

VOLTAIRE LEASING AND FINANCE LIMITED

**35TH ANNUAL REPORT
2018-2019**

CORPORATE INFORMATION

BOARD OF DIRECTORS:

ALOK KUMAR BEHERA
MAHAVIR PRASAD SARASWAT
URMI BOSE
SWAGATA DASGUPTA

MANAGING DIRECTOR
NON-EXECUTIVE INDEPENDENT DIRECTOR
NON-EXECUTIVE INDEPENDENT DIRECTOR
NON-EXECUTIVE INDEPENDENT DIRECTOR

MANAGEMENT TEAM:

ALOK KUMAR BEHERA
MINAKSHI NARUKA

MANAGING DIRECTOR
CHIEF FINANCIAL OFFICER

BANKERS:

HDFC Limited
Yes Bank

35th
Annual Report
2018-19

REGISTERED OFFICE :

79, Bhagyodaya Building, 3rd Floor,
Mezanine Floor, Nagindas Master Road,
Fort Mumbai, Mumbai, Maharashtra-400023

Tel. No. : 022-22703249
Email : Voltaire.leafin@gmail.com
CIN : L74110MH1984PLC033920

STATUTORY AUDITORS

M/S MAHESHWARI & CO
CHARTERED ACCOUNTANTS, Mumbai

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Share Registry (India) Private Limited
No.9, Shiv Shakti Indust. Estate,
Ground Floor, J.R. Boricha Marg,
Lower Parel, Mumbai-400011

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Thirty fifth Annual General Meeting of the Members of Voltaire Leasing & Finance Limited will be held on Monday, 30th September, 2019 at 09:00 AM at Registered Office of the Company at 79, Bhagyodaya Building, 3rd Floor, Mezanine Floor, Nagindas Master Road, Fort Mumbai, Mumbai-400023, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Standalone Financial Statement for the year ended on 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Maheshwari & Co., Chartered Accountants, Mumbai (Firm Registration No. 105834W), be and are hereby appointment as the Statutory Auditors of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the company and the said Auditor

Place: Mumbai

Date: September 01, 2019

By Order of the Board of Directors
For Voltaire Leasing & Finance Limited

Registered Office:

79, Bhagyodaya Building, 3rd Floor
Mezanine Floor, Nagindas Master Road
Fort Mumbai, Mumbai-400023, Maharashtra
CIN: L74110MH1984PLC033920

Sd/-
Debasree Paul Gupta
Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.
Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the Meeting; the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting ("AGM") venue.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1.

6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
7. The Register of Member and the Share Transfer Books of the Company will remain closed from 24th September 2019 to 30th September 2019 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
9. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
10. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id voltaire.leafin@gmail.com for quick and prompt redressal of their grievances.
11. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
12. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate authorities; to the Annual General Meeting.
13. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Private Limited, the Company's Registrar and Share Transfer Agents, at their office at Plot No. 9, Shiv Shakti Ind. Estate, Ground Floor, J.R. Boricha Marg, Lower Parel, Mumbai, Maharashtra-400011.
14. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Private Limited, the Company's Registrar and Share Transfer Agents, at their office at Plot No. 9, Shiv Shakti Ind. Estate, Ground Floor, J.R. Boricha Marg, Lower Parel,,Mumbai,,Maharashtra-400011.
15. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
16. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a. Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b. Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c. Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
 18. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO)

if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.

19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
20. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
21. The Members who have not registered their email address, physical copies of Annual Report 2019 are being sent by the permitted mode.
22. Copies of Annual Report 2019 are being sent by electronic mode only to those members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2019 are being sent by the permitted mode.
23. The Notice for the 35th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
24. Members may also note that the Notice of the 35th AGM and the Annual Report for 2018-2019 will also be available on the Company's website <http://www.volf ltd.com/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : voltaire.leafin@gmail.com.
25. A route map showing directions to reach the venue of the 35th Annual General Meeting is given at the end of the Report.
26. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
27. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2019.
28. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to CA Alok Kumar Das, Scrutinizer, C/o Purva Shareregistry (India) Private Limited, Unit: Voltaire Leasing & Finance Limited, Plot No. 9, Shiv Shakti Ind. Estate, Ground Floor, J.R. Boricha Marg, Lower Parel,,Mumbai,,Maharashtra-400011, Tel. No: +91 22-23018261, Fax No: +91 22-23012517, so as to reach him on or before September 27, 2019 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
29. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 35th AGM by electronic means and the business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

30. The facility of voting through ballot/polling paper shall also be made available at the venue of the 35th AGM. The Members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
31. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.volfltd.com/> within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
32. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
33. **The details for voting electronically are as under –**
- Date and time of commencement of voting through electronic means: **Friday, September 27, 2019 at 9.00 AM.**
 - Date and time of end of voting through electronic means beyond which voting will not be allowed: **Sunday, September 29, 2019 at 5.00 p. m.**
 - During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 23, 2019**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. The e-voting module shall be disabled by NSDL for voting thereafter.
 - Details of Website: www.evotingindia.com
 - Details of Scrutinizer: **CA Alok Kumar Das**, Practicing Chartered Accountant (Mem No. 055737), 3B, Lal Bazar Street, Kolkata-700001, West Bengal.
E-mail: alokdas631@gmail.com
 - Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
34. **Voting through Electronic means -**
- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
 - The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.volfltd.com/>
 - The e-voting period commences on Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or busicomp@vsnl.com.
 - The facility for voting through ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
35. **The process and manner for remote e-voting are as under:**
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<ul style="list-style-type: none"> • For Members who hold shares in demat account with NSDL. 	<p>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
<ul style="list-style-type: none"> • For Members who hold shares in demat account with CDSL. 	<p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<ul style="list-style-type: none"> • For Members holding shares in Physical Form. 	<p>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

- e) Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Click on “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.
- i) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of company for which you wish to cast your vote.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

36. General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alokdas631@gmail.com with a copy marked to evoting@nsdl.co.in.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Place: Mumbai

Date: September 01, 2019

By Order of the Board of Directors
For Voltaire Leasing & Finance Limited

Registered Office:

79, Bhagyodaya Building, 3rd Floor
Mezanine Floor, Nagindas Master Road
Fort Mumbai, Mumbai-400023, Maharashtra
CIN: L74110MH1984PLC033920

Sd/-
Debasree Paul Gupta
Company Secretary

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 35th ANNUAL REPORT on the business and operations of your company along with the Audited Financial Statements for the year ended 31st March 2019. The Consolidated Financials of the Company and its Associate Company have been referred.

1. FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2019

Particulars	Standalone	
	31/03/2019	31/03/2018
Operating Revenue	119.47	112.59
Other income	0.95	0.98
Profit/(Loss) before depreciation & tax	25.82	18.39
Depreciation	7.46	11.29
Profit/(Loss) before tax	18.36	7.09
Provision for tax	(2.38)	(0.36)
Profit/(Loss) after tax	20.74	7.45
Other Comprehensive Income	-	-
Total Comprehensive Income for the period	20.74	7.45

2. BUSINESS & PERFORMANCE

During the year under review, the Company has made Profit of Rs. 20.74 lacs, against Profit of Rs. 7.45 lacs in the last financial year. The total comprehensive income/(Loss) of the company for the year under review is Rs. 20.74 lacs against comprehensive income / profit of Rs. 7.45 lacs in the last financial year.

3. SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2018 was Rs. 4.118 crore. No additions and alterations to the capital were made during the financial year 2018-19

4. DIVIDEND

The Directors have not recommended any dividend for the financial year 2018-19.

Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund ("IEPF")

Pursuant to Section 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 all unclaimed / unpaid dividend as applicable remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to IEPF. Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were applicable with effect from 7th September 2016, also contain similar provision for transfer of such amounts to the IEPF. Accordingly, all unclaimed /unpaid dividend for a period of seven years from the date they became due for payment, in relation to the company have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the company for the amounts so transferred.

5. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has duly complied with the provision of Section 186 of the Companies Act, 2013 and Rules made thereunder. Details on loans or investment are mentioned in financial statements of this Annual Report. The Company has neither granted any loans to any of the corporate nor given any guarantees to anybody corporate on behalf of a third party.

6. MATERIAL EVENT RECORDED SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

There are no material changes and commitments affecting the financial position of the Company, which has occurred between the end of the financial year of the Company i.e. March 31, 2019 and the date of the Directors' Report.

7. DEPOSITS

Your Company has not accepted any deposits from the public during the year under review. There are no outstanding deposits as on 31st March 2019.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the financial year 2018-19, there is no materially significant related party transaction with the Company's promoters, directors, the management or their relatives, which may have potential conflict with the interest of the Company at large. The Company has also formulated a policy on dealing with the Related Party Transactions (including for material related party transactions) and necessary approval of the Audit Committee and Board of Directors were taken, wherever required in accordance with the Policy. The details of such policies for dealing with all related party transactions are disseminated on the website of the Company <https://www.volfltd.com/>.

In compliance with section 188(1) of the Companies Act, 2013, particulars of contracts or arrangements with related parties is separately enclosed in Form AOC-2. Further, details of Related Party Transactions as required to be disclosed as per Indian Accounting Standard 24 "Related Party Disclosures" specified under section 133 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

9. SUBSIDIARY/ASSOCIATE COMPANIES

The Company does have one subsidiary within the meaning of section 2(87) of the Companies Act 2013. Further there has been no material change in the nature of business of the subsidiary company, however the subsidiary company has not performed any business during the F.Y. 2018-19 accordingly no consolidation of financials had been done. Shareholders interested in obtaining a copy of the audited annual accounts of the Subsidiary company may write to the Company Secretary.

Performance and financial position of the Subsidiary companies is given in Annexure-I.

Further, there are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

10. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS 2015

As per SEBI circular no. SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 No. SEBI/LAD-NRO/GN/2015-16/013 dated September 02, 2015 Company's paid up capital is less than Rs. 10 Crores and Net Worth is also less than Rs. 25 Crore or Company listed on SME Platform Company was not required to comply with the norms of the corporate Governance.

Since the Company's paid up capital is less than Rs. 10 Crore only as on Financial Year ending 31st March 2019, therefore the provisions relation to Corporate Governance are not applicable to the Company. However, Company adheres to the best of the corporate governance policies as may be possible.

As per provisions of the SEBI (LODR) Regulations 2015, Management Discussion and Analysis report and Corporate Governance Report with Auditors' certificate thereon are attached Separately and form part of this report.

11. EXTRACT OF ANNUAL RETURN

Pursuant to provisions of Section 134(3) (a) of the Companies act, 2013, extract of the Annual Return for the financial year ended 31st March, 2019 made under the provisions of Section 92(3) of the Act is attached as Annexure

12. AUDITORS**STATUTORY AUDITORS**

M/s Maheshwari & Co., Chartered Accountants, bearing Registration No. 105834W have been appointed on the recommendation of Audit Committee and Board of Director's (in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (includes amendments thereto), as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the 35th AGM (for FY 2018-19) till the conclusion of the 38th AGM (for FY 2021-22).

During the year under review, the Auditors had not reported any matter under section 143 (12) of the Act, therefore no details are required to be disclosed under section 134 (3)(ca) of the Act. The Auditors' Report is unmodified and does not contain any qualification, reservation, adverse remark or disclaimer.

The Board has placed on record its sincere appreciation for the services rendered by M/s Maheshwari & Co., as Statutory Auditors of the Company

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Kriti Daga, Practising Company Secretaries, (CP No.14023, ACS:26425), Company Secretaries to undertake the secretarial audit of the company for the financial year ended 31st March 2019 (FY 2018-19). The Secretarial Audit Report is annexed herewith as 'Annexure V'.

The Board of Directors affirm that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board, its Committees and the General Meetings.

INTERNAL AUDITORS

All the investments related activities are done under the direct supervision of the Chairman of our company. As per the provisions of the Companies Act, 2013 the company has appointed M/s. A.K. Das & Co., Chartered Accountants, Kolkata as an Internal Auditor for the company for the financial year 2018-19.

The Company proposes to continue their services and appoint M/s. A.K. Das & Co., Chartered Accountants, Kolkata as an Internal Auditor for the financial year 2019-20, to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and the 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 need to be mentioned in this Report.

13. AUDIT COMMITTEE

The Company has an Audit Committee in accordance with the provisions of section 177 of the Companies Act, 2013 and in accordance with Regulation 18 of SEBI (LODR) Regulations, 2015 and as per other applicable laws. All members of the Committee are financially literate. The scope of the activities of the Audit Committee is as set out in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with section 177 of the Companies Act, 2013 and other applicable laws are approved by Board of Directors of the Company.

The composition of the Audit committee and the details of meetings attended by the Directors are provided in Annexure of this Annual Report.

14. E-Voting

To widen the participation of shareholders in Company's decisions pursuant to provisions of Section 108 of Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Company has provided e-voting facility to its members, in respect of all member's resolutions to be passed at General Meeting(s) of the Company. The Company is providing this facility to enable them to cast their votes electronically on all resolutions set forth in the Notice. The instruction(s) for e-voting for ensuing Annual General Meeting is provided with Notice to members of this Annual Report. The Company has signed necessary agreements with National Securities Depository Limited and Central Depository Services Limited to facilitate e-voting for members approval in their general meetings or through postal ballots.

15. MANAGEMENT

There was no change in Management of the Company during the year under review. Further none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

16. DIRECTORS

There is some change in composition of Board during the Financial Year under review which is specified below.

All Independence Director have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (LODR) Regulations, 2015. Further none of the Directors of the company are disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013.

17. INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

18. DETAILS OF DIRECTORS/KMP APPOINTED AND RESIGNED DURING THE YEAR

Sr. No.	Name	Designation	Date of Appointment	Date of Resignation/Cessation
1	Alok Kumar Bahera	Managing Director	August 13, 2018	-
2	Mahavir Prasad Saraswat	Independent Director	August 13, 2018	-
3	Samir Baid	Independent Director	-	August 13, 2018
4	Urmi Bose	Independent Director	August 27, 2018	-
5.	Swagata Dasgupta	Independent Director	August 27, 2018	-
6.	Nirmal Kumar manna	Independent Director	-	August 27, 2018
7.	Ravi Saraswat	Independent Director	-	August 27, 2018
8.	Uma Chatterjee	Independent Director	January 14, 2019	-
9.	Sourabh Vijay	Independent Director	-	January 14, 2019

19. EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 26th March 2019, inter alia to:

- a. Review the performance of non-independent directors and the Board as a whole
- b. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors
- c. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

20. STATEMENT ON DECLARATION "CERTIFICATE OF INDEPENDENCE" U/S 149 (6) FROM INDEPENDENT DIRECTOR

The Board has independent directors and there is appropriate balance of skills, experience and knowledge in the Board to enable the Board to discharge its functions and duties effectively. The Independent Directors have submitted disclosure that they meet the criteria of independence as provided under Section 149(6) of Companies Act, 2013 and SEBI Regulations

21. BOARD EVALUATION

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

22. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The policies and procedures adopted by your Company take into account the design, implementation and maintenance of adequate internal financial controls, keeping in view the size and nature of the business. The internal financial controls ensure the orderly and efficient conduct of its business. The controls encompass safeguarding of your Company's assets, strict adherence to policies, and prevention and detection of frauds and errors against any unauthorized use or disposition of assets and misappropriation of funds. These controls help to keep a check on the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Audit Committee ensures that all procedures are properly authorized, documented, described and monitored. Your Company has in place strong internal audit processes and systems which design an annual audit plan to ensure optimum portfolio quality and keep risks at bay.

The Audit Committee of the Board of Directors, comprising of independent directors, periodically reviews the internal audit reports, covering findings, adequacy of internal controls, and ensure compliances. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system, compliance to accounting policies and procedures, adequacy and effectiveness of the internal controls and systems followed by the Company

23. PARTICULARS OF EMPLOYEES

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of the Companies Act, 2013 is reported to be NIL

24. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

25. INFORMATION ON MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

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

26. POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee has laid down the criteria for Directors Appointment and Remuneration including criteria for determining qualification, positive attributes and Independence of Director. The following attribute/criteria for selection have been laid by the board on the recommendation of committee:

1. The candidate should possess the positive attributes such as leadership, entrepreneurship or such other attributes which in the opinion of the committee are in the interest of the Company
2. The candidate should be free from any disqualification as provided under sections 164 and 167 of Companies Act, 2013
3. The candidate should meet the conditions of being independent as stipulated under the companies act, 2013
4. The appointment or re- appointment of a Director is made pursuant to an established procedure which includes assessment of managerial skills, professional behaviour, technical skills and other requirements as may be required by the post.
5. The Executive and Whole-time Directors of the Company are paid remuneration as per their terms and conditions which are approved by the Board after taking into consideration the recommendations made by Nomination and Remuneration Committee.

Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return as provided under Section 92(3) of the Act, is enclosed in the prescribed form MGT-9 and forms part of this Report.

27. MAINTENANCE OF COST RECORD

As per the audited balance sheet of the Company, turnover of the Company during the financial year 2018-19 exceeds 35 crores so, maintenance of cost record is applicable to the Company. But with reference to the Rule 3 of Companies (Cost Record and Audit) Rules, 2014, maintenance of cost record is not applicable to the Companies covered under Micro and Small enterprise as per MSME Act, 2006.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since the Company's net worth does not exceed Rs. 500 crores or Company's turnover does not exceed Rs. 1000 crores or the Company's net profit does not exceed Rs. 5 crore any financial year, hence the provisions of section 135 of the Companies Act, 2013 are not applicable.

29. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company.

30. VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report.

31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place a formal policy for prevention of sexual harassment of its employees at workplace. The Company is in compliance with the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and has also adopted a revised policy on Sexual Harassment to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment.

The Committee met once in the financial year 2018-19, on 26th March 2019 to assess the position in the company.

Further, during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

32. ACKNOWLEDGEMENTS

The Board of Directors would like to thank all employees of the Company and also Company's shareholders, auditors, customers and bankers for their continued support.

33. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on Behalf of the Board

Sd/-

Alok Kumar Bahera
Managing Director

Place: Mumbai
Date : September 01, 2019

Annexure-I

1. COMPANY'S PHILOSOPHY AND PRACTICE ON CORPORATE GOVERNANCE

As previously stated, that the provisions of the corporate governance are no applicable on the company yet company's governance philosophy and internal governance policy is stated herein. Your Director has pleasure in presenting the Corporate Governance Report for the ended 31st March, 2019.

The fundamental philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for meeting its obligations to the shareholders and to comply with the combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a company meets obligations to optimize shareholders value and fulfil its responsibilities toward all stakeholders including customers, government authorities, lenders, employees, members/shareholders and the community at large which ultimately contribute to overall governance. The Company believes that good Corporate Governance is a continuous process and strive to improve the same to meet shareholder's expectations.

Your Director has pleasure in presenting the Corporate Governance Report for the ended 31st March, 2019.

2. BOARD OF DIRECTORS

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. Presentably, the Board consists of Four directors, out of whom three are Independent Director. One is Managing Director of the Company.

a. Composition and Category of Board of Directors

Sr. No	Name	Designation	Date of Appointment	No. of Board Meetings during the Year		Attendance at Last AGM held on 26/09/2018
				Held	Attended	
1.	Alok Kumar Bahera	Managing Director	13.08.2018	9	7	Yes
2.	Mahavir Prasad Saraswat	Independent Director	13.08.2018	9	7	Yes
3.	Swagata Dasgupta	Independent Director	27.08.2018	9	6	Yes
4.	Urmi Bose	Independent Director	27.08.2018	9	6	Yes

* Mr. Samir Baid has Resigned from the Board and Mr. Alok Kumar Bahera and Mr. Mahavir Prasad Saraswat had been appointed in place of him in same meeting.

* Mr. Nirmal Kumar manna and Mr. Ravi Saraswat has Resigned from the Board and Ms. Urmi Bose and Ms. Swagata Dasgupta had been appointed in place of them in same meeting.

* Mr. Alok Kumar Bahera Had been appointed as Managing Director of the company in place of Mr. Saurabh Vijay as on August 30, 2018.

* Mr. Saurabh Vijay has Resigned from the Board and Ms. Uma Chatterjee had been appointed in place of him in same meeting.

b. BOARD MEETINGS:

During the year 2018-19 the Board of Directors were met Nine times and these meetings were held on May 28, 2018, August 10, 2018, August 13, 2018, August 27, 2018, August 30, 2018, September 26, 2018, November 12, 2018, January 14, 2019 and February 14, 2019.

The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under section 173 of Companies Act 2013 and regulation 17 of the SEBI LODR and Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). As per applicable laws, minimum four Board meetings are required to be held every year (one meeting in every calendar quarter). The company has convened additional Board meetings to address specific needs of the company. In case of any exigency/ emergency, resolutions are passed through circulation.

3. COMMITTEES OF THE BOARD

The Board has constituted a set of Committees with specific terms of reference/scope to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees operate as empowered agents of the Board as per their Charter/terms of reference. Targets set/actions directed by them as agreed with the Management are reviewed periodically and mid-course corrections are carried out. The Board of Directors and the Committees also take decisions by circular resolutions, which are noted in the next meeting. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting.

Currently, the Company has 3 (three) Committees of Board: Audit Committee, Stakeholders Relationship Committee, and Nomination & Remuneration Committee.

a. AUDIT COMMITTEES

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting.

The Audit Committee of the Company is constituted in line with the provisions of section 177 of Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year the company has changed the composition of the committee which was also disseminated on the website of the Company with the link <https://www.volfltd.com/>. As on March 31, 2019, the Committee was comprising of 3 (three) Directors, out of which 2 (two) are Independent Directors and 1 (one) is from Promoter group, Non-Executive and Non-Independent Director.

Sr. No.	Name	Designation/Category	No. of Meeting Attended
1.	Alok Kumar Bahera	Chairman (Non-Independent Director)	5
2.	Mahavir Prasad Saraswat*	Member (Independent Director)	5
3.	Urmi Bose	Member (Independent Director)	4
4.	Saurabh Vijay (Resigned in August 13, 2018)	Chairman (Non-Independent Director)	2
5.	Nirmal Kumar Manna (Resigned in August 13, 2018)	Member (Independent Director)	2
6.	Ravi Saraswat (Resigned in August 27, 2018)	Member (Independent Director)	3

* Mr. Alok Kumar Bahera has been Appointed as chairman of the Company as on August 13, 2018 on the resignation of Mr. Sourabh Vijay in same meeting.

* Mr. Mahaveer Kumar Saraswat had been appointed as committee member as on August 13, 2018 in place of Nirmal Kumar Manna.

* Ms. Urmi Bose had been appointed as committee member as on August 27, 2018 in place of Ravi Saraswat.

During the period under review, 7 (seven) Audit Committee meetings were held on May 28, 2018, August 10, 2018, August 13, 2018, August 27, 2018, September 26, 2018, November 12, 2018, February 14, 2019. The maximum gap between any two meetings was less than 120 days. Generally, the Statutory Auditor, Chief Financial Officer, Head – Finance, Internal Auditor and/or Head- Audit and Risk Management and Chief Operating Officer of the Company were invitees to the meetings of the Committee held in the financial year 2018-19.

b. STAKEHOLDERS RELATIONSHIP COMMITTEE

The purpose of the committee is to assist the Board and the Company in maintaining healthy relationships with all stakeholders. The Committee oversees the mechanisms for redressing grievances and complaints from stakeholders including shareholders, debenture holders, other security holders, vendors, customers, employees and others.

The Company has formed Stakeholders Relationship Committee as per the requirements of section 178(5) of the Companies Act, 2013 and regulation 20 of the SEBI (LODR) Regulations.

During the year the company has changed the composition of the committee which was also disseminated on the website of the Company with the link <https://www.volfltd.com/>. As on March 31, 2019, the Committee was comprising of 3 (three) Directors, out of which 2 (two) are Independent Directors and 1 (one) is from Promoter group, Non-Executive and Non-Independent Director.

Sr. No.	Name	Designation/Category	No. of Meeting Attended
1.	Alok Kumar Bahera	Chairman (Non-Independent Director)	5
2.	Mahavir Prasad Saraswat*	Member (Independent Director)	5
3.	Urmi Bose	Member (Independent Director)	4
4.	Saurabh Vijay (Resigned in August 13, 2018)	Chairman (Non-Independent Director)	1
5.	Nirmal Kumar Manna (Resigned in August 13, 2018)	Member (Independent Director)	1
6.	Ravi Saraswat (Resigned in August 27, 2018)	Member (Independent Director)	2

* Mr. Alok Kumar Bahera has been Appointed as member of the Company as on August 13, 2018 on the resignation of Mr. Sourabh Vijay in same meeting.

* Mr. Mahaveer Kumar Saraswat had been appointed as chairman of the company as on August 13, 2018 in place of Nirmal Kumar Manna.

* Ms. Urmi Bose had been appointed as committee member as on August 27, 2018 in place of Ravi Saraswat.

During the Year 2018-19 Committee members were met 5 (five) times and the meetings were held on August 13, 2018, August 27, 2018, August 30, 2018, September 26, 2018 and January 14, 2019.

c. NOMINATION & REMUNERATION COMMITTEE

The Committee oversees key processes through which the Company recruits new members to its Board, and also the processes through which the Company recruits, motivates and retain outstanding senior management and oversees the Company's overall approach to human resources management. As per the requirement of section 178 of the Companies Act, 2013 and regulation 19 of SEBI LODR, the company has constituted Nomination and Remuneration Committee.

During the year the company has changed the composition of the committee which was also disseminated on the website of the Company with the link <https://www.volfltd.com/>. As on March 31, 2019, the Committee was comprising of 3 (three) Directors, out of which 2 (two) are Independent Directors and 1 (one) is from Promoter group, Non-Executive and Non-Independent Director.

Sr. No.	Name	Designation/Category	No. of Meeting Attended
1.	Alok Kumar Bahera	Chairman (Non-Independent Director)	5
2.	Mahavir Prasad Saraswat*	Member (Independent Director)	5
3.	Urmi Bose	Member (Independent Director)	4
4.	Saurabh Vijay (Resigned in August 13, 2018)	Chairman (Non-Independent Director)	1
5.	Nirmal Kumar Manna (Resigned in August 13, 2018)	Member (Independent Director)	1
6.	Ravi Saraswat (Resigned in August 27, 2018)	Member (Independent Director)	2

* Mr. Alok Kumar Bahera has been Appointed as member of the Company as on August 13, 2018 on the resignation of Mr. Sourabh Vijay in same meeting.

* Mr. Mahaveer Kumar Saraswat had been appointed as chairman of the company as on August 13, 2018 in place of Nirmal Kumar Manna.

* Ms. Urmi Bose had been appointed as committee member as on August 27, 2018 in place of Ravi Saraswat.

During the Year 2018-19 Committee members were met 5 (five) times and the meetings were held on August 13, 2018, August 27, 2018, August 30, 2018, September 26, 2018 and January 14, 2019.

4. GENERAL BODY MEETINGS

The particulars of the Annual General Meeting held during the last three years are as under: -

Sr. No.	Year	Date & Time	Venue	Whether any Special Resolution passed
1.	2017-18	September 26, 2018 at 09:30 AM	602, Raheja Center, 214-Free Press Journal Marg, Bariman Point, Mumbai-400021, Maharashtra	YES
2.	2016-17	September 28, 2017 at 10:00 AM	602, Raheja Center, 214-Free Press Journal Marg, Bariman Point, Mumbai-400021, Maharashtra	No
3.	2015-16	September 29, 2016 at 11:00 AM	602, Raheja Center, 214-Free Press Journal Marg, Bariman Point, Mumbai-400021, Maharashtra	No

DETAILS OF SPECIAL RESOLUTION PASSED IN PAST 3 AGMs

The Company has passed a Special Resolution in pursuance of the prevailing Laws, Rules, Regulations, ect. In Annual General Meeting held for FY 2017-18:

- Regularization of Appointment of Mrs. Mahavir Prasad Saraswat as Non-Executive Independent Director pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).
- "RESOLVED THAT pursuant to the provisions of Sections 160, 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Board of Directors of the Company at its meeting held on August 30, 2018, had proposing the candidature for the office of Managing Director on the Board of the company thereby approval of the members be and is hereby accorded for appointment of Mr. Alok Kumar Behera (DIN : 00272675) as Chairman & Managing Director of the Company, upto the conclusion of 38th AGM with effect from August 30, 2018, upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Alok kumar Behera and is liable to retire by rotation."

POSTAL BALLOT

No Special Resolutions were passed last year through Postal Ballot

5. GENERAL SHAREHOLDERS INFORMATION**Annual General Meeting**

The 35th Annual general Meeting of the Company will be held Monday September 30, 2019 at 09:00 AM at 79, 79, Bhagyodaya Building, 3rd Floor, Mezanine Floor, Nagindas Master Road, Fort Mumbai, Mumbai-400023, Maharashtra.

Listing on the Stock Exchange

The Equity Shares of the Company are listed on the Bombay Stock Exchange. The company has paid annual listing fees to the stock exchange.

BSE Stock Code : 509038

CIN of the Company : L74110MH1984PLC033920

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Ms. Kriti Daga, Practicing Company Secretary has issued a certificate as required under the Listing Regulations, confirming that none of the director on the board of the company has been debarred or disqualified from being appointed or continuing as director of company by the SEBI/MCA of any such statutory authority. The Certificated is given below:

To,

VOLTAIRE LEASING & FINANCE LIMITED

Sub.: CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS ((pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015))

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Voltaire Leasing & Finance Limited having CIN L74110MH1984PLC033920 and having registered office at 3B, Sir RNM House, Lal Bazar Street, Kolkata-700001, West Bengal (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications as considered necessary and explanations furnished to me by the Company & its officers, I do hereby certify that none of the Directors on the Board of the Company were debarred or disqualified from being appointed or continuing as Directors of companies for the Financial Year ending on 31st March, 2019, by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority .

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

Sd/-

Kriti Daga

CP. No.: 14023

ACS No. 26425

Place: Kolkata

Annexure – II

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

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

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS:	
CIN	L74110MH1984PLC033920
Registration Date	03/09/1984
Name of Company	Voltaire Leasing & Finance Limited
REGISTRATION AND OTHER DETAILS	Public Limited Company/Limited by Shares
Address of the Registered office & contact Details	79, Bhagyodaya Building, 3 rd Floor, Mezanine Floor, Nagindas Master Road, Fort Mumbai, Mumbai-400023, Maharashtra Tel No.: - 022-22703249
Whether listed company	YES (BSE-SME)
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Share Registry (India) Private Limited Plot No. 9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg Lower Parel, Mumbai-400011 Maharashtra

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
Sr. no.	Name and Description of main Businesses	NIC Code of the Product/ Service	% to total turnover of the company
1.	Financial Leasing	64910	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
Sr. no.	Name & address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	applicable section
1.	Purplkite Innovations Private Limited	U74120MH2016PTC271619	Subsidiary	99.99	2(87)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)**1) Category wise Shareholding**

Category of Shareholder	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31.03.2019				% Changes during the year
	Demat	Physical	Total	% of holding	Demat	Physical	Total	% of holding	
A) Promoters									
1) Indians									
a) Individual/HUF	16150	-	16150	0.39	16150	-	16150	0.39	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Body Corp.	103684	-	103684	2.52	103684	-	103684	2.52	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(1):	119834	-	119834	2.91	119834	-	119434	2.91	-
2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Body Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(2):	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding A=(A)(1)+(A)(2)	119834	-	119834	2.91	119834	-	119834	2.91	-
B) Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Com.	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total(B)(1):	-	-	-	-	-	-	-	-	-
2) Non-Institution									
a) Bodies Corp.									
i) Indian	787408	335400	1122808	27.27	1172435	137500	1309935	31.81	(4.54)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) holding nominal share capital upto Rs. 2 lakhs	7889500	62200	8511500	50.24	1456600	380000	1836600	44.60	7.64
ii) holding nominal share capital More Rs. 2 lakhs	564000	-	564000	3.33	369820	196850	566670	13.76	(10.43)
c) Others									
i) HUF	258361	40000	298361	7.25	244961	40000	284961	6.92	0.33
ii) Clearing Member	-	-	-	-	-	-	-	-	-
Sub-Total(B)(2):	3044916	953250	3998166	97.09	3243816	754350	3998166	97.09	-
Total Public Shareholding B=(B)(1)+(B)(2)	3044916	953250	3998166	97.09	3243816	754350	3998166	97.09	-
C) Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	3238250	953250	4118000	100	3363650	754350	4118000	100	-

2) Shareholding of Promoter

Sr. No.	Shareholder Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% Change in Shareholding
		No. of Shares Held	% of Holding	% of Shares Pledged/encumbered to total shares	No. of Shares Held	% of Holding	% of Shares Pledged/encumbered to total shares	
1.	Dilip Kumar Patodia	16150	0.39	0	16150	0.39	0	0
2.	Sidhivinayak Broking Limited	103684	2.52	0	103684	2.52	0	0

3) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	119834			
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	No Change During the Year			
At the End of the year	119834			

4) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

Particulars	Shareholding at the beginning of the Year		Shareholding at the during and end of the Year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
NCL RESEARCH AND FINANCIAL SERVICES LIMITED	197900	4.81	197900	4.81
DULCET ADVISORY	268629	6.52	188629	4.58
INDRAWATI ENTERPRISES PRIVATE LIMITED	90000	2.19	170000	4.13
SHIVMANI VINIMAY PRIVATE LIMITED	65450	1.59	159688	3.88
RICHI CONSULTANTS PRIVATE LIMITED	90000	2.19	90000	2.19
ARYADEEP INFRAHOMES PRIVATE LIMITED	90000	2.19	90000	2.19
AARTI SINGAL	90000	2.19	90000	2.19
ANIKET SINGAL	90000	2.19	90000	2.19
SANJAY SINGAL	90000	2.19	90000	2.19
GOODSHINE DEALTRADE PRIVATE LIMITED	79000	1.92	79000	1.92

Note 1: The Company does not procure Beneficiary Positions (BENPOS) on daily basis form Depositories and due to this reason, the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year

V. INDEBTEDNESS

(Rs. In Lakhs)

	Secured Loans (Excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of Remuneration	Managing Director Alok Kumar Bahera	CFO Minakshi Naruka	Company Secretary Debasree Paul Chowdhury
1.	Gross Salary	2,81,774	2,35,000	2,10,000
2.	Value of Perquisites	-	-	-
3.	Stock Options	-	-	-
4.	Sweat Equity	-	-	-
5.	Commission	-	-	-
6.	Others (please specify)	-	-	-
TOTAL		2,81,774	2,35,000	2,10,000

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made, if any
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

Annexure III

(Pursuant to First proviso to sub-section (3) of the section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient feature of the financial statement of subsidiaries/associate companies/Joint Ventures.

Statement Containing features of the Financial Statement Subsidiaries/associate companies:

Part-A "Subsidiaries"

Sr. no.	Particulars	Details
1.	Names of Subsidiary	Purplkite Innovations Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share Capital	4000000
5.	Reserve & Surplus	NIL
6.	Total Assets	NIL
7.	Total Liabilities	NIL
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NIL
12.	Proposed Dividend	NIL
13.	% of Shareholding***	100%

***based on Equity Share holding only

- Names of Subsidiaries which are yet to commence operations-NIL
- Names of Subsidiaries which have been liquidated or sold during the year- NIL

Part-B "Associates"

Associates and Joint Ventures Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

Sr. No.	Particulars	Details
1.	Names of Subsidiary	NIL
2.	Latest audited Balance Sheet Date	NIL
3.	Shares of Associate held by the Company on the year end	
4.	Numbers	NIL
	Amount of Investment in Associates	NIL
	Extended Holding	NIL
5.	Description of how there is significant influence	NIL
6.	Reason why the associate/Joint Venture is not Consolidated	NIL
7.	Net Worth attributable to shareholding as per latest audited Balance Sheet	NIL
8.	Profit/Loss for the Year (Not Considered in Consolidation)	NIL

Annexure IV
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the act and rule 8(2) of the Companies (accounts) rules, 2014)

This form pertains to the 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.

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

There were no contracts or arrangements or transactions entered during the year ended March 31, 2019, which were not at arm's length basis.

Detail of material contracts or arrangements or transactions at arm's length basis

There were no material contracts or arrangements or transactions entered during the year ended March 31, 2019.

For Voltaire Leasing & Finance Limited

Alok Kuamr Bahera

Managing Director

Place: Mumbai

Date: May 28, 2019

Annexure -V
CEO/CFO CERTIFICATION

To,
The Board of Directors
Voltaire Leasing & Finance Limited

Sub: Certificate under Regulation 17 (8) and Schedule II of the SEBI (LODR) Regulations, 2015;

We, the undersigned, certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee deficiencies in the design and operations of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - a. Significant changes in internal control over financial reporting during the year,
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement and
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Voltaire Leasing & Finance Limited
Alok Kuamr Bahera
Managing Director

For Voltaire Leasing & Finance Limited
Minakshi Naruka
Chief Financial Officer

Place: Mumbai
Date: May 28, 2019

Annexure VI**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2019.

FORWARD-LOOKING STATEMENTS:

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

FUTURE PROSPECTUS

The Future prospectus for the Indian markets looks extremely promising in the current backdrop of events in Global markets. The euphoria in other emerging markets is likely to settle down soon as earnings have failed to catch up with the specular rise in stock process.

GDP growth of India is set to be around 6-7% for FY 2019 and is expected to improve higher with the stable and formidable government formation. The inflation rate is under control now at less than 4% and RBI is now targeting growth oriented monetary policies with infusion of strong liquidity.

With European markets not performing as per expectations, Indian equity markets are looking attractively valued. The management is confident of a strong year ahead for the Indian Equity market. This will augur well for the performance of your company, which largely depends on the direction of the Stock Markets.

BUSINESS RISK MANAGEMENT

The Company is functioning under the dynamic leadership and guidance of the experienced CFO and MD and hence the risk connected with the investments in equity market will be balanced.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with staff and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

PERFORMANCE:

The income of brokerage & commission constitutes the income from retail clients, HNI ect. Such income is driven principally by the numbers of active clients, market volume and underlying share price movement. Total Gross Revenue form operation for the year was Rs. 500.60 Lakhs in comparison to previous financial year figures of Rs. 613.02. The company has registered Net Profit/(Loss) before Tax for the year was of Rs. (513.25) Lakhs in comparison to Previous Financial Year Rs 11.51 Lakhs. In this regards the company has drawn detailed plans to improve the performance by increasing the revenue stream by initiating and continuing to expand the suite of products and enhance the customers base of retail clients, HNI's and corporates.

SEGMENT-WISE PERFORMANCE:

The Company is into trading in Securities which is the only operating segment of the company.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operate

For Voltaire Leasing & Finance Limited

Alok Kuamr Bahera

Managing Director

Place: Mumbai

Date: May 28, 2019

Annexure VII

**Secretarial compliance report of VOLTAIRE LEASING & FINANCE LIMITED
For the year ended 31st March 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Voltaire Leasing & Finance Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (j) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (k) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment;
- (l) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (m) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (n) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Not Any	Not any	Not Any

- a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by

SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Not any	Not Any	Not Any	Not any

a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Not any	Not any	Not Any	Not Any

Sd/-

KRITI DAGA

Practicing Company Secretaries

ACS No. A26425, C. P. No. 14023

Place: Kolkata

Date: May 28, 2019

Annexure to Secretarial Audit Report

**The Members,
GCM Securities Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and the practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. 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.

Sd/-

Kriti Daga

CP. No.: 14023

ACS No. 26425

Place: Kolkata

Date: May 28, 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S VOLTAIRE LEASING & FINANCE LIMITED Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **VOLTAIRE LEASING & FINANCE LIMITED** (CIN L74110MH1984PLC033920) ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss (including Other Comprehensive Income) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there aren't key audit matters to be communicated in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit report we report that:

- a) We have sought and, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the 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 account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position in its financial statements.

- ii. The Company have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, if any; and

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure- B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Maheshwari & Co.
Chartered Accountants
FRN: 105834W**

Sd/-

**K.K. Maloo
Partner
Membership No.075872**

**Place: Mumbai
Date: 28th May, 2019**

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of Voltaire Leasing & Finance Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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. 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 judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

**For Maheshwari & Co.
Chartered Accountants
FRN: 105834W**

**Sd/-
K.K. Maloo
Partner
Membership No.075872**

**Place: Mumbai
Date: 28th May, 2019**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1.
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) Fixed assets have been verified by the management in accordance with a phased program of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets, though all the assets were not verified by the management during the year. No material discrepancies were noticed on such verification.
 - c) According to information and explanations given to us and on the basis of our examination of the records of the company, the company does not have any immovable property in its name. Accordingly, the provisions of clause (1) of paragraph 3 of the Order are not applicable to the Company.
2. According to information and explanations given to us, the inventory has been physically verified by the management at the reasonable interval during the year which consists of stores and spares, which in our opinion is reasonable having regard to the size of the Company and nature of its inventories. The discrepancies noticed on physical verification of the inventory as compared to books records has been properly dealt with in the books of account were not material.
3. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) of the Order are not applicable to the Company.
4. According to information and explanations given to us, the Company has not granted any secured or unsecured loan or provided any guarantee or security as per provisions of Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act with regard to the investments made during the year, if any.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder during the year. Accordingly, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records specified by the Central Government under Section 148(1) of the Companies Act, are not applicable to the Company during the year.
7.
 - a) According to the information and explanation given to us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, Goods and Service Tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.
 - B) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, customs duty, excise duty, value added tax and cess, which have not been deposited on account of any dispute with the relevant authorities.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

9. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and the term loans during the year.
10. According to the information and explanation given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees have been noticed or reported during the year, nor have we been informed of any such cases by the management.
11. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
16. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Maheshwari & Co.
Chartered Accountants
FRN: 105834W

Sd/-

K.K. Maloo
Partner
Membership No.075872

Place: Mumbai
Date: 28th May, 2019

BALANCE SHEET as at March 31, 2019

(Amount In Rs.)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
I. ASSETS			
Non-current assets			
Property, Plant and Equipment	4	17,73,794	29,28,303
Financial Assets			
(i) Investments	5	40,00,000	40,00,000
(ii) Other financial assets	6	21,62,47,057	17,29,28,067
Income Tax (Net)	7	23,61,543	26,15,088
Deferred Tax Assets (Net)	8	5,55,152	94,014
Total Non-current assets		22,49,37,546	18,25,65,472
Current assets			
Financial Assets			
(i) Investment	9	-	1,01,00,000
(ii) Cash and cash equivalents	10	22,70,382	5,32,313
Total Current Assets		22,70,382	1,06,32,313
Total Assets		22,72,07,928	19,31,97,785
II. EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	11	4,11,80,000	4,11,80,000
b) Other Equity	12	15,31,79,103	15,11,05,125
Total Equity		19,43,59,103	19,22,85,125
Total non-current liabilities		-	-
Current liabilities			
Financial Liabilities			
(I) Other Financial Liabilities	13	3,20,30,000	-
Other current liabilities	14	8,18,825	9,12,660
Total current liabilities		3,28,48,825	9,12,660
Total Liabilities		3,28,48,825	9,12,660
Total Equity and Liabilities		22,72,07,928	19,31,97,785
Significant accounting policies	1, 2 & 3		

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date

For Maheshwari & Co.

Chartered Accountants

Firm's Registration No.: 105834W

For & on Behalf of the Board of Directors

Sd/-
Alok Kumar Behera
Managing Director

Sd/-
Mahavir Prasad Saraswat
Director

Sd/-
K.K. Maloo
Partner
Membership No. 075872

Date : May 28, 2019
Place : Mumbai

Date : May 28, 2019
Place : Mumbai

STATEMENT OF PROFIT AND LOSS for the Year ended March 31, 2019

(Amount In Rs.)

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
Revenue from operations	15	1,19,46,785	1,12,58,947
Other income	16	95,254	97,871
Total Revenue (A)		1,20,42,039	1,13,56,818
Expenses			
Employee benefits expense	17	48,57,238	47,87,153
Finance costs	18		1,09,264
Depreciation and amortisation expense	4	7,45,477	11,29,213
Other expenses	19	46,03,387	46,21,999
Total expenses (B)		1,02,06,102	1,06,47,629
Profit before tax		18,35,937	7,09,189
Tax expense:			
- Current tax		3,53,234	2,40,389
- Deferred tax		(4,61,138)	2,76,451
- TAX Expenses Earlier Year		(1,30,137)	-
		20,73,978	7,45,251
Profit for the year		(5,09,64,823)	8,04,537
Other Comprehensive Income/(Loss)			
Items that will be reclassified to statement of profit and loss			
(a) Fair value changes on Investments in Securities carried at fair value through OCI;		-	-
Tax impact of above items (a)		-	-
Total comprehensive income for the year		20,73,978	7,45,251
Earnings per equity share			
(1) Basic		0.50	0.18
(2) Diluted		0.50	0.18
Nominal value of equity shares		10.00	10.00
Significant accounting policies	1,2 & 3		

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date

For Maheshwari & Co.

For & on Behalf of the Board of Directors

Chartered Accountants

Firm's Registration No.: 105834W

Sd/-

Alok Kumar Behera
Managing Director

Sd/-

Mahavir Prasad Saraswat
Director

Sd/-

K.K. Maloo

Partner

Membership No. 075872

Date : May 28, 2019

Place : Mumbai

Date : May 28, 2019

Place : Mumbai

STATEMENT OF CHANGES IN EQUITY for year ended 31 March 2019

Particulars	Equity Share Capital	Other Equity			Total equity attributable to equity holders of the Company
		Reserves and Surplus		Other Comprehensive Income	
		Retained Earning	Securities Premium	Equity instrument fair value	
Balances at 1 April 2017	4,11,80,000	16,39,874	14,87,20,000		15,31,79,104
Changes in equity for the year ended March 31, 2018	-	-	-	-	-
Profit for the year		7,45,251	-		
Equity instruments through other comprehensive income	-	-	-	-	-
Transfer from OCI to Retained Earning on Actual Realization	-	-	-	-	-
Balances at 31 April 2018	4,11,80,000	23,85,125	14,87,20,000	-	19,22,85,125
Changes in equity for the year ended March 31, 2019	-	-	-	-	-
Profit for the year	-	20,73,978	-	-	20,73,978
Equity instruments through other comprehensive income	-	-	-	-	-
Transfer from OCI to Retained Earning on Actual Realization	-	-	-	-	-
Balances at 1 April 2019	4,11,80,000	44,59,103	14,87,20,000	-	19,43,59,103

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date

For Maheshwari & Co.

Chartered Accountants

Firm's Registration No.: 105834W

For & on Behalf of the Board of Directors

Sd/-

Alok Kumar Behera
Managing Director

Sd/-

Mahavir Prasad Saraswat
Director

Sd/-

K.K. Maloo

Partner

Membership No. 075872

Date : May 28, 2019

Place : Mumbai

Date : May 28, 2019

Place : Mumbai

CASH FLOW STATEMENT as at 31 March 2019

(Amount In Rs.)

Particulars	As at 31 March 2019	As at 31 March 2018
CASH FLOW FROM (USED IN) OPERATING ACTIVITIES:		
Profit Before Tax	20,73,978	7,09,189
Adjustment for:		
Depreciation and Amortization	745,477	11,29,213
Interest and Finance Cost/Expenses	-	1,09,204
(Gain)/Loss on sale of Fixed Assets	3,50,405	-
Operating Profit before Working Capital Change	29,31,820	19,47,667
Movement in Working Capital:		
Increase/(Decrease) in Non-Current Assets	(4,35,26,582)	(1,06,72,984)
Increase/(Decrease) in Current Assets	-	6,52,127
Increase/(Decrease) in Inventories	-	-
Increase/(Decrease) in Current Liabilities	3,19,36,165	(73,13,769)
Cash Generated/(used) in Operations	(86,58,598)	(1,53,86,959)
Less: Taxes	(2,38,041)	(1,52,212)
NET CASH FLOW FROM OPERATING ACTIVITIES	(88,96,638)	(1,55,39,171)
CASH FLOW FROM (USED IN) INVESTING ACTIVITIES:		
Change in Fixed Assets	7,12,147	-
Sale of Investments	1,01,00,000	(1,24,00,000)
Purchase of Fixed Assets	(1,77,439)	(1,73,700)
NET CASH FLOW FROM INVESTING ACTIVITIES	1,06,34,708	(1,22,26,300)
CASH FLOW FROM (USED IN) FINANCING ACTIVITIES:		
Repayment of Borrowings	-	(5,84,85)
Interest Paid	-	(1,09,264)
NET CASH FLOW FROM FINANCING ACTIVITIES	-	(1,67,749)
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENT	17,38,069	(34,80,621)
CASH AND CASH EQUIVALENT AT BEGINNING OF YEAR	5,32,313	40,12,933
CASH AND CASH EQUIVALENT AT END OF YEAR	22,70,382	5,32,313
Significant accounting policies		

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date

For Maheshwari & Co.

Chartered Accountants

Firm's Registration No.: 105834W

For & on Behalf of the Board of Directors

Sd/-

Alok Kumar Behera
Managing Director

Sd/-

Mahavir Prasad Saraswat
Director

Sd/-

K.K. Maloo

Partner

Membership No. 075872

Date : May 28, 2019

Place : Mumbai

Date : May 28, 2019

Place : Mumbai

NOTES TO STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2019

1. CORPORATE INFORMATION

VOLTAIRE LEASING & FINANCE LIMITED ("the Company") has been incorporated on September 3, 1984 vide CIN L74110MH1984PLC33920 having registered office at 602, Raheja Center, 214, Free Press Journal Marg, Nariman Point, Mumbai-400021. It is a Public limited company by its shares. The company has main project to carry on the business of finance and trading, hire purchase, leasing and to finance leasing operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants & machinery and equipment. The company is also currently involved in financing activities which are proprietary in nature.

2. Summary of basis of compliance, basis of preparation and presentation, critical accounting estimates, assumptions and judgement

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.1.1 COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND SA)

The financial statements comply, in all material aspects, with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the 2013 Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

2.1.2 FUNCTIONAL AND PRESENTATION CURRENCY

The Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

2.1.3 HISTORICAL COST CONVENTION

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

2.1.4 CURRENT AND NON-CURRENT CLASSIFICATION

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.2 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

2.2.1 DEFERRED INCOME TAX ASSETS AND LIABILITIES

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

2.2.2 USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT ('PPE') AND INTANGIBLE ASSETS

Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

2.2.3 PROVISIONS AND CONTINGENCIES

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an

unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

2.2.4 VALUATION OF FINANCIAL INSTRUMENTS AND DERIVATIVE FINANCIAL INSTRUMENTS

Significant management judgment is required to determine the method of valuation and disclosures for the Various Financial Instruments, based on the future aspect and various type of the Financial Instruments different type of methods need to be determine.

2.3 PROPERTY, PLANT AND EQUIPMENT INITIAL RECOGNITION

TANGIBLE ASSETS

An item of property, plant and equipment is recognized as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it and subsequently carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

INTANGIBLE ASSETS

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration.

SUBSEQUENT COST

Machinery spares that meet the definition of PPE are capitalized and depreciated over the useful life of the principal item of an asset. All other repair and maintenance costs, including regular servicing, are recognized in the Statement of Profit and Loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised.

Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

DEPRECIATION METHODS, ESTIMATED USEFUL LIVES AND RESIDUAL VALUE:

Depreciation on PPE is calculated using the Written Down Value method to allocate their cost, net of their residual values, over their estimated useful lives. However, Freehold land is a non-depreciable asset. Schedule II to the Companies Act 2013 prescribes the useful lives for various class of assets. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

DERECOGNITION OF ASSETS

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

2.4 REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

2.4.1 REVENUE FROM SALE OF GOODS/SERVICES

Revenue is recognized on accrual basis from brokerage earned on secondary market operations on trade date.

Revenues from Operations comprises profit/loss on sale of securities held as stock-in-trade and profit/loss on equity derivative instruments is accounted as per following;

- I) Profit / loss on sale of securities is determined based on the FIFO cost of the securities sold.
- II) Profit/loss on Derivatives transactions is accounted for as explained below: "Initial and additional margin paid over and above initial margin for entering into contracts for Equity Index / Stock Futures / Currency Futures and or Equity Index / Stock Options / Currency Options, which are released on final settlement / squaring-up of underlying contracts are disclosed under "Other current assets". Mark-to-market margin-Equity Index / Stock Futures /"Currency Futures representing the amounts paid in respect of mark to market margin is disclosed under "Other current assets". Equity Index / Stock Option / Currency Option Premium Account"" represents premium paid or received for buying or selling the Options, respectively. "On final settlement or squaring up of contracts for Equity Index / Stock Futures / Currency Future, the realized profit or loss after adjusting the unrealized loss already accounted, if any, is recognized in the Statement of Profit and Loss. On settlement or squaring up of Equity Index / Stock Options / Currency Option, before expiry, the premium prevailing in ""Equity Index / Stock Option / Currency Option Premium Account"" on that date is recognized in the Statement of Profit and Loss. "As at the Balance Sheet date, the Mark to Market / Unrealised Profit / (Loss) on all outstanding arbitrage portfolio comprising of Securities and Equity / Currency Derivatives positions is determined on scrip basis with net unrealized losses on scrip basis being recognized in the Statement of Profit and Loss and the net unrealized gains on scrip basis are ignored.

2.4.2 INTEREST AND DIVIDEND INCOME

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest. "Dividend income" on investments is accounted for when the right to receive the payment is established."

2.4.3 PURCHASE

Purchase is recognized on passing of ownership in share based on broker's purchase note.

2.4.4 EXPENDITURE

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

2.5 TAXES

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

2.5.1 CURRENT INCOME TAX

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.5.2 Deferred tax

Deferred tax is provided in full using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at

each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as deferred tax in the Statement of Profit and Loss. The credit available under the Income Tax Act, 1961 in respect of MAT paid is recognised as an asset only when and to the extent it is probable that future taxable profit will be available against which these tax credit can be utilised. Such an asset is reviewed at each Balance Sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

2.6 INVENTORIES

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

Shares and Securities held as inventory are valued at Fair Market Value/Price (See note Financial Instruments)

2.7 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

2.8 TRADE RECEIVABLES

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.9 EMPLOYEE BENEFITS

The payment of Gratuity Act, 1972 is not applicable to the company as the number of permanent employees in the company are below the requisites limit defined in the act at any point of the time during the Financial year and none of the Employee having continued service of more than 5 years.

2.10 BORROWINGS

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other income/expense.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.11 PROVISIONS AND CONTINGENCIES

Provisions are recognised when there is a present obligation (legal and constructive) as a result of a past event, it is probable that cash outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate can be made of the amount of the obligation. When a provision is measured using cash flow estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The discount rate used to determine the present value is pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the ability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. A Contingent asset is disclosed, where an inflow of economic benefits is probable.

2.12 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

2.12.1 INITIAL RECOGNITION & MEASUREMENTS

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

All financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

All financial liabilities are recognised initially at fair value, net of directly attributable transaction costs, if any. The Company's financial liabilities includes borrowings, trade and other payables including financial guarantee contracts and derivative financial instruments

2.12.2 SUBSEQUENT MEASUREMENTS**a) NON-DERIVATIVE FINANCIAL INSTRUMENTS****a. FINANCIAL ASSETS CARRIED AT AMORTIZED COST**

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

b. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

c. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Equity instruments which are held for trading are measured at fair value through profit or loss.

d. FINANCIAL LIABILITIES

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. 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.

b) DERIVATIVE FINANCIAL INSTRUMENTS

The Company holds derivative financial instruments such as Equity based futures and options contracts. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace

a. FINANCIAL ASSETS OR FINANCIAL LIABILITIES, AT FAIR VALUE THROUGH PROFIT OR LOSS

This category includes derivative financial assets or liabilities which are not designated as hedges.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated as hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income/Expenses. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

2.12.3 DERECOGNITION OF FINANCIAL INSTRUMENTS

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.13 Earnings per share

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

2.14 Fair value measurement

The Company measures financial instruments 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:

- A) In the principal market for the asset or liability, or
- B) 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 fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. 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:

- A) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- B) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- C) 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 recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3. APPLICABILITY OF NEW AND REVISED IND AS/ RECENT ACCOUNTING PRONOUNCEMENTS IND AS 116, LEASES:

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for the adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition: -

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- It carrying amount as if the standard had been applied since the commencement date, but discounted at the lessee's incremental borrowing rate at the date of initial application, or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted.

The effect on adoption of Ind AS 116 would be none or insignificant in the standalone financial statements as the company is not involved or having any of the such Lease.

IND AS 12, APPENDIX C, UNCERTAINTY OVER INCOME TAX

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 12, Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition:

- Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight, and
- Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

Amendment to Ind AS 12, Income taxes:

On March 30, 2019, the Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, Income Taxes, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

Amendment to Ind AS 19, plan amendment, curtailment or settlement

On March 30, 2019, the Ministry of Corporate Affairs issued amendments to Ind AS 19, Employee Benefits, in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- To recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

The accompanying notes form an integral part of the standalone Ind AS financial statements

As per our report of even date

For Maheshwari & Co.

Chartered Accountants

Firm's Registration No.: 105834W

For & on Behalf of the Board of Directors

Sd/-
Alok Kumar Behera
Managing Director

Sd/-
Mahavir Prasad Saraswat
Director

Sd/-
K.K. Maloo
Partner
Membership No. 075872

Date : May 28, 2019
Place : Mumbai

Date : May 28, 2019
Place : Mumbai

NOTE-4 : PROPERTY PLANT & EQUIPMENT

Particulars	Content Development	Computers	Office Equipment	Furniture & Fixture	Vehicle	Total
GROSS VALUE:						
Carrying Value as at March 31, 2017	20,88,911	2,97,154	8,96,808	12,33,821	5,35,284	50,51,978
Addition	-	-	1,73,700	-	-	,173,700
Deletion/Adjustments	-	-	-	-	-	-
Carrying Value as at March 31, 2018	20,88,911	2,97,154	10,70,508	12,33,821	5,35,284	52,25,678
Addition	-	-	1,77,439	-	-	1,77,439
Deletion/Adjustments	-	-	-	5,50,406	72,000	6,22,406
Carrying Value as at March 31, 2019	20,88,911	2,97,154	12,47,947	6,83,415	4,63,284	47,80,711
DEPRECIATION/AMORTIZATION						
Up to March 31, 2017	3,08,985	1,66,321	3,15,518	2,80,928	96,409	11,68,163
For the Year	3,55,985	82,635	3,30,265	2,46,704	1,13,625	11,29,213
Deduction/Adjustments	-	-	-	-	-	-
Up to March 31, 2018	6,64,971	2,48,956	6,45,783	5,27,632	2,10,034	22,97,376
For the Year	2,84,788	30,443	1,94,491	1,55,783	79,973	7,45,477
Deduction/Adjustments	-	-	-	-	35,936	35,936
Up to March 31, 2019	9,49,759	2,79,398	8,40,274	6,83,415	2,54,070	30,06,917
NET BLOCK:						
At March 31, 2017	17,79,926	1,30,833	5,81,290	9,52,893	4,38,875	38,83,817
At March 31, 2018	14,23,940	48,198	4,24,725	7,06,189	3,25,250	29,28,303
At March 31, 2019	11,39,152	17,756	4,07,673	-	2,09,214	17,73,794

NOTE-6 : OTHER FINANCIAL ASSETS

Particulars	March 31, 2019	March 31, 2018
Securities Deposit	10,003	7,66,500
Unsecured Inter – Corporate Deposits	21,56,97,054	15,05,66,567
Other Advance Recoverable in cash	5,40,000	2,15,95,000
TOTAL	21,62,47,057	17,29,28,067

NOTE-7 : INCOME TAX ASSETS (Net)

Particulars	March 31, 2019	March 31, 2018
Current Income Taxes (net of Provision)	23,61,543	26,15,088
TOTAL	23,61,543	26,15,088

NOTE-8 : DEFERRED TAX (NET)

Particulars	March 31, 2019	March 31, 2018
Deferred tax Assets	1,40,613	94,014
Deferred tax Assets on OCI	4,14,539	-
TOTAL	5,55,152	94,014

NOTE-5 : NON-CURRENT INVESTMENTS

Particulars	Face Value	March 31, 2019	March 31, 2018
A. IN EQUITY INSTRUMENTS-Unquoted In Subsidiaries measured at cost Purplkite Innovations Private Limited	10	40,00,000	40,00,000
TOTAL		40,00,000	40,00,000

Particulars	March 31, 2019	March 31, 2018
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	40,00,000	40,00,000
Market value of quoted investments	-	-
Aggregate provision for diminution in value of investments	-	-

NOTE-9 : CURRENT INVESTMENTS

Particulars	Face Value	March 31, 2019	March 31, 2018
Investment In Equity Instruments Pitti Holdings Private Limited	10	-	1,01,00,000
TOTAL		-	1,01,00,000

NOTE-10 : CASH & CASH EQUIVALENT

Particulars	March 31, 2019	March 31, 2018
Cash on Hand	9,33,199	73,746
Balance with Current Bank Accounts	13,37,183	4,58,567
TOTAL	22,70,382	5,32,313

NOTE-11 : EQUITY SHARE CAPITAL**A. SHARE CAPITAL**

Particulars	March 31, 2019		March 31, 2018	
	Numbers	Amount	Number	Amount
A. Authorised Equity Share Capital				
Equity share capital of face value of Rs. 10 each				
At the beginning of the year	5000000	5,00,00,000	5000000	5,00,00,000
Addition during the year	-	-	-	-
At the End of the Year	5000000	5,00,00,000	5000000	5,00,00,000
B. Issued & Subscribed and Fully Paid-up Capital				
Equity share capital of face value of Rs. 10 each				
At the beginning of the year	4118000	4,11,80,000	4118000	4,11,80,000
Addition during the year	-	-	-	-
Adjustment during the year	-	-	-	-
At the End of the Year	4118000	4,11,80,000	4118000	4,11,80,000

B. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

	March 31, 2019		March 31, 2018		March 31, 2017	
	Numbers	Amount	Numbers	Amount	Numbers	Amount
EQUITY SHARE						
Shares outstanding at the beginning of the year	4118000	4,11,80,000	4118000	4,11,80,000	4118000	4,11,80,000
Add: Shares issued during the year	-	-	-	-	-	-
Less: Shares cancelled on consolidation	-	-	-	-	-	-
Shares outstanding at the end of the year	4118000	4,11,80,000	4118000	4,11,80,000	4118000	4,11,80,000

C. Terms/ rights attached to equity shares

The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the 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.

D. Details of shares in the company held by each shareholder holding more than 5% Capital: NIL**NOTE-12 : OTHER EQUITY**

Particulars	March 31, 2019	March 31, 2018
General Reserve:		
At the beginning of the year	-	-
Addition during the year	-	-
Prior tax Adjustments	-	-
At the end of the year	-	-
Securities Premium Reserve:		
At the beginning of the year	14,87,20,000	14,87,20,000
Addition during the year	-	-
Prior tax Adjustments	-	-
At the end of the year	14,87,20,000	14,87,20,000
Retained Earnings Reserve:		
At the beginning of the year	23,85,125	16,39,874
Profit/(Loss) for the Year	20,73,978	7,45,251
Prior tax Adjustments	-	-
Adjustment of OCI	-	-
At the end of the year	44,59,103	23,85,125
Equity Instruments through OCI:		
At the beginning of the year	-	-
Increase/(Decrease) in Fair Value of Equity Investments	-	-
Transfer to Retained Earnings	-	-
Adjustment of OCI	-	-
At the end of the year	-	-
TOTAL OTHER EQUITY	15,31,79,103	15,11,05,125

NOTE-13 : OTHER FINANCIAL LIABILITIES

Particulars	March 31, 2019	March 31, 2018
Other Advances	3,20,30,000	-
TOTAL	3,20,30,000	-

NOTE-14 : OTHER CURRENT LIABILITIES

Particulars	March 31, 2019	March 31, 2018
Statutory Dues Payables	23,625	26,752
Other Payables:		
Audit Fees Payable	70,200	87,900
Other Payable	7,25,000	7,98,008
TOTAL	8,18,825	9,12,660

NOTE-15 : REVENUE FROM OPERATIONS

Particulars	March 31, 2019	March 31, 2018
Interest On ICD's	1,19,46,785	1,12,58,947
TOTAL	1,19,46,785	1,12,58,947

NOTE-16 : OTHER INCOME

Particulars	March 31, 2019	March 31, 2018
Interest Income:		
On Income Tax Refund	91,320	97,871
From Others	3,934	-
TOTAL	95,254	97,871

NOTE-17 : EMPLOYEES BENEFITS

Particulars	March 31, 2019	March 31, 2018
Salaries and Bonus to Employees	41,25,752	41,95,915
Recruitment & Training Expenses	-	68,500
Director Remuneration	2,81,774	-
Staff Welfare expenses	4,49,712	5,22,738
TOTAL	48,57,238	47,87,153

NOTE-18 : FINANCE COST

Particulars	March 31, 2019	March 31, 2018
Interest Expenses	-	1,09,264
TOTAL	-	1,09,264

NOTE-19 : OTHER OPERATING and ADMINISTRATIVE EXPENSES

Particulars	March 31, 2019	March 31, 2018
Depository, Listing & Exchange Fees:	3,22,367	3,14,615
Books & Periodicals	61667	29580
Electricity charges	59753	188949
Communication expenses	379007	319403
Printing and stationery	233155	329120
Travelling and conveyance expenses	363867	296907
Legal and professional fees	152880	168920
Rent	1277500	1552160
Filing Fees, rates and taxes	90298	65680
Repairs and maintenance	337197	290639
Postal & Courier Charges	77875	51473
Insurance charges	-	-
Auditor's remuneration	76700	35400
Donations	50000	-
Bank Charges & Commission	9352	71675
Advertisement expenses	73798	53863
Business promotion expenses	52500	85000
Certification expenses	94670	73136
EMI Overdue Charges	-	26428
General Office expenses	450255	514458
Website Expenses	90140	154593
Loss on Fixed Assets	350405	-
TOTAL	46,03,386	46,21,999

- Note-20** In the opinion of the Board, the Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Financial Statements. The balances thereof are as per Books of Accounts only.
- Note-21** The balances of Trade Receivable and Trade Payable are subject to confirmation, reconciliation and consequential adjustments, if any.
- Note-22** The company has provided net deferred tax Assets/liability in the books of accounts according to the Accounting Standard issued by the ICAI
- Note-23** The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be in relation to the amounts and other disclosures relating to the current year.

NOTE-24 : FINANCIAL INSTRUMENTS

Financial instrument by category follows

The carrying value and fair value of financial instrument by categories as of 31 March 2019 were as follows:

Particulars	At amortise cost	At fair value through OCI	At fair value through Profit & Loss	Total Carrying Value	Total Fair Value
ASSETS					
Other Financial Assets	21.62.47.057	-	-	21.62.47.057	21.62.47.057
Investments	-	40,00,000	-	40,00,000	40,00,000
Total Financial Assets	21,62,47,057	40,00,000	-	22,02,47,057	22,02,47,057
LIABILITIES					
Other Financial Liabilities	3,20,30,000	-	-	3,20,30,000	3,20,30,000
Total Financials Liabilities	3,20,30,000	-	-	3,20,30,000	3,20,30,000

NOTE-25 : FAIR VALUE HIERARCHY

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

Level 2 -Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 -Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2019:

Particulars	As at March 31, 2019	Fair Value Measurements at the end		
		Level-1	Level-2	Level-3
Assets /Liabilities measured at fair value				
Financial Assets:				
Non-Current Investments	40,00,000	-	-	40,00,000

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that cash and cash equivalents, Trade receivable and other financial asset, trade payables and other financial liabilities approximate their carrying amount largely due to short term maturity of these instruments.

NOTE-26 : FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

Carrying amount of financial assets and liabilities:

The following table summarises the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

	As at March 31, 2019	As at March 31, 2018
Financial assets:		
Non-current investment	40,00,000	40,00,000
Other Noncurrent Financial Assets	21,62,47,057	17,29,28,067
Cash and Cash Equivalent	22,70,382	5,32,312
Investments	-	1,01,00,000
Total Financial Assets	22,25,17,439	18,75,60,379
Financial Liabilities:		
Other Noncurrent Financial Liabilities	3,20,30,000	-
Total Financial Liabilities	3,20,30,000	-

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables		
Less than 90 days	-	-
90 to 180 days	-	-
Over 180 days	-	-

In the opinion of management, trade receivable, Financial assets, Cash and cash equivalent, Balance with Bank, Loans and other financial assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

The Company has not recognised any loss allowance as the Company expect that there is no credit loss on trade receivables.

NOTE-27 : EARNING PER SHARES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profit attributable to the equity holders of the Company used in calculating basic earnings per share and diluted earnings per share	20,73,978	7,45,251
Weighted average number of equity shares for the purpose of calculating basic earnings per shares and diluted earnings per share (nos.)	4118000	4118000
Basic and Diluted Earnings per share	0.51	0.18

NOTE-28 : RELATED PARTY TRANSACTIONS**A. Details of RELATED PARTY and their RELATIONSHIP:**

Name of Related Parties	Nature
Key Management Personals (KMPs):	
Alok Kumar Bahera	Managing Director (Appointed August 13, 2018)
Sourabh Vijay	Managing Director (Resigned January 14, 2019)
Nirmal Kumar Manna	Independent Director (Resigned August 27, 2018)
Ravi Saraswat	Independent Directors (Resigned August 27, 2018)
Mahavir Prasad Saraswat	Independent Directors (Appointed August 13, 2018)
Urmi Bose	Independent Directors (Appointed August 27, 2018)
Swagata Dasgupta	Independent Directors (Appointed August 27, 2018)
Samir Baid	Independent Directors (Resigned August 13, 2018)
Debasree Paul Chowdhury	Executive Officers - Company Secretary
Minakshi Kishor Naruka	Executive Officers – Chief Financial Officer

B. Details of Related parties' transactions as on March 31, 2019:

Name of Related Parties:	Amount
A. Key Management Personals (KMPs):	
Managerial Remunerations Salary and Allowances to MD	2,81,774/-
Remuneration, Salary and Allowances to CFO	2,35,000/-
Remuneration, Salary and Allowances to CS	2,10,000/-
Director Sitting Fees to Independent Directors	30,000/-

C. Status of Outstanding Balances as on March 31, 2019:

	Receivable/(Payable) Amount (in Rs.)
A. Key Management Personals (KMPs):	-

VOLTAIRE LEASING & FINANCE LIMITED

CIN: L74110MH1984PLC033920

Regd. Office: Bhagyodaya Building, Mezanine Floor, 3rd Floor, 79, Nagindas Master Road, Fort, Mumbai, Maharashtra-400 023Tel: +91 22 30291565, Email: voltaire.leafin@gmail.com; Website: <http://www.volfltd.com/>**ATTENDANCE SLIP**

Only Shareholders or the Proxies will be allowed to attend the meeting

DP ID*	LF No.
Client ID*	No. of Shares held

I / We hereby record my / our presence at the 35th Annual General Meeting of the Company being held on Monday, 30th September 2019 at 9.00 A.M. at Bhagyodaya Building, Mezanine Floor, 3rd Floor, 79, Nagindas Master Road, Fort, Mumbai – 400 023.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. For route map of meeting venue, please see overleaf.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
- Please read the Instructions printed under the Item No. 35-36 of the Notice dated 1st September 2019 of the 35th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 27.09.2019 and ends at 5.00 P.M. on 29.09.2019, the e-voting module shall be disabled by NSDL for voting thereafter.

PROXY FORM

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

CIN : **L74110MH1984PLC033920**
Name of the Company : **VOLTAIRE LEASING and FINANCE LIMITED**
Registered Office : **Bhagyodaya Bldg, Mezanine Floor, 3rd Floor, 79, Nagindas Master Rd., Fort, Mumbai, Maharashtra-400 023**

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We being the members of _____ Shares of Voltaire Leasing & Finance Limited, hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him
2. _____ having email Id _____ Signature _____ or failing him
3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, 30th September 2019 at 09.00 A.M. at Bhagyodaya Building, Mezanine Floor, 3rd Floor, 79, Nagindas Master Road, Fort, Mumbai – 400 023 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2019		
2.	Appointment of Auditors of the company and fixing their Remunerations.		

Signed this _____ day of _____ 2019

Signature of Shareholder _____ Signature of Proxy _____

Affix
Revenue
Stamp Rs.
1/-

Notes:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 35th Annual General Meeting.
3. Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.
4. Please complete all details including details of member(s) in above box before submission.

Location/Route Map of venue of AGM of M/s. Voltaire Leasing & Finance Limited



