE PERFORMANCE**

Pursuant to Section 134(3)(p) read with Rule 8(4) of the Companies (Accounts) Rules 2014 and Regulation 4(2)(f)(ii)(9) read with Regulation 17(10) of the Listing Regulations mandates that the Board shall monitor and review the Board evaluation framework and shall carry out performance evaluation of the Independent Directors. The Companies Act 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated.

The Board has carried out an annual evaluation of its own performance, and that of its Committees and individual Directors to increase transparency and efficiency of the board of directors. The performance of the Board was evaluated by the Board on the basis of the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discussed meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent director, performance of the Board as a whole and performance of Chairman was evaluated. After evaluation, the performances of the Board, its committees and Individual Directors were found upto the mark and were satisfactory.

## **19. RISK MANAGEMENT**

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defence cover of the Company's risk management. The Company has a robust organizational structure for managing and reporting on risks.

The risk management procedure is reviewed by the Audit Committee from time to time to ensure that the executive management controls the risks and uncertainties through a properly defined framework and major risks, are properly and systematically addressed through mitigation actions on a continuing basis.

## **20. DIRECTOR'S RESPONSIBILITY STATEMENT**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2020 and state that:

- a. In the preparation of the annual accounts for the financial year ended on 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the Company at the end of the financial year and of the profit and loss of the company for the period under review;

c. 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;

d. The directors have arranged preparation of the annual accounts for the financial year ended 31st March, 2020 on a going concern basis;

e. The directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

## **21. PARTICULARS OF EMPLOYEES**

During the year under review no employee is covered as per rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore no statement is required be given showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are not applicable.

## **22. INTERNAL FINANCIAL CONTROL**

The Company has in place internal financial control systems commensurate with the size, nature and complexity of its operations ensuring the proper recording of financials and monitoring of operational effectiveness and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and compliance of various applicable regulatory and statutory requirements.

The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance.

The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Control System. Based on their report, corrective actions are undertaken by the concerned departments and thereby strengthen the Controls. Significant audit observations corrective measures and actions thereon are presented to the Audit Committee of the Board.

During the year such controls were tested and no reportable material weaknesses were observed.

## 23. CORPORATE SOCIAL RESPONSIBILITY

Your Company does not come within the purview of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibilities Policy) Rules, 2014. Thus, Corporate Social Responsibility initiatives as required under the said act are not applicable to the Company.

## 24. LISTING ON THE STOCK EXCHANGE

The Company's shares are listed with **Bombay Stock Exchange Limited** and the Company is taking steps to pay the necessary listing fees for the Financial Year 2019-20.

## 25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no contracts or arrangements entered into by the Company in accordance with the Section 188 of the Companies Act, 2013. There were no related party transactions.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 23 of the Listing Regulations, the policy on materiality of related party transactions and dealing with related party transactions as approved by the Board can be accessed on the Company's website at the link: [www.kalpacommercial.in](http://www.kalpacommercial.in)

None of the Directors has any pecuniary relationships or transactions vis-a-vis the Company.

Pursuant to Section 188(1) of the Companies Act, 2013, particulars of contracts or arrangements with related parties are given in form AOC- 2 which is attached as **Annexure III** to this report.

## 26. COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. As required by the provisions of the Companies Act, 2013 and Listing Regulations, the following substantive Committees constituted by the Board function according to their respective roles and defined scope, the details of which are disclosed in the Report on Corporate Governance forming part of this Annual Report.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

## 27. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF DIRECTORS ETC.

Pursuant to Section 178(1) of the Companies Act, 2013 and Clause 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), the Board of Directors has constituted a Nomination and Remuneration Committee. A Nomination and Remuneration Policy of the Company has also been laid down and

approved by the Nomination and Remuneration Committee and the Board. The said policy lays down the criteria for the appointment of Directors, Key Managerial Personnel and Senior Management Personnel. The said policy also specifies the remuneration criteria for Director, Senior Management Personnel and other employees including criteria for determining qualification, term/tenure, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors), removal, policy on Board diversity, Directors' and Officers' Insurance and other matters as prescribed under the provisions of the Companies Act, 2013 and the Listing Regulations..

## **28. DISCLOSURES:**

### **A) MEETINGS OF THE BOARD**

During the financial year ended March 31, 2020, Nine (9) meetings of the Board of directors were held as per provision of section 173 of Companies Act, 2013. None of the two Board Meetings have a gap of more than 120 days between them.

### **B) VIGIL MACHANISM/ WHISTLE BLOWER POLICY**

Pursuant to Section 177 of the Companies Act, 2013 and the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors has adopted a vigil mechanism/ whistle blower policy of the Company. The policy provides a framework for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or Violation of the Company's code of conduct or ethics policy. Protected disclosures can be made by a whistle blower through an email or to the Chairman of the Audit Committee. The vigil mechanism/whistle blower policy can be accessed on the Company's website at the link: [www.kalpacommercial.in](http://www.kalpacommercial.in).

### **C) DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company strictly adopted zero tolerance policy towards sexual harassment at workplace and during the year under review, your Board has constituted an Internal Complaints Committee to consider and redress complaints of sexual harassment & also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2019-2020, the Company has received no complaints on sexual harassment.

### **D) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statements of the company; please refer financial statement for the same.

## **29. SUBSIDIARY COMPANY, JOINT VENTURE AND ASSOCIATES**

Kalpa Commercial Limited does not have any Subsidiary, Joint Venture and Associate Company/ies.

### **30. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.**

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's report for the year ended 31st March, 2020 are given below :

#### **A. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

(i) THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY; The Company as well as Board of Directors are conscious about its responsibility to conserve energy, power and other energy sources wherever possible. Various key performance indicators like specific energy costs and renewable energy contributions were continuously tracked to monitor alignment with the Company's overall sustainability approach We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

(ii) THE STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCES OF ENERGY; The Company has been taking energy saving measures viz., Use of energy saver electrical equipment, LED fittings are provided inside the building for common area lighting in the projects of the Company, Installation of Capacitors to maintain power factor for efficient use of power, Efficient ventilation system in offices and the projects of the Company. And the Company is exploring potential of using alternate source of energy, which may be considered implementation in future.

(iii) THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS; The Company has nil capital investment on energy conservation equipment.

#### **B. TECHNOLOGY ABSORPTION-**

- (i) The efforts made towards technology absorption; N.A.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N.A.
  - (a) The details of technology imported: N.A.
  - (b) The year of import: N.A.
  - (c) Whether the technology been fully absorbed: N.A.
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A.
- (iv) The expenditure incurred on Research and Development. N.A.

#### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

There is no Foreign Exchange, earnings and Outgo of the Company during the year.

### **31. FINANCIAL STATEMENT**

The Consolidated Audited Financial Statements are not required in accordance with the requirements under Accounting Standard AS-21 on “Consolidated Financial Statements” read with AS-23 on the “Accounting for Investment in Associates” read with the provisions of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015,.

### **32. CASH FLOW STATEMENT**

In compliance with the requirement of Section 34 of the SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended 31st March 2020 prepared following the applicable Accounting Standard, is annexed to the financial statement, which forms part of the Annual Report.

### **33. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

No significant and material orders have been passed by any Regulators or Courts or Tribunals impacting the going concern status and Company’s operations in future.

### **34. COST RECORDS**

The provisions of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, are not applicable on the Company, for the period under review.

### **35. PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Code of Conduct to regulate, monitor and report Insider trading is uploaded on the Company’s insider trading.

### **36. COMPLIANCE OF SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

The Institute of Company Secretaries of India has issued Secretarial Standards on Board Meeting (SS-1) and General Meeting (SS-2) which were made compulsory for all companies by the Ministry of Corporate Affairs. The Company adhered with these standards during the year under review.

### **37. CAUTIONARY STATEMENT**



Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

### **38. ACKNOWLEDGEMENT**

The Directors thanks all the valued Customers, Suppliers, Shareholders, Business Associates, Financial Institutions, Bankers, Government Agencies and other Stakeholders, for their patronage and support and look forward to their continued support in future. We also thank the dedicated and committed team of employees of the Company for their contribution to the Company.

The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year.

By order of the Board  
*For Kalpa Commercial Limited*

Sd/-  
**Mukul Jindal**  
Whole Time Director  
DIN : 07229720

Sd/-  
**Daman Deep Singh**  
Director  
DIN : 09105688

Place: New Delhi  
Date : 02<sup>nd</sup> September, 2021

### **ANNEXURE-II**

#### **Statement of Disclosure of Remuneration**

*[Pursuant to Section 197(12) of the Companies Act, 2013 r/w Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014]*

1. The percentage increase in remuneration of the whole time Director, Chief Financial Officer and the Company Secretary

during the Financial Year 2019-20, the ratio of remuneration of each of the Director to the median remuneration of the employees of the Company for the Financial Year under review and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company are given below:

Sr. No	Name	Designation	Remuneration for F.Y. 2019-20 (in Lakh)	% increase in the remuneration for Financial Year 2019-20	Ratio of remuneration of Director to median remuneration of employees
1.	NIL	NIL	NIL	NIL	NIL

Ratios have been calculated on Monthly comparison.

- The median remuneration of employees during the Financial Year was Nil.
- There were no Permanent Employees (including the WTD and CFO) on the Pay-roll of the Company as on 31st March, 2020.
- There was no increment in the Average percentile in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and highlighting if there were any exceptional circumstances for the increase in the managerial remuneration:

Sr. No.	Particulars	% Increase
1.	Average percentile increase in the salary of employees other than Managerial Personnel	NIL
2.	Average percentile increase in the salary of the Managerial Personnel	NIL

- The increase in the Managerial Remuneration during the Financial Year 2018-19 is not exceptional; the increase is in keeping the view of the growth of the Company and new Management of the Company.
- It is hereby affirmed that the remuneration is paid as per the Remuneration Policy of the Company.
- Statement Pursuant to Rule 5(2) Of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 –

Amount in Lakh

<b>Name of the Employee</b>	NIL	NIL	NIL
<b>Designation of Employee</b>			
<b>Remuneration received</b>			
<b>Nature of employment, whether contractual or otherwise</b>			
<b>Qualifications and experience of the Employee</b>			
<b>% of Equity Shares held by the Employee in the Company</b>			

Whether any such Employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager			
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By order of the Board  
For Kalpa Commercial Limited

Sd/-  
Mukul Jindal  
Whole Time Director  
DIN : 07229720

Sd/-  
Daman Deep Singh  
Director  
DIN : 09105688

Place: New Delhi  
Date : 02<sup>nd</sup> September,2021

ANNEXURE [III]  
TO THE BOARDS' REPORT

**FORM NO. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Not Applicable

**2. Details of material contracts or arrangement or transactions at arm's length basis**

- (a) Name(s) of the related party and nature of relationship: Nil
- (b) Nature of contracts/ arrangements/ transactions: Nil
- (c) Duration of the contracts/ arrangements/ transactions: Nil
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Nil
- (e) Date(s) of approval by the Board, if any: Nil
- (f) Amount paid as advances, if any: Nil

By order of the Board

*For Kalpa Commercial Limited*

Sd/-

**Mukul Jindal**  
Whole Time Director  
DIN : 07229720

Sd/-

**Daman Deep Singh**  
Director  
DIN : 09105688

Place: New Delhi

Date : 02<sup>nd</sup> September, 2021

**ANNEXURE [V]  
TO BOARDS' REPORT**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**IMPACT OF TEXTILE AND FABRICS BUSINESS IN INDIAN ECONOMY**

India is one of the key players in the Global Textile Industry. India has good raw materials base and manufacturing strength across the production chain. India is the second largest contributors to India's industrial output with approximately 14 percent of the industry output. The textiles industry is also labour intensive and is one of the largest employers. The textile industry employs about 45 million people directly and 20 million people indirectly, contributing about 2% of GDP. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

## OPPORTUNITIES & THREATS

### Opportunities:

The global textile industry will continue to grow along with growing consumption of textile products in developing countries and a gradual economic recovery of major developed economies. India's textile sector is aided by several key advantages, in terms of availability of adequate raw material, entrepreneurial skills, large domestic market, presence of supporting industries and supporting policy initiatives from the government.

### Threats:

The major challenge that the textile industry is facing is cancellation/ deferral sales, lower demands, supply chain disruption, consumer sentiments and hampered operations. Currently the Indian Denim Industry is going through sluggish phase due to exponential capacity expansion which has created a time bound oversupply situation. The sector is reeling under liquidity, cost pressure and temporary closure of business as well due to the unprecedented damage caused by COVID-19.

## SEGMENTWISE- PRODUCTWISE PERFORMANCE

The company has only one segment i.e. Garments made up of fabrics of heading.

## OUTLOOK

The outlook for the industry and consequently for your company for the coming year is very positive. The company is expected improvement in consolidated margin as EBIDTA margin for Brands & Retail Business. The business prospect of the company can be judged with its financials under review period vis-à-vis previous year comparison of the same is highlighted below in tabular form:

Tabular representation:

(Amt. in Lakhs except EPS)

Particulars	2019-2020	2018-19
Profit and loss before tax	8,13,421	17,70,925
Profit and loss after tax	5,99,331	13,10,484
EPS	0.06	0.13

With reference to above tabular representation the management of the company is assured that company has much potential and can grow as per the scenario of current market situation.

The overall profitability of Kalpa Commercial Limited ('KCL' / 'the Company') during the year under review, as compared to the previous year, has been adversely affected due to unfavorable market conditions prevailing for a major part of the year in all the business segments and to some extent towards the latter part of the March profitability also got impacted on account of the lockdown pursuant to Govt.'s directives to prevent spread of pandemic COVID 19.

In Textiles, it was affected due to weak domestic market conditions and in Paper realizations dropped due to tough international market conditions. Working and operational parameters at all the plants of the Company were satisfactory and faced several ups and downs during the year. Normalcy can be returned gradually over and above few months.

## **RISK AND CONCERN**

The Company is exposed to different types of risks such as credit risk, market risk (including liquidity risk, interest rate risk, operational risk and legal risk). The Company monitors credit and market risks, as well as portfolio and operational risk through the oversight of senior management personnel in each of its business segments. Legal risk is subject to the review of the Company's legal department and external advisers. The Company is exposed to specific risks in connection with the management of investments and the environment within which it operates. The Company aims to understand measure and monitor the various risks to which it is exposed and to ensure that it adheres, as far as reasonably and practically possible, to the policies and procedures established.

## **EFFICIENT INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations. All the transactions are properly authorized, recorded and reported to the management. Internal control is designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal audit report, plans, significant audit findings and compliance with accounting standards is in turn reviewed by the Company's Audit Committee to ensure proper audit coverage and adequate consideration along with execution of the auditors' recommendations.

## **FINANCIAL PERFORMANCE AND ANALYSIS**

The discussions in this section relate to the financial results pertaining to the year ended March 31, 2020 prepared in accordance with the Indian Accounting Standards prescribed under section 33 of the Companies Act, 2013, read with the Companies [Indian Accounting Standards] Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements. The management of the Company accepts responsibility

for the integrity and objectivity of these financial statements, as well as various estimates and judgments used therein. The following table gives an overview of the financial result of the Company:

Details	Year ended 31.03.2020	Year ended 31.03.2019
Income from operations	6,00,360	14,69,640
Other Income	22,59,217	47,07,665
Total Revenue	28,59,577	61,77,305
Expenditure	20,46,157	44,06,380
Depreciation	-	-
Exceptional Items	-	-
Profit/(Loss) before Tax	8,13,421	17,70,925
Tax Expense	2,14,090	4,60,441
Profit/(Loss) after Tax	5,99,331	13,10,484

However, any unforeseen and uncontrollable external factors may alter these judgments.

## HUMAN RESOURCES

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

## DETAILS OF SIGNIFICANT CHANGES (If any)

## FORWARD LOOKING STATEMENT

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future. The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

## CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the company's operations include a downtrend in the real estate sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs.

By order of the Board  
For Kalpa Commercial Limited

Sd/-  
Mukul Jindal  
Director  
DIN : 07229720

Sd/-  
Daman Deep Singh  
Director  
DIN : 09105688

Place: New Delhi  
Date : 02<sup>nd</sup> September, 2021

ANNEXURE [VI]  
TO BOARD REPORT  
**REPORT ON CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2020.



## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Kalpa Commercial Limited firmly believes in the principal of good Corporate Governance and is committed in adopting the best global practice of Corporate Governance. The Company's corporate governance brings direction and control to its affairs in a fashion that ensures optimum returns for all stakeholders. Corporate Governance is a broad framework which defines the way the Company functions and interacts with its environment, therefore board of directors are committed to comply with all compliance relating to corporate governance report. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders.

The Company continues to commit itself to maintain the standards of integrity, transparency, accountability and equity in all facets of its operations and all its interactions with its stakeholders including the shareholders, employees and government. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholders value, keeping in view the needs and interests of all its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics. The Company complies with the requirements of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 2. BOARD OF DIRECTORS:

The Company's Board is thus managed and guided by an appropriate mix of Executive and Non-Executive Directors, which ensures independent judgments in its deliberations and decisions; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders. All the Non-Executive Independent Directors are eminent persons armed with professional expertise and experience.

### (A) Board's Composition:

At present, the Board of Directors' are comprised of a judicious mix of four (4) Directors, of whom two (2) are Non-Executive Independent Directors viz. Mr. Kamal Sharma, Mr. Jayprakash Laxmidas Kataria, one(1) is women director viz. Rupali Rampal Singh and one (1) is Non-Executive Non Independent Director viz. Mr. Sourav Jain. In order to promote gender diversity, Company has a woman director on the Board, which is in conformity with the stipulation laid on the code of Corporate Governance recommended by Securities & Exchange Board of India (SEBI) through SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "the Listing Regulations").

### (B) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):

During the financial year 2019-20, four (9) meetings of the Board of Directors were held on 09<sup>th</sup> April 2019, 30<sup>th</sup> May 2019, 23<sup>th</sup> July 2019, 06<sup>th</sup> August 2019, 23<sup>rd</sup> September 2019, 27<sup>th</sup> November 2019, 22<sup>nd</sup> December 2019, 05<sup>th</sup> February 2020, 20<sup>th</sup> March 2020. The company has not intimated any of these meetings to the stock exchange .

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Non-Executive Director	9	Yes
Mr. Jayprakash Laxmidas Kataria	Non-Executive Independent Director	9	Yes
Ms. Rupali Rampal Singh	Non-Executive Independent Director	9	Yes
Mr. Sourav Jain	Non-Executive, Non-Independent Director	9	Yes

(C) Number of other Companies or Committees the Director of the Company is a Director/ Member/ Chairman:

Name of the Director	No. of Directorship in all public Companies#	Membership of the Board Committees in all Public Companies##	Chairmanship of the Board Committees in all Public Companies##	Directorship in other listed entity and category
Mr. Kamal Sharma	1	3	3	0
Mr. Jaiprakash Laxmidas Kataria	1	0	0	0
Ms. Rupali Rampal Singh	1	3	0	0
Mr. Sourav Jain	1	3	0	0

#including Kalpa Commercial Limited and excluding private limited companies, foreign companies, unlimited liability companies and Companies under Section 8 of the Companies Act, 2013.

##Board committee for this purpose includes Audit Committee and Stakeholder's Relationship Committee (including committees of Kalpa Commercial Limited).

But the company has not intimated to its stock exchange about any of these meetings.

\*Notes to the No. of Membership/ Chairmanship of Board committees in this listed entity:

Name of the Director	Committees	Member/ Chairman
Mr. Kamal Sharma	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>• Chairman</li> <li>• Chairman</li> <li>• Chairman</li> </ul>
Ms. Rupali Rampal Singh	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>• Member</li> <li>• Member</li> <li>• Member</li> </ul>
Mr. Jaiprakash Laxmidas Kataria	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>• Member</li> <li>• Member</li> <li>• Member</li> </ul>

(D) The Board has identified the following skills/ expertise/ competencies fundamental for the effective

**functioning of the Company which are currently available with the Board:**

Our Board of Directors consists of experienced and proven leaders of this industry and eminent Professionals from various fields such as Corporate Law, Banking, Medical, Chartered Accountancy, Company Secretary and Information Technology. The Board constantly endeavors to achieve the highest standards of Corporate Governance.

The Nomination and Remuneration Committee of the Company normally consider the following key qualifications, skills and attributes which are taken into consideration while nominating candidates to serve on the Board of the Company for its effective functioning.

<b>Business Dynamics</b>	Understanding of business dynamics, across various markets, industry verticals and regulatory jurisdictions. Encompasses all commercial activities that take place to promote the transfer of goods, services, resources, people, ideas and technologies across national boundaries.
<b>Strategy and Planning</b>	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
<b>Technology</b>	The combination of techniques, skills, methods and processes used in the production of goods or services or in the accomplishment of objectives.
<b>Governance</b>	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
<b>Corporate Finance</b>	Managing sources and deployment of funds to enable the best returns both for the long and short term so as to increase the value of the Corporate to the stakeholders.

The proficiency of individual Members in the specific areas are indicated here below. However the absence of indication in any area should not be construed that the individual does not possess the related skill or qualification.

**Key Board Qualification and Experience**

<b>Name of the Director</b>	<b>Business Dynamics</b>	<b>Strategy and Planning</b>	<b>Technology</b>	<b>Governance</b>	<b>Corporate Finance</b>
Mr. Kamal Sharma	✓	✓	✓	✓	-
Mr. Jayprakash Laxmidas Kataria	✓	✓	-	✓	✓

Ms. Rupali Rampal Singh	✓	✓	-	✓	✓
Mr. Sourav Jain	-	✓	✓	✓	✓

(E) The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations and are independent of the management. And none of the independent directors have any pecuniary relationship (except sitting fee) or transactions with the Company.

#### MEETING OF INDEPENDENT DIRECTOR

Pursuant Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and subject to the provisions of Schedule IV of the Companies Act, 2013, the meeting of the independent directors was held on 13th July, 2020 without the attendance of non-independent directors and members of management. All the independent directors of the Company were present at such meeting. In the meeting of Independent Directs, they reviewed the performance of non-independent directors and the Board as a whole and evaluated the performance of the Chairperson of the Company after considering the views of executive director and non-executive director also discussions were also being held on timeliness of flow of information between the management and directors of the company.

#### Details of the meeting of Independent Director:

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	1	1
Mr. Jayprakash Laxmidas Kataria	Member	1	1
Ms. Rupali Rampal Singh	Member	1	1

#### Notes:

But the Company has not intimated to the stock exchange about any of these meetings mentioned below.

#### BOARD FAMILIARIZATION PROGRAMME

At the time of appointing a Director, a formal letter of appointment is given to him/ her, which inter alia explains the role, functions, duties and responsibilities expected from him/ her as a Director of the Company. The Director is also explained in detail the compliance required from him/ her under the Companies Act, 2013, Listing Regulations and other relevant regulations.

### 3. COMMITTEE OF BOARD OF DIRECTORS

The Company has constituted three (3) Board level Committees in accordance with the provision of Regulation 18, 19, 20 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

## 1. Audit Committee (Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015)

The role and the terms of reference of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 of the Listing Agreement entered with Bombay Stock Exchange (BSE Limited). The terms of reference of the Committee are wide enough to cover the matters specified for Audit Committee under the Listing Agreement and Companies Act, 2013.



### Composition:

Presently, the Audit Committee comprises of four (3) Directors amongst which two (2) are Non-Executive - Independent Directors namely Mr. Kamal Sharma and Ms. Rupali Rampal Singh and one (1) is Non-Executive, Non-Independent Director namely Mr. Sourav Jain. All the members of the Audit Committee possess sound knowledge on accounts, audit, finance, internal controls etc. Mr. Kamal Sharma is heading the Committee.

### Committee Meetings:

During the financial year 2019-20, 4 (four) Audit Committee meetings were held on 30th May 2019, 23<sup>rd</sup> September 2019, 22<sup>nd</sup> December 2019 and 20th March 2020. Necessary quorum was present for all the meetings. The time gaps between any two Audit Committee meetings were not more than one twenty days. Attendance of each Member at the Audit Committee meeting held during the year:

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	4	4
Ms. Rupali Rampal Singh	Member	4	4
Mr. Saurav Jain	Member	4	4

The Audit Committee also overlooks and reviews on the functioning of a vigil mechanism and reviews the finding of investigation into cases of material nature and actions taken in respect thereof and chairperson of audit committee Ms. Rupali Rampal Singh is also the chairperson of vigil mechanism. But the company has not intimated any of these meetings to the stock exchange.

## 2. Nomination and Remuneration Committee



Pursuant to the provisions of the Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the Nomination and Remuneration Committee of the Company was constituted to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 as well as requirement of Listing Agreement with Stock Exchanges.

### Committee Meetings:

During the financial year 2019-20, 2 (two) Meeting Nomination and Remuneration Committee meetings were held on 30th May 2019 and 20th March, 2020. Necessary quorum was present for all the meetings. But the company has not intimated any of these meeting to the Stock Exchange.

### The composition of the Committee and attendance under those meetings:

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	2	2
Ms. Rupali Rampal Singh	Member	2	2
Mr. Saurav Jain	Member	2	2

### Details of remuneration of directors for the financial year ended 31<sup>st</sup> March, 2020:

Director	Salary	Perquisites and Benefits	Bonus/ Commission	Sitting Fees	Total
Executive Director	Nil	Nil	Nil	Nil	Nil
Non-Executive Director	Nil	Nil	Nil	Nil	Nil

### Scope of Nomination and Remuneration Committee:

The functions of Committee is to formulate criteria to determine qualifications, positive attributes and independence of Directors, Key Managerial Personnel (KMP), Senior Management etc., and recommend to the Board a Policy relating to their appointment and remuneration, so as to ensure that the Company's policies in respect of the Directors, KMP are competitive to recruit and retain the best talent in the Company and to ensure appropriate disclosure of remuneration paid to the said persons.

### Performance Evaluation Criteria for Independent Directors

Performance of each of the Independent Directors are evaluated every year by the entire Board with respect to various factors like personal traits which include business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behavior and judgment, maintenance of confidentiality and contribute to corporate governance practice within the Company. A formal evaluation of performance of the Board, its Committees, the Chairman and individual Directors was carried out during the Financial Year 2019-20, details of which are provided in the Board's

Report. The Website link to the policy as provided here:  
<https://kalpacommercial.in>

### 3. Stakeholders Relationship Committee

The Company has a Stakeholders Relationship Committee to carry out handling of transfer and transmission of shares, issue of duplicate/ re-materialized shares and consolidation and splitting of certificates etc. and handling of shareholders'/investors' grievances. The brief terms of reference of the Committee include redressing of shareholders' and investors' complaints like transfer of shares, non-receipt of Annual Reports, non-receipt of declared dividends etc. and to expedite the process of share transfer. The Committee also monitors implementation and compliance of the Company's Code of Conduct for prohibition of insider trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### Terms of reference

1. To consider and review the queries/complaints received from Share/ Debenture Holders.
2. To take steps to redress queries/ complaints and ensure speedy satisfaction to shareholders/s investors.
3. With a view to expediting the process of share transfer etc., on fast track basis, the Board has delegated the powers of approving transfer etc. to Company secretary of the Company. However after closure of financial year, she has resigned from the Company now the power has been delegated to all the Directors of the Company.
4. To work under the control & supervision of the Board of Directors.

#### Composition, Meeting and attendance:

- (i) During the year under review one (1) meeting of Stakeholder and relationship were held on 23<sup>th</sup> September 2019, as the company is complying law in its true spirit.

During the year under review, no complaint was received from the shareholder the Company/ Registrar and Share Transfer Agent (RTA) viz. M/s. Skyline Financial Services Private Limited. Presently no complaint is pending so far.

- (ii) The Constitution of the Committee and the attendance of each member of the Committee are given below:

Name of the Member Director	Member/Chairperson	No. of Meetings Held	No. of Meetings attended
Mr. Kamal Sharma	Chairperson	1	1
Ms. Rupali Rampal Singh	Member	1	1



Mr. Saurav Jain	Member	1	1
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- (iv) Mr. Kamal Sharma (Non-Executive Director) was heading over the committee during the year.

But the company has not intimated any of these meetings to the stock exchange.

#### 4. REMUNERATION OF DIRECTORS

##### Executive Directors

Therefore, no remuneration was paid to them during the F.Y. 2019-20.

##### Non- Executive Directors

The Non-Executive Directors are paid the sitting fee and/or reimbursement of out of pocket expenses incurred by them for attending the meeting of Board. The sitting fee amount is within the limits prescribed under the Companies Act, 2013 and rules made there under. No other payment is made to any of the Non-Executive Director. No stock option has been given to any of the Directors, including Executive Directors.

(Amount in Rs.)

Name of the Member	Category	Sitting Fees for the Board Meeting
Mr. Kamal Sharma	Independent Director	NIL
Mr. Jaiprakash Laxmidas Kataria	Independent Director	NIL
Ms. Rupali Rampal Singh	Independent Director	NIL

No other separate pay was made to any Director during the period under review.

#### 5. PREVENTION OF INSIDER TRADING CODE

In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted "Insider Trading Policy" which consists of 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders' and 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information'.

All the connected persons as per 'Insider Trading Policy' who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Policy.

## 6. INTER-SE RELATIONSHIP BETWEEN DIRECTORS

The Directors are not related to each other and they are engaged in their professional capacity as Directors of the Company after compliance of prevalent regulations under Companies Act, 2013 and Listing Regulations.

## 7. GENERAL BODY MEETINGS

Date and venue of previous Annual General Meeting

Nature of the Meeting	Date and Time	Venue	Special Resolution Passed
Annual General Meeting	September 29, 2018, 01:00 P.M.	A-34, Office No 2, Gali No. 2, Madhu Vihar, Patparganj Industrial Are, New Delhi 110092	None

## 8. POSTAL BALLOT

During the year no resolution was passed by the shareholders of the company through the process of Postal ballot.

## 9. DISCLOSURES

- There are no materially significant transactions with the related parties which are conflicting with Company's interest.
- The penalties have been imposed on the Company by the Stock Exchange (BSE Limited) or by the Securities Exchange Board of India (SEBI) for violating SEBI and Stock Exchange Regulations and suspended for trading. Besides, the Company has not paid annual listing fees to the Stock Exchange during the last three years.
- The Company has not adopted a treatment different from that prescribed in accounting standards. While preparing the financial statements of the Company for the year ended 31st March, 2020, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.
- The Company has in place a mechanism to inform the Board members about the risk assessment and mitigation plans and periodical review to ensure that the critical risks are controlled by the executive management through means of a properly defined framework and reviewed the mechanism after closing of financial year.

- The web link where policy on dealing with related party transactions placed.
- The company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.
- As on 31st March, 2020 none of the non-executive directors, is holding any equity shares of the company.
- The Company has not come out with any public issue or right issue etc. during the financial year under review.
- The Company has not adopted the non-mandatory requirements of the Listing Agreement.
- As per the requirements of sexual harassment of women at workplace (Prevention, Prohibition and Redressal Act) 2013 Internal Complaints Committee has been formed. There were no complaints filed/ disposed or pending during the financial year 2019-20.
- Amit Manoj and Company, Chartered Accountants (Firm Registration No. 009905C) have been appointed as the Statutory Auditors of the Company. The payment of Statutory Auditors' fees inclusive of services as Statutory Auditors including quarterly audits, Tax Audit, Re-imbusement of out-of-pocket expenses and other matters as may be decided by the Board of Directors of the Company.
- Non-Compliance of Corporate Governance Report as per Schedule V are:
  - (a) During the year Company had no active website, since it was unable to upload all requisite details such as 'Familiarization programme for Independent Directors', 'Policy relating to materiality on related party transactions', 'Policy on Vigil Mechanism', Policy on prevention of sexual harassment of women at workplace, 'Plan for risk mitigation' etc. But after the closure of the Financial year the company has activated its website.
  - (b) The Company has not communicated with its stakeholders w.r.t. publication of financial results, and has not announced the results to the stock exchange; quarterly as well as annually. And the financial results had not been displayed on its website. After the closure of the financial year the company has updated its website and also announced its results for both quarterly and annually.
  - (c) The Market Price Data – High, Low during each month in the last Financial Year is not available on the stock exchange as the Company was suspended

from trading due to penal reasons.

## 10. MEANS OF COMMUNICATION

- The Company communicates with the shareholders at large through its Annual report.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results within prescribed limit in the Listing Regulations and the results.
- The financial results are displayed on [www.kalpacommercial.in](http://www.kalpacommercial.in)

## 11. GENERAL SHAREHOLDER INFORMATION:

<b>Date &amp; Time</b>	28 <sup>th</sup> September 2021, 11:30 A.M.
<b>Venue</b>	-405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi East Delhi 110092
<b>Date of Book Closure</b>	22.09.2021 to 28.09.2021
<b>Financial Year</b>	The Company follows the period of 01st April to 31st March, as the financial year.
<b>Dividend payment date</b>	Not Applicable, As the Board has not proposed the Dividend
<b>Listing on Stock Exchange</b>	BSE Limited (Scrip Code 539014) <i>(Note: The Company is taking steps to pay listing fees.)</i>
<b>Market Price Data – High, Low during each month in the last Financial Year</b>	No data available, since the status of the Company is Suspended
<b>Dematerialization of shares and liquidity</b>	INE059Q01014, as on 31st March 2021, 88.08% shares were in dematerialized form.
<b>Registrar and Transfer Agents</b>	M/s Skyline Financial Services Private Limited, 1st Floor, D-153A, Okhla Industrial Area, Phase I, New Delhi 110020
<b>Outstanding GDRs/ADRs/Warrants or any other convertible instruments</b>	Company does not have any GDRs/ ADRs/ Warrants or any other Convertible Instruments.
<b>List of Credit Rating Obtained</b>	No credit ratings were obtained by the entity during the relevant financial year under review, since there were no debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds.
<b>Address for Correspondence</b>	(i) 405, FIE Patparganj Industrial Area, Office No. 2, LGF/R2, New Delhi East Delhi 110092 CIN: CIN: L74899DL1985PLC022778 Ph.: +91 9313390500

(ii) For any other information, the Shareholders may contact the Company Secretary at the same corporate office or email at [info@kalpaccommercial.in](mailto:info@kalpaccommercial.in)

## 12. SHARE TRANSFER SYSTEM

Share transfers in physical form are generally registered within a fortnight from the date of receipt provided the documents are found to be in order.

The Company affirms that no shareholders' complaint was lying pending as on 31st March, 2020 as per RTA records as well as compliant shown on SCRORS (SEBI PORTAL FOR INVESTORS WHERE THEY CAN FILE COMPLAINT). No requests for dematerialization of shares being in order.

## 13. DISTRIBUTION SCHEDULE AS ON 31<sup>ST</sup> MARCH 2020

	Category	No. of shares held	Percentage of Shareholding
<b>A.</b>	<b>Shareholding of Promoter and Promoter Group</b>		
(1)	Indian	21,04,000	20.53%
(2)	Foreign	-	-
	<b>Total</b>	<b>21,04,000</b>	<b>20.53%</b>
<b>B.</b>	<b>Public Shareholding</b>		
(1)	<b>Institutions</b>	-	-
(a)	Mutual Funds/UTI	-	-
(b)	Financial Institutions/Banks	-	-
(c)	Foreign Institutional Investors	-	-
(d)	Any Other	-	-
	<b>Sub Total (A)</b>	<b>-</b>	<b>-</b>
(2)	<b>Non Institutions</b>	-	-
(a)	Bodies Corporate	74,16,683	72.36
(b)	Individuals	-	-
(c)	Any Other	7,29,317	7.12
	<b>Sub Total (B)</b>	<b>81,46,000</b>	<b>79.48</b>
	<b>Total (A+B)</b>	<b>1,02,50,000</b>	<b>100.00</b>

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

Nil

## **15. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II**

As specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Discretionary Requirements) Regulations, 2015, following requirement has been adopted by the Company:

The Internal Auditor may report directly to the Audit Committee.

**16.** The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **17. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT**

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **NIL**

(b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **NIL**

(c) Number of shareholders to whom shares were transferred from suspense account during the year: **NIL**

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **NIL**

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **NIL**

## **17. MANAGEMENT DISCUSSION AND ANALYSIS**

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

## **18. CEO/CFO CERTIFICATION**

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

## **19. COMPLIANCE CERTIFICATION**

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

## **20. CODE OF CONDUCTS**

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) , 2015 are given under the head “Investors” on the website of the company i.e. [www.kalpacommercial.in](http://www.kalpacommercial.in).

**By Order of the Board**  
*For Kalpa commercial limited*

Sd/-  
**Mukul Jindal**  
**Director**  
**DIN : 07229720**

Sd/-  
**Daman Deep Singh**  
**Director**  
**DIN : 09105688**

**Date: 02<sup>nd</sup> September,2021**  
**Place : New Delhi**

**ANNEXURE-IV**  
**CEO/ CFO CERTIFICATE**

**Pursuant to Regulation 17(8) of the SEBI (LODR) REGULATIONS,2015**

To

The Members,

**Kalpa Commercial Limited,**

405, FIE Patparganj Industrial Area,

Office No. 2, LGF/R2, New Delhi - 110092

1. I have reviewed the financial statements of Kalpa Commercial Limited for the period ended 31st March 2020, and to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Indian accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violate of the Company's Code of Conduct.
3. I accept that it is our responsibility to establish and maintain internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we have disclosed to the Auditor and the Audit Committee, deficiencies in the design or operation or such internal controls, if any of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.
  - (i) There were no deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data and there have been no material weakness in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - (ii) There were no significant changes in internal control during the Period covered by this report.
  - (iii) All significant changes in accounting policies during the Period, and that the same have been disclosed in the notes to the financial statements.
  - (iv) There were no Instances of significant fraud of which we are aware, that involvement of the management or an employee who have a significant role in the Company's internal control system.

**For Kalpa Commercial Limited**

Sd/-

**Mukul Jindal**

**Wholetime Director**

**DIN-07229720**

**Date: 02<sup>nd</sup> September, 2021**

**Place: New Delhi**





**FORM NO. MR.3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**  
**[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,  
**KALPA COMMERCIAL LIMITED**  
405, FIE Patparganj Industrial Area Office No. 2,  
LGF/R2, Delhi New Delhi East Delhi DL 110092 IN

I, Geetanjali Aggarwal, Practising Company Secretary have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KALPA COMMERCIAL LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period, covering the financial year ended on 31st March 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of the below mentioned to the extent applicable:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (iii) Compliance of the applicable clauses of secretarial standards issued by the Institute of Companies Secretaries of India.
- (iv) The Depositories Act, 1996;
- (v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

- (vi) The Company being a listed company, compliances of the clauses of the following Capital Market related Laws, Rules, Regulations and Guidelines are applicable to the Company.
- a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - i) The Listing Agreement(s) with Stock Exchange(s)

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the law specifically applicable to the Company:

1. Drugs and Cosmetic Acts, 1940 and Rules there under
2. Copyright Act, 1957
3. Patent Act, 1970
4. Essential Commodities Act, 1959
5. Trade & Merchandise Mark Act, 1999 and The Trade Marks Rules, 2002
6. The Legal Metrology Act, 2009
7. The Food Safety and Standards Act, 2006.
8. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

During the period under review and subject to the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to following observations:

- a. As per section 203(1) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has not appointed KMP (Key Managerial Personnel).**

- b. As per Second Proviso of Section 149 (1) of the Companies Act 2013 the Company does not maintain proper board composition.**
- c. During Financial year 2019-20 company has not maintained Minutes. Statutory record as per Companies act 2013**
- d. During Financial year 2019-20 company has not comply with the provision of SEBI and listed compliances.**

\*\* This Report is to be read with the Notes which form an integral part of this Report.

**For Geetanjali Aggarwal & Co.  
Company Secretaries**

**Date: -**

**Place: -**

**Geetanjali Aggarwal  
(Proprietor)  
Membership No. 37550  
CP No. 21517**

**\*\* Note: -**

- 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
- The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- I have also obtained the Management representation / Clarifications, wherever required, about the compliance of laws, rules and regulations and happening of events etc.

- The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management and my examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF KALPA COMMERCIAL LIMITED

#### **Report on the Ind AS Financial Statements**

1. We have audited the accompanying Ind AS financial statements of **Kalpa Commercial Limited** ("the Company"), which comprises the Balance Sheet as at 31<sup>st</sup> March, 2020, and the Statement of Profit and Loss, (including Other Comprehensive Income), the Statement of Cash Flows & Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS Financial Statement").

#### **Management's Responsibility for the Ind AS Financial Statements**

- 2 The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. read with Indian Accounting Standard Rules 2015 issued there under, as amended, and other accounting principles generally accepted in India.

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

#### **Auditors' Responsibility**

- 3 Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

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

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013. Those Standards require that

we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

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

### **Opinion**

- 6 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Ind AS, of the financial position of the Company as at 31<sup>st</sup> March, 2020, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date subject the Other Matters stated below:

#### ***Other Matter:***

1. ***Subject to Note No 3.1 regarding 'Trade Receivables'- These all balances are unconfirmed and un reconciled and subject to confirmation and consequential adjustments, if any.***
2. ***Subject to Note No 5.1 regarding 'Advance Recoverable in Cash or Kind or Value to be Received'- All balances are unconfirmed and un reconciled and subject to confirmation and consequential adjustments, if any.***
3. ***Subject to Note No 7.1 regarding 'Loan & Advances- Others'- Outstanding Balance under said head represents the amount recoverable towards realization/disposal of amount invested under head 'Non- Current Investments', which the Company is pursuing with the respective parties. These all balances are unconfirmed and un reconciled and subject to confirmation and consequential adjustments, if any.***

#### **Report on Other Legal and Regulatory Requirements**

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

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

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of accounts as required by the law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act. read with relevant rules issued thereunder;
- e. On the basis of the written representation received from the directors as on 31<sup>st</sup> March 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2020 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013;
- f. With respect to the adequacy of the internal financial controls over the financial reporting of the Company and 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 control over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigation as at 31<sup>st</sup> March 2020 which has impact on its financial position in its Ind AS financial statement;
  - ii. The Company did not have any long-term contracts and had no derivative contracts o/s as at 31<sup>st</sup> March, 2020 and;
  - iii. The Company did not have any dues required to be transferred by it to the Investor Education and Protection Funds.

**For Amit Manoj & Co.**  
**Chartered Accountants**  
**FRN: 009905C**

**CA Manoj Kumar**  
**(Partner)**  
**Membership No. 505131**

**Date: 02<sup>nd</sup> September, 2021**  
**Place: New Delhi**



## **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure "A" referred to in paragraph 7 of our report of even date to the members of **KALPA COMMERCIAL LIMITED** on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March, 2020.

- (i) In respect of its fixed Assets:
  - There are no fixed assets in the company.
  
- ii) (a) The inventories have been physically verified during the year lying at various project sites by the management at reasonable intervals.
- (b) In our opinion, no material discrepancies were noticed on physical verification of stocks.
  
- iii) According to the information and explanations given to us during the year, the Company has not granted any loans, secured or unsecured to companies, firm, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of clauses (iii) (a) & (b) of the said order is not applicable.
  
- iv) According to the information and explanation given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. Hence, clause 3(iv), of the order is not applicable.
  
- v) The Company has not accepted any deposits during the year and hence paragraph 3(v) of the Order is not applicable to the Company.
  
- vi) The Central Government has not prescribed maintenance of cost records under clause (d) of Sub Section (1) of Section 148 of the Companies Act, 2013. Thus reporting under clause 3(vi) of the order is not applicable to the company.
  
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax , Sales Tax , Service Tax , Goods and Service Tax (GST), Custom Duty, Excise Duty, Value

- Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities.
- b) There is no undisputed amount payable in respect of Provident Fund, Income Tax, Sales Tax, Value Added Tax, Custom Duty, Service Tax, Goods and Service Tax (GST), Cess and other material statutory dues in arrears as at 31st March 2020 for the period of more than six months from the date they became payable.
- (c) According to the records and information and explanation given to us and the records examined by us of the Company, there were no dues in respect of Income Tax, Sales Tax, Service Tax, Goods and Service Tax (GST), Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues which have not been deposited on account of disputes.
- viii) In our opinion and according to the information and explanations given to us, the company has not taken any loans from financial institutions and banks and has not issued any debentures.
- ix) In our opinion and according to the information and explanations given to us, the Company has not done any initial public offer or further public offer (including debt instrument) and the monies raised by way of term loans were applied for the purpose for which the loans were obtained.
- ix) Based upon the audit procedures performed and to the best of our knowledge and according to the information and explanations given to us by the management, we report that no fraud by the Company or any fraud on the company by its officer or employees has been noticed or reported during the course of our audit.
- xi) Based upon the audit procedures performed and the information and explanation given by the management, the managerial remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable Accounting Standards.

xiv) Based upon the audit procedures performed and the information and explanation given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv) During the year, the Company has not entered into any non-cash transaction with Director or person connected with him. Hence paragraph 3 (xv) of the Order is not applicable to the Company.

xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 and hence paragraph 3 (xvi) of the Order is not applicable to the Company.

**For Amit Manoj & Co.**  
**Chartered Accountants**  
**FRN: 009905C**

**CA Manoj Kumar**  
**(Partner)**  
**Membership No. 505131**

**Date: 2<sup>nd</sup> September 2021**  
**Place: New Delhi**

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN  
DATE ON THE IND AS FINANCIAL STATEMENTS OF KALPA COMMERCIAL  
LIMITED**

**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 **Kalpa Commercial Limited** ("the Company") as at **31<sup>st</sup> March, 2020** in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, the Company has, in all material respects, an adequate internal financial Controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2020, 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 Amit Manoj & Co.**  
**Chartered Accountants**  
**FRN: 009905C**

**CA Manoj Kumar**  
**(Partner)**  
**Membership No. 505131**

**Date: 2<sup>nd</sup> September 2021**  
**Place: New Delhi**

**KALPA COMMERCIAL LIMITED**  
CIN : L74899DL1985PLC022778

Reg. Office: A-34, Office No 2, Gali No. 2, Madhu Vihar, Patparganj Industrial Area, New Delhi-110092

**BALANCE SHEET AS AT 31-03-2020**

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>Assets</b>			
<b>(1) Non-Current Assets</b>			
(a) Long term loans and advances	7	295,300,000	295,300,000
(b) Other non - current Assets		-	-
<b>(2) Current Assets</b>			
(a) Inventories	2	-	-
(b) Financial Assets			
(i) Investment		-	-
(ii) Trade Receivable	3	1,372,750	1,656,690
(iii) Cash & Cash Equivalents	4	237,727	320,318
(iv) Other Bank balances		-	-
(v) Short-term loans and advances	5	232,684,875	231,501,295
(vi) Other Financial Assets		-	-
(c ) Current Tax Assets (Net)		-	-
(d) Other Current Assets	6	230,231	474,750
<b>Total Assets</b>		<b>529,825,582</b>	<b>529,253,053</b>
<b>I. Equity &amp; Liabilities</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	8	102,500,000	102,500,000
(b) Other Equity	9	426,176,742	425,577,412
<b>II. LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
		-	-
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Short-term borrowings	10	-	-
(ii) Trade payables	11	-	-
(iii) Other Financial Liabilities			
(b) Other current liabilities	12	934,750	715,200
(c) Provisions	13	214,090	460,441
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>529,825,582</b>	<b>529,253,053</b>

Significant accounting policies and the accompanying notes form an integral part of these financial statements.

**As per our report of even date annexed**

**For Amit Manoj & Co.**  
Chartered Accountants  
FRN No. 009905 C

**For and of Behalf of Board of Directors of**  
**Kalpa Commercial Limited**

**CA Manoj Kumar**  
Partner  
M. No. 505131

**Kamal Sharma**  
Director  
Din : 08339185

**Sourav Jain**  
Director  
DIN:08338855

**Date : 02-09-2021**  
**Place : New Delhi**

**KALPA COMMERCIAL LIMITED**

CIN : L74899DL1985PLC022778

Reg. Office: A-34, Office No 2, Gali No. 2, Madhu Vihar, Patparganj Industrial Area, New Delhi-110092

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2020**

Particulars	Note No.	Current Year	Previous Year
		3/31/2020	3/31/2019
I. Revenue from Operations	14	600,360	1,469,640
II. Other Income	15	2,259,217	4,707,665
<b>III. Total Revenue (I+II)</b>		<b>2,859,577</b>	<b>6,177,305</b>
IV. Expenses			
Cost of Materials Consumed			
Purchase of Stock in Trade	16	952,365	2,727,260
Changes in inventories of Stock in Trade	17	-	-
Employees Benefit Expenses	18	439,920	778,165
Finance Cost	19	-	-
Other Expenses	20	653,872	900,955
<b>Total Expenses</b>		<b>2,046,157</b>	<b>4,406,380</b>
<b>V. Profit /(Loss) before exceptional items and tax (III - IV)</b>		<b>813,421</b>	<b>1,770,925</b>
VI. Exceptional items		-	-
<b>VII. Profit /(Loss) before tax</b>		<b>813,421</b>	<b>1,770,925</b>
<b>VIII. Tax Expenses</b>			
(1) Current Tax		214,090	460,441
(2) Deffered Tax		-	-
(3) Tax Adjustment -Earlier Years		-	-
<b>IX. Profit / (loss) for the year (VII - VIII)</b>	<b>(VII-VIII)</b>	<b>599,331</b>	<b>1,310,484</b>
<b>X. Other Comprehensive Income</b>			
A - (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B - (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
		-	-
<b>XI. Total Comprehensive Income for the year (IX + X)</b>		<b>599,331</b>	<b>1,310,484</b>
XII. Earning per Equity Share			
(1) Basic		0.01	0.13
(2) Diluted		0.01	0.13

Significant accounting policies and the accompanying notes form an integral part of these financial statements.

As per our report of even date annexed

**For Amit Manoj & Co.**  
Chartered Accountants  
FRN No. 009905 C

**For and of Behalf of Board of Directors of**  
**Kalpa Commercial Limited**

**CA Manoj Kumar**  
Partner  
M. No. 505131

**Kamal Sharma**  
Director  
Din : 08339185

**Sourav Jain**  
Director  
DIN:08338855

Date : 02-09-2021  
Place : New Delhi

**KALPA COMMERCIAL LIMITED**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020**

**A. Equity Share Capital**

For the year ended 31st March, 2020

Balance as at 1st April 2019	Changes in equity share capital during the year	Balance as at 31st March 2020
102,500,000	-	102,500,000

For the year ended 31st March, 2019

Balance as at 1st April 2018	Changes in equity share capital during the year	Balance as at 31st March 2019
102,500,000	-	102,500,000

**B. Other Equity**

Particulars	Reserves and Surplus		Items of other comprehensive income	Total
	Securities Premium Reserve	Surplus / (Deficit)	Other items of other comprehensive income	Total
<b>Balance as at 01.04.2018 (A)</b>	417,500,000	6,766,928	-	<b>424,266,928</b>
Profit/(Loss) for the Year (2018-19)	-	1,310,484	-	1,310,484
Items of OCI for the year ended, net of tax-	-	-	-	-
<b>Total Comprehensive Income for the year 2018-19 (B)</b>	-	<b>1,310,484</b>	-	<b>1,310,484</b>
<b>Increase / Reductions during the year</b>				
Transferred to / (from) - Surplus / (Deficit)	-	-	-	-
Transferred to / (from) - Revaluation Reserve	-	-	-	-
<b>Total (C)</b>	-	-	-	-
<b>Balance as at 31.03.2019 (A)+(B)+(C) (D)</b>	<b>417,500,000</b>	<b>8,077,412</b>	-	<b>425,577,412</b>
<b>Balance as at 01.04.2019</b>	<b>417,500,000</b>	<b>8,077,412</b>	-	<b>425,577,412</b>
Profit/(Loss) for the Year (2019-20)	-	599,331	-	599,331
Items of OCI for the year ended, net of tax	-	-	-	-
<b>Total Comprehensive Income for the year 2019-20 (E)</b>	-	<b>599,331</b>	-	<b>599,331</b>
<b>Increase / Reductions during the year</b>				
Transferred to / (from) - Surplus / (Deficit)	-	-	-	-
Transferred to / (from) - Revaluation Reserve	-	-	-	-
<b>Total (F)</b>	-	-	-	-
<b>Balance as at 31.03.2020 (D)+(E)+(F) (G)</b>	<b>417,500,000</b>	<b>8,676,742</b>	-	<b>426,176,742</b>

Significant accounting policies and the accompanying notes form an integral part of these financial statements.

As per our report of even date

**For Amit Manoj & Co.**  
Chartered Accountants  
FRN No. 009905 C

**For and of Behalf of Board of Directors of**  
**Kalpa Commercial Limited**

**CA Manoj Kumar**  
Partner  
M. No. 505131

**Kamal Sharma**  
Director  
Din : 08339185

**Sourav Jain**  
Director  
DIN:08338855

**Date : 02-09-2021**  
**Place : New Delhi**



**KALPA COMMERCIAL LIMITED**

CIN : L74899DL1985PLC022778

Reg. Office: A-34, Office No 2, Gali No. 2, Madhu Vihar, Patparganj Industrial Area, New Delhi-110092

**CASH FLOW STATEMENT FOR 31ST MARCH,2020**

PARTICULARS	31.3.2020	31.3.2019
<b>A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net(Loss)/Profit Before Tax and extra ordinary items	813,421	1,770,925
<b>Adjustment for:</b>		
Provision for tax/ Tax adjustment of Earlier Years		
Profit on Sale of Investment		
Interest Received	(2,259,217)	(4,707,665)
Operating Profit before working Capital changes	(1,445,797)	(2,936,740)
<b>Adjustment for:</b>		
Trade and other Receivables	283,940	157,810
Inventories		
Trade payables & Other Liabilities	219,550	133,550
Other Current Assets	244,519	43,442
<b>Cash generated from operations</b>	(697,787)	(2,601,938)
Taxes Paid	(460,441)	(514,210)
Cash flow before extra-ordinary items	(1,158,228)	(3,116,148)
Extra-ordinary items		
<b>Net Cash from operating activities</b>	(1,158,228)	(3,116,148)
<b>B. <u>CASH FROM INVESTING ACTIVITIES:</u></b>		
Loans and advances	-1,183,580	-1,931,897
Profit on sale of Investment		
Interest Received	2,259,217	4,707,665
Sale of Investment		
Net Cash inflow/(outflow) from Investing activities	1,075,637	2,775,768
<b>C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Issue of Fresh Equity Shares	-	-
Dividend Paid		
Net cash inflow/(outflow) from financing activities	-	-
Net increase in cash and cash equivalents	(82,591)	(340,380)
<b>Cash and cash equivalents as at 1.4.2019 (Opening Balance)</b>	320,318	660,698
<b>Cash and cash equivalents as at 31.3.2020 (Closing Balance)</b>	237,727	320,318

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For Amit Manoj & Co.  
Chartered Accountants  
FRN No. 009905 C

For and of Behalf of Board of Directors of  
Kalpa Commercial Limited

CA Manoj Kumar  
Partner  
M. No. 505131

Kamal Sharma  
Director  
Din : 08339185

Sourav Jain  
Director  
DIN:08338855

Date : 02-09-2021  
Place : New Delhi

**8 Share Capital**

<u>Share Capital</u>	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
<b>Authorised</b>				
Equity Shares of Rs. 10/- each	15,000,000	150,000,000	15,000,000	150,000,000
<b>Issued</b>				
Equity Shares of Rs. 10/- each	10,250,000	102,500,000	10,250,000	102,500,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 10/- each fully paid	10,250,000	102,500,000	10,250,000	102,500,000
<b>Total</b>	<b>10,250,000</b>	<b>102,500,000</b>	<b>10,250,000</b>	<b>102,500,000</b>

**8 (A) Reconciliation of the number of equity shares outstanding**

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	10,250,000	102,500,000	10,250,000	102,500,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,250,000	102,500,000	10,250,000	102,500,000

**8 (B) Disclosure of shareholders holding more than 5% of Share Capital**

Name of Shareholder	As at 31.03.2020		As at 31.03.2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Angoori Devi Aggarwal</b>	1,000,000	9.76%	1,000,000	9.76%

**8(C) Terms/ rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**8 (D) Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash :**

Current Year NIL Equity Shares ( Previous Year Nil equity Shares) have been allotted as fully paid up to the shareholders as bonus shares by capitalizing share premium and free reserves.

## 2 Inventories

Particulars	3/31/2020	3/31/2019
Stock in Trade	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 3 Trade Receivables

Particulars	3/31/2020	3/31/2019
<b>Unsecured-considered good</b>		
Trade Receivables*	1,372,750	1,656,690
<b>Total</b>	<b>1,372,750</b>	<b>1,656,690</b>

- 3.1 \*Outstanding balances include balance of several parties which are continuing from earlier years. These all balances are unconfirmed and un reconciled and subject to confirmation and consequential adjustments, if any.

## 4 Cash and Cash Equivalents

Particulars	3/31/2020	3/31/2019
Cash in hand	237,727	313,602
Cash at Bank*	-	6,717
(*Bank Balance are unconfirmed and un reconciled)		
<b>Total</b>	<b>237,727</b>	<b>320,318</b>

## 5 Short Term Loans & Advances

Particulars	3/31/2020	3/31/2019
(Unsecured, Considered good, unless otherwise stated)		
Other Loans & Advances		
Advance Recoverable in Cash or Kind or Value to be Received*	232,684,875	231,501,295
<b>Total</b>	<b>232,684,875</b>	<b>231,501,295</b>

- 5.1 \* Advance Recoverable in Cash or Kind or Value to be Received- include balance of several parties w/ continuing from earlier years. These all balances are unconfirmed and un reconciled and subject to consequential adjustments, if any.

## 6 Other Current Assets

Particulars	3/31/2020	3/31/2019
Tax Deducted at Source	225,922	474,750
Income Tax Refundable	4,309	-
<b>Total</b>	<b>230,231</b>	<b>474,750</b>

## 7 Long term loans and advances

Particulars	3/31/2020	3/31/2019
Loan & Advances Others*	295,300,000	295,300,000
<b>Total</b>	<b>295,300,000</b>	<b>295,300,000</b>

- 7.1 \* This balance represents the amount recoverable towards realisation/disposal of amount invested Current Investments', in earlier years, which the Company is pursuing with the respective parties. These are unconfirmed and un reconciled and subject to confirmation and consequential adjustments, if any.

## 9 Other Equity

Particulars	3/31/2020	3/31/2019
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	8,077,412	6,766,928
Net Profit / (Loss) for the year	599,331	1,310,484
Excess / (Short) of Previous Years		-
<b>Sub Total</b>	<b>8,676,742</b>	<b>8,077,412</b>
(-) Utilized for issue of Bonus Shares		
	<b>8,676,742</b>	<b>8,077,412</b>
<b>Share Premium</b>		
Opening Balance	417,500,000	417,500,000
Addition during the year	-	-
Less :Adjustment on Amalgamation	-	-
Closing Balance	417,500,000	417,500,000
<b>Total</b>	<b>426,176,742</b>	<b>425,577,412</b>

**10 Short Term Borrowings**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
<b>Unsecured</b>		
From Bank	-	-
From Other Parties	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**11 Trade Payables**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
Trade Payable	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**12 Other Current Liabilities**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
Audit Fees Payable	30,000	30,000
Expenses Payable	764,250	474,500
Salary Payable	81,500	181,200
TDS Payable	59,000	29,500
<b>Total</b>	<b>934,750</b>	<b>715,200</b>

**13 Short Term Provisions**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
<b>Others</b>		
- Provision for Tax	214,090	460,441
<b>Total</b>	<b>214,090</b>	<b>460,441</b>

**14 Revenue from Operations**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
Sale of Goods	600,360	1,469,640
<b>Total</b>	<b>600,360</b>	<b>1,469,640</b>

**15 Other Income**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
Interest received on Loans	2,259,217	4,707,665
<b>Total</b>	<b>2,259,217</b>	<b>4,707,665</b>

**16 Purchases of Stock in Trade**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
Purchases Packing Material	952,365	2,727,260 -
<b>Total</b>	<b>952,365</b>	<b>2,727,260</b>

**17 Change in Inventories**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
<b><u>Stock-in-Trade</u></b>		
Inventories at the beginning of the year	-	-
Less: Inventories at the end of the year	-	-
<b>Change in Stock</b>	<b>-</b>	<b>-</b>

**18 Employee Benefit Expenses**

<b>Particulars</b>	<b>3/31/2020</b>	<b>3/31/2019</b>
Salary and Wages	385,165	684,600
Staff Welfare Expenses	54,755	93,565
<b>Total</b>	<b>439,920</b>	<b>778,165</b>

**19 Finance Cost**

Particulars	3/31/2020	3/31/2019
Interest Paid	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**20 Other Expenses :**

Particulars	3/31/2020	3/31/2019
Conveyance Expenses	19,005	42,905
Rent	120,000	120,000
Electricity Expenses	23,725	38,325
Freight Expenses	2,200	16,970
Listing Fees and Other Expenses	339,250	339,250
Legal & Professional Charges	25,000	50,000
Loading Charges	3,050	21,900
Miscellaneous Expenses	17,742	36,220
Late Fees-Income Tax	10,000	-
Packing Material	-	37,410
Printing & Stationery	20,225	29,630
Postage & Courier	2,500	7,945
Repair & Maintenance	11,515	54,620
Telephone Expenses	9,050	21,540
Tours & travel Expenses	20,610	54,240
Payment to Auditor (Refer Note Below)	30,000	30,000
<b>Total</b>	<b>653,872</b>	<b>900,955</b>

**Note on payment to Auditor**

a. for Statutory Audit Fee	30,000	30,000
b. for other services	-	-
<b>Total</b>	<b>30,000</b>	<b>30,000</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31.03.2020

### 1 ACCOUNTING POLICIES

#### i) General Corporate Information:

Kapla Commercial Limited is a Company domiciled and incorporated in India under the Companies Act, 1956 and is in the business of trading of fabrics etc.

#### ii) Basis of preparation of financial statements:

- a) The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the provisions of section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 under historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value, the provision of Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

For all periods up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### b) Functional and Presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest INR, except as stated otherwise.

#### iii) Use of Estimates

The preparation of the Financial Statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of Contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year. Accounting estimate could change from year to year. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to financial statements.

#### iv) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

#### vi) Property, Plant and Equipments

##### a) Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Property, plant and equipment are stated at cost, less accumulated depreciation/amortization and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Stores and spare parts having life more than 12 months are capitalised at their respective carrying amount with the main asset and are being depreciated over remaining life of main asset prospectively.



Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'.

The Company assesses at each balance sheet date whether there is any indication that a Property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the Property, plant and equipment. If such recoverable amount of the Property, plant and equipment or the recoverable amount of the cash generating unit to which the Property, plant and equipment belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

b) **Subsequent costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

c) **Derecognition**

Property, Plant and Equipments are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

d) **Depreciation/amortization**

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of Property, Plant and Equipment . Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on revalued Assets is calculated on their respective revalued amounts and is computed on the basis of remaining useful life as estimated by the valuer on straight line method.

The company, based on technical assessment made by technical expert and management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

· Leasehold Land	Lease Period
· Plant Buildings	4 years (Rent Lease Period)
· Plant & Equipment	5 to 20 years
· Furniture	10 years
· Office Equipment	3 to 5 years
· Computers	3 to 6 years
· Motor Vehicles	8 to 10 years

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty to obtain ownership at the end of the lease term.

vii) **Intangible Assets**

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any. Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquire separately are carried at cost less accumulated impairment losses.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss within other income/ expenses.

## **Depreciation**

Intangible assets that are acquired by the company are measured initially at cost. After initial recognition, intangible assets are carried at its cost less any accumulated amortization and any accumulated impairment loss. Intangible assets are amortized on Straight Line Basis over a period of 5 years.

### viii) **Financial Instrument**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

## **Financial Assets**

### **I Initial recognition and measurement**

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs are attributable to the acquisition or issue of the financial asset, otherwise charged to Statement of Profit & Loss.

### **II Subsequent measurement**

Financial assets are subsequently classified and measured at:

- Financial assets at amortised cost
- Financial assets at fair value through profit and loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVOCI).

#### **a) Trade Receivables**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses wherever applicable. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

#### **b) Debt instruments**

##### **i) Measured at amortized cost**

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

##### **ii) Measured at FVTOCI (Fair Value through OCI)**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned while holding FVTOCI debt instrument is reported as interest income using the EIR method.

##### **iii) Measured at FVTPL (Fair value through profit or loss)**

Debt instruments does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. The Company elects to classify the debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

### III **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset.

### IV **Impairment of Financial Asset**

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit & Loss other than financial assets in FVTPL category.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition.

## **Financial liabilities**

### I **Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

### II **Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### III **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

## **Derivative financial instruments**

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

### ix) **Revenue Recognition**

Revenue from sale of products is recognized when the significant risks and rewards of ownership of the products are transferred to the buyer, recovery of the consideration is reasonably assured and the amount of revenue can be measured reliably. Revenues include excise duty and are shown net of sales tax, value added tax and discounts, if any.

Dividend income is recognized when the right to receive the income is established. Income from interest on deposits and loans is recognized on time proportionate basis.

### x) **Employee Benefits**

The company's contribution to provident fund and pension fund, are charged on accrual basis to Statement of Profit & Loss.

a) Expenses and Liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 24 - Employee Benefits issued by the ICAI.

b) Short-term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

c) Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit and Loss account.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments
- Net interest expense or income; and

#### **Defined contribution plans**

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation beyond the monthly contributions and are recognised as an expenses in Statement of Profit & Loss.

#### **Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. Leave Encashment payable at the end of the employment is also a post employment defined benefit plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Any actuarial gains or losses pertaining to components of re-measurements of net defined benefit liability/(asset) are recognized in OCI in the period in which they arise.

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

xi) **Excise Duty, Custom Duty & Cenvat Credit**

The excise duty liability in respect of closing inventory of finished goods is provided for and included as part of inventory. The amount of CENVAT credits in respect of materials consumed for sales is deducted from cost of materials consumed. Amount of custom duty paid on raw materials (including in transit) is included in the value thereof.

xii) **Valuation of Inventories**

Inventories are stated at lower of cost or net realisable value. The cost for the purpose of valuation is computed on the basis of weighted average price. The cost of work-in-progress and finished goods comprises of raw materials, direct labour, other direct costs, cost of conversion and appropriate portion of variable and fixed production overheads and such other costs incurred as to bring the inventory to its present location and condition inclusive of excise duty wherever applicable. Net realisable value is the estimate of the selling price in the ordinary course of business, less the estimated costs of completion/reprocessing and the estimated cost necessary to make the sale.

xiii) **Foreign Currency Transactions and Translations**

- a) Initial Recognition: Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on/or closely approximating to the date of the transaction.
- b) Conversion: Foreign currency monetary items, if any are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.
- c) Exchange Difference: Exchange differences arising on the settlement of monetary items, if any or on reporting such monetary items of the Company at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

d) Foreign Exchange Forward Contracts: Monetary Assets and Liabilities, if any are restated at the rate prevailing at the period end or at the spot rate at the inception of forward contract where forward cover for specific asset/liability has been taken and in respect of such forward contracts the difference between the contract rate and the spot rate at the inception of the forward contract is recognized as income or expense in Statement of Profit and Loss over the life of the contract. All other outstanding forward contracts on the closing date are mark to market and resultant loss is recognized as expense in the Statement of Profit and Loss. Mark to market gains, if any, are ignored. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense for the period.

xiv) **Provisions and Contingent Liabilities**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed in respect of possible obligations that may arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the assets and related income are recognized in the period in which the change occurs.

xv) **Cash & Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of cash in hand and balance with banks including margin money .

xvi) **Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

xvii) **Income Tax**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period.

**Current Tax**

**Deferred Tax**

xviii) **Leases**

**As Lessee**

**Accounting for finance leases**

Leases of Property, Plant and Equipment, if any, where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

**Accounting for operating leases**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

xix) **Earning Per Share**

Basic Earning Per Share is calculated by dividing the net profit for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xx) **Fair value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

xxi) **Cash Flow Statement**

Cash Flow are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the company are segregated.

xxii) **Key accounting estimates and judgements**

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

xxiii) **Recent accounting pronouncement issued but not yet effective upto the date of issuance of financial statements**

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Rules, 2015, notifying Ind AS 115, 'Revenue from Contracts with Customers'. This Ind AS is in accordance with the IFRS 15. However, considering the challenges and difficulties, MCA deferred the applicability of this Ind AS and made it implemented from April 01, 2018.

This Ind AS obliges the Company to book its revenue from customers on the 5 step model as below :-

Step -1: Identify the contract with the customer

Step -2: Identify the performance obligations in the contract

Step -3: Determine the transaction price

Step- 4: Allocate the transaction price to the performance obligations

Step -5: Recognise Revenue when (or as) the entity satisfies a performance obligation.

On the basis of the operations of the Company, the Company is in the process of evaluation of applicability of this Ind AS .

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31.03.2020

21 Disclosure as per Ind AS 33 'Earnings Per Share'

Earnings per share (EPS) – EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

Particulars	31.03.2020	31.03.2019
Profit after tax (Amount in Rs)	599,331	1,310,484
Weighted Average Number of Shares outstanding during the year (Nos.)	102,500,000	10,250,000
The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31st M	10	10
Basic EPS (Rs.)	0.01	0.13
Diluted EPS (Rs.)	0.01	0.13
<b>Weighted Average Number of Equity Shares for Earnings per Share Computation</b>		
Numbers of shares at the beginning	102,500,000	10,250,000
Add: Equity shares issued	-	-
<b>Current Year</b>	-	-
<b>Previous Year</b>	-	-
<b>Weighted average number of equity shares</b>	<b>102,500,000</b>	<b>10,250,000</b>

22 Disclosure as per Ind AS 37 'Provisions, Contingent liabilities and Contingent assets'

Particulars	31.03.2020	31.03.2019
<b>Contingent liabilities &amp; Commitments</b>		
a) Outstanding Letter of Credit issued by bank on behalf of company	-	-
b) Claim against company, disputed by Company, not acknowledge as debts	NIL	NIL
<b>c) Commitments :</b>		
(i) Capital Commitment		
Estimated amount of contracts remaining to be executed on capital account (Net of advances)	NIL	NIL
(ii) Other Commitment	NIL	NIL

23 Disclosure as per Ind AS 108 'Operating Segment'

There is no separate reportable segment as the company is predominantly engaged in only one segment therefore, Indian Accounting standard-108 to Operating Segment issued by the Institute of Chartered Accountants of India, is not applicable to it.

24 Disclosure as per Ind AS 113 'Fair Value Measurement'

The carrying amount of short term borrowings, trade payables, trade receivables, cash & cash equivalents and other financial assets and liabilities are considered to be the same at their Fair values, due to their short term nature.

25 Details of dues to Micro, Small and Medium enterprises defined under the MSME Act, 2006

The company has not received any information from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure, if any, relating to the amount paid as at the year end together with interest payable/paid as required under the said act has not been furnished. (In current year as well as in Previous year).

As required by Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 the following information is disclosed:

S. No.	Particular	2019-20	2018-19
		in INR	
a)	Principal and interest amount due and remaining unpaid at the end of the accounting year	-	-
b)	Interest paid in terms of section 16 of the MSME Act during the year.	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond	-	-
d)	The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
e)	The amount of further interest remaining due and payable in succeeding year, until such interest when the interest dues	-	-

26 Disclosure as per Ind AS 107 'Financial instrument disclosure'

A Capital Management

Risk management

For the purpose of Company's Capital Management, Capital includes issued equity share capital.

'Net Debt' (total borrowings net of cash and cash equivalents and other bank balances) divided by 'Total Equity' (as shown in the Balance sheet, including non-controlling interest).

The gearing ratios were as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Net debt	-	-
Total equity	102,500,000	102,500,000
<b>Net debt to equity ratio</b>	<b>0.00</b>	<b>0.00</b>

B Financial Risk management

## **Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework.

The Company has exposure to the following risks arising from financial instruments:

- credit risk (see(i));
- liquidity risk (see(ii)); and
- market risk (see(iii)).

### **i) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments.

- a) The carrying amount of financial assets represents the maximum credit risk as on reporting date

### **Trade receivables and other financial assets**

The Company has established a credit policy under which new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

### **b) Provision for Expected credit loss:**

(i) Financial assets for which loss allowance is measured using 12 month expected credit losses.

With regard to all financial assets with contractual cash flows, other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected loss has been provided on these financial assets.

(ii) Financial assets for which loss allowance is measured using life time expected credit losses

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss.

### **ii) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short-term and long-term liquidity requirements. Short term liquidity situation is reviewed daily by the treasury department. Longer term liquidity position is reviewed on a regular basis by the Company's Board of Directors and appropriate decisions are taken according to the situation.

### **iii) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.



NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31.03.2020

27 Disclosures as per Ind AS -24 'Related Party Disclosures'

a. List of related parties/ Parties Holding Significant Influence:  
Parties which control the company:

NIL

Enterprises over which company having significant influence  
NIL

Director/Key Management Personnel :

Mr. Kamal Sharma, Director  
Mr. Jayprakash Laxmidas Kataria, Director  
Mr. Sourav Jain, Director  
Ms. Rupali Rampal Singh, Director

Relatives of the Director  
Nil

b. Details in respect of transactions during the year with related parties:

iii) Key Managerial Personnel

S. No.	Particulars	31.03.2020	31.03.2019
1	Remuneration to Managing Director	-	-

28 Previous year figures have been re-grouped / re-classified wherever necessary to correspond with the current years classification / disclosure.

For Amit Manoj & Co.  
Chartered Accountants  
FRN No. 009905 C

For and of Behalf of Board of Directors of  
Kalpa Commercial Limited

CA Manoj Kumar  
Partner  
M. No. 505131

Kamal Sharma  
Director  
Din : 08339185

Sourav Jain  
Director  
DIN:08338855

Date : 02-09-2021  
Place : New Delhi

**STATEMENT OF COMPUTATION OF TAXABLE INCOME OF :**

Name : KALPA COMMERCIAL LIMITED

Reg. Office: A-34, Office No 2, Gali No. 2, Madhu Vihar, Patparganj Industrial Area, New

Delhi-110092

Status : Public Limited Company

Assessment Year : 2020-21

P.A.N. :

Financial Year : 2019-20

**Income from Business and Profession :**

Profit from Business as per Profit & Loss Account	813,421
Add: Late Fee Paid on Income Tax	10,000
Business Income	<u>823,421</u>
<b>GROSS TOTAL INCOME</b>	<b>823,421</b>

<b>TOTAL TAXABLE INCOME</b>	<b>823,421</b>
<b>Loss C/f</b>	<b>NIL</b>
Tax @ 25%	205,855
Surcharge @ 7%	-
Education Cess @ 4 %	8,234
<b>Total Tax Payable</b>	<b>214,089</b>
Roundoff	<b>214,090</b>

**Calculation of Profits as per the provisions of Section 115 JB***(Minimum Alternate Tax)*

Profits as per books	813,421
Less: Provision for FBT	-
<b>Book Profit</b>	<b>813,421</b>
Add: Preliminary exp. W/off in books	-
Less: Preliminary exp. W/off in books as per income tax act	-
Say	<b>813,420</b>

Tax @ 15%	<b>122,013</b>
Add: Cess @4%	<b>4,881</b>

<b>Total Tax Payable @ 18.54%</b>	<b>126,894</b>
<b>Tax payable (Maximum of I and II)</b>	<b>214,090</b>
Less : MAT Credit	-
<b>Total Tax &amp; Interest Payable</b>	<b>214,090</b>
Advance Tax Paid	-
Tax Deducted At Sources	<b>225,922</b>
Tax payable (Refund Due)	<b>(11,832)</b>
Less: Self Assessment Tax paid	-
<b>Balance Tax payable / (Refund Due)</b>	<b>(11,832)</b>