

Annual Report
Of
Devrup Trading Limited
For The Year
2017-2018

BOARD OF DIRECTORS

Jaydeep Suthar
Pulkit Shah
Arpeetaben Bhatt

Managing Director
Non Executive Director
Non Executive Director

AUDITORS

Hemant C Parikh & Co.
Chartered Accountants
Block-A, 3-Ravjibhai Apartment,
Opp. Kanan Flats, Nr. Pallavi Tower
Opp. Navrangpura Fire Station,
Navrangpura, Ahmedabad-380009

REGISTERED OFFICE

Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court,
S. G. Highway, Ahmedabad-380060
Email: cricwatches007@gmail.com

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of Devrup Trading Limited will be held on Monday, the 10th September, 2018 at 11:00 a.m. at Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad- 380060 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as 31st March, 2018 and profit & loss account of the company for the year ended on 31st March, 2018 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Pulkit P. Shah who retires by rotation and being eligible offers himself for reappointment.
3. To ratify appointment of M/s Hemant C Parikh & Co, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company who were appointed in the Annual General Meeting in the year 2017 for a block of 5 years until the conclusion of Annual General Meeting to be held in the year 2022 and fix their remuneration.

For & on behalf of the Board of Director of
Devrup Trading Limited

Date: 09/08/2018

Place: Ahmedabad

Sd/- (Jaydeep J. Suthar) Managing Director (DIN: 06924403)	Sd/- (Pulkit P. Shah) Director (DIN: 05272041)	Sd/- (Arpeeta Bhatt) Director (DIN: 07156894)
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 04th September, 2018 to 10th September, 2018 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. **Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No.

CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

A. The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period begins on 07th September, 2018 (11:00 A.M.) and ends on 09th September, 2018 (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 of 03rd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'DEVTRUP TRADING LIMITED'.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to

www.evotingindia.com and register themselves as Corporate and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- B. The voting rights of the 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 03rd September, 2018.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Ballot Form is sent along with this Notice.

A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Aprt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 279-26420603, E-mail: roopalcs2001@gmail.com so as to reach her on or before 09th September, 2018 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.

- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.devtrading.co.in within 3 (three) days of conclusion of the annual general meeting and will be communicated to Metropolitan Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

- 6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
- 7. Members holding shares in dematerialized form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- 8. Corporate members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
- 9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Purva Sharegistry

(India) Pvt. Ltd, Registrar and Share Transfer agent of the Company immediately.

10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Purva Sharegistry (India) Pvt. Ltd, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For & on behalf of the Board of Director of
Devrup Trading Limited**

Date: 09/08/2018

Place: Ahmedabad

Sd/- (Jaydeep J. Suthar) Managing Director (DIN: 06924403)	Sd/- (Pulkit P. Shah) Director (DIN: 05272041)	Sd/- (Arpeeta Bhatt) Director (DIN: 07156894)
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Annexure to Notice

Notes on directors seeking appointment/re-appointment as required under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:

ITEM NO. 2

Name	:	Mr. Pulkit Shah
Date of birth	:	01/12/1980
Qualification	:	Graduate
Expertise	:	Administration
Director of the Company since	:	05/11/2014
Directorship in other public limited companies	:	NIL
Membership of Committees of other public limited companies	:	NIL
No. of Shares held in the Company	:	NIL

**For & on behalf of the Board of Director of
Devrup Trading Limited**

Date: 09/08/2018

Place: Ahmedabad

Sd/- (Jaydeep Suthar) Managing Director (DIN: 06924403)	Sd/- (Pulkit Shah) Director (DIN: 05272041)	Sd/- (Arpeeta Bhatt) Director (DIN: 07156894)
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DIRECTOR'S REPORT

To,
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2017-18.

1. Financial Results and Operational Review

Particulars	Year Ended 31.03.2018 (Amt in Rs.)	Year Ended 31.03.2017 (Amt in Rs.)
Gross Sales/Income	5,43,200	5,84,966
Profit Before depreciation & tax	30,514	21,776
Less Depreciation	-	-
Profit/(Loss) before Tax	30,514	21,776
Taxes/Deferred Taxes	7,629	6,729
Income Tax for Earlier Years	--	--
Profit/(Loss) After Taxes	22,886	15,047
P& L Balance b/f	(10,562,076)	(10,577,124)
Profit/ (Loss) carried to Balance Sheet	(10,539,191)	(10,562,076)

Above mentioned figures were derived from audited Balance Sheet for the financial year ended on 31st March, 2018.

2. Brief description of the Company's working during the year/State of Company's affair

During the year under review, the Company has earned income of Rs. 5,43,200/- as compared to Rs. 5,84,966/- of previous year. The Company has made profit of Rs.22,886/- as compared to Rs. 15,047/- of previous year. Efforts were being made to improve the performance of the Company.

3. Change in the nature of business:

The Company has not changed its main object during the year under review.

4. Dividend

Since the Company has not made insufficient profit, the directors are unable to recommend any dividend during the year under review.

5. Reserves

The Board of Directors of the company has not proposed any amount to carry to any reserves.

6. Change of Name

The Company has not changed its name during the year under review.

7. Share Capital

ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The company has not issued any shares with differential rights during the year under review.

ISSUE OF SWEAT EQUITY SHARE

The company has not issued any sweat equity shares during the year under review.

8. Directors and Key Managerial Personnel

Mr. Pulkit Shah, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

9. Particulars of Employees

None of the employees of the Company drew remuneration of ` 1,02,00,000/- or more per annum ` 8,50,000/- or more per month during the year. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

10. Meetings

A. BOARD MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 2017-2018, Six (06) Board Meetings and four (4) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Board Meetings held during the year:

05/04/2017	18/05/2017	14/08/2017	26/10/2017
15/11/2017	03/02/2018		

Attendance of Board of Directors:

The Board of Directors of the Company was present at the following Board Meeting held during the:

Name of the Director	Designation	Category	No. of Board	Attendance at last AGM
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			meetings attended	
Mr. Jaydeep Suthar	Managing Director	Executive Non Independent	06	Yes
Mr. Pulkit Shah	Director	Non Executive Independent	06	Yes
Mr. Arpeeta Bhatt	Director	Non Executive Independent	06	No

B. ANNULAL GENERAL MEETING:

Particulars of last three Annual general meetings are as follows:

Year of AGM	Date of the AGM	Time	Place of AGM Held	Special Resolutions Passed
2015	30 th September, 2015	11.00 A.M.	M & I Watches, Regional Facility Center, Shed No. 11, Industrial Estate, Chambaghat, Solan, Himachal Pradesh - 173205	Yes
2016	29 th September, 2016	12:00 Noon	C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad- 380060	No
2017	11 th September, 2017	11.00 A.M.	Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad- 380060	Yes

Details for Special Resolution had passed in last AGM:

2017:

1. To authorize Board of Directors of the Company to give loans, guarantee and make investment in securities of other body corporate exceeding the limit as specified under Section 186 of Companies Act, 2013 and rules made thereunder.

2016:

No Special Resolution had passed during the AGM.

2015:

1. Appointment of Ms. Arpeetaben Prakashbhai Bhatt (DIN: 07156894), as an Independent Director of the Company.
2. Adoption of new articles of association of the company containing regulation in conformity with Companies Act, 2013.
3. Sub-division of One Equity Share of the Company of Face Value of Rs.10/- each to 10 Equity Shares of Rs. 1/- each.
4. Reclassification of Authorised Equity Share Capital and Consequent
5. Alteration of Memorandum of Association No Special Resolution had passed during the AGM.

C. EXTRAORDINARY GENERAL MEETING:

No Extra Ordinary General Meeting held during the financial year under review.

During the year under review, no resolution has been passed through the exercise of postal ballot.

6. Corporate Governance:

The paid up share capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance Report so the Company has decided not to opt for the time being.

7. Audit Committee:

The Company has duly constituted an Audit Committee pursuant to Section 177 of the Companies Act, 2013 as well as Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee comprises of three Directors namely Ms. Arpeetaben Bhatt, Director (Non Executive) who is appointed as Chairman of the Committee, Mr. Jaydeep Suthar, (Executive Director) and Mr. Pulkit Shah (Non Executive) who are aware with finance, accounts, management and corporate affairs. Three independent members constitute the quorum of the said Audit Committee Meeting.

During the year under review, the 4 Audit Committees were held during Financial Year 2017-2018. The dates on which the said meetings were held as follows:

18/05/2017	14/08/2017	15/11/2017	03/02/2018
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The functions performed by the Audit Committee include:

A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.

C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:

- ✿ Review the financial reporting process and disclosure of its financial information
- ✿ Review with the management, Annual financial statements before submission to the Board

- ✳ Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- ✳ Review the company's accounting and risk management policies
- ✳ Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
- ✳ Review quarterly financial statement.
- ✳ Review internal investigations made statutory/ Internal Auditors.
- ✳ Scope of Statutory/ Internal Audit
- ✳ Review fixed deposits/repayment systems etc.
- ✳ Any other applicable functions as described in Corporate Governance.
- ✳ Review related party transactions.

8. Nomination and Remuneration Committee:

The Company has duly constituted a Nomination and Remuneration Committee pursuant to Section 178 of the Companies Act, 2013 as well as Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee comprises of following Directors:

Ms. Arpeetaben Bhatt	Chairperson Non Executive Director Independent Director
Mr. Jaydeep Suthar	Member Executive Director
Mr. Pulkit Shah	Member Non Executive Director

During the year under review, the Remuneration Committees meeting was held on 18/05/2017.

The Company has duly adopted Nomination & Remuneration Policy for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Committee performs its functions in accordance with the provisions of the said policy. The said policy is uploaded on the website of the Company i.e. www.devtrading.co.in

Role of the Committee:

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;

- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e) To devise a Policy on Board diversity.
- f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Nomination and Remuneration Policy:

Purpose of this Policy:

The company has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose of this Policy is to establish and govern the procedure applicable:

- a) To evaluate the performance of the members of the Board.
- b) To ensure that remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Definitions:

Independent Director means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Key Managerial Personnel (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

Nomination and Remuneration Committee, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed there under or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

Criteria for Determining the followings:-

1 Qualifications for appointment of Directors (including Independent Directors)

- a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;
- b) Their financial or business literacy/skills;
- c) Other appropriate qualification/experience to meet the objectives of the Company;
- d) As per the applicable provisions of Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

2 Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions;
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;

- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

3 Independence Standards

The following would be the independence review procedure and criteria to assist the Committee to evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relating to a director's independence.

4 Independence Review Procedures

1. Annual Review

The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such Director as per the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

2. Individual Director's Independence Determinations

If a director nominee is considered for appointment to the Board between Annual General Meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

3. Notice of Change of Independent Status

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

5 Criteria for appointment of KMP/Senior Management

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- To practice and encourage professionalism and transparent working environment;
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission;
- To adhere strictly to code of conduct

5.1 Term

The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing/Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

5.2 Evaluation

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

5.3 Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

6. Remuneration of Managing / Whole-time Director, KMP and Senior Management

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case

may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management based on the standard market practice and prevailing HR policies of the Company.

7. Remuneration to Non-executive / Independent Director

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made there under for the time being in force or as may be decided by the Committee / Board / shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

9. Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

Mr. Pulkit Shah	Chairman
Mr. Jaydeep Suthar	Member Executive Director
Ms. Arpeetaben Bhatt	Member Non Executive Director Independent Director

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., the Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

During the year under review, the 4 Share Transfer & Shareholders'/Investor Grievance Committee were held during Financial Year 2017-2018. The dates on which the said meetings were held as follows:

12/04/2017 15/07/2017 13/10/2017 17/01/2018

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2018) is given below:-

Complaints Status: 01.04.2017 to 31.03.2018

- Number of complaints received so far : 0
- Number of complaints solved : 0
- Number of pending complaints : 0

10. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The Nomination and Remuneration Committee had also carried out evaluation of performance of every Director.

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

11. Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. Details of Subsidiary/Joint Ventures/Associate Companies

The Company has no any Subsidiary/Joint Ventures/Associate Companies during the year under review. Hence, details for the same are not required to mention.

13. List of Top 10 Shareholders of the Company as on 31st March, 2018

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year	
		No. of shares	% of total

			shares of the company
1	Deepak Kapare	101000	8.94
2	Keyur S Shah	100000	8.85
3	Satish Chand	100000	8.85
4	Kamal Sheth	45000	3.98
5	Rajan P Shah	45000	3.98
6	Shaikh Wasimuddin Kamarmiya	45000	3.98
7	Sapnadhevi	45000	3.98
8	Nitaben Mangaldas Shah	45000	3.98
9	Navinder	45000	3.98
10	Ambavibhai Jerambhai Bhalani	44000	3.89
11	L Agarwal	43700	3.87
12	Kirtipal	40600	3.59
13	S. Manuja	40000	3.54
14	Ashok Goyal	35000	3.10
15	V K Garg	30000	2.65
16	Kewal Goyal	21200	1.88

14. General Shareholder Information

- a. Annual General Meeting: Date, Time and venue: 10th September, 2018, at 11:00 A.M. at the Registered Office of the Company.
- b. Financial Year: 1st April 2017 to 31st March, 2018.
- c. Financial Calendar:
 - i. 1st quarterly results – Last week of May, 2018.
 - ii. 2nd quarterly results – Last week of July, 2018.
 - iii. 3rd quarter results – Second week of November, 2018.
 - iv. 4th quarter results – Second week of February, 2019.
- d. Date of Book Closure: 04th September, 2018 to 10th September, 2018
- e. Dividend Payment Date: N.A.
- f. Listing of Equity Shares on Stock Exchanges: Metropolitan Stock Exchange of India Limited

The Company has paid Annual Listing Fees to the Stock Exchanges where the Company's shares are listed for the financial Year up to 31-03-2018
- g. Stock Code: **DEVTRUPTRAD**
- h. Demat ISIN number: **INE790R01012**
- I. High / Low of Monthly Market Price of the Companies Equity Shares traded on Stock Exchange during the financial year 2017-18:

The Company has no data to report in this segment.

j. Performance of the Company's shares in comparison with broad-based indices as SE's Sensex:

The Company has no data to report in this segment.

k. Registrar & Share Transfer Agent:

Name		Purva Sharegistry (India) Pvt. Ltd.
Address		Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011
Tel		91-22-2301 6761 / 8261
Fax		91-22-2301 2517
Email		busicomp@vsnl.com

l. Share Transfer System: Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

m. Distribution of Shareholding as on Dated 31.03.2018

SHARE HOLDING OF NOMINAL VALUE OF		SHARE HOLDERS		SHARE AMOUNT	
Rs.	Rs.	Number	% to Total	In Rs.	to Total
(1)		(2)	(3)	(4)	(5)
Upto - 5,000		507	96.02	828000	7.33
5,001 - 10,000		0	0.00	0	0
10,001 - 20,000		0	0.00	0	0
20,001 - 30,000		0	0.00	0	0
30,001 - 40,000		0	0.00	0	0
40,001 - 50,000		0	0.00	0	0
50,001 - 1,00,000		0	0.00	0	0
1,00,001 and above		20	3.98	10474000	92.67
TOTAL		527	100	11302000	100

n. Shareholding pattern as on 31.03.2018

Category	No of Shares held	% of Shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	206900	18.31
b. Mutual Fund/Trust	0	0.00

c. Financial Institution/Banks	0	0.00
d. Bodies Corporate	0	0.00
e. Indian public	923300	81.69
f. other (HUF)	0	0.00
TOTAL	1130200	100.00

o. Dematerialization of shares: As on 31-03-2018 Demat shares accounted for 200 Equity Shares (0.017%) of total equity.

p. Outstanding GDR / ADR / Warrants: Not Applicable

q. **Address for communication:**

Devrup Trading Limited

Cabin No. 2, C-309, Ganesh Meridian,
Opp. Gujarat High Court, S. G. Highway,
Ahmedabad- 380060

Purva Sharegistry (India) Pvt. Ltd.

Unit no. 9, Shiv Shakti Ind. Estt.,
J .R. Boricha marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai 400 011

15. Auditors

The Auditors, M/s Hemant C. Parikh & Co., Chartered Accountants, Ahmedabad retire at the ensuing Annual General Meeting and, being eligible; offer themselves for reappointment for a period of one year from the conclusion of this Annual General Meeting [AGM] till the conclusion of Annual General Meeting of the company to be held in the year 2022 (subject to ratification of their reappointment at every Annual General Meeting).

16. Detail of Fraud as Per Auditors Report:

There is no fraud in the Company during the Financial Year ended 31st March, 2018. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial year ended 31st March, 2018.

17. Board's Comment on the Auditors' Report:

There were no qualifications, reservations or adverse remarks made by Auditors in their respective reports. Observation made by the Statutory Auditors in their Report are self explanatory and therefore, do not call for any further comments under section 134(3)(f) of the Companies Act, 2013.

18. Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

19. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. Preeti Jain, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as ANNEXURE - I to this report.

Reply for qualification Remark in Secretarial Audit Report:

1. Promoter holding of the Company is not in demat form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company noted the same and the Company and instructed respective promoters so as to achieve 100% promoter holding in demat form and comply with the requirement of above mentioned regulation.
2. Though the Company has not published notice for Financial Result, the company has uploaded the same on Website of the company and also submitted to Metropolitan Stock Exchange of India Limited.
3. The company is in process of appointment of Company Secretary.

20. Internal Audit & Controls

Though the Company has not appointed any chartered accountant as internal auditor, the accounting and other system have been designed in such a manner that review of entire process for safeguarding the assets of the company, its operational efficiency, effectiveness of the systems are taken care of properly. Moreover, it is to be noted that the quantum of the day to day transactions as well as turnover are of small size and hence, internal auditor have not been appointed.

21. Issue of employee stock options

The company has not issued any employee stock options during the year under review.

22. Vigil Mechanism and Whistle Blower Policy

Security & Exchange Board of India had prescribed the adoption by all listed companies, adoption of a Whistle Blower Policy as a non-mandatory requirement. The company pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, adopted a Vigil Mechanism

for directors and employees to report genuine concerns which affords protection and confidentially to Whistle blowers.

The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2018, no Protected Disclosures have been received under this policy.

In pursuance of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Vigil Mechanism/ Whistle Blower Policy has been uploaded on the website of the Company i.e. www.devtrading.co.in

23. Risk management policy

Risk management is embedded in your company's operating framework. Your company believes that managing risk helps in maximizing returns. The company's approach to addressing business risk is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the company is exposed to are:

Commodity Price Risks:

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The company proactively manages these risks through forward booking Inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigation the impact the impact of price risk on finished goods.

Regulatory Risks

The company is exposed to risks attached to various statues and regulations including the company Act. The company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

Human Resources Risks

Retaining the existing talent pool and attracting new talent are major risks. The company has initialed various measures including rolling out strategic talent management system, training and integration of learning and development activities.

Strategic Risks

Emerging businesses, capital expenditure for capacity expansion, etc., are normal strategic risk faced by the company. However, the company has well-defined processes and procedures for obtaining approvals for investments in new business and capacity expansion etc.

24. Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT- 9** as a part of this Annual Report as **ANNEXURE II**.

25. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There is no any Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

26. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year under review, there is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

27. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Company has adequate of internal financial controls with reference to the Financial Statements during the year under review.

28. Deposits

Your Company has not accepted / renewed any deposits from the public/share holders during the year under review.

29. Particulars of loans, guarantees or investments under section 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

30. Particulars of contracts or arrangements with related parties:

The company has not entered into any contracts or arrangements with related parties during the year under review.

31. Management Discussion and Analysis:

The Management Discussion and Analysis Report forms part of this Annual Report for the year ended 31st March, 2018.

32. Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

33. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, pursuant to Section 134 of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014 are NIL.

34. Corporate Social Responsibility (CSR): Not Applicable

35. Human Resources

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

36. Director’s Responsibility Statement

The Directors’ Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that –

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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

37. Transfer of Amounts to Investor Education and Protection Fund

The Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

38. Listing With Stock Exchanges:

Equity Shares of the Company were listed and admitted to dealing on Metropolitan Stock Exchange of India Limited.

The Company confirms that it has paid the Annual Listing Fees for the year 2018-2019 to Metropolitan Stock Exchange of India Limited where the Company's Shares are listed.

39. Secretarial Standards:

The Directors State that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and General Meetings', respectively, have been duly followed by the Company.

40. Acknowledgement:

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

**For & on behalf of the Board of Director of
Devrup Trading Limited**

Date: 09/08/2018

Place: Ahmedabad

Sd/- (Jaydeep J. Suthar) Managing Director (DIN: 06924403)	Sd/- (Pulkit P. Shah) Director (DIN: 05272041)	Sd/- (Arpeeta Bhatt) Director (DIN: 07156894)
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DECLARATION

As provided under SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 with the Stock Exchange, all Board members and Senior Manager personnel have affirmed compliance with Devrup Trading Limited's Code of Business conduct and ethics for the year ended March 31, 2018.

**For & on behalf of the Board of Director of
Devrup Trading Limited**

Date: 09/08/2018

Place: Ahmedabad

Sd/-	Sd/-	Sd/-
(Jaydeep J. Suthar)	(Pulkit P. Shah)	(Arpeeta Bhatt)
Managing Director	Director	Director
(DIN: 06924403)	(DIN: 05272041)	(DIN: 07156894)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1) Industry Structure and Developments

The all India food production during the period April 2017 to March 2018 registered a cumulative growth as against the corresponding period of last year. The cumulative growth for the eight core industries (coal, crude oil, natural gas, refinery products, fertilizers, steel cement & electricity) remained same as previous year. With the entry of new players in the already fragmented markets, high price volatility and variations in prices is experienced in different regions and different periods of time.

2) Opportunities and Threats

Opportunities

- Increase in income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

3) Segment-Wise Performance

The Company has identified its activities as single segment. Hence, the Company's performance is to be viewed as a single segment company operating in Cement industry.

4) Recent Trend and Future Outlook

Notwithstanding global uncertainties, regulatory tightening and cyclical economic downtrend, financial services industry in India on the whole, will continue to march ahead at a healthy pace in the long term. We expect interest rates to remain stable or move southward and liquidity to ease in the coming quarters. This should augur well for demand growth in financing and lending business. However your company is making all possible efforts will improve its position.

5) Risk and Concerns

Like any other industry, this industry is also exposed to risk of competition, government policies, natural factor etc. As the Company is proposed to export raw

materials/ finished product, the Company has risk on account of Exchange Rate fluctuations. The Company has taken necessary measures to safeguard its assets/interests etc.

6) Internal Control System and Their Adequacy

The Company has proper and adequate system of Internal Controls to ensure that all the assets are safeguarded protected as against loss from un-authorized use or disposition and that transactions are authorised, recorded and reported correctly. The Company conducted the audit of various departments through an independent internal auditor. The views of the statutory auditors are also considered to ascertain the adequacy of the internal control system.

7) Financial Performance with Respect to Operational Performance

The financial performance of the Company for the year 2017-18 is described in the Directors' Report under the head 'Operations of the Company'.

8) Material Developments in Human Resources and Industrial Relations Front

Your Company has undertaken certain employees' development initiatives which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

9) Cautionary Statement

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**For & on behalf of the Board of Director
Devrup Trading Limited**

Date: 09/08/2018

Place: Ahmedabad

Sd/-	Sd/-	Sd/-
(Jaydeep J. Suthar)	(Pulkit P. Shah)	(Arpeeta Bhatt)
Managing Director	Director	Director
(DIN: 06924403)	(DIN: 05272041)	(DIN: 07156894)

CEO/CFO CERTIFICATION:

We the undersigned, in our respective capacities as managing Director and Chief Financial Officer of Devrup Trading Limited ("the Company") to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year 2017-18 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 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 2017-18 which are fraudulent, illegal or violative of the Company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of 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 -

- Significant changes in internal control over the financial reporting during the year 2017-18;
- Significant changes in accounting policies during the year 2017-18 and that the same have been disclosed in the notes to the financial statements; and
- 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 the financial reporting.

**For & on behalf of the Board of Director of
Devrup Trading Limited**

Date: 09/08/2018

Place: Ahmedabad

Sd/- (Jaydeep J. Suthar) Managing Director & CEO (DIN: 06924403)	Sd/- (Pulkit P. Shah) Director & CFO (DIN: 05272041)
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CERTIFICATE ON FINANCIAL STATEMENTS

To,
The Members,
Devrup Trading Limited

We have hereby certified that:

1. We have reviewed the financial statements and the cash flow statements of Devrup Trading Limited for the financial year 2017-18 and to the best of our knowledge and belief, we state that:
 - 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 for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of 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 or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a. significant changes in internal control over financing reporting during the year;
 - b. significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

that there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**For & on behalf of the Board of Director of
Devrup Trading Limited**

Date: 09/08/2018
Place: Ahmedabad

Sd/-
(Jaydeep J. Suthar)
Managing Director & CEO
(DIN: 06924403)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

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

To,
The Members,
Devrup Trading Limited (CIN: L51103GJ1982PLC097872)
Cabin No. 2, C-309, Ganesh Meridian,
Opp. Gujarat High Court,
S. G. Highway, Ahmedabad-380060

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Devrup Trading Limited** (hereinafter called "the company") for the audit period covering the financial year ended on 31st March, 2018. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2018, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) 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;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (effective from 1st December, 2015)

I have also examined compliance of the following to the extent applicable:

- (i). Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective from 1st July, 2015); under the provisions of Companies Act, 2013;

I have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company. According to Representation letter, acts applicable to the Company are all General Laws such Direct and Indirect Taxation related, Labor Laws and other incidental laws of respective States.

On the basis of my examination and representation made by the Company I report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to my knowledge except non compliance in respect of:

- a) 100% promoter holding is not in dematerialized form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- b) The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) The Company has not appointed Company Secretary during the year under review.

I Further Report that, there were no actions/ events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Requiring compliance thereof by the Company during the period under review

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs.

Date: 09/08/2018

Place: Jaipur

Signature: Sd/-

Name of Practicing Company Secretary: Preeti Jain

C. P. No.: 10118

M. No.: 28265

Note: This report is to be read with my letter of even date which is annexed as ANNEXURE-A, and forms an integral part of this report.

To,
The Members,
Devrup Trading Limited (CIN: L51103GJ1982PLC097872)
Cabin No. 2, C-309, Ganesh Meridian,
Opp. Gujarat High Court,
S. G. Highway, Ahmedabad-380060

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 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 practices, I followed provide 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.

Date: 09/08/2018
Place: Jaipur

Signature: Sd/-
Name of Practicing Company Secretary: Preeti Jain
C. P. No.: 10118
M. No.: 28265

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L51103GJ1982PLC097872
2.	Registration Date	28/08/1982
3.	Name of the Company	Devrup Trading Limited
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	Address: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-60 Contact No.: 079-29706309 E-mail id: cricwatches007@gmail.com Website: www.devtrading.co.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Sharegistry (India) Pvt. Ltd. Address: Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011 Contact No.: 91-22-2301 6761 / 8261 Fax No.: 91-22-2301 2517 E-mail id busicomp@vsnl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the
1	Textile trading in retail	46101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

(No. of Companies for which information is being filled)

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares held	Applicable Section
1					
2	Not Applicable				

Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	200	82600	82800	7.33	200	82600	82800	7.33	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	840500	840500	74.37	0	840500	840500	74.37	0.00
c) Others (HUF)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	200	923100	923300	81.69	200	923100	923300	81.69	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	200	1130000	1130200	100	200	1130000	1130200	100	0.00

B) Shareholding of Promoter-

SN	Share holder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Anjana Sahgal	59600	5.27	59600	5.27	0.00
2	Pankaj K Sahgal	86100	7.62	86100	7.62	0.00
3	Tanuj K Sahgal	61200	5.41	61200	5.41	0.00
4	Total	206900	18.31	206900	18.31	0.00

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

SN	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
1	Anjana Sahgal				
	At the beginning of the year	59600	5.27	59600	5.27
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	59600	5.27	59600	5.27
2	Pankaj K Sahgal				
	At the beginning of the year	86100	7.62	86100	7.62
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	86100	7.62	86100	7.62
3	Tanuj K Sahgal				
	At the beginning of the year	61200	5.41	61200	5.41
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	61200	5.41	61200	5.41

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders	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
1	Deepak Kapare	101000	8.94	101000	8.94
2	Keyur S Shah	100000	8.85	100000	8.85
3	Satish Chand	100000	8.85	100000	8.85
4	Kamal Sheth	45000	3.98	45000	3.98
5	Rajan P Shah	45000	3.98	45000	3.98
6	Shaikh Wasimuddin Kamarmiya	45000	3.98	45000	3.98
7	Sapnadhevi	45000	3.98	45000	3.98
8	Nitaben Mangaldas Shah	45000	3.98	45000	3.98
9	Navinder	45000	3.98	45000	3.98
10	Ambavibhai Jerambhai Bhalani	44000	3.89	44000	3.89

11	L Agarwal	43700	3.87	43700	3.87
12	Kirtipal	40600	3.59	40600	3.59
13	S. Manuja	40000	3.54	40000	3.54
14	Ashok Goyal	35000	3.10	35000	3.10
15	V K Garg	30000	2.65	30000	2.65
16	Kewal Goyal	21200	1.88	21200	1.88

E) Shareholding of Directors and Key Managerial Personnel:

S N	Shareholding of each Directors and each Key Managerial Personnel	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	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	Nil	Nil	Nil	Nil

F) INDEBTEDNESS -

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

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

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Jaydeep Suthar - MD	
1	Gross salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify (Sitting Fees)	8000	8000
	Total (A)	8000	8000
	Ceiling as per the Act	5% of the net profit of the company	

B. Remuneration to other directors:

SN .	Particulars of Remuneration	Name of Directors		Total Amount (Rs.)
1	Independent Directors	Ms. Arpeetaben Bhatt	-	
	Fee for attending board committee meetings	5000	-	5000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Executive Directors	-	Mr. Pulkit Shah	-
	Fee for attending board committee meetings	-	8000	8000
	Commission	-	-	-
	Others (Salary to Directors)	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	5000	8000	13000

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

The Company has not paid any Remuneration to the Key Managerial Personnel other than MD /Manager / WTD

INDEPENDENT AUDITOR'S REPORT
To The Members of DEVRUP TRADING LIMITED
Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **DEVRUP TRADING LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2018**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2018**, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of the written representations received from the directors of the

Company as on **March 31, 2018** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2018** 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**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the **Companies (Audit and Auditors) Rules, 2014**, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the **Companies (Auditor's Report) Order, 2016 ("the Order")** issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For, Hemant C. Parikh & Co.,
Chartered Accountants**

**Date: 15-05-2018
Place: Ahmedabad**

**Sd/-
Hemant C. Parikh
(Proprietor)
M. No.: 031780**

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **DEVRUP TRADING LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **DEVRUP TRADING LIMITED** (“the Company”) as of **March 31, 2018** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the

internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, Hemant C. Parikh & Co.,
Chartered Accountants**

Date: 15-05-2018

Place: Ahmedabad

**Sd/-
Hemant C. Parikh
(Proprietor)
M. No.: 031780**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DEVRUP TRADING LIMITED of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the lease and license agreements provided to us, we report that, the agreements, comprising all the immovable properties of land and buildings are held in the name of the Company.
- ii.
 - (a) The management of the company has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of accounts were not material.
- iii. According to the information and explanations given to us, the Company has not granted secured or unsecured loans to any Company, Firm, Limited Liability Partnership or other party covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at **March 31, 2018** and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at **March 31, 2018** for a period of more than six months from the date they became payable.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. 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 Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For, Hemant C. Parikh & Co.,
Chartered Accountants**

**Date: 15-05-2018
Place: Ahmedabad**

**Sd/-
Hemant C. Parikh
(Proprietor)
M. No.: 031780**

Devrup Trading Limited
CIN: L51103GJ1982PLC097872
Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-60

STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs.)

Particulars	Note No.	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
ASSETS				
Non Current Assets				
Property, Plant and Equipment				
Capital Work in Progress				
Financial Assets				
Investments		-	-	-
Loans & Advances		3,200,000	-	-
Other Non Current Assets	4	153,763	153,763	153,763
Non current investments	5	5,130,000	4,446,000	4,010,740
Current assets				
Inventories	6	605,250	605,250	605,250
Financial Assets				
Trade Receivables	7	-	-	4,627,400
Cash and Cash Equivalents	8	1,721,730	4,835,463	404,221
Loans & Advances		-	-	-
Other Current Assets		-	-	-
TOTAL ASSETS		10,810,743	10,040,476	9,801,374
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	9	11,302,000	11,302,000	11,302,000
Other Equity	10	(10,539,191)	(10,562,077)	(10,577,124)
Liabilities				
Non Current Liabilities				
Financial Liabilities				
Borrowings		-	-	-
Deferred Tax Liabilities (Net)		-	-	-
Current Liabilities				
Financial Liabilities				
Borrowings	11	506,000	-	0
Trade Payables	12	8,865,022	8,637,039	8,437,039
Short-Term Provisions	13	53,747	40,349	7,000
Other Current Liabilities	14	623,165	623,165	632,459
TOTAL EQUITY AND LIABILITIES		10,810,743	10,040,476	9,801,374
As per our report of even date		For and on behalf of the Board of Director		
For, Hemant C. Parikh & Co		DEVrup TRADING LIMITED		
Chartered Accountants				
Sd/-		Sd/-		
Hemant C. Parikh		Jaydeep Suthar Arpeeta Bhatt Pulkit Shah		
(Proprietor)		Director Director Director		
Membership No. 031780		DIN :06924403 DIN: 07156894 DIN: 05272041		
Place :- Ahmedabad		Place :- Ahmedabad		
Date :- 15-05-2018		Date :- 15-05-2018		

Devrup Trading Limited
CIN: L51103GJ1982PLC097872
Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-60
STATEMENT OF PROFIT & LOSS ACCOUNT OFR THE YEAR ENDED MARCH 31,2018

		Amount in (Rs.)			
PARTICULARS		Note No.	Year Ended 31.03.2018	Year Ended 31.03.2017	Year Ended 01.04.2016
I	Revenue from Operations	15	515,000	584,966	488000
II	Other Income	16	28,200	-	0
III	Total Income (I+II)		543200	584,966	488,000
IV	EXPENSES				
	(1) Cost of Materials Consumed	17	-	-	0
	(2) Purchase of Stock-In-Trade	18	94,850	12,500	69,250
	(3) Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade		-	-	-
	(4) Employee Benefits Expense	19	158,000	346,000	104,000
	(5) Finance Cost	19	635	373	-
	(6) Depreciation and Amortisation Expense	4	-	-	-
	(7) Other Expenses	20	259,201	204,317	159,409
	Total Expenses (IV)		512686	563,190	332,659
V	Profit before Exceptional Items and Tax (III-IV)		30,514	21,776	155,341
VI	Exceptional Items				
VII	Profit before Tax		30,514	21,776	155,341
VIII	Tax Expense				
	(1) Current Tax		7,629	6,729	46,602
	(2) Prior Period Taxation		-	-	(30,181)
	(3) Deferred Tax		-	-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		22,886	15,047	138,920
X	Profit / (Loss) from discontinued operations				
XI	Tax Expense of discontinued operations				
XII	Profit (Loss) from discontinuing operations (after tax) (X-XI)		-	-	-
XIII	Profit (Loss) for the period (IX-XIII)		22886	15,047	138,920
XIV	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss				
	(ii) Income tax relating to items that will not be reclassified to profit or loss				
	B (i) Items that will be reclassified to profit or loss				
	(ii) Income tax relating to items that will be reclassified to profit or loss				
XV	Total Comprehensive Income for the Period (XIII+XIV)		22886	15,047	138,920
XVI	Earnings Per Equity Share				
	(1) Basic		0.02	0.01	0.12
	(2) Diluted		0.02	0.01	0.12

As per our report of even date
For, Hemant C. Parikh & Co
Chartered Accountants

For and on behalf of the Board of Director
DEVRUP TRADING LIMITED

SD/-
Hemant C. Parikh
(Proprietor)
Membership No. 031780
Place :- Ahmedabad
Date :- 15-05-2018

SD/- SD/- SD/-
Jaydeep Suthar Arpeeta Bhatt Pulkit Shah
Director Director Director
DIN :06924403 DIN: 07156894 DIN: 05272041
Place :- Ahmedabad
Date :- 15-05-2018

Devrup Trading Limited
CIN: L51103GJ1982PLC097872
Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-60

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Particulars	For the period ended on 31.03.2018	For the period ended on 31.03.2017	For the period ended on 01.04.2016
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Tax	22,886	15,047	138,920
Adjustments for:			
Depreciation	-	-	-
Preliminary Exps. Written off			0
Finance Cost			-
Dividend Written back/excess provision for taxation		33,349	(19,851)
Operating Profit before Working Capital Changes	22,886	48,396	119,069
Movements in Working Capital :			
Decrease / (Increase) in Inventories	-	-	-
Decrease / (Increase) in Sundry Debtors		4,627,400	-
Decrease / (Increase) in Loans and Advances	(3,200,000)		(153,763)
Decrease / (Increase) in Current Assets			-
(Decrease) / Increase in Trade Payables	227,983	190,706	411,072
(Decrease) / Increase in Short Term Provisions	13,398		-
(Decrease) / Increase in Current Liabilities			-
(Decrease) / Increase in Other Current Liabilities			-
Cash (used in) / generated from operations	(2,935,734)	4,866,502	376,378
Direct Taxes Paid (net of refunds)		-	-
Net cash (used in) / generated from operating activities (A)	(2,935,734)	4,866,502	376,378
B. CASH FLOW FROM INVESTING ACTIVITIES			
(Purchase) of Fixed Assets			-
Purchase of Investment	(684,000)	(435,260)	-
Sale / Disposal of Fixed Assets	-	-	-
Profit on sale of Investment / Assets	-	-	-
Net cash (used in) / generated from investing activities (B)	(684,000)	(435,260)	-
C. CASH FLOW FROM FINANCING ACTIVITIES			
(Repayment) / Proceeds From Long Term Borrowings	-	-	-
(Repayment) / Proceeds From Short Term Borrowings	506,000	-	-
Repayment / (Proceeds) From Long Term Loans & Advances	-	-	-
Proceeds from Issue of Shares	-	-	-
Interest Expense	-	-	-
Dividend	-	-	-
Net cash (used in) / generated from financing activities (C)	506,000	-	-
D.NET INCREASE IN CASH AND CASH EQUIVALENTS (D)=(A+B+C)	(3,113,734)	4,431,242	376,378
Cash and cash equivalents at the beginning of the year	4,835,463	490,721	114,343
Cash and cash equivalents at the end of the year	1,721,730	4,921,963	490,721
Components of cash and cash equivalents			
Cash and cheques on hand	14,312	4,312	22,484
With Scheduled Banks			-
- in Current Account	1,707,418	4,831,152	381,737
- in Term Deposit Accounts	-	-	-
	1,721,730	4,835,463	404,221

Notes

1) The figures in brackets represent outflows.

2) Previous periods' figures have been regrouped / reclassified, wherever necessary, to confirm to current year

As per our report of even date	For and on behalf of the Board of Director		
For, Hemant C. Parikh & Co	DEVRUP TRADING LIMITED		
Chartered Accountants			
Sd/-	Sd/-	Sd/-	Sd/-
Hemant C. Parikh	Jaydeep Suthar	Arpeeta Bhatt	Pulkit Shah
(Proprietor)	Director	Director	Director
Membership No. 031780	DIN :06924403	DIN: 07156894	DIN: 05272041
Place :- Ahmedabad	Place :- Ahmedabad		
Date :- 15-05-2018	Date :- 15-05-2018		

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

CORPORATE INFORMATION:

DEVRUP TRADING LIMITED (“the company”) is engaged in the business of Trading of Textile.

STATEMENT OF COMPLIANCE:

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

The financial statements up to year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 1, 2016. Refer Note 3 for the details of significant exemptions availed by the Company on first-time adoption of Ind AS and for an explanation of how the transition from previous GAAP to Ind AS has affected the Company’s financial position, financial performance and cash flows.

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1.1 Basis of preparation and presentation

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013. In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, “Ind ASs”) with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the “Ind AS Financial Statements”) are the first financial statements, the Company has prepared in accordance with Ind AS.

The Company has followed the provisions of Ind AS 101-“First Time adoption of Indian Accounting Standards” (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders’ equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below.

1.2 Functional and presentation currency

The financial statements are presented in Indian Rupees, the currency of the primary economic environment in which the Company operates.

1.3 Use of Estimates

The preparation of financial statements are in conformity with the recognition and measurement principles of Ind AS which requires management to make critical judgments, estimates and assumptions that affect the reporting of assets, liabilities, income and expenditure.

Estimates and underlying assumptions are reviewed on an ongoing basis and any revisions to the estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of:

- Useful lives of property, plant and equipment (refer note no. 2.1)
- Valuation of deferred tax assets (refer note no. 2.8)
- Valuation of inventories (refer note no. 2.3)
- Provisions & contingent liabilities (refer note no. 2.6)

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Property, plant and equipment

Tangible Assets:

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and any accumulated impairment losses. The cost of fixed assets comprises of its purchase price, non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to financing of acquisition or construction of the qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.

When major items of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. The cost of replacement of any property, plant and

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

equipment is recognized in the carrying amount of the item if it is probable that the future economic benefit associated with the item will flow to the Company and its cost can be measured reliably.

The Estimated Useful Lives of assets are in accordance with the Schedule II of the Companies Act, 2013.

2.2. Financial Instruments

2.2.1. Cash and cash equivalents

Cash and cash equivalents consists of cash on hand, short demand deposits and highly liquid investments, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Short term means investments with original maturities / holding period of three months or less from the date of investments. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalent for the purpose of statement of cash flow.

2.2.2. Trade Receivables

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

2.2.3. Borrowings

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

2.2.4. Trade payables

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

2.2.5. Other financial assets and liabilities

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

2.3. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their

DEVROP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

respective present location and condition. Cost of raw materials, process, stores and spares, packing materials, trading and other products are determined on weighted average basis.

2.4. Impairment of Assets

Financial assets

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent.

2.5. Employee Benefit

Short term employee benefits

Short term benefits payable before twelve months after the end of the reporting period in which the employees have rendered service are accounted as expense in statement of profit and loss.

Long term employee benefits

Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

Compensated absences and earned leaves

The company offers a short term benefit in the form of encashment of unavailed accumulated compensated absence above certain limit for all of its employees and same is being provided for in the books at actual cost.

2.6. Provisions, contingent liabilities and contingent assets

Contingent liability:

A possible obligation that arises from past events and 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 are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

Contingent assets:

A contingent asset is a possible asset that arises from past events and whose existence 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. Contingent assets are not recognised and disclosed only when an inflow of economic benefits is probable.

Provisions:

A provision is recognized when as a result of a past event, the Company has a present obligation whether legal or constructive that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. If the obligation is expected to be settled more than 12 months after the end of reporting date or has no definite settlement date, the provision is recorded as non-current liabilities after giving effect for time value of money, if material. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

2.7. Revenue Recognition

- a) Revenue from the sale of goods is recognised when significant risks and rewards in respect of ownership of the goods are transferred to the customer, as per the terms of the order. The company has shown separately in the expenses as the revenues from the operations are stated at gross amount as per the Requirement of Ind AS 18 "Revenue". Further, the amounts collected on behalf of third parties such as

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

government authorities for VAT, Service Tax and GST are excluded from the revenue since the same do not result in increase in Equity.

- b) Interest Income is recognised on time proportion basis.

2.8. Income taxes

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively.

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. 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.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. 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 income tax assets to be utilized.

2.9. Earnings Per Share

- a) Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted

DEVROP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

2.10. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

2.11. Segment Reporting

The company has only one preliminary reportable segment i.e. commission income hence there is no separate reportable segments as required in Ind AS 108 issued by ICAI.

2.12. Depreciation

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale or disposal, as the case may be.

2.13. Foreign currency Transactions

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transactions. Exchange difference arising on settlement of transactions is recognised as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at the year-end rate and difference in translations and unrealised gains / (losses) on foreign currency transactions are recognised in the statement of profit & loss.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

DEVROP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

3. EXPLANATION OF TRANSITION TO IND AS

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 1, 2016. The transition is carried out from Indian GAAP (previous GAAP) to Ind AS, notified under Section 133 of the Companies Act, 2013 [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Group has applied exceptions and exemptions in accordance with Ind AS 101 "First-time Adoption of Indian Accounting Standards".

Exceptions:

i. Estimates :

Ind AS estimates on the date of transition are consistent with the estimates as at the same date made in conformity with previous GAAP.

ii. Derecognition of financial assets & liabilities :

The Company has applied the de-recognition requirements of Ind AS 109 prospectively from the date of transition to Ind AS.

iii. Classification and measurement of financial assets :

The Company has assessed classification and measurement of financial assets based on facts and circumstances prevalent on the date of transition to Ind AS.

iv. Impairment of financial assets :

The Company has applied impairment requirements of Ind AS 109 retrospectively to financial instruments and concluded that there is no need to recognize any additional loss allowance on financial assets.

Exemptions:

i. Deemed cost for property, plant and equipment, investment property, and intangible assets:

The Company has elected to continue with the carrying value of all of its plant and equipment, investment property and intangible assets recognised as of 1st April, 2016 (transition date), measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Reconciliation of Equity and Total Comprehensive Income:-

The company has prepared its financial statement as per Ind AS from 01.04.2016 and hence the comparatives have to be prepared as per Ind AS. Thus, the profits of the company have been restated/ reworked as per Ind AS. There is no change in the equity/total comprehensive income in the transition of Ind AS and hence the reconciliation of Equity and Total comprehensive income is not applicable.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31/03/2018

(A) EQUITY SHARE CAPITAL

Particulars	As at 31st March,2018	As at 31st March,2017	As at 01st April,2016
Balance as at the beginning of the year	11,302,000	11,302,000	11,302,000
Issued during the year	-	-	-
Balance as at the end of the year	11,302,000	11,302,000	11,302,000

(B) OTHER EQUITY

Particulars	Share Application Money Pending For Allotment	Reserves & Surplus					Equity Instrument measured through OCI	Total
		Retained Earnings	General reserves	Capital reserves	Security Premium	Revaluation reserve		
Balance as on 01.04.2017		-	(10,562,077)	-	-	-	-	(10,562,077)
Addition During the Year			22,886					22,886
Profit For the year		22,886						22,886
Transfer to Reserves		(22,886)						
Other Comprehensive Income		-					-	-
Prior Period Loss		-						-
Dividend		-						-
Dividend Distribution Tax		-						-
Balance as on 31.03.2018	-	-	(10,539,191)	-	-	-	-	(10,516,306)
Balance as on 01.04.2016		-	(10,577,124)	-	-	-	-	(10,577,124)
Profit For the year		15,047	15,047					30,094
Transfer to Reserves		(15,047)						
Other Comprehensive Income		-					-	-
Dividend		-						-
Dividend Distribution Tax		-						-
Balance as on 31.03.2017	-	-	(10,562,077)	-	-	-	-	(10,547,030)
Balance as on 01.04.2015		-	(10,619,146)	-	-	-	-	(11,192,781)
Profit For the year		42,022	42,022					4,138,792
Transfer to Reserves		(42,022)						
Other Comprehensive Income		-					-	-
Dividend		-						-
Dividend Distribution Tax		-						-
Balance as on 01.04.2016	-	-	(10,577,124)	-	-	-	-	(7,053,989)

As per our report of even date
For, Hemant C. Parikh & Co
Chartered Accountants

Sd/-
Hemant C. Parikh
(Proprietor)
Membership No. 031780
Place :- Ahmedabad
Date :- 15-05-2018

For and on behalf of the Board of Director
DEVROP TRADING LIMITED

Sd/- Sd/- Sd/-
Jaydeep Suthar Arpeeta Bhatt Pulkit Shah
Director Director Director
DIN :06924403 DIN: 07156894 DIN: 05272041
Place :- Ahmedabad
Date :- 15-05-2018

Devrup Trading Limited
Notes to the Financial Statements for the Year ended 31st March, 2018

Particulars	As at March 31,2018	As at March 31,2017	AS at 01,2016 April
NON CURRENT ASSETS			
4 FINANCIAL ASSET			
Other Non Current Assets			
Misc. Expenses to the extent not written off or adjusted			
(Registration fee for increase in authorised sharecapital	153,763	153,763	153,763
Total	153,763	153,763	153,763
NON CURRENT ASSETS			
5 Non current investments			
UNQUOTED	5,130,000	4,446,000	4,010,740
Total	5,130,000	4,446,000	4,010,740
CURRENT ASSETS			
6 Inventories			
Stock-in-Trade	605,250	605,250	605,250
Total	605,250	605,250	605,250
CURRENT ASSETS			
7 TRADE RECEIVABLES			
(Unsecured considered good)			
Over Six Months	-	-	4,627,400
Others	-	-	-
Total	-	-	4,627,400
CURRENT ASSETS			
8 FINANCIAL ASSET			
CASH AND CASH EQUIVALENT			
Cash on Hand	14,312	4,312	22,484
Balance with Scheduled Banks			
a. in Current Accounts	1,707,418	4,831,152	381,737
b. in Term Deposit Accounts			
Total	1,721,730	4,835,463	404,221
Particulars	As at March 31,2018	As at March 31,2017	As at March 31,2016
10 OTHER EQUITY			
Reserves & surplus			
Retained Earnings	-	-	-
General reserves	(10,539,191)	(10,562,077)	(10,577,124)
Total	(10,539,191)	(10,562,077)	(10,577,124)
Current Liabilities			
Financial Liabilities			
11 BORROWINGS			
Long Term Borrowing			
Unsecured Loan	506,000	-	-
Inter Corporate Deposit-Interest free	-	-	-
Total	506,000	-	-

Current Liabilities			
Financial Liabilities			
12	TRADE PAYABLES		
	Unsecured and considered good	8,637,039	8,637,039
	Others	227,983	8,437,039
	Total	8,865,022	8,637,039
13	SHORT TERM PROVISION		
	Provision for the Expenses	45,000	32,500
	Provision for Income Tax	8,747	7,849
	Total	53,747	40,349
14	OTHER CURRENT LIABILITIES		
	Other current liabilities	221,387	561,387
	Advance received against sale of investment	340,000	-
	Payable for Professional fees	61,778	61,778
	Total	623,165	623,165
			632,459

Devrup Trading Limited

Notes to the Financial Statements for the Year ended 31st March, 2018

Note No.	Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
9	Share Capital			
	Authorised share capital :- 32,50,000 Equity Shares of Rs 10/- each	32,500,000	32,500,000	32,500,000
		32,500,000	32,500,000	32,500,000
	Issued, Subscribed & Paid-up Share Capital:- 11,30,200 Equity Shares of Rs.10/- each fully paid up	11,302,000	11,302,000	11,302,000
		11,302,000	11,302,000	11,302,000

9.1 List of Share Holders having more than 5% holding

Sr. No.	Name of Shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Deepak Kapare	101,000	8.94%	101,000	8.94%	101,000	8.94%
2	Keyur S Shah	100,000	8.85%	100,000	8.85%	100,000	8.85%
3	Satish Chand	100,000	8.85%	100,000	8.85%	100,000	8.85%
4	Pankaj K Sahgal	86,100	7.62%	86,100	7.62%	86,100	7.62%
5	Anjana Sahgal	59,600	5.27%	59,600	5.27%	59,600	5.27%

9.2 The Reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Balance as at the beginning of the year	1,130,200	1,130,200	1,130,200
Issued during the year	-	-	
Balance as at the end of the year	1,130,200	1,130,200	1,130,200

9.3 Terms and Rights attached to equity Shares

The company has only one class of equity shares having a par value of Rs 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend proposed by the Board of Directors is subject to approval of the Shareholding in the ensuing Annual General Meeting.

9.4 The company has not issued any Right/ Bonus shares during any preceding year.

Devrup Trading Limited

Notes to the Financial Statements for the Year ended 31st March, 2018

Particulars		for the year ending on March 31,2018	for the year ending on March 31,2017	for the year ending on April 01,2016
15	<u>REVENUE FROM OPERATIONS</u>			
	Sale of Products		584,966	488,000
	Sale of Services	515,000	-	
	Total	515,000	584,966	488,000
16	<u>OTHER INCOME</u>			
	OTHER INCOME	28,200	-	-
	Total	28,200	-	-
17	<u>COST OF STOCK IN TRADE AND OPERATING EXP.</u>			
	Opg Stock	-	-	-
Add :	Purchase of Stock in Trade	-	-	-
Less :	Closing Stock	-	-	-
	Raw Material consumed during the year (A)	-	-	-
	<u>Other Operating Expenses</u>			
	Work Contract Charges	-	-	-
	Labour Charges	-	-	-
	Electric Power, Fuel	-	-	-
	Freight Inward, Loading and unloading charges	-	-	-
	Repairs & Maint. Exp	-	-	-
	Other Operating Exp (B)	-	-	-
	Total	-	-	-
18	<u>Purchase of Stock-In-Trade</u>			
	Purchases	94,850	12,500	69,250
	Total	94,850	12,500	69,250
19	<u>EMPLOYEE BENEFIT EXPENSES</u>			
	Salaries, Wages, Allowances and Bonus	137,000	325,000	94,000
	Directors Sitting Fees	21,000	21,000	10,000
	Total	158,000	346,000	104,000

Particulars		for the year ending on March 31,2018	for the year ending on March 31,2017	for the year ending on April 01,2016
20	<u>FINANCE COST</u>			
	Bank Charges	635	-	-
	Interest Exp	-	373	-
	Other Borrowing Costs	-	-	-
	Total	635	373	-
21	<u>OTHER EXP</u>			
	Auditor Remuneration	2,500	2,500	2,500
	ROC Expenses	3,780	3,000	36,800
	Listing fees	40,250	28,625	28,090
	Advertisement Expenses	11,500	10,000	10,000
	Office Expenses	36,218	29,512	22,250
	Business Promotion Exps.	14,915	9,500	11,550
	NSDL, CDSL & RTA Expenses	42,038	13,180	48,219
	Office Rent	97,500	97,500	0
	Consultation Fees	7,500	7,500	0
	Website exps	3,000	3,000	0
	Total	259,201	204,317	159,409
20.1	<u>PAYMENT TO AUDITORS :</u>			
	Statutory Audit Fees	-	-	0
	Tax Audit Fees	-	-	-
	Total	259,201	204,317	159,409

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

22. Disclosure of Interest in other Entities:

As per Ind AS 112 - 'Disclosure of Interest in other Entities', as notified by the Rules, the disclosures of transactions with the related parties as defined in the accounting standard are given below:

A. Related parties with whom transactions have taken place during the year

Key management personnel

Mr. Jaydeep Suthar
Mr. Pulkit Shah
Ms. Arpeetaben Prakashbhai Bhatt

B. Transactions between the Company and related parties and the status of outstanding balances as at March 31, 2018:

C. Disclosure of significant transactions with related parties

(Rs. In Lacs)

Type of the Transaction	Type of relationship	Name of the entity/person	Year ended March 31, 2018
			NIL

23.

- a) In opinion of the directors, contingent liability not provided is Rs. Nil. (Nil)
- b) Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs. Nil (Nil).

24. Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long Term and Short Term Loans & Advances, In-operative bank accounts, Other Current and Other Non Current Assets and Provisions are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

25. Previous year accounts being audited by another auditor, opening balances wherever disclosed are being relied upon the said accounts and as certified by management of the company.

DEVRUP TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS

26. In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III to the Companies Act.
27. Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.
28. Figures have been rounded off to the nearest rupee wherever required.

**As per our report of even date
For, Hemant C. Parikh & Co
Chartered Accountants**

**For and on behalf of the Board of Director
Devrup Trading Limited**

**Sd/-
Hemant C. Parikh
(Proprietor)
Membership No. 031780
Place :- Ahmedabad
Date :- 15-05-2018**

**Sd/- Sd/- Sd/-
Jaydeep Suthar Arpeeta Bhatt Pulkit Shah
Director Director Director
DIN :06924403 DIN: 07156894 DIN: 05272041
Place :- Ahmedabad
Date :- 15-05-2018**

Devrup Trading Limited

Reg. Add: Cabin No.2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway,
Ahmedabad-60

ATTENDANCE SLIP
ANNUAL GENERAL MEETING- 10th September, 2018 at 11:00 a.m.

DP Id.		Client Id. / Ben. A/c.	
Folio No.		No. of Shares	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on **10th September, 2018 at 11:00 a.m.** at **Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-380060.**

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

Form No. MGT-11

Proxy form

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

CIN: L51103GJ1982PLC097872

Name of the company: DEVRUP TRADING LTD

Registered office: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-380060

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

1. Name:
Address:
E-mail Id:
Signature: or failing him,
2. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 10th September, 2018 at 11:00 a.m. at Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-380060 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of audited balance sheet as 31st March, 2018 and profit & loss account of the company for the year ended on 31st March, 2018 and the Report of the Directors' and Auditors.		
2	Re-election of Mr. Pulkit P. Shah as a Director of the Company		
3	Ratification of Appointment of M/s. Hemant C Parikh & Co, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company who were appointed in the Annual General Meeting in the year 2017 for a block of 5 years until the conclusion of Annual General Meeting to be held in the year 2022 and fix their remuneration.		

Signed this..... day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

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



If Undelivered, please return to:-

M/s. Purva Sharegistry (India) Pvt. Ltd.

Unit: Devrup Trading Limited

No-9, Shiv Shakti Industrial Estate, Ground Floor,

J. R. Boricha Marg, Opp. Kasturba Hospital,

Lower Parel, Mumbai - 400 011