

24th
Annual Report
2017 - 2018



DHANUKA COMMERCIAL LIMITED

www.dhanukacommercial.com

DHANUKA COMMERCIAL LIMITED

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24th ANNUAL GENERAL MEETING	
DAY:-	TUESDAY
DATE:-	26th JUNE, 2018
TIME:-	11:30 A.M.
VENUE:-	AT THE REGD. OFFICE OF THE COMPANY SITUATED AT 255, AGGARWAL CITY PLAZA, MANGLAM PLACE, SECTOR-3, NEAR M2K, ROHINI, NEW DELHI-110085.

DHANUKA COMMERCIAL LIMITED

CHAIRMAN's MESSAGE

Dear Shareholders,



We are pleased to present the 24th Annual Report of Dhanuka Commercial Limited, the "Company" on the activity and business update we will overcome the challenges & emerge triumphant once again in the very near future. I thank you for your esteemed presence, continued trust and unwavering support extended to the Company all these years.

Before coming to the Company performance I would like to dwell on the developments in the Indian economy and the finance sector during the financial year 2017-18.

Investment slowdowns have a pronounced effect on GDP, while the relationship between saving rate trends and GDP was unclear. The Survey, thus, argued for "urgent prioritisation of investment revival to arrest more lasting growth impacts". The Survey acknowledged the government's response to this slowdown in the form of an increase in public investment since 2015-16 and policies targeted to resolve the twin balance-sheet (TBS) challenge.

In order to attain the resolvement of TBS challenge, Ministry of Corporate Affairs exercise of Weeding Out Shell Companies was driven which is the challenging step taken by the Government with a view that it would not only help in checking the menace of black money but would also promote ease of doing business & enhancing investors' confidence in the country. It has been decided that in case the Director or authorized signatory of any "struck off" Company tries to unauthorisedly siphon-off money from its bank account, he/she may attract severe recursions from the authorities.

Later on the similar drive was taken up by Financial Investigation Unit - INDIA and Reserve Bank of India wherein the NBFC's were challenged. They have come up with the list of 9500 NBFC who are not in the compliance with the prudential norms of Prevention of Money Laundering Act / Alternate Money Laundering policies.

You all would be glad to know that your Company is well compliant of all these prudential norms and moreover the trainings were also departed to the employees of the Company in order to spread awareness on the Prevention of Money Laundering policies.

Also the NBFCs catering, especially to corporate sector and investing in the capital market were badly affected due to increase in NPAs, slowdown in credit off take and Capital Market fluctuations whereas NBFCs financing the retail loans or mix of Corporate and retail loans showed a bit growth in their performance.

This brings me to this year's financial results. The financial year 2017-18 happens to be a tough year. We able to maintain our position with respect to the gross revenue from operations ended at INR 1.27 Cr., an increase of 35% from the previous year. The Company has incurred net loss of ₹ 24.35 Lakh as compared to last year's loss after tax of ₹ 10.15 Lakh which is affirmation that we are in the tough times and we shall overcome this time with all the efforts being made by your Company to further strengthen its operational, financial performance with the developing strategies while working in the capital markets.

We continue to retain our customers and at the same time having new associations and we feel honored and very humbled for these, as they reflect the ongoing trust of our customers to whom we dedicate our daily work.

Lastly, I would like to express our gratitude to all our stakeholders, to our customers, regulatory authorities for their continued trust and patronage, to our employees and teams, who work with passion and focus to support our customers.

Finally, on behalf of all of us at DCL, we thank you for being a partner on our journey into the future. We believe this is the beginning of a journey and "miles to go before I Sleep"

Sincerely yours,

Sd/-
SANJEEV MITTAL
Chairman (ED & CFO)

DHANUKA COMMERCIAL LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sanjeev Mittal
(Executive Director & Chairperson)

Mr. Mahesh Kumar Dhanuka
(Managing Director)

Mr. Gopal Krishan Bansal
(Non-Executive Director)

Ms. Rajni Garg
(Independent Woman Director)

Mr. Mukesh Bansal
(Independent Director)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Bharat Narula

CHIEF FINANCIAL OFFICER

Mr. Sanjeev Mittal

AUDITORS OF THE COMPANY STATUTORY AUDITORS

M/s DSP & Associates
201, 2nd Floor, Himland House, Karampura
Commercial Complex, Delhi - 110015

INTERNAL AUDITOR

Mr. Gopal Krishan Bansal
H-154, Pocket-17 Sector-7, Rohini,
New Delhi -110085;

SECRETARIAL AUDITORS

M/s Manish K & Associates
214, Durga Chambers, D.B Gupta Road,
Karol Bagh, New Delhi-110005
M: +91 9999 448 138,
Email: - csmanishsohal@gmail.com

BANKERS

HDFC BANK LTD.

5, Community Centre, Garg Plaza, Sector-8,
Rohini, Delhi-110085; 011-61606161

REGISTRAR & SHARE TRANSFER AGENTS

MAS Services Ltd.

T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi- 110020;
Ph:- 01142473964

REGISTERED OFFICE OF THE COMPANY

255, Aggarwal City Plaza, Manglam Place
Sector-3, Rohini, New Delhi-110085
CIN: L30007DL1994PLC260191

Website : www.dhanukacommercial.com

Email : dhanukacommercialtd@gmail.com
info@dhanukacommercial.com

COMMITTEES OF THE BOARD:

AUDIT COMMITTEE

Mr. Mukesh Bansal - Chairperson

Ms. Rajni Garg - Member

Mr. Gopal Krishan Bansal - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Mukesh Bansal - Chairperson

Mr. Sanjeev Mittal- Member

Mr. Gopal Krishan Bansal - Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Rajni Garg - Chairperson

Mr. Mukesh Bansal - Member

Mr. Gopal Krishan Bansal - Member

DHANUKA COMMERCIAL LIMITED

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of '*Dhanuka Commercial Limited*' will be held on **TUESDAY 26th DAY OF JUNE, 2018 AT 11.30 AM** at the registered office of the Company situated at 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, New Delhi-110085, to transact the following businesses:

ORDINARY BUSINESSES

1. **To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on 31st March, 2018 together with notes to accounts, Board's Report and Auditor's Report thereon.**
2. **To re-appoint Mr. Gopal Krishan Bansal (DIN-00073139), who retires from office by rotation, but being eligible, offers himself for re-appointment.**
3. **Reappointment of M/s DSP & Associates, as Statutory Auditors of the Company:**

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

"RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, and other applicable provisions, if any, of the said Act and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. DSP & Associates, Chartered Accountants (FRN-006791N) be and is hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 29th AGM of the Company subject to ratification at every AGM during the continuation of their tenure and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration considering the recommendations of the Audit Committee.

RESOLVED FURTHER THAT Mr. Gopal Krishan Bansal and/or Mr. Sanjeev Mittal directors of the Company or Mr. Bharat Narula, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts deeds and things as may be required in this regard including to file necessary forms with the concerned ROC and to sign the certified copy of this resolution and/ or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution."

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 of the Companies Act, 2013 ("the Act") read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time, if any, and such other approvals, as may be necessary, the appointment of Mr. Sanjeev Mittal, Chairman & Executive Director, (DIN: 00078563), additionally, as the "CFO" and Key Managerial Personnel "KMP" of the Company w.e.f. 9th January, 2018 be and hereby approved, upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Sanjeev Mittal in the best interests of the Company and as may be permissible at law.

- i. Salary: As per schedule V including Perquisites, HRA and other allowances and Reimbursement of expenses on actual.

DHANUKA COMMERCIAL LIMITED

- ii. Annual Bonus as may be applicable and decided by management.
- iii. Annual remuneration review is effective 1st April each year, as per the policy of the Company.

RESOLVED FURTHER THAT the aggregate remuneration and perquisites payable to Mr. Sanjeev Mittal as Chairman & Executive Director and CFO of the Company, in any financial year, shall not exceed the limit, as may be prescribed from time to time, under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law.

RESOLVED FURTHER THAT wherein any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Sanjeev Mittal in accordance with the applicable provisions of Schedule V section II of the Act, as amended from time to time, subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

Regd. office:
255, Aggarwal City Plaza, Manglam Place,
Sector-3, Rohini, New Delhi-110085

Date: 17.05.2018
Place: New Delhi

By the Orders of the Board of Directors of
"Dhanuka Commercial Limited"

Sd/-
Bharat Narula
Company Secretary & Compliance Officer

DHANUKA COMMERCIAL LIMITED

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the office of the Company's registrar & share transfer agent- MAS Services Limited having its office situated at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, not less than forty-eight hours before the time for commencement of the meeting or with the Company at its registered office.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto, if any.
3. The physical Register of Members and Share Transfer Books of the Company will remain closed from 19th June, 2018 to 26th June, 2018 (both days inclusive) for the purpose of AGM.
4. Members are requested to notify immediately changes in their respective address, if any, to the Company's Registered Office quoting their Folio No.
5. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 24th Annual General Meeting. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members/Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
7. The Directors have furnished the requisite consents/declarations for their Appointment / reappointment.
8. *Payment of dividend through ECS/NECS:* - Not Applicable (Dividend is not declared by the Company).
9. Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.
10. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on closure of the business hours on **25th May, 2018**.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
12. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
13. Under Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date was required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has no unpaid and unclaimed dividend amount.

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The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has not uploaded the information in respect of the Unclaimed Dividends, as on the date of this notice because the Company has no any amount of dividend being unpaid and unclaimed, on the website of the IEPF viz. www.iepf.gov.in.

14. Copies of Notice of 24th AGM along with attendance slip & proxy form and Annual Report 2017-18 are being sent by electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.
16. As per the provisions of SEBI (LODR) Regulations, 2015, particulars of Directors to be appointed/re-appointed at the 24th Annual General Meeting are given in the Explanatory Statement to the Notice and Report on Corporate Governance.
17. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for the financial year ended on 31.03.2018 will also be available on the Company's website www.dhanukacommercial.com for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: info@dhanukacommercial.com; and dhanukacommercialtd@gmail.com.
18. The investors may contact the Company Secretary for Redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: dhanukacommercialtd@gmail.com and info@dhanukacommercial.com

Regd. office:
255, Aggarwal City Plaza, Manglam Place,
Sector-3, Rohini, New Delhi-110085

Date: 17.05.2018
Place: New Delhi

By the Orders of the Board of Directors of
"Dhanuka Commercial Limited"

Sd/-
Bharat Narula
Company Secretary & Compliance Officer

DHANUKA COMMERCIAL LIMITED

DETAILS OF MR. GOPAL KRISHAN BANSAL RETIRING BY ROTATION AND SEEKING REAPPOINTMENT AS PER ITEM-2 IN THE NOTICE

Mr. Gopal Krishan Bansal (DIN 00073139) a Non-executive Director of the Company; he was regularized as Director on 17th day of February, 2014 in the Extra-ordinary General Meeting of the Company, liable to retire by rotation. He being the longest in tenure is retiring in this Annual General Meeting of the Company. His office, if reappointed shall be liable to determination by retirement of directors by rotation as per the provisions of sections 152 of the Companies Act, 2013.

Mr. Gopal Krishan Bansal, aged 50 years (DOB-03/10/1968), R/o H-154, Pocket-17 Sector-7, Rohini, New Delhi-110085 having DIN-00073139 holds a Bachelors and Masters Degree in Commerce from Ajmer University, Rajasthan and is a member of the Institute of Chartered Accountants of India (ICAI) since 1994.

He has an overall experience of 26 years in the field of Finance, Investment, Accounts, Auditing, Taxation and statutory compliances. The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Gopal Krishan Bansal as a Non-Executive Director of the Company and also in the opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 for appointment as a Director. Accordingly the Board commends the passing of the Ordinary Resolution as set out in the Item no. 2 on the Agenda of the Notice.

Except Mr. Gopal Krishan Bansal, being an appointee in our Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Other Company's directorships and memberships:-

NAME OF THE COMPANY	DIRECTORSHIP	COMMITTEE MEMBERSHIP
GG RECREATION PRIVATE LIMITED	Yes	None

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The members may be informed that Mr. Ravi Garg, had resigned from the post of Chief Financial Officer (CFO) of the Company. Due to resignation, there is a requirement to appoint any other person in place of Mr. Ravi Garg as a CFO of the company.

It was proposed to appoint Mr. Sanjeev Mittal, Chairman & Executive Director of the Company, as CFO, who is also a Chartered Accountant by profession, having a sound knowledge of accounts, finance and taxation.

The members may be informed that after considering his experience, qualification and past performance, it was also proposed to provide the remuneration of Mr. Sanjeev Mittal in the capacity of CFO of the Company.

The Nomination & Remuneration Committee of the Company, in their meeting held on 09th January, 2018 had approved and recommended the said appointment and remuneration of Mr. Sanjeev Mittal as CFO of the Company during the tenure of the appointment with effect from 09th January 2018.

The members may be further informed that the revised terms and conditions of his appointment and remuneration had also approved by the Board of Directors, after considering the recommendation of Nomination & Remuneration Committee, in their meeting held on 09th January, 2018, subject to the duties and responsibilities as per the provisions of the Companies Act, 2013.

Further, the Company has not committed any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year.

DHANUKA COMMERCIAL LIMITED

The Board recommends the resolution at No. 4 for approval by the Members by way of Special Resolution. None of the Directors, Manager, Key Managerial Personnel & their relatives except Mr. Sanjeev Mittal, being himself, are concerned or interested, financial or otherwise, in this resolution

Information as required by the Schedule V, Section - II of the Companies Act 2013

I. GENERAL INFORMATION

- (1) Nature of Industry: Your Company is engaged in the Non Banking Financial Activities
- (2) Date of Commencement of Commercial Production: November, 1994
- (3) Expected date of commencement of activity as per project approved by the financial institution: N.A.
- (4) Financial Performance of the Company for Financial Year 2017 - 2018 based on given indicators:

Amounts are in Thousand Indian Rupees

Particulars	Amount(₹)
Total revenue from operations	1,28,31,577.80
Total Expenditure	1,52,68,326.49
Profit/(Loss) before Tax	(24,36,749.69)
Profit/ (Loss) after Tax	(24,35,381.69)

- (5) Foreign Investments or Collaborators: N.A.

II. INFORMATION ABOUT MR. SANJEEV MITTAL, APPOINTEE

1) Background details:

Name	Mr. Sanjeev Mittal
Father's Name	Mr. Vas Dev Mittal
Age	52 years
Qualification	He is member of the Institute of Chartered Accountants of India (ICAI) since 1990 and holds a Bachelors degree in Science from Kurukshetra University, Haryana
Past Experience	He has hence acquired relevant experience of 23 years in the field of Accounts, Auditing, Taxation and Statutory Compliance.
Other Directorships	1) CMA INFIN CONSULTANTS PRIVATE LIMITED 2) SSM COMMODITIES PRIVATE LIMITED

2) Past Remuneration:

Mr. Sanjeev Mittal was appointed as Chairman & Executive Director in your Company with effect from 01st January, 2017. A Gross Salary of ₹ 1, 50,000/- per annum was approved by Shareholders in the Extra Ordinary General Meeting of the Company held on 21st January, 2017. Since, he was not holding the position of CFO, therefore, he was not getting any remuneration of CFO.

The past gross remuneration of Mr. Sanjeev Mittal, in the capacity of Chairman & Executive Director, as on 31st March 2017, was ₹ 1,50,000/- per annum.

3) Recognitions and awards:

Mr. Sanjeev Mittal has been recognized at various forums of ICAI including the study circle meetings of the Chapter several times for his efforts.

DHANUKA COMMERCIAL LIMITED

4) Job Profile and his suitability:

Mr. Sanjeev Mittal will be responsible for overall day to day management of the Company and shall be vested with substantial power of management of Company's affairs under the supervision and control of the Board of Directors of the Company. Considering the vast and versatile experience of Mr. Sanjeev Mittal and also his performance during last 3 years, he is very much suitable for the job profile.

5) Remuneration Proposed:

It is proposed to additionally appoint and designate Mr. Sanjeev Mittal as CFO of the Company during the term of his appointment starting from 09th January 2018. Keeping in view of his role and responsibilities and role in the Company, it is proposed to provide him salary in the capacity of Chairman, Executive Director and CFO of the Company, as per schedule V subject to amendment from time to time and necessary approvals, if required, including Perquisites, HRA and other allowances and Reimbursement of expenses on actual. He will be also entitled for annual Bonus, if declared, as may be applicable and decided by management and annual remuneration review is effective 1st April each year, as per the policy of the Company

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details should be w.r.t. the country of his origin):

For the responsibilities shouldered by Mr. Sanjeev Mittal as Chairman, Executive Director and CFO of the Company is to managing the various day to day business affairs of the Company, the remuneration of Mr. Sanjeev Mittal compares favorably with the remuneration paid to the Directors / business heads of companies in similar industry having like sized and similarly positioned businesses including business volume, profit etc.

6) Pecuniary relationship with the Company or relationship with Managerial personnel, if any:

He is the promoter of the Company.

III. OTHER INFORMATION

1) Reasons of loss or inadequate profits:

The Company is passing through a critical and competitive phase. It is important to continuously keep an eye on the financial markets to survive in this most competitive environment. Thus, the Company is active in developing new strategies for their future projects.

2) Steps taken or proposed to be taken for improvement:

The Company continues to strive for growth, higher realizations, minimize the losses in the capital market segment and better asset utilization. The Company is actively pursuing growth opportunities and looking at financial products which are more beneficial to the Company. It is expected to improve further and have adequate profits in the years to come.

3) Expected increase in productivity and profits in measurable terms:

Expected revenue from operations in the upcoming financial years is expected to be as follows:

Financial Year	Expected Revenue from Operations (₹ in Crores)	Expected Profit (₹ in Crores)
2018-19	1.60	0.25
2019-20	1.75	0.35
2020-21	2.00	0.40

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IV. DISCLOSURES

- 1) **The shareholders of the Company shall be informed of the remuneration package of Mr. Sanjeev Mittal w.e.f 09th January, 2018 which is as under:**

Mr. Sanjeev Mittal, in the capacity of Chairperson, Executive Director and CFO of the Company is entitled for the gross remuneration of ₹ 2,00,000/- per month.

- Apart from the above remuneration package, Mr. Sanjeev Mittal shall also be eligible for reimbursement of conveyance expenses, if any, at actual.
- Annual Bonus, if any, as may be applicable and decided by management and annual remuneration review is effective 1st April each year, as per the policy of the Company

The Board recommends the resolution at No. 4 for approval by the Members by way of Special Resolution. None of the Directors, Manager, Key Managerial Personnel & their relatives, except Mr. Sanjeev Mittal, who is an appointee, are concerned or interested, financial or otherwise, in this resolution.

Regd. office:
255, Aggarwal City Plaza, Manglam Place,
Sector-3, Rohini, New Delhi-110085

Date: 17.05.2018
Place: New Delhi

By the Orders of the Board of Directors of
"Dhanuka Commercial Limited"

Sd/-
Bharat Narula
Company Secretary & Compliance Officer

DHANUKA COMMERCIAL LIMITED

BOARD'S REPORT

The Members,
DHANUKA COMMERCIAL LIMITED

Your boards feels pleasure in presenting their 24th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2018.

1. FINANCIAL HIGHLIGHTS

(Amount in ₹)

	For the year ended 31.03.2018	For the year ended 31.03.2017
Total Revenue from Operations	1,28,31,576.80	94,90,451.27
Total Expenditure	1,52,68,326.49	1,04,67,661.42
Profit/(loss) from Ordinary activities before tax	(24,36,749.69)	(9,77,210.15)
Less: Tax Expenses	(1,368)	37,522
Net Profit/(loss) from Ordinary activities after tax	(24,35,381.69)	(10,14,732.15)
Add: balance brought forward	45,961.09	10,42,360.24
Less: Provision for Standard Assets	32,187	18,333
Less: Statutory Reserves Fund (u/s 45-IC of RBI Act, 1934)	-	-
Less: Transfer from Fixed Asset	-	-
Less: Provision for Proposed dividend	-	-
Less: Dividend Tax	-	-
Balance carried forward to Balance Sheet	(23,57,233.60)	45,961.09

2. PERFORMANCE REVIEW

During the year under review, the Company's total income is ₹ 1,28,31,576.80/- (Rupees One Crore Twenty Eight Lakhs Thirty One Thousand Five Hundred Seventy Six and Eighty Paise only) as compared to ₹ 94,90,451.27/- (Rupees Ninety Four Lakhs Ninety Thousand Four Hundred Fifty One and Twenty Seven Paise only) in the previous year and the Company incurred a loss of ₹ 24,35,381.69/- (Rupees Twenty Four Lakhs Thirty Five Thousand Three Hundred Eighty One and Sixty Nine Paise only) as compared to ₹ 10,14,732.15/- (Rupees Ten Lakhs Fourteen Thousand Seven Hundred Thirty Two and Fifteen Paise only) in the previous year.

3. RESERVES

In order to comply with the provisions of Reserve Bank of India Act, 1934 the Company has not transferred any amount to Special Reserve Funds under Section 45-IC of the RBI Act, 1934 due to net loss during the year under review & has made provision of ₹ 32,187/- (Rupees Thirty Two Thousand One Hundred and Eighty Seven Only) for Standard Assets during the year under review. Total provisions for Standard Assets of the Company at the financial year ended 31st March, 2018 is ₹ 3,71,953/- (Rupees Three Lakhs Seventy One Thousand Nine Hundred and Fifty Three Only).

Except as mentioned above, no amount was proposed to transfer to any reserve by the Company during the year under review.

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4. SHARE CAPITAL

There is no change in the authorized share capital and paid up share capital of the Company during the period under review.

The authorized share capital of the Company is ₹ 17, 00, 00,000 (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of ₹ 10/- each. The paid up share capital of the Company is ₹ 16, 74, 34,590 (Rupees Sixteen Crore Seventy Four Lakhs Thirty Four Thousand Five Hundred and Ninety Only) divided into 1, 67, 43,459 (One Crore Sixty Seven Lakhs Forty Three Thousand Four Hundred and Fifty Nine) Equity Shares of ₹ 10/- each.

Issue of Equity Shares with Differential Rights:-

During the financial year ended 31st March, 2018, the Company has not issued any Equity Shares with Differential Rights.

Issue of Employee Stock Options:-

During the financial year ended 31st March, 2018, the Company has not issued any Employee Stock Options as stated in Section 62(1) (b) of the Companies Act, 2013 and Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014).

Issue of Sweat Equity Shares:-

During the financial year ended 31st March, 2018, the Company has not issued any sweat equity shares as specified in Section 54 of the Companies Act, 2013 and Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014).

5. INFORMATION ON THE STATE OF AFFAIRS OF THE COMPANY

During the year under review, the Company was engaged in carrying on the business as Non -Banking Financial Company without accepting public deposit. The Company has provided / taken inter-corporate loans in ordinary course of business and on arms length basis.

6. HOLDING & SUBSIDIARY COMPANY

Since, the Company does not have any subsidiaries, Joint Ventures or Associate Companies, Rules 8(5) (IV) of the Companies (Accounts) Rules, 2014 does not apply to the Company.

7. PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANIES

Since the Company has no Subsidiary Company, the clause is not applicable.

8. CONSOLIDATED FINANCIAL STATEMENT

Since the Company has no Subsidiary Company, the clause is not applicable.

9. DIVIDEND

Your directors do not recommend any dividend for payment to the shareholders/ members of the Company for the financial year ended on 31st March, 2018.

10. ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH RESPECT TO THE FINANCIAL STATEMENT

The Company has in place adequate internal financial control with reference to financial statement. The Company also has an Internal Control System, commensurate with the size, scale and complexity of its operations.

DHANUKA COMMERCIAL LIMITED

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

At present the Board of Directors consists of Mr. Gopal Krishan Bansal, Mr. Mahesh Kumar Dhanuka, Mr. Mukesh Bansal, Ms. Rajni Garg & Mr. Sanjeev Mittal.

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of independence as provided in the said section.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

As required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information on the particulars of the Directors proposed for appointment / re-appointment has been given in the Notice of the Annual General Meeting.

There was no change in the composition and position of Directors.

i. Retirement by Rotation of the Directors

Mr. Gopal Krishan Bansal retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment.

ii. Key Managerial Personnel

At present, the Company has following persons Key Managerial Personnel (KMPs) as per provisions of the Companies Act, 2013 (the Act) and the Rules framed there under:-

Mr. Mahesh Kumar Dhanuka	-	Managing Director
Mr. Sanjeev Mittal	-	Chief Financial Officer
Mr. Bharat Narula	-	Company Secretary

During the period under review Mr. Sunil Jain, Company Secretary and Compliance Officer of the Company resigned from office on 09th June 2017 after serving proper notice period to the Company. Mr. Bharat Narula joined the Company as the Company Secretary and Compliance officer in place of Mr. Sunil Jain on 04th July 2017.

Mr. Ravi Garg resigned from the office of Chief Financial Officer with effect from closure of the business hours on 29th day of December, 2017. Mr. Sanjeev Mittal (Chairman & Executive Director) was appointed as the Chief Financial Officer with effect from 09th day of January, 2018 to fill the vacancy caused by the resignation of Mr. Ravi Garg.

Board Meetings

During the financial year 2017-18, Six (06) board meetings were held: 28-04-2017, 29-05-2017, 04-07-2017, 14-08-2017, 13-11-2017 and 09-01-2018. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Committees of the Board

The following are 3 Committees constituted by the Board:

- i) Audit Committee;
- ii) Stakeholders Relationship Committee;
- iii) Nomination and Remuneration Committee;

DHANUKA COMMERCIAL LIMITED

The Composition of Board and Committees were as under:

S.No	Committee meeting	Composition
1	Audit Committee	Mr. Mukesh Bansal (Chairman) Ms. Rajni Garg (Member) Mr. Gopal Krishan Bansal (Member)
2	Nomination and Remuneration Committee	Ms. Rajni Garg (Chairman) Mr. Mukesh Bansal (Member) Mr. Gopal Krishan Bansal (Member)
3	Stakeholders Relationship Committee	Mr. Mukesh Bansal (Chairman) Mr. Sanjeev Mittal (Member) Mr. Gopal Krishan Bansal (Member)

Committee Meetings

Table containing details of meetings of Board and various committees along with dates are as below:

S. No	Board/ Committee Name	No. of meetings	Date of Meetings
1	Board Meetings (BM)	6	28 April 2017 29 May 2017 04 July 2017 14 August 2017 13 November 2017 09 January 2018
2	Audit Committee (AC)	4	15 April 2017 29 May 2017 14 August 2017 13 November 2017
3	Stakeholder Relationship Committee (SRC)	4	05 May 2017 14 August 2017 13 November 2017 09 January 2018
4	Nomination and Remuneration Committee (NRC)	2	05 May 2017 09 January 2018

ATTENDANCE OF DIRECTORS / MEMBERS AT BOARD AND COMMITTEE MEETINGS

As per Standard 9 of the Secretarial Standard on Meetings of the Board of Director ('SS-1') issued by the Institute of Company Secretaries of India ('ICSI'), the attendance of Directors at Board and Committee meetings held during the financial year 2017-18 is provided as under:

DHANUKA COMMERCIAL LIMITED

Name of Director	BM	AC	NRC	SRC
Mr. Mahesh Kumar Dhanuka	1	0	0	0
Mr. Gopal Krishan Bansal	6	4	2	4
Mr. Sanjeev Mittal	6	0	0	4
Mr. Mukesh Bansal	5	4	2	4
Ms. Rajni Garg	1	3	2	0

Board Evaluation

The Board has formulated an Evaluation Policy (the Policy) for evaluating the performance of the Board, Managing Director, Executive Directors, Independent Directors, Non-executive Directors and its Committees. Based on the same, the performance was evaluated for the financial year ended March 31, 2018.

The Policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment and relationship with the stakeholders, corporate governance practices, contribution of the Committees to the Board in discharging its functions, etc.

Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of directors, senior management and to fix their remuneration. The Nomination and Remuneration Policy is stated in the Corporate Governance Report.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Act and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules), details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the registered office of the Company during working hours, 21 days before the Annual General Meeting and shall be made available to any shareholder on request and have been appended as "**Annexure B**" to this report.

12 SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has framed a Policy on Prevention of Sexual Harassment at workplace. There were no cases reported during the year ended March 31, 2018 under the Policy.

13 MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report are enclosed as a part of this report.

14 DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the Financial Statement for the financial year ended on 31st March, 2018 and state:

- i) That in the preparation of Annual Accounts for the financial year ended as at 31st March, 2018, the applicable Accounting Standards have been followed along with proper explanation relating to the material departures.
- ii) That the Directors have selected such Accounting Policies and applied them consistently and made judgements 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 financial year ended as at 31st March, 2018 and of the profit and loss of the Company for the financial year ended on 31st March, 2018.

DHANUKA COMMERCIAL LIMITED

- iii) That the Directors have 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 or other irregularities.
- iv) That the Directors have prepared the Annual Accounts on a Going Concern basis.
- v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2017-18.

15 PUBLIC DEPOSITS

The Company did not accept any public deposits during the year under review. Therefore, the disclosures as required under the Companies Act, 2013 and the Rules framed there under and RBI Directions are not applicable.

16 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual report.

17 INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of internal control geared towards achieving efficiency in its operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Testing of such Internal Control measures and systems forms a part of Internal Audit function. The Internal Auditors of the Company conduct audits of various departments based on an annual audit plan covering key areas of operations. Internal Audit reviews and evaluates the adequacy and effectiveness of internal controls, ensuring adherence to operating guidelines and systems and recommending improvements for strengthening them. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Audit Committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. No significant audit observations and recommendations have been received from the Internal Auditors of the Company.

18 AUDITORS REPORT AND SECRETARIAL AUDIT REPORT

The Company at its meeting held on 14th August, 2017 appointed **M/s Manish K & Associates**, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for the financial year 2017 -18 in terms of provisions of section 204 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Report of the Secretarial Auditor for the Financial ended 31st March, 2018 is attached as an annexure as "**Annexure D**", which forms part of this report.

Further the statutory auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks.

DHANUKA COMMERCIAL LIMITED

19 AUDITORS

a) STATUTORY AUDITORS:

Pursuant to the provision of section 139(2) of the Companies Act, 2013, No listed Company or a Company belonging to such class or classes of companies as may be prescribed, shall appoint or re-appoint-(a) an individual as auditor for more than one term of five consecutive years; and (b) an audit firm as auditor for more than two terms of five consecutive years.

M/s DSP & Associates, Chartered Accountants (FRN-006791N), in accordance with the provisions of the Act, has been recommended to be re-appointed as the Statutory auditors of the Company by the Audit Committee and Board of Directors in their meeting held on 17th May, 2018 who shall hold office from the conclusion of this Annual General Meeting till the conclusion of its sixth annual General Meeting held after this Meeting, subject to the approval of the shareholders in the Annual General Meeting proposed to be held on 26th June, 2018.

The Company has obtained a written consent from M/s DSP & Associates, Chartered Accountants (FRN-006791N), New Delhi for their appointment and also a obtained certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made there under, as may be applicable.

20 EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure C**".

21 CORPORATE GOVERNANCE REPORT

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. Further the Members' please note that as per "SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" the Company is having a paid up equity share capital not exceeding ₹ 10 Crore and the Net worth not exceeding ₹ 25 Crore, thereby exempted from the corporate Governance Requirements provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V. Hence no certificate has been attached regarding compliances of conditions of corporate governance, however, the Company is voluntarily disclosing the information as required under the Corporate Governance section of SEBI (LODR) Regulations, 2015 and under Companies Act, 2013.

A detailed analysis of the Company and its performance is annexed to this report and forms part of this Report.

22 RELATED PARTY TRANSACTIONS

During the period, there were contracts or arrangements entered with related parties referred to in the provision of the Section 188(1) of the Companies Act, 2013, which are disclosed in AOC-2 which forms the part of this report and is annexed as "**Annexure A**".

23 CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the members of the Board and all employees in the course of day to day business operations of the Company. The Code has been placed on the Company's website <http://www.dhanukacommercial.com>.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to:

- Code for Independent Directors
- Code of internal Procedures and conduct for Regulating, Monitoring and Reporting of trades by Insiders

DHANUKA COMMERCIAL LIMITED

- Vigil Mechanism
- Policy for Determining Material Event
- Details of Persons Authorised for Determining Material Event

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

24 VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with the rules made there under and pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism to be known as the 'Whistle Blower Policy' for its Directors and Employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of Whistle Blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, Vigil Mechanism / Whistle Blower Policy have been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Company Secretary or the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

During the financial year 2017-18, no such complaint of unethical or improper activity has been received by the Company.

25 PREVENTION OF INSIDER TRADING

The Company has adopted a Code of internal Procedures and conduct for Regulating, Monitoring and Reporting of trades by Insiders with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

26 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

a) CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy - The operations of your Company are not energy-intensive. However, adequate measures have been initiated for conservation of energy.
- (ii) The steps taken by the Company for utilising alternate source of energy - though the operations of the Company are not energy intensive, the Company shall explore alternative source of energy, as and when the necessity arises.
- (iii) the capital investment on energy conservation equipments - Nil

b) TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption - The minimum technology required for the business has been absorbed.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution - Not Applicable

DHANUKA COMMERCIAL LIMITED

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable
 - (a) The details of technology imported;
 - (b) The year of import;
 - (c) Whether the technology been fully absorbed; and
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
- (iv) The expenditure incurred on Research and Development - Not Applicable

c) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, there were no foreign exchange earnings and outgo (previous year): NIL.

27 DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no frauds reported by Auditors under subsection (12) of Section 143.

28 MATERIAL CHANGES AND COMMITMENTS, IF ANY

There is no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

29 MATERIAL ORDERS BY GOVERNING AUTHORITIES

There were no significant or material orders passed by any governing authority of the Company including regulators, courts or tribunals which could impact the going concern status and Company's operations in future.

30 OPERATIONS

Your Company's operations were running smoothly during the year.

31 CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, provision of section 135 and Schedule VII of the Companies Act, 2013 pertaining to Corporate Social Responsibility are not applicable to our Company. Hence, details of expenditures on CSR activities are not required to be furnished.

32 RISK MANAGEMENT

Your directors are of the view that the Risk evaluation and management is an ongoing process within the Company as per the risk management policy established by the Board. During the year under review, a regular exercise on 'Risk Assessment and Management' was carried out covering the various aspects of business operations.

In view of the activities of the Company the directors are of the opinion that the Company has two major inherent risks which may threaten the existence of the Company which are "default in re-payment of loans by the customers" and "risks associated in the equity market". However, the Company has followed the principal of assessing the risk and accordingly managing the business.

The Risk Management Committee constituted by the Board of Directors of the Company has framed and implemented a Risk Management Policy.

DHANUKA COMMERCIAL LIMITED

33 HUMAN RESOURCE-INITIATIVES

During the year under review, a lot of focus was given to engage employees at every level by conducting structured interactions and imparting information and knowledge with regards to the training given in AML/CFT areas which inter alia includes familiarization with the AML/CFT guidelines issued by the RBI from time to time. The management has also been pro-active in sharing the Company's long term perspective and their role within the organization. New behavioural training programs were also introduced to widen the scope of learning and development activity.

34 LISTING OF SECURITIES

Presently, the Securities of the Company are listed on SME Platform of BSE Limited, Mumbai. The listing fee for the financial year 2018-19 has been paid.

35 ACKNOWLEDGEMENTS

Your directors would like to place their grateful appreciation for the assistance and co-operation received from the Company's bankers during the year under review. The directors also acknowledge with appreciation the support and co-operation rendered by various Government Agencies and Departments. Your Directors would also wish to place on record their deep sense of appreciation for the continued support of all the investors of the Company.

By the Orders of the Board of Directors of
"Dhanuka Commercial Limited"

Place: Delhi
Date: 17th May, 2018

Sd/-
Sanjeev Mittal
Chairman (ED & CFO)
DIN: 00078563

DHANUKA COMMERCIAL LIMITED

ANNEXURE-A

Form No. AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

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

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

S. No.	Name(s) of the related party and nature of relationship:	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
	(a)	(b)	(c)	(d)	(e)	(f)
1	Mr. Sanjeev Mittal (Executive Director & CFO)	Appointment as CFO w.e.f 09.01.2018. At presently he is holding the position of (Executive Director & CFO)	During the term of employment	Additional Remuneration of ₹ 50,000/- per month for holding the post of CFO.	In the Meeting of Board held on 09.01.2018	N.A.
2.	Ms. Reena Bansal (Wife of Director)	Appointed at the post of Relationship Manager	During the term of employment	Remuneration of ₹ 75,000/- per month.	In the Meeting of Board held on 26.12.2016	N.A.
3.	Ms. Reena Bansal (Wife of Director)	Rent of the Registered office	5 years from 23.01.2017	Monthly rent of ₹ 15,000/-, to be paid from the signing of the agreement i.e. from 23.01.2017	In the Meeting of Board held on 13.01.2017	N.A.

By the Orders of the Board of Directors of
"Dhanuka Commercial Limited"

Place: Delhi
Date: 17th May, 2018

Sd/-
Sanjeev Mittal
Chairman (ED & CFO)
DIN: 00078563

DHANUKA COMMERCIAL LIMITED

ANNEXURE-B

Pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

DETAILS RELATED TO MANAGERIAL REMUNERATION:

A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S No	Requirement of Rule 5(1)	Disclosure		
		Name of the Director	Salary	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	Mr. Mahesh Kumar Dhanuka	25000/- pm	1:0.83
		Mr. Sanjeev Mittal	150000/- pm	1:6.67
		No other director was remunerating except sitting fees of Rs 500/- per Board/Committee meetings attended by them.		
2	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year	Particulars	% Increase	Remarks
		a) Directors	NA	No hikes in the salary of any Directors
		b) MD	Nil	No hikes in the salary of any Directors
		c) CFO	Nil	Appointment of new CFO at Increased Remuneration.
		d) CEO	NA	No CEO in Company
		e) Company Secretary	Nil	Appointment of New Company secretary in the Company
		f) Manager	NA	No Manager in the Company.
3	The percentage increase in the median remuneration of employees in the financial year	10% decrease in the median remuneration of the employees in the financial year.		
4	The number of permanent employees on the rolls of the Company	There were 10 employees on permanent roll of the Company as on March 31, 2018.		
5	Average percentile increase already made in the salaries of ee's other than the Managerial Personnel in the last financial year i.e. 2017-18 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentile increase in remuneration of		
		Managerial Personnel*		Employees
		No increase in the salary of Managerial personnel.		4.81% increase in the salary of Employees
6	Affirmation that the remuneration is as per the remuneration policy of the Company	We affirm that the remuneration paid to employees and KMP's was based on the Remuneration Policy.		

DHANUKA COMMERCIAL LIMITED

- B) A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee, who:-
1. is employed throughout the financial year and was in receipt of remuneration for that year which, in the aggregate, was not less than ₹ 1.02 Crore - **NIL**
 2. is employed for a part of the financial year and was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than ₹ 8.50 Lakh per month - **NIL**
 3. is employed throughout the financial year or part thereof and was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, was not less than 2% of the equity shares of the Company - **NIL**
 4. the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than ₹ 60.00 Lakh per financial year or ₹ 5.00 Lakh per month, as the case may be - **NIL**

S. No.	Name of Employee	Designation	Remuneration Received	Nature of employment	Qualifications & Experience	Date of commencement	Age	% of equity shares#	Name of relative of any director or manager
1.	Mr. Mahesh Kumar Dhanuka	Managing Director	Rs. 3,00,000	Permanent	Graduate	17-02-2014	60	508875	N.A
2.	Mr. Sanjeev Mittal	Chairman & CFO	Rs. 19,50,000	Permanent	CA	17-02-2014	52	N.A	N.A
3.	Ms. Geeta Goyal	Marketing Head	Rs. 7,20,000	Permanent	MBA	01-04-2010	31	N.A	N.A
4.	Mr. Sunil Jain	Company Secretary	Rs. 54,400	Permanent	Company Secretary	19-02-2014	29	N.A	N.A
5.	Mr. Bharat Narula	Company Secretary	Rs. 1,80,000	Permanent	Company Secretary	04-07-2017	26	N.A	N.A
6.	Ms. Ruchika Gupta	Manager Loans	Rs. 3,60,000	Permanent	Graduate	01-04-2015	37	N.A	N.A
7.	Ms. Reena Bansal	Relationship Manager	Rs. 9,00,000	Permanent	MA (English)	01-01-2017	47	N.A	Wife of Mr. Gopal Bansal
8.	Ms. Priyanka Gupta	Relationship Manager-NBFC	Rs. 12,00,000	Permanent	MBA	01-04-2016	36	N.A	N.A
9.	Ms. Aditi Mittal	Manager-Administration & Computers	Rs. 6,24,000	Permanent	MCA	01-10-2016	25	N.A	N.A
10.	Mr. Ravi Garg	CFO	Rs. 1,78,710	Permanent	Graduate	27-12-2016	40	N.A	N.A

- C) No Managing Director or Whole-time Director of the Company is receiving any commission from the Company as well as from the Holding Company or Subsidiary Company of the Company.
- D) The disclosures required under clause C (5) of Schedule-V of SEBI (LODR) Regulations, 2015 are mentioned in the "Corporate Governance Report" under the heading "Disclosures".

By the Orders of the Board of Directors of
"Dhanuka Commercial Limited"

Place: Delhi
Date: 17th May, 2018

Sd/-
Sanjeev Mittal
Chairman (ED & CFO)
DIN: 00078563

DHANUKA COMMERCIAL LIMITED

ANNEXURE-C

FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN
AS ON FINANCIAL YEAR ENDED ON 31.03.2017

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

I. REGISTRATION & OTHER DETAILS

i	CIN	L30007DL1994PLC260191
ii	Registration Date	16/11/1994
iii	Name of the Company	DHANUKA COMMERCIAL LTD
iv	Category/Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
v	Address of the Registered office & contact details	255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, New Delhi-110085.
vi	Whether listed Company	Listed
vii	Name, Address and contact details of the Registrar & Transfer Agent, If any.	MAS Services Ltd T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi-110020 Ph: - 011-26387281/82/83; Fax: 011-26387284 E-mail: info@masserv.com / mas_serv@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Providing of Unsecured Loans	65923	117.81
2	Dealing in Capital Market	65999	(17.81)

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-----N/A-----					

DHANUKA COMMERCIAL LIMITED

IV. SHARE HOLDING PATTERN

i) (Equity Share Capital Break up as % to Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoter Group									
(1) Indian									
a) Individual/HUF	32,77,155	0	32,77,155	19.57	32,77,155	0	32,77,155	19.57	No Change
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	NA
c) Bodies Corporate	75,20,724	0	75,20,724	44.92	75,20,724	0	75,20,724	44.92	No Change
d) Bank/FI	0	0	0	0	0	0	0	0	NA
e) Any other	0	0	0	0	0	0	0	0	NA
SUB TOTAL (A) (1):	1,07,97,879	0	1,07,97,879	64.49	1,07,97,879	0	1,07,97,879	64.49	No Change
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	NA
b) Other Individuals	0	0	0	0	0	0	0	0	NA
c) Bodies Corp.	0	0	0	0	0	0	0	0	NA
d) Banks/FI	0	0	0	0	0	0	0	0	NA
e) Any other	0	0	0	0	0	0	0	0	NA
SUB TOTAL (A) (2):	0	0	0	0	0	0	0	0	NA
Total Shareholding of Promoter (A) =(A)(1)+(A)(2):	1,07,97,879	0	1,07,97,879	64.49	1,07,97,879	0	1,07,97,879	64.49	No Change
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	NA
b) Banks/FI	0	0	0	0	0	0	0	0	NA
c) Central govt.	0	0	0	0	0	0	0	0	NA
d) State Govt.	0	0	0	0	0	0	0	0	NA
e) Venture Capital Fund	0	0	0	0	0	0	0	0	NA
f) Insurance Companies	0	0	0	0	0	0	0	0	NA
g) FIIS	0	0	0	0	0	0	0	0	NA
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	NA
i) Others (specify)	0	0	0	0	0	0	0	0	NA
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	No Change
(2) Non Institutions									
a) Bodies corporate									
i) Indian	18,90,000	0	18,90,000	11.29	16,80,000	0	16,80,000	10.03	-1.26
ii) Overseas	0	0	0	0	0	0	0	0	NA
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 2 Lakhs	11,50,000	0	11,50,000	6.87	9,40,000	0	9,40,000	5.61	-1.26
ii) Individuals shareholders holding nominal share capital in excess of ₹ 2 Lakhs	29,05,580	0	29,05,580	17.35	32,35,580	0	32,35,580	19.32	1.97
c) Others (NRI & clearing member)	0	0	0	0	90,000	0	90,000	0.54	0.54
SUB TOTAL (B)(2):	59,45,580	0	59,45,580	35.51	59,45,580	0	59,45,580	35.51	No Change
Total Public Shareholding (B)=(B)(1)+(B)(2):	59,45,580	0	59,45,580	35.51	59,45,580	0	59,45,580	35.51	No Change
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	NA
Grand Total (A+B+C):	1,67,43,459	0	1,67,43,459	100	1,67,43,459	0	1,67,43,459	100	No Change

DHANUKA COMMERCIAL LIMITED

ii) SHARE HOLDING OF PROMOTERS & PROMOTER GROUP

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged to total shares	
1	Talwaria Polymers Pvt Ltd	44,05,029	26.31	0	44,05,029	26.31	0	No Change
2	CMA Infin Consultants Pvt Ltd	31,15,695	18.61	0	31,15,695	18.61	0	No Change
3	Swati Dhanuka	12,30,960	7.35	0	12,30,960	7.35	0	No Change
4	Madhu Dhanuka	9,17,355	5.48	0	9,17,355	5.48	0	No Change
5	Raj Kumar Dhanuka	6,19,965	3.70	0	6,19,965	3.70	0	No Change
6	Mahesh Kumar Dhanuka	5,08,875	3.04	0	5,08,875	3.04	0	No Change
	Total	1,07,97,879	64.49	0	1,07,97,879	64.49	0	No Change

iii) CHANGE IN PROMOTER'S & PG SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

		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	1,07,97,879	64.49		
	Date wise change in Promoters Share holding during the year specifying the reasons for change	-	-	1,07,97,879	64.49
	At the end of the year	1,07,97,879	64.49		

No Change in the Holding of the Promoter & promoter Group Persons.

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

S No. and Name		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
	For Each of the Top 10 Shareholders				
1. Anil Kumar Mittal	At the beginning of the year	1,70,000	1.02	1,70,000	1.02
	Date wise change in Share holding during the year specifying the reasons for change (e.g. allotment/ transfer/bonus/sweat/ equity etc)	Nil	NA	1,70,000	1.02
	At the end of the year	1,70,000	1.02	1,70,000	1.02

DHANUKA COMMERCIAL LIMITED

S No. and Name	For Each of the 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
2. Dolf Leasing Limited	At the beginning of the year	4,40,000	2.63	4,40,000	2.63
	Date wise change in Share holding during the year specifying the reasons for change	23-03-18 (60,000)	(0.36)	3,80,000	2.27
		30-03-18 (40,000)	(0.24)	3,40,000	2.03
	Market Sells				
	At the end of the year	3,40,000	2.03	3,40,000	2.03
3. Aryaman Capital Markets Limited	At the beginning of the year	2,50,000	1.49	2,50,000	1.49
	Date wise change in Share holding during the year specifying the reasons for change	26-05-17 (10,000)	(0.06)	2,40,000	1.43
		09-06-17 +10,000	0.06	2,50,000	1.49
	Market Sells and Purchase				
	At the end of the year	2,50,000	1.49	2,50,000	1.49
4. Vikash Kumar Marwari	At the beginning of the year	5,60,280	3.35	5,60,280	3.35
	Date wise change in Share holding during the year specifying the reasons for change	Nil	NA	5,60,280	3.35
	At the end of the year	5,60,280	3.35	5,60,280	3.35
5. Pushpa Dhanuka	At the beginning of the year	3,86,400	2.31	3,86,400	2.31
	Date wise change in Share holding during the year specifying the reasons for change	Nil	NA	3,86,400	2.31
	At the end of the year	3,86,400	2.31	3,86,400	2.31
6. Minu Dhanuka	At the beginning of the year	5,58,900	3.34	5,58,900	3.34
	Date wise change in Share holding during the year specifying the reasons for change	Nil	NA	5,58,900	3.34
	At the end of the year	5,58,900	3.34	5,58,900	3.34
7. Rajiv Goel	At the beginning of the year	Nil	NA	Nil	NA
	Date wise change in Share holding during the year specifying the reasons for change	16-03-18 +10,000	0.06	10,000	0.06
		23-03-18 +2,50,000	+1.49	2,60,000	1.55
		30-03-18 +70,000	+0.42	3,30,000	1.98
	-Market Purchases				
	At the end of the year	3,30,000	1.98	3,30,000	1.98

DHANUKA COMMERCIAL LIMITED

S No. and Name	For Each of the 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
8. Escorts Securities Ltd.	At the beginning of the year	1,70,000	1.02	1,70,000	1.02
	Date wise change in Share holding during the year specifying the reasons for change	01-09-17 +70,000	+0.42	2,40,000	1.42
		08-09-17 +30,000	+0.18	2,70,000	1.61
	-Market Purchases				
	At the end of the year	2,70,000	1.61	2,70,000	1.61
9. All Grow Finance and Investment Ltd.	At the beginning of the year	1,50,000	0.90	1,50,000	0.90
	Date wise change in Share holding during the year specifying the reasons for change	15-09-17 +70,000	+0.42	2,20,000	1.31
		03-11-17 +1,00,000	+0.60	3,20,000	1.91
	-Market Purchases				
	At the end of the year	3,20,000	1.91	3,20,000	1.91
10. Ashwini Finman Services Private Limited	At the beginning of the year	3,60,000	2.15	3,60,000	2.15
	Date wise change in Share holding during the year specifying the reasons for change	16-03-18 (30,000)	(0.18)	3,30,000	1.97
		23-03-18 (2,10,000)	(1.25)	1,20,000	0.72
	-Market Sale				
	At the end of the year	1,20,000	0.72	1,20,000	0.72
11. Anand Pipes Private Limited	At the beginning of the year	1,40,000	0.84	1,40,000	0.84
	Date wise change in Share holding during the year specifying the reasons for change	Nil	NA	1,40,000	0.84
	At the end of the year	1,40,000	0.84	1,40,000	0.84

v) SHAREHOLDING OF DIRECTORS AND KMP's

S No. and Name	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No.of shares	% of total shares of the company
1. Mahesh Kumar Dhanuka	At the beginning of the year	5,08,875	3.04%	5,08,875	3.04%
	Date wise change in Directors & KMP's Share holding during the year specifying the reasons for changes	Nil	NA	5,08,875	3.04%
	At the end of the year	5,08,875	3.04%	5,08,875	3.04%

DHANUKA COMMERCIAL LIMITED

V INDEBTEDNESS

(Amount in ₹)

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	3,08,367.52	0.00	0.00	3,08,367.52
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	2,155.00	0.00	0.00	2,155.00
Total (i+ii+iii)	3,10,522.52	0.00	0.00	3,10,522.52
Change in Indebtedness during the financial year				
Additions	0.00	0.00	0.00	0.00
Reduction	(3,10,522.52)	0.00	0.00	(3,10,522.52)
Net Change	(3,10,522.52)	0.00	0.00	(3,10,522.52)
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

S. No.	Particulars of Remuneration	Mr. Mahesh Kr. Dhanuka (MD)	Mr. Sanjeev Mittal (ED)	Total Amount
1	Gross salary	₹ 25,000/pm	₹ 150,000/pm	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	₹ 3,00,000/-	₹ 18,00,000	₹ 21,00,000/-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	₹ 3,00,000/-	₹ 18,00,000	₹ 21,00,000/-
	Ceiling as per the Act read with Schedule-V	₹ 84,00,000/-		

DHANUKA COMMERCIAL LIMITED

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of the Directors		Total Amount
		Mr. Mukesh Bansal	Ms. Rajni Garg	
1	Independent Directors			
	(a) Fee for attending board/ committee meetings	₹ 7,500.00 (15 meetings @ ₹ 500 per Meeting)	₹ 3,000.00 (6 Meetings @ ₹ 500 per Meeting)	₹ 10,500.00
	(b) Commission	-	-	-
	(c) Others, please specify	-	-	-
	Total (1)			₹ 10,500.00
2	Other Non Executive Directors			
	(a) Fee for attending board/ committee meetings	₹ 8,000.00 (16 meetings @ ₹ 500 per Meeting)	-	₹ 8,000.00
	(b) Commission	-	-	-
	(c) Others please specify.	-	-	-
	Total (2)			₹ 8,000.00
	Total (B)=(1+2)			₹ 18,500.00
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	₹ 16,00,000/- @ ₹ 1,00,000/- per Board or Committee Meeting (for 6 Board Meetings and 10 Committee Meetings)		

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

Particulars of Remuneration	Key Managerial Personnel			
	CEO	CS*	CFO^	Total
Gross Salary	-	₹ 2,34,400/-	₹ 3,28,710/-	₹ 5,63,110/-
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	₹ 2,34,400/-	₹ 3,28,710/-	₹ 5,63,110/-
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission as % of profit	-	-	-	-
Others, please specify	-	-	-	-
Total	-	₹ 2,34,400/-	₹ 3,28,710/-	₹ 5,63,110/-

* Mr. Sunil Jain had resigned from the post of Company Secretary w.e.f. 09.06.2017 and Mr. Bharat Narula has been appointed as Company Secretary w.e.f. 04.07.2017.

^ Mr. Ravi Garg had resigned from the post of CFO w.e.f. 29.12.2017 and Mr. Sanjeev Mittal has been additionally appointed as CFO of the Company w.e.f. 09.01.2018.

DHANUKA COMMERCIAL LIMITED

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By order and on behalf of the Board
Dhanuka Commercial Limited

Sd/-
Sanjeev Mittal
Chairman (ED & CFO)
DIN: 00078563

Place: Delhi
Date: 17th May, 2018

DHANUKA COMMERCIAL LIMITED

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018

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

To

The Members

Dhanuka Commercial Limited

We have reviewed the compliances of applicable statutory provisions and the adherence to good corporate practices by Dhanuka Commercial Limited (hereinafter referred as "the Company"), having its Registered Office at 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, New Delhi - 110085. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Dhanuka Commercial Limited ("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;
- 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 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) 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;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, are not applicable to the Company under the audit period since the Company has not issued further share capital during the financial year under review and hence these regulations have not been considered for the purpose of this report;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, are not applicable to the Company under the audit period since the Company has not issued and listed any debt securities during the financial year under review and hence these regulations have not been considered for the purpose of this report;
 - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, are not applicable to the Company under the audit period since the Company has not delisted/propose to delist its equity shares from any Stock Exchange and hence these regulations have not been considered for the purpose of this report;
 - g) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, are not applicable to the Company under the audit period since the Company has not buy back/propose to buy-back

DHANUKA COMMERCIAL LIMITED

any of its securities during the financial year under review and hence these regulations have not been considered for the purpose of this report.

- h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the Company under the audit period, since the Company equity shares are listed on the BSE.
- VI. The Company being a Non Banking Financing Company registered under Section 45-IA of the Reserve Bank of India Act, 1934, is carrying the business as financing Company (without acceptance of public deposits). As informed by the management, following are the laws which are specifically applicable on the Company:-
- a) The Reserve Bank of India Act, 1934 and
- b) Various Circular, guidelines and regulations made under the Reserve Bank of India Act, 1934.

For the compliances of Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

We have also examined compliances with the applicable clauses of Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

We further report that as per the information furnished to us and on the basis of the forms, returns and registers maintained, the Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013.

Adequate notice(s) and Agenda were given to all directors to schedule the Board Meetings and as per the minutes of the meetings of the Board and Committees of the Board duly signed by the Chairman, all the decisions of the Board were unanimously passed and no dissenting views have been recorded.

We further report that during the audit period the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:-

1. Mr. Sunil Jain, Company Secretary and Compliance officer of the Company resigned from office on 09th June 2017 after serving proper notice period to the Company. Mr. Bharat Narula joined the Company as the Company Secretary and Compliance officer in place of Mr. Sunil Jain on 04th July 2017.
2. Mr. Ravi Garg resigned from the office of Chief Financial Officer with effect from closure of the business hours on 29th day of December, 2017. Mr. Sanjeev Mittal (Chairman & Executive Director) was appointed as the Chief Financial Officer with effect from 09th day of January, 2018 to fill the vacancy caused by the resignation of Mr. Ravi Garg.

For Manish K & Associates
Company Secretaries

Sd/-
CS Manish Kumar

Proprietor
ACS: 43111; C.P. No.: 15931

Place: New Delhi
Date: 09/05/2018

Note: This report is to be read with 'Annexure 1' attached herewith and forms an integral part of this report.

DHANUKA COMMERCIAL LIMITED

Annexure - 1

The Members

Dhanuka Commercial Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we 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. Our examination was limited to the verification of procedures on random 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.

For Manish K & Associates
Company Secretaries

Place: New Delhi
Date: 09/05/2018

Sd/-
CS Manish Kumar
Proprietor
ACS: 43111; C.P. No.: 15931

DHANUKA COMMERCIAL LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

India has emerged as the fastest growing major economy in the world and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP increased by 6.6 per cent in 2017-18 (Economic Survey Report) and is expected to grow 7.3 per cent in 2018-19.

Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 percent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The Direct tax collection figures between April 2017- March 2018 at a net of ₹ 9.95 Lakh crores show an increase in net direct taxes by 17.1 per cent year-on-year, growth rate for net collections for Corporate Income Tax (CIT) was 17.1% & for personal Income tax was 18.9%.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. Further Wal-Mart deal for acquisition of FLIPKART start up (Founded in 2007) enthused everyone as it valued the Company at approx US\$ 21 billion.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 424.36 billion in the week up to March 30, 2018, according to data from the RBI.

Government Initiatives

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022.

A total of ₹ 14.34 lakh crore (US\$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at ₹ 5.97 Lakh Crore (US\$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

Road Ahead

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

OUTLOOK FOR THE INDUSTRY AND THE COMPANY

Commercial Credit Markets

Indian banking sector growth slowed during FY18 (non-food credit at ~5%), as capex cycle is yet to pick up and incrementally financing is shifting from banks to financial markets - commercial paper, corporate bond markets etc., which will keep corporate credit growth subdued. Additionally, asset quality pressure continues unabated. While large part of NPA recognition seems to have been done, the resolution is still a missing link. Hence, the profitability of PSU banks continued to be under strain and will recover only gradually over the medium term.

DHANUKA COMMERCIAL LIMITED

NBFC Industry

While commercial banks continued to remain dominant source of credit in India, NBFCs are gaining significant ground. While the banking sector was beset with worsening asset quality in FY17, NBFCs could restrict the impact in their portfolios due to their ability to respond quickly as well as availability of a higher collateral cover. The growing relevance and interconnectedness of the NBFC sector also highlights the importance of risk management in the sector. Going ahead, comfortable capitalisation levels and conservative liquidity management will continue to support the credit profile of NBFCs.

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities.

NBFCs would continue to expand in small ticket loans, where banks are clearly less efficient because of their high operating cost structures and somewhat rigid processes would find it difficult to significantly penetrate these segments. Additionally, NBFCs' flexibility of loan structuring provides an advantage to them in this segment.

The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). The government's drive to integrate informal economy into the formal segment and reduce unaccounted income, and digital push, if followed through, can significantly change operating dynamics for NBFC's. Recently, both the regulator and Government have been maintaining a favorable stance towards the sector; starting with the latest announcement where SME loans up to INR20 million by NBFCs will be covered under the CGTMSE guarantee and the government notification, covering systemically important NBFCs under the SARFAESI Act. These measures would strengthen the NBFCs' ability to lend and mitigate loss given default while speeding up recovery timelines.

OPPORTUNITIES AND THREATS

OPPORTUNITIES:

The roll out of GST shortly and the performance of the BJP in recent polls will place the agenda of economic reforms on a firm footing. The global economy is also showing signs of recovery. These developments augur well for growth of financial services in India for firms like Edelweiss. We thus see immense opportunities coming our way in FY18 and beyond as under:

- India is already the fastest growing economy globally and various projections for growth by World Bank or IMF etc. indicate that India will continue to outperform other economies. This would open up vast opportunities for us to grow our various diversified businesses.
- We believe the policy liberalization and regulatory changes for enhancing the ease of doing business will help create all round opportunities for growth, thus helping providers of financial services grow their business.

THREATS:

While the opportunities landscape is promising, the following threats could dampen the growth of financial services sector in India:

- Slower than expected recovery of macro-economy, domestically as well as globally, or delay in revival of capex cycle can impede the growth.
- While the monsoon is predicted to be normal this year, any unforeseen failure of the monsoon or return of the dreaded El Nino can hinder the recovery in rural economy.

RISK MANAGEMENT

The Company has inbuilt risk of "default in unsecured loans provided to the customers" and "risk in dealing in securities market" due to its nature of business apart from other common risks which includes change in management/personnel and policies, lapses / inadequacy in existing infrastructure facilities, delinquencies on

DHANUKA COMMERCIAL LIMITED

the part of employees, staff attrition, misfeasance, change in interest rates, government regulations, competition from others operating in similar business, etc.

The Company is taking proactive steps in implementing management principles well adapted to the demands of the changing environment. The Company has the policy of assess the risk and manage the business. The Company is operating on a well defined plan and strategy; hence we are equipped to face any change in regulatory risk.

FINANCIAL PERFORMANCE

Please refer Board's Report for financial performance of the Company. Segment/product wise performance is not applicable to the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has satisfactory internal control system. Please refer Board's Report for internal control systems and their adequacy.

HUMAN RESOURCES

The DCL philosophy on people is deep rooted in building and nurturing talent and leadership within the organisation. We believe that our people have always been the drivers of innovation, efficiency and productivity leading to our phenomenal track record of growth.

For an NBFC like ours, financial capital and human resources capital form the most critical resources for growth. At DCL we believe that our human capital is our greatest strength and is the driver of growth, efficiency and productivity.

Highlights of our HR initiatives in FY18 are as under:

- The Company has required number of employees on its roll and whenever there is need for any recruitment the same has done as per the policy & procedures of the Company.
- The Company has recruited Two persons to the various positions and one person has resigned from the Company during the year and there were no other changes in the human resources of the Company
- Amongst our much strength, we must count our performance appraisal system, which has helped to instil fairness and development orientation in the organisation. The process of Performance Appraisal is based on evaluations against pre-set and clearly documented goals and has stood the test of time.
- The Company has been focussed on retaining its manpower by providing good working conditions thereby reduce turnover ratio. Focus has also been extensively laid on internal training, complemented by external training and development programs for improving the competency and self development of employees.

CAUTIONARY STATEMENT

Statements in the Management discussion and analysis, describing the Company's objectives, outlook, opportunities and expectations may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. The actual result may vary materially from those expressed or implied in the statement. Several factors make a significant difference to the Company's operations including the government regulations, taxation and economic scenario affecting demand and supply condition and other such factors over which the Company does not have any direct control.

By order and on behalf of the Board
Dhanuka Commercial Limited

Sd/-
Sanjeev Mittal
Chairman (ED & CFO)
DIN: 00078563

Place: Delhi
Date: 17th May, 2018

DHANUKA COMMERCIAL LIMITED

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

Corporate governance is the mechanisms, processes and relations by which the Company is controlled and directed. Governance structures and principles identify the distribution of rights and responsibilities among different participants in the Company (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders) and include the rules and procedures for making decisions in Company.

Corporate governance principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, accountability and responsibility towards the stakeholders and commitment to conduct business in an ethical manner.

DCL has and always will uphold the corporate governance values and shall follow the principles of Governance, business ethics and the Company shall always ensure transparency, fairness and integrity in its business operations.

The management and employees of DCL has constantly supported in building up a good corporate culture aimed at achieving the underlying goal of enhancing long term shareholder values with sustained growth.

As Corporate Governance requirements provided under SEBI (LODR) Regulations, 2015, were not applicable to the Company, however the Company presents hereunder the disclosures in the form of a report for information of all the stakeholders.

Your Directors are pleased to present the Information on Corporate Governance requirements for the Financial Year 2017-18.

1) BOARD OF DIRECTORS

Name of the Director	Category of Directorship	Number of Board Meetings		Date of Appointment /(Resignation)	Attendance at the last AGM held on 04.07.2017
		Held	Attended		
Mr. Mahesh Kumar Dhanuka	Managing Director (PROMOTER)	6	1	24/04/2009	Yes
Mr. Gopal Krishan Bansal	Non-Executive Director (PROMOTER)	6	6	25/01/2014	Yes
Mr. Sanjeev Mittal	Executive Director & CFO (PROMOTER)	6	6	17/02/2014	Yes
Mr. Mukesh Bansal	Independent Director	6	5	17/02/2014	Yes
Ms. Rajni Garg	Independent Director	6	1	03/05/2014	Yes

A. Composition of Board

The Board of Directors has an optimum combination of Executive and Non-Executive Directors with more than 50% Non-Executive Directors.

The Non-Executive Independent Directors have also furnished declarations for compliance with the criteria of Independence as per provisions of Companies Act, 2013.

The Board of Directors and senior management personnel complies with the code of conduct adopted by the Board.

The name and category of Directors and their attendance at the board meetings held during the year under review and at the last AGM are as given below:

No Directors are inter se related. Mr. Mukesh Bansal and Ms. Rajni Garg are Independent Directors and are not related to each other.

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B. Shareholding by the Directors

Number of shares held by the Directors as on 31-03-2018 is as follows:

Name of the Director	Number of shares held
Mr. Mahesh Kumar Dhanuka	508875
Mr. Sanjeev Mittal	Nil
Mr. Gopal Krishan Bansal	Nil
Mr. Mukesh Bansal	Nil
Mr. Rajni Garg	Nil

C. Directorships in other Companies and Chairmanships of Committees

Directorships in other public Companies, number of Committee positions held in Dhanuka Commercial Limited and also in other Public Limited Companies as on 31-03-2018 and the details of sitting fees paid to Non-Executive Directors are given below:

The membership/ chairmanship held by the Directors in various Board Committees was within the specified statutory limits.

The Non-Executive Directors were paid sitting fees at the rate of ₹ 500/- for each Board Meeting or Committee Meeting attended.

2) AUDIT COMMITTEE

A. Terms of reference

The Audit Committee is vested with the authorities and responsibilities in accordance with the provisions of section 177 of the Companies Act, 2013.

The Committee reviews, acts and report to the Board of Directors, inter alia, the following matters:

- 1) Internal and external audit related matters, appointment of internal and external auditors and evaluating their performances
- 2) Enlightening the Board about all pertinent issues
- 3) Related party transactions and significant transactions which are not within the normal course of business
- 4) Financial and other accounting statements and the accounting policies

DHANUKA COMMERCIAL LIMITED

- 5) Compliance with statutory and other legal requirements
- 6) MIS or such other management control or audit system proposed for implementation

The Committee reviews the audited/unaudited financial results and submits the same to the Board with its comments, if any.

B. Composition of Audit Committee as on 31-03-2018

Sr. No.	Name	Nature of Directorship	Designation in Committee
1	Mr. Mukesh Bansal	Independent Director	Chairperson
2	Ms. Rajni Garg	Independent Director	Member
3	Mr. Gopal Krishan Bansal	Non Executive Director	Member

The Audit Committee comprises of Non Executive Director and Independent Directors. The total strength of the Committee is 3, of which 2 are Independent Directors. All the members possess the necessary financial / accounting expertise / exposure. Mr. Mukesh Bansal, working with ICICI prudential as Business Manager having diploma in Business Administration from Symbiosis Centre for Distance Education, is currently the chairman of the Committee. The Board has accepted all the recommendations of the Audit Committee.

The committee had met 4 times during the year under review, on 15th April 2017, 29th May 2017, 14th August 2017 & 13th November 2017. The name of the Members of the Committee and the number of meetings attended by each member are as given below:

C. Meetings and Attendance of Audit Committee during the Year under Review

Name of the member	Number of Meetings	
	Held	Attended
Mr. Mukesh Bansal	4	4
Ms. Rajni Garg	4	3
Mr. Gopal Krishan Bansal	4	4

3) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee re-constituted in accordance with Section 178 (1) of the Companies Act, 2013, determines & recommends the remuneration payable to the Directors. The Committee had met 2 times on 05th May 2017 & 09th January 2018 during the year ended on 31st March 2018.

Brief Terms of Reference of Nomination and Remuneration Committee:-

- 1) Determine the framework or broad policy for the remuneration of the Company's chief executive officer, the executive directors, the Company secretary and such other members of the executive management as it is designated to consider.
- 2) Recognize and avoid conflicts of interest where directors of the Company or its management are involved in advising the Committee;
- 3) When setting remuneration policy for directors, review and have regard to the remuneration trends across the industry(s) in which Company is operating;
- 4) Review the ongoing appropriateness and relevance of the Company's remuneration policy;

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- 5) Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- 6) Approve the design of, and determine targets for, any performance-related pay schemes operated by the Company, and approve the total annual payments made under such schemes;
- 7) Determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives;
- 8) Ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognized;
- 9) Oversee any major changes in employee benefits structures throughout the Company. Composition, Name of Members & Chairperson of Committee and attendance thereof

Name of the member	Position in the Committee	Category/ Designation	Number of Meetings	
			Held	Attended
Mr. Gopal Krishan Bansal	Member	Non-Executive Director	2	2
Mr. Mukesh Bansal	Member	Non-Executive Independent Director	2	2
Ms. Rajni Garg	Chairperson	Non-Executive Independent Director	2	2

4) REMUNERATION POLICY

In terms of the provisions of Companies Act, 2013, the Board at its meeting held on December 15, 2014 has approved the remuneration policy for Directors. The details of the said policy are as follows:

The Remuneration Policy of Dhanuka Commercial Ltd (the "Company") is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. The Policy is designed in such a way that it is balancing the interests of both the Executive Director and Sr. Management Personnel on the one hand and shareholders on the other. The Remuneration Policy applies to the Company's senior management, including its KMP's and Board of Directors.

Executive Remuneration is proposed by the N & R Committee as per the policy and subsequently approved by the Board of Directors. Executive Remuneration is evaluated annually against performance and a benchmark of companies, which in size and complexity are similar to Dhanuka Commercial Ltd. In determining packages of remuneration, the Committee may consult with the Chairman/Managing Director as appropriate. Total remuneration may be comprised basic pay, short/long term incentives, pension, loyalty etc.

The remuneration payable to the Non-Executive Directors includes sitting fees and travelling & other expenses relating thereto. The sitting fees paid for attending Board/Committee Meeting is at the rate of ₹ 500/- per Board/Committee Meeting.

Remuneration to Directors

The Managing Director is paid fixed remuneration at the rate of ₹ 25,000/- p.m. on the terms approved by the shareholders at the Extra-ordinary General Meeting held on 21-01-2017. Mr. Sanjeev Mittal, Executive Director of the Company have been additionally appointed as the CFO of the Company with effect from 09-01-2018. His gross remuneration for both as the Executive Director and CFO of the Company is ₹ 2,00,000/- on the recommendations of N & R Committee and Board of Directors of the Company. The remuneration paid is within the limits specified under schedule V and in compliance with the provisions of the Companies Act, 2013.

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Currently the remuneration payable to Non-Executive Directors includes sitting fees only. The total amount of sitting fees paid to the Non-Executive Directors is stated in this report under the section 'Board of Directors'. The Company has no other pecuniary relationship or transactions with the Non- Executive Directors.

5) STAKEHOLDERS RELATIONSHIP COMMITTEE

The committee approves and oversees the following matters:

- 1) Matters relating to transfer, transmission, dematerialization and rematerialisation of shares.
- 2) Issue of duplicate shares as and when required.
- 3) Redressal of shareholders and investors grievances like non receipt of balance sheet, non receipt of declared dividends, etc.
 - a) Composition

The committee is headed by Mr. Mukesh Bansal, Independent Director. The committee met 4 times on 05th May 2017, 14th August 2017, 13th November 2017 & 09th January 2018 during the year ended on 31st March 2018.

Name of the member	Position in the Committee	Category/ Designation	Number of Meetings	
			Held	Attended
Mr. Mukesh Bansal	Chairman	Non-Executive Independent Director	4	4
Mr. Gopal Krishan Bansal	Member	Non-Executive Director	4	4
Mr. Sanjeev Mittal	Member	Non-Executive Independent Director	4	4

- b) Name and designation of the Compliance Officer: **Mr. Bharat Narula, Company Secretary w.e.f 04.07.2017**
 - c) Number of investor complaints/communications received during the year ended 31-03-2018: **Nil**
 - d) Number of pending complaints/not solved to the satisfaction of shareholders: **Nil**
- 6) **BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT**

- a) **Name: Mr. Gopal Krishan Bansal**

Age: 50 years

Qualification: Mr. Gopal Krishan Bansal did his Bachelors and Masters in Commerce from Rajasthan University and is a member of the Institute of Chartered Accountants of India (ICAI) since 1994.

Experience: 24 years Experience in the field of Finance, Investment, Accounts, Auditing, Taxation and statutory compliances.

Category: Non-Executive Director.

Present Positions: -Non-Executive Director, Member of Stakeholders Relationship Committee Audit Committee and Nomination and Remuneration Committee.

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GENERAL MEETINGS

- (i) The location, date, time and details of special resolution passed during the preceding 3 Annual General Meetings are as follows:

Financial year	Location	Date	Time	Details of special resolutions passed
31/03/2017	Delhi	04/07/2017	11:30 AM	No Special Resolution Passed in this AGM
31/03/2016	Delhi	11/07/2016	11:30 AM	Special Resolution for the Re-appointment of Managing Director passed in this AGM
31/03/2015	Delhi	07/08/2015	11:30 AM	No Special Resolution Passed in this AGM

- No Resolutions passed through Postal Ballot last year.
- EGM held on 14-04-2016, for insertion of Main Objects in the existing Main Object Clause of the MOA;
- EGM held on 24-09-2016 for deletion of the un-relevant clauses of the Main Object Clause of the MOA; and
- EGM held on 21-01-2017 for change in designations of Mr. Sanjeev Mittal & Mr. Gopal Krishan Bansal Directors of the Company, Increase in salary of Mr. Mahesh Kumar Dhanuka, Managing Director of the Company and appointment of Ms. Reena Bansal wife of Mr. Gopal Krishan Bansal as Relationship Manager of the Company.

7) DISCLOSURES

- a. In the opinion of the Board, none of the transactions of the Company entered into with related parties were in conflict with the interests of the Company. The details of related party transactions are disclosed in the notes to the accounts - Note no. 27 forming part of Balance Sheet. The members may kindly refer the same. The register of contracts and arrangements containing transactions in which directors are interested is placed before the Board regularly.
- b. The Company had complied with all the requirements relating to stock exchange, SEBI or any other statutory authority, on matters related to capital market and no penalties, strictures were imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- c. The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of financial statements.
- d. The Company has established whistle blower mechanism; vigil policy in this regard was uploaded at the website of the Company and no personnel have been denied access to Audit Committee.
- e. The Company being listed on SME Platform of BSE Ltd., has complied with all the requirements of Corporate Governance as applicable to the Company and has fulfilled the non mandatory requirements like constitution of Remuneration Committee as prescribed in SEBI (LODR) Regulations, 2015. The Auditors' Report does not have any qualifications on financial statement and the Company is in the constant effort to move towards a regime of unqualified financial statements. The Board has followed proper mechanism to evaluate the performance of the Non- Executive Directors. The Board of Directors proposes to adopt the other non-mandatory requirements, as and when necessary.

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- f. In terms of Clause F of Schedule-V of the SEBI (LODR) Regulations, 2015, unclaimed shares shall be transferred to an "Unclaimed Suspense Account" opened by the Company for the purpose and the shares lying therein shall be dematerialized with a Depository Participant. The voting rights of such shares shall remain frozen till the rightful owner claims the shares. There are no such shares unclaimed in the year under review and also as on date of this report.
 - g. No pecuniary relationship or transactions with the Non-Executive Directors vis-à-vis the Company during the year under review except payment of sitting Fees;
 - h. Non-Executive Directors were paid via Cash/Banking channels as per the provisions of Income Tax Act, 1961;
 - i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; Mahesh Kumar Dhanuka (MD) is getting salary of fixed amount of ₹ 25,000/- and Mr. Sanjeev Mittal, Executive Director, Chairperson has been additionally appointed as CFO of the Company and the gross salary has been increased to ₹ 2,00,000/- pm w.e.f. 09-01-2018. Non- Executive Directors were paid only sitting fees for attending the Board/Committee Meetings.
 - j. Details of fixed component and performance linked incentives along with the performance criteria; No performance linked incentive is provided to any director including MD.
 - k. Service contracts, notice period, severance fees; The provisions of companies Act follows in relation to service contracts and Notice period of directors and severance pay was not provided to any director including MD.
 - l. No stock options were provided to any directors including MD.
 - m. No Shares and convertible instruments held by Non-Executive Directors.
- 8) **MEANS OF COMMUNICATION**
- a. The half yearly and annual results would be intimated to BSE immediately on conclusion of the Board Meeting in which the results were considered.
 - b. The financial results will be displayed on the website of the Company www.dhanukacommercial.com immediately after filing it to BSE as per the requirements of the SEBI (LODR) Regulations, 2015.
 - c. The Company is maintaining a functional website www.dhanukacommercial.com wherein all other communications are updated from time to time.
- 9) **GENERAL SHAREHOLDER INFORMATION**
- 1. Company Registration Details: The Company is registered within the state of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is **L30007DL1994PLC260191**. The Company being a non banking financial Company is also registered with the Reserve Bank of India having **Registration No. B - 14. 03301**.
 - 2. Date, time and venue of AGM: **26th June, 2018; 11:30 A.M.**; at the registered office of the Company at 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Delhi-110085.
 - 3. Financial Year: The Financial year of the Company is 1st April to 31st March of following year.
 - 4. Date of Book closure: **19th June, 2018 to 26th June, 2018; (both days inclusive)**
 - 5. Dividend payment date: **NA**
 - 6. Listing on Stock Exchange: The Equity shares of the Company are listed at SME platform of BSE Limited. The Listing fee for the year 2017-2018 has been paid by the Company to BSE.
 - 7. Scrip Code: 538446; Scrip ID: DHANUKACOM; ISIN-INE296Q01012

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8. Registrar and Share Transfer Agents: The transfer of shares in physical forms, correspondence regarding dividends, change of address, etc. may be addressed to: MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020; Ph: - 011-26387281/82/83; Fax: 011- 26387284; E-mail: info@masserv.com / mas_serv@yahoo.com
9. Share Transfer System: The Company's shares were listed on the SME platform of BSE Ltd. pursuant to exchange's Notice dated 10/06/2014. The Company has appointed RTA for its share transfer process and as per the provisions of Clause 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had submitted to the BSE half yearly certificate of both half-years of the financial year 2017-18 regarding transfers have been completed within stipulated time.
10. Outstanding ADRs/GDRs/Warrants and convertible instruments, conversion date and likely impact on equity: Not applicable.
11. The Company had submitted regularly on quarterly basis to the exchange certificates for timely dematerialization of the Company's shares and for conducting a reconciliation of share capital audit on a quarterly basis for reconciliation of the Company's share capital as per the provisions contained in Regulation 55A of SEBI's (Depositories and Participants) Regulations, 1996.
12. Dematerialization of shares: The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of our shares for scrip less trading. 100% shares of the Company were held in dematerialized form during the year under review and as on date of this Report.

10) INVESTOR GRIEVANCES

1. Email id for investor grievances: info@dhanukacommercial.com
2. Investor Correspondence:
 - a) For any assistance regarding dematerialization of shares, share transfer, transmission, change of address, non-receipt of dividend or any other query relating to shares, contact:

Mr. Shrawan Mangla,
General Manager
MAS Services Ltd.,
T-34, 2nd Floor, Okhla Industrial Area, Phase-II New Delhi-110020
Ph: - 011-26387281/82/83; Fax: 011-26387284
E-mail: info@masserv.com / mas_serv@yahoo.com

Mr. Bharat Narula
Company Secretary and Compliance Officer
Dhanuka Commercial Limited,
255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Near M2K,
New Delhi-110085; Tel: 011-45132171
Email: info@dhanukacommercial.com / dhanukacommercialtd@gmail.com

For queries on Financial Statements:

1. **Mr. Sanjeev Mittal**
Chief Finance Officer
Dhanuka Commercial Ltd
255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Near M2K,
New Delhi-110085; Tel: 011-45132171
Email: info@dhanukacommercial.com / dhanukacommercialtd@gmail.com

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11) STOCK MARKET PRICE DATA (IN ₹ PER SHARE)

The High and Low prices during each month in the financial year 2017-18 at BSE SME are:-

Month	High	Low
April, 2017	-	-
May, 2017	8.21	8.20
June, 2017	-	-
July, 2017	-	-
August, 2017	9.80	8.70
September, 2017	-	-
October, 2017	9.15	8.50
November, 2017	9.05	8.75
December, 2017	-	-
January, 2018	7.70	7.70
February, 2018	-	-
March, 2018	7.45	5.30

12) DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2018



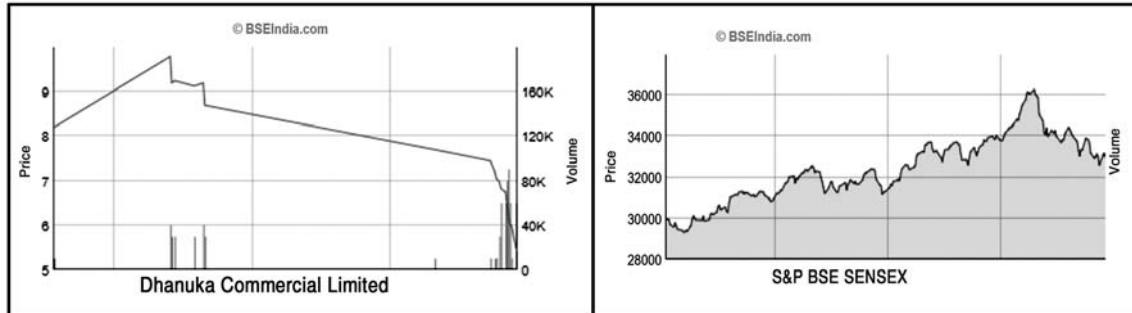
Distribution of Shareholding as on 31st March 2018

Shareholding of Nominal Value of ₹ 10/- each	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Up to 5000	00	00.00	00	00.00
₹ 5001 to 10000	00	00.00	00	00.00
₹ 10001 to 20000	00	00.00	00	00.00
₹ 20001 to 30000	00	00.00	00	00.00
₹ 30001 to 40000	00	00.00	00	00.00
₹ 40001 to 50000	00	00.00	00	00.00
₹ 50001 to 100000	63	52.50	630000	3.76
₹ 100001 and above	57	47.50	1,61,13,459	96.24
Total	120	100.00	1,67,43,459	100.00

DHANUKA COMMERCIAL LIMITED

13) PERFORMANCE OF COMPANY IN COMPARISON WITH BSE SENSEX

Performance comparison with BSE SENSEX index's during the year under review.



14) COMPLIANCE CERTIFICATE

The compliance certificate confirming compliance with conditions of Corporate Governance as stipulated under Para E of Schedule V to SEBI (LODR) Regulations, 2015 were not applicable to the Company.

15) WHISTLE BLOWER MECHANISM

The Company has established the vigil mechanism to report the genuine concerns of the employees under the supervision of the Audit Committee. No person has denied access to the Chairman of Audit Committee.

16) UNCLAIMED DIVIDENDS

No unclaimed Dividends are lying on Financial Year ended 31st March, 2018. The Company has not declared dividend in any preceding years which have been transferred to the Investor Education and Protection Fund ("IEPF") as mandated under law. Under law, no claim for un-cashed dividends can lie against either the Company or the IEPF after a period of seven years from the date of disbursement.

17) DISCLOSURES WITH RESPECT TO DEMAT/UNCLAIMED SUSPENSE ACCOUNT

No Shares were lying in the Demat/Unclaimed Suspense Account during the year under review.

18) GENERAL NOTE

The Company has complied with all the laws applicable under the Companies Act, 2013 and 1956 to the extent applicable, Listing agreement/SEBI (LODR) Regulations, 2015 and RBI guidelines as applicable to the Company during the year.

The Company has whole time Company Secretary, had constituted Audit committee, Nomination and Remuneration Committee, Stakeholder's Grievance Committee of the board. The Company is committed to comply with the all laws applicable to it in letter and spirit.

By order and on behalf of the Board
Dhanuka Commercial Limited

Sd/-
Sanjeev Mittal
Chairman (ED & CFO)
DIN: 00078563

Place: Delhi
Date: 17th May, 2018

DHANUKA COMMERCIAL LIMITED

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Dhanuka Commercial Limited

Report on the financial Statements

We have audited the accompanying financial statements of Dhanuka Commercial Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the accounting standards specified under section 133 of the act, read with rule 7 of the companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) in the case of the Statement Profit and Loss Account, of the losses for the year ended on that date;
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

DHANUKA COMMERCIAL LIMITED

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ('the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure-A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on March 31, 2018, and 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 sub section (2) of section 164 of the Companies Act, 2013;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls. refer to our separate report in "Annexure-B"; and
 - g) With respect to the other matters included in the auditor's report and to best of our information and according to the explanation given to us.
 - 1) The company has disclosed the impact of pending litigation on its financial position in its financial statement.
 - 2) 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.
 - 3) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company.
3. As per Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions 1998 issued by Reserve Bank of India vide Notification No.-DFC117/DG(SPT)-98 dated January 2, 1998 ,we further report to the extent to which matters specified therein are applicable to the company that :
 - a) The company is a Non-Banking Financial Company not accepting public deposits and the certificate of registration no. B-14.03301 dated 22.05.2014 from Reserve Bank of India has been issued to the company.
 - b) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
 - c) The company has not accepted any public deposits during the relevant year.
 - d) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.

For DSP & ASSOCIATES
Chartered Accountants
(FRN -006791N)

Place: Delhi
Date: 17th May, 2018

Sd/-
(SANJAY KUMAR)
PARTNER
M.No.093720

DHANUKA COMMERCIAL LIMITED

"ANNEXURE-A" TO THE INDEPENDENT AUDITORS' REPORT

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

- (i) In Respect of its Fixed Assets:
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) There is no immovable properties held in the name of the company.
- (ii) In Respect of its inventory:
- According to the information and explanations given to us, Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.
- (iii) According to information and explanations given to us, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013.
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) According to information and explanations given to us the company has not accepted any deposits during the year.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act' 2013.
- (vii) According to the information and explanations given to us in respect of statutory dues:
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Value added tax, Cess, Professional tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Value added tax, Cess, Professional tax and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of Income tax, Wealth tax, Sales tax, Value added tax, Service tax, Customs duty, Excise duty and Cess which have not been deposited with the appropriate authorities on account of any dispute except following :

Name of Statute	Name of Dues	Forum where dispute is pending	Assessment Year	Amount Outstanding
Income Tax Act	Income Tax	CIT (Appeals)	2014-15	₹ 2,36,610/-

DHANUKA COMMERCIAL LIMITED

- (viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- (x) According to the information and explanations given to us, no instances of material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act
- (xii) In our opinion and according to information and explanations given to us, the Company is not a nidhi company. Accordingly paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with;
- (xvi) According to the information and explanations given to us, the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company has duly obtained the registration vide certificate of registration no. B-14.03301 dated 22.05.2014.

For DSP & ASSOCIATES
Chartered Accountants
(FRN -006791N)

Place: Delhi
Date: 17th May, 2018

Sd/-
(SANJAY KUMAR)
PARTNER
M.No.093720

DHANUKA COMMERCIAL LIMITED

"ANNEXURE-B" TO THE INDEPENDENT AUDITORS' REPORT

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

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

We have audited the internal financial controls over financial reporting of *Dhanuka Commercial Limited* ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

DHANUKA COMMERCIAL LIMITED

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 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 DSP & ASSOCIATES
Chartered Accountants
(FRN -006791N)

Place: Delhi
Date: 17th May, 2018

Sd/-
(SANJAY KUMAR)
PARTNER
M.No.093720

DHANUKA COMMERCIAL LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	NOTES	AS AT 31ST MARCH		AS AT 31ST MARCH	
A EQUITY AND LIABILITIES					
1 Shareholder's Funds					
(a) Share Capital	3	16,74,34,590.00		16,74,34,590.00	
(b) Reserves & Surplus	4	2,05,15,882.40		2,29,19,077.09	
(c) Money received against shares warrants		-	18,79,50,472.40	-	19,03,53,667.09
2 Share Application Money Pending Allotment			-		-
3 Non-current liabilities					
(a) Long-term borrowings		-		-	
(b) Deferred tax liabilities (net)	5	31,465.00		45,002.00	
(c) Other long-term liabilities		-		-	
(d) Long-term provisions		-	31,465.00	-	45,002.00
4 Current liabilities					
(a) Short-term borrowings		-		-	
(b) Trade payables	6	2,344.38		1,652.56	
(c) Other current liabilities	7	1,92,945.00		7,06,363.52	
(d) Short-term provisions	8	3,71,953.00	5,67,242.38	4,04,140.00	11,12,156.08
TOTAL			18,85,49,179.78		19,15,10,825.17
B ASSETS					
1 Non-current assets					
(a) Fixed assets					
(i) Tangible assets	9	12,88,892.00		15,82,831.00	
(ii) Intangible assets		-		-	
(iii) Capital work-in-progress		-		-	
(b) Non-Current Investments	10	-		19,50,000.00	
(c) Long-term loans and advances		-		-	
(d) Other non-current assets	11	4,44,000.00	17,32,892.00	8,88,000.00	44,20,831.00
2 Current assets					
(a) Current Investments		-		-	
(b) Inventories	12	81,35,394.13		99,30,037.52	
(c) Trade receivables	13	-		23,38,598.55	
(d) Cash and cash equivalents	14	2,66,55,864.45		1,10,17,089.20	
(e) Short-term loans and advances	15	14,87,81,376.00		16,16,56,099.00	
(f) Other current assets	16	32,43,653.20	18,68,16,287.78	21,48,169.90	18,70,89,994.17
TOTAL			18,85,49,179.78		19,15,10,825.17

Significant Accounting Policies and Notes on Financial Statements
The accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our report of even date annexed herewith
For DSP & ASSOCIATES
Chartered Accountants
(FRN-006791N)

Sd/-
(SANJAY KUMAR)
Partner
M.No.- 093720

Place : Delhi
Date: 17/05/2018

FOR AND ON BEHALF OF THE BOARD
DHANUKA COMMERCIAL LIMITED

Sd/-
Mahesh Kumar Dhanuka
Managing Director
DIN:00069473

Sd/-
Sanjeev Mittal
Director & CFO
DIN:00073139

Sd/-
Bharat Narula
Company Secretary

DHANUKA COMMERCIAL LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2018

	PARTICULARS	NOTES	FOR THE YEAR ENDED 31ST MARCH, 2018 (₹)	FOR THE YEAR ENDED 31ST MARCH, 2017 (₹)
A	<u>INCOME</u>			
	Revenue from Operations	18	1,27,46,251.80	94,39,259.27
	Other Income	19	85,325.00	51,192.00
	Total revenue (I)		1,28,31,576.80	94,90,451.27
B	<u>EXPENSES</u>			
	Purchase of Traded Goods	20	38,23,633.27	36,47,972.97
	(Increase)/Decrease in inventories	21	17,94,643.39	(9,31,584.00)
	Employee Benefits Expense	22	67,04,598.95	39,82,214.00
	Depreciation and amortization Expense	23	7,37,939.00	7,43,218.00
	Finance Costs	24	12,157.48	47,403.77
	Other expenses	25	21,95,354.40	29,78,436.68
	Total (II)		1,52,68,326.49	1,04,67,661.42
	Profit/(loss) before tax (I-II)		(24,36,749.69)	(9,77,210.15)
	Tax Expenses			
	Current Tax		-	-
	Income tax paid for earlier years		12,169.00	35,500.00
	Deferred Tax		(13,537.00)	2,022.00
	Total Tax Expenses		(1,368.00)	37,522.00
	Profit/(loss) for the year		(24,35,381.69)	(10,14,732.15)
	Earnings per equity share [nominal value of share ₹ 10]			
	Basic		(0.15)	(0.06)
	Diluted		(0.15)	(0.06)

Significant Accounting Policies and Notes on Financial Statements

The accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our report of even date annexed herewith

For DSP & ASSOCIATES

Chartered Accountants

(FRN-006791N)

Sd/-

(SANJAY KUMAR)

Partner

M.No.- 093720

Place : Delhi

Date: 17/05/2018

**FOR AND ON BEHALF OF THE BOARD
DHANUKA COMMERCIAL LIMITED**

Sd/-

Mahesh Kumar Dhanuka

Managing Director

DIN:00069473

Sd/-

Sanjeev Mittal

Director & CFO

DIN:00073139

Sd/-

Bharat Narula
Company Secretary

DHANUKA COMMERCIAL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	PARTICULARS	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	(24,36,749.69)	(9,77,210.15)
	Adjustment for:		
	Dividend Received	(85,325.00)	(51,192.00)
	Depreciation and amortization expense	2,93,939.00	2,99,218.00
	(Profit)/Loss on Sale of Fixed Assets	-	-
	Operating Profit before Working Capital Changes	(22,28,135.69)	(7,29,184.15)
	Adjustment for:		
	(Increase)/Decrease in Inventories	17,94,643.39	(9,31,584.00)
	(Increase)/Decrease in Trade Receivables	23,38,598.55	(23,38,598.55)
	(Increase)/Decrease in Loans and Advances	1,28,74,723.00	73,32,925.00
	(Increase)/Decrease in Other Current Assets	(10,95,483.30)	(5,15,815.00)
	Increase/(Decrease) in Trade Payables	691.82	774.46
	Increase/(Decrease) in Other Current Liabilities	(5,13,418.52)	(5,90,178.71)
	Cash Generated from Operations	1,31,71,619.25	22,28,339.05
	Direct Taxes Paid	(12,169.00)	(35,500.00)
	Net cash from/(used in) operating activities (A)	1,31,59,450.25	21,92,839.05
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	-	(1,74,898.00)
	Sale of Fixed Assets	-	-
	Purchase of Investments	19,50,000.00	(19,50,000.00)
	Other non Current Assets	4,44,000.00	4,44,000.00
	Deferred Tax Assets	-	-
	Sale of Investments	-	-
	Dividends received	85,325.00	51,192.00
	Net cash from/(used in) Investing activities (B)	24,79,325.00	(16,29,706.00)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from issue of share capital	-	-
	Increase in Secured and Unsecured Loans	-	(3,08,367.52)
	Dividends Paid	-	-
	Net Cash from/(used in) Financing activities (C)	-	(3,08,367.52)
	Net (Decrease)/Increase in Cash and Cash Equivalents (A+B+C)	1,56,38,775.25	2,54,765.53
	Cash and cash equivalents at beginnings of year	1,10,17,089.20	1,07,62,323.67
	Cash and cash equivalents at end of year	2,66,55,864.45	1,10,17,089.20
	Components of Cash and cash equivalents		
	Cash in hand	1,48,429.10	1,19,709.10
	Deposits with Banks in current accounts	2,65,07,435.35	1,08,97,380.10
	Total Cash and cash equivalents	2,66,55,864.45	1,10,17,089.20

Significant Accounting Policies and Notes On Financial Statements
The accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our report of even date annexed herewith
For DSP & ASSOCIATES
Chartered Accountants
(FRN-006791N)

FOR AND ON BEHALF OF THE BOARD
DHANUKA COMMERCIAL LIMITED

Sd/-
(SANJAY KUMAR)
Partner
M.No.- 093720

Sd/-
Mahesh Kumar Dhanuka
Managing Director
DIN:00069473

Sd/-
Sanjeev Mittal
Director & CFO
DIN:00073139

Place : Delhi
Date: 17/05/2018

Sd/-
Bharat Narula
Company Secretary

DHANUKA COMMERCIAL LIMITED

Note 1

Corporate Information

The company was incorporated initially as Dhanuka Commercial Pvt. Ltd. at Kolkata, West Bengal on 16th day of November 1994 under the Companies Act 1956. Later, the company shifted its registered office to Delhi pursuant to a special resolution passed by the members of our company at the EGM held on August 11, 2012. An order from the Regional director for change of state consequent to change of registered office from West Bengal to Delhi was issued on October 10, 2013 by the Regional Director ,Eastern Region, Kolkata. Subsequently ,the company became a public limited company pursuant to special resolution passed by the members of our company at the EGM held on January 27, 2014. A fresh certificate of incorporation consequent to conversion to a public limited company was issued on February 13, 2014 by the Registrar of Companies ,Delhi. The company's Corporate Identity Number is L30007DL1994PLC260191 and its Registered office is situated at 255, Aggarwal City Plaza, Manglam Place, Rohini, Sector-3, Delhi-110085.

The Company was registered with Reserve Bank of India to carry on NBFC Activities under Section 45IA of Reserve Bank of India Act, 1934 bearing Registration No.-B.14.03301 dated 22.05.2014.

Note 2

STATEMENTS OF SIGNIFICANT ACCOUNTING POLICIES

1) **Basis of Accounting**

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.

2) **Use of Estimates**

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statement and notes thereto. Differences between actual and estimates are recognized in the period in which the results are known/ materialized.

3) **Fixed Assets and Depreciation**

a) **Tangible Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation thereon. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

DHANUKA COMMERCIAL LIMITED

b) Depreciation

Depreciation on Fixed Assets is provided based on the useful life of the asset in the manner prescribed in Schedule-II to the Companies Act, 2013. Depreciation on Assets acquired/purchased during the year is provided on pro-rata basis according to the period each asset was put to use during the year.

c) Expenditure during construction period for new projects/expansions

Expenditure which are directly attributable to identified assets and incurred during the construction period are included under capital work in progress till the completion of the project. Expenditure which are not directly attributable to an unindented assets forming part of a project are carried to pre-operative expenses till the completion of the project, On completion of the project, capital work in progress along with pre-operative expenses is carried to respective fixed assets.

4) Inventories

Inventories are valued at cost or net realizable value which-ever is lower. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make sale.

5) Revenue recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

a) Sale of Securities

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.

b) Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. In case of Non Performing Assets, Interest Income is recognized on receipt basis, as per NBFC Prudential norms.

c) Dividend

Revenue is recognized when the shareholders right to receive payment is established by the balance sheet date.

6) Investments

Investments are classified into long-term investments and short-term investments. Investments, which are intended to be held for one year or more, are classified as long-term investments and investments, which are intended to be held for less than one year, are classified as current investments. Long Term Investments

DHANUKA COMMERCIAL LIMITED

& Short Term Investments are carried at cost. No provisions for diminution has been made as in the opinion of the management the diminution are temporary in nature.

7) Retirement and Other Employee benefits

a) Provident Fund

Provision of Provident Fund is not applicable to the company.

b) Gratuity

No provision for gratuity has been made as there is no amount due towards

c) Compensated absences

Unutilized leave of staff lapses as at the year end and is not encashable.

8) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

9) Borrowing Cost

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

10) Events Occuring after Balance Sheet Date

Events occurring after Balance Sheet date have been considered in the preparation of financial statements.

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 3 Share Capital	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
<u>Authorised Shares</u> 1,70,00,000 (Previous Year 1,70,00,000)	17,00,00,000.00	17,00,00,000.00
<u>Equity Shares of ₹ 10/- Each</u> <u>Issued, Subscribed & fully Paid-up Shares</u> 1,67,43,459 (Previous Year 1,23,03,459) Equity Shares of ₹ 10/- Each	16,74,34,590.00	16,74,34,590.00
Total issued, subscribed and fully paid-up share capital	16,74,34,590.00	16,74,34,590.00

Notes:

- (i) *There has been no movement in the Issued, Subscribed and Paid-up capital of the Company.*
- (ii) *Terms/Rights attached to equity shares*
- (iii) *The Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share and entitled to dividends approved by shareholders.*
- (iv) *In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each shareholder*

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

<u>Equity Shares</u>	As at 31.03.2018		As at 31.03.2017	
	Number of shares	(₹)	Number of shares	(₹)
At the beginning of the period	16743459	16,74,34,590.00	16743459	16,74,34,590.00
Issued during the period	-	-	-	-
Outstanding at the end of the period	16743459	16,74,34,590.00	16743459	16,74,34,590.00

b. Details of Shareholders holding more than 5 % Shares in the Company

<u>Shareholder(s) holding more than 5% shares</u>	As at 31.03.2018		As at 31.03.2017	
	Number of Shares held	% of Holding	Number of Shares held	% of Holding
Madhu Dhanuka	917355	5.48%	917355	5.48%
Swati Dhanuka	1230960	7.35%	1230960	7.35%
Talwaria Polymers Pvt. Ltd.	4405029	26.31%	4405029	26.31%
CMA Infin Consultants Pvt. Ltd.	3115695	18.61%	3115695	18.61%

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 4 Reserves and surplus	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
(a) <u>Securities premium account</u>		
Opening balance	2,17,95,410.00	2,17,95,410.00
	2,17,95,410.00	2,17,95,410.00
(b) <u>Reserve Fund (as per RBI Guidelines)</u>		
Opening balance	10,77,706.00	10,77,706.00
Add: Transfer from Profit & Loss Account	-	-
	10,77,706.00	10,77,706.00
(c) <u>Surplus / (Deficit) in Statement of Profit and Loss</u>		
Opening balance	45,961.09	10,42,360.24
Add: Profit / (Loss) for the year	(24,35,381.69)	(10,14,732.15)
Less: Provision for Standard Assets	32,187.00	18,333.00
Less: Transfer to Reserve Fund (RBI)	-	-
	(23,57,233.60)	45,961.09
Total Reserves and Surplus	2,05,15,882.40	2,29,19,077.09

Note 5 Deffered Tax Liability(Net)	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
<u>Deffered Tax Liability</u>		
Fixed assets: Impact of difference between depreciation as prescribed under Income Tax Act, 1961 and depreciation/ amortization charged in books of accounts	31,465.00	45,002.00
Gross deferred tax liability	31,465.00	45,002.00
Net Deferred Tax Liabilities	31,465.00	45,002.00

Note 6 Trade Payables	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Trade Payables (includes sundry creditors and customer payables)	2,344.38	1,652.56
Total Amount	2,344.38	1,652.56

Notes:

On the basis of records available with the company, there exists no over dues to micro & small enterprises in terms of Micro, Small & Medium enterprises Development Act, 2006(MSMED Act).

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 7 Other Current Liabilities	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Current maturities of long-term borrowings (Note 5)	-	3,08,367.52
Interest Accrued but not due	-	2,155.00
Auditors' Remuneration Payable	29,500.00	28,750.00
Other Expenses Payable	83,100.00	3,13,256.00
Statutory Dues:		
TDS Payable	80,345.00	53,835.00
Total Amount	1,92,945.00	7,06,363.52

Note 8 Short Term Provisions	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
<u>Provisions for Taxes:</u>		
Provisions for Income Tax	-	-
<u>Provisions -Others:</u>		
Contingent Provision against Standard Assets	3,71,953.00	4,04,140.00
Total Amount	3,71,953.00	4,04,140.00

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note - 9 Depreciation as per Schedule-II of Companies Act, 2013 Basis of Depreciation: Straight Line Method

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As on 01.04.2017	Additions during the period	Less: Transfer	As on 31.03.2018	As on 01.04.2017	During the period	Less: Transferred during the period	As on 31.03.2018	As on 31.03.2017
Computers	4,10,220.00	-	-	4,10,220.00	2,60,875.00	51,812.00	-	97,533.00	1,49,345.00
Vehtical	19,03,237.00	-	-	19,03,237.00	5,12,700.00	2,26,009.00	-	11,64,528.00	13,90,537.00
Mobile	50,898.00	-	-	50,898.00	7,949.00	16,118.00	-	26,831.00	42,949.00
Current Year	23,64,355.00	-	-	23,64,355.00	7,81,524.00	2,93,939.00	-	12,88,892.00	15,82,831.00
Previous Year	21,89,457.00	1,74,898.00	-	23,64,355.00	4,82,306.00	2,99,218.00	-	15,82,831.00	17,07,151.00

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 10 Non-Current Investments	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
<i>In preference shares- Unquoted, fully paid up : at cost</i> Nil (Previous Year - 19,500) 7% Compulsorily Convertible Non-Cumulative Preference Shares with face value of ₹100/- each fully paid up in Mahajan Motor Finance Private Limited	-	19,50,000.00
Total Amount	-	19,50,000.00

Note 11 Other non-current assets	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Preliminary Expenses	8,88,000.00	13,32,000.00
Less: Amortised during the Year	4,44,000.00	4,44,000.00
Closing Balance	4,44,000.00	8,88,000.00
Total Amount	4,44,000.00	8,88,000.00

Note 12 Inventories	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Stock-in-trade (Traded Goods) <i>(As taken, verified, valued & certified by the Management)</i>	81,35,394.13	99,30,037.52
Total Amount	81,35,394.13	99,30,037.52

Note 13 Trade Receivables	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Unsecured, considered good unless stated otherwise		
Trade receivables outstanding for a period exceeding six months from the date they were due	-	-
Other Trade Receivables	-	23,38,598.55
Total Amount	-	23,38,598.55

Note 14 Cash and Cash Equivalents	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
(a) Cash on hand	1,48,429.10	1,19,709.10
(b) Balances with Scheduled Banks		
-In Current Accounts	1,88,34,687.55	35,43,838.10
-In Fixed Deposit Accounts	76,72,747.80	73,53,542.00
Total Amount	2,66,55,864.45	1,10,17,089.20

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 15 Short-term loans and advances	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
<i>[Unsecured-Considered Good (Unless Otherwise Stated)]</i> Loans & Advances	14,87,81,376.00	16,16,56,099.00
Total Amount	14,87,81,376.00	16,16,56,099.00

Note 16 Other Current Assets	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Advance Tax & TDS	30,95,301.60	20,97,202.90
Interest Accrued but not due on FDRs	1,28,901.60	28,441.00
Prepaid Expenses	19,450.00	22,526.00
Total Amount	32,43,653.20	21,48,169.90

Note 17	As at 31.03.2018 (₹)	As at 31.03.2017 (₹)
Contingent liabilities and commitments (to the extent not provided for) <i>Claims against the company/disputed liabilities not acknowledged as debts</i>		
<i>(i) Demand against the Company not acknowledged as Debts & not provided for in respect of which the Company is in appeal:</i>		
<i>--CIT(Apeals) A.Y. 2014-15</i>	2,36,610.00	-
<i>(In the opinion of the management the above claims are not sustainable)</i>		

Note 18 Revenue from Operations	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
Sales (Equity Shares)	49,99,256.93	27,10,469.73
Interest on Loans & Advances	1,46,06,547.00	1,50,65,699.00
Interest on FDR	4,66,296.00	4,97,800.00
Currency Derivative Trading Income/(Loss)	(73,70,473.13)	(88,34,709.46)
Interest on Income Tax	44,625.00	-
Total Amount	1,27,46,251.80	94,39,259.27

Note 19 Other Income	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
Dividend Income	85,325.00	51,192.00
Total Amount	85,325.00	51,192.00

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 20 Purchase of Stock-in-Trade	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
Purchases during the year	38,23,633.27	36,47,972.97
Total Amount	38,23,633.27	36,47,972.97

Note 21 (Increase)/Decrease in inventories	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
(Increase)/ Decrease in Finished Goods		
Closing Stocks	81,35,394.13	99,30,037.52
Less: Opening Stocks	99,30,037.52	89,98,453.52
(Increase)/Decrease in Finished Goods	17,94,643.39	(9,31,584.00)

Note 22 Employee Benefit Expense	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
Salary (Directors)	22,50,000.00	6,60,000.00
Salary & Incentives (Staff)	43,31,110.00	31,44,324.00
Staff Welfare Expenses	1,23,488.95	1,77,890.00
Total	67,04,598.95	39,82,214.00

Note 23 Depreciation and amortization Expense	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
Depreciation during the year	2,93,939.00	2,99,218.00
Amortisation of Preliminary Expenses	4,44,000.00	4,44,000.00
Total	7,37,939.00	7,43,218.00

Note 24 Finance costs	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
Bank Charges	-	345.00
Interest on Vehical Loan	12,157.48	47,058.77
Total	12,157.48	47,403.77

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 25 Other expenses	For the year ended On 31.03.18 (₹)	For the year ended On 31.03.17 (₹)
<u>Administrative & General Expenses :</u>		
Audit Fees	29,500.00	28,750.00
Bad debts written off	-	50,466.00
BSE Lising & Custodial Fees	1,17,916.10	1,67,025.00
Computer Repairs & Maintenance	750.00	40,935.00
Rates, Fee & Taxes	5,900.00	13,279.46
Filing Fees	5,800.00	10,200.00
Insurance	29,176.00	33,457.00
Legal & Professional Charges	76,105.00	80,700.00
Market Making Fee	53,667.00	2,76,000.00
Misc. Expenses	16,203.48	23,746.16
Newspaper & Perodicals	47,840.00	49,420.00
Office Rent	1,80,000.00	1,55,725.00
Postage & Courier	2,890.00	550.00
Printing & Stationery	13,840.00	15,635.00
Security Transaction Tax	13,80,558.00	17,00,281.00
Telephone Expenses	53,425.00	64,779.06
Travel and Conveyance	33,420.00	1,12,130.00
Vehical Running & Maint.	1,48,363.82	1,55,358.00
Total	21,95,354.40	29,78,436.68

Note 26

Auditors Remuneration includes fees in respect of:

	As at 31.03.2018(₹)	As at 31.03.2017(₹)
Statutory Audit Fee	25,000.00	25,000.00
Goods and Service Tax	4,500.00	3,750.00
	29,500.00	28,750.00

Note 27

Related Party Disclosure

As per Accounting Standard-18 on "Related Party Disclosures", related parties of the Company are disclosed below:

A. List of Related Parties:

Directors & their Relatives

-Mr. Mahesh Kumar Dhanuka	:	Managing Director
-Mr. Gopal Krishan Bansal	:	Director
-Mr. Sanjeev Mittal	:	Director
-Mr. Mukesh Bansal	:	Director
-Ms. Rajni Garg	:	Director
-Sanjeev Mittal & Sons HUF	:	Related Concern
-Ms. Reena Bansal	:	Relative

Key Management Personnel (KMP) & Relatives

-Mr. Bharat Narula	:	Company Secretary
-Mr. Sanjeev Mittal	:	Chief Financial Officer

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

B. Transaction with Related Parties

	As at 31.03.2018(₹)	As at 31.03.2017(₹)
-Mr. Mahesh Kumar Dhanuka : Director Remuneration	3,00,000.00	2,10,000.00
-Mr. Sanjeev Mittal : Director Remuneration	19,50,000.00	4,50,000.00
-Gopal Bansal & Sons HUF : Rent of Office	-	1,21,370.00
-Ms. Reena Bansal : Rent of Office	1,80,000.00	34,355.00
-Ms. Reena Bansal : Salary	9,00,000.00	2,10,000.00
-Sanjeev Mittal & Sons HUF : Finance Given	-	95,00,000.00
: Finance Repaid	28,00,691.00	70,00,000.00
: Interest on Loan	2,00,000.00	1,00,691.00
-Mr. Bharat Narula : Salary	1,80,000.00	-

C. Balances Outstanding

-Sanjeev Mittal & Sons HUF : Finance Given	-	26,00,691.00
-Mr. Bharat Narula : Salary Payable	20,000.00	-

Note 28

AS-17: Segment Reporting

Based on the guiding principles given in AS - 17 'Segmental Reporting' notified under Companies (Accounting Standard) Rules, 2006, the Company is engaged in the business of Non-Banking Financial activities mainly Trading in securities and providing loans. As the main revenue comes only from NBFC activity so that the segment reporting is not required.

Note 29

AS-20 : Earning per Share

	As at 31.03.2018(₹)	As at 31.03.2017(₹)
In accordance with Accounting Standard-20, Earning per Share has been computed as under:		
Net Profit/(Loss) after tax as per Statement of Profit and Loss	(24,35,381.69)	(10,14,732.15)
Number of shares used in computing earnings per share		
-Basic	16743459	16743459
-Diluted [^]	16743459	16743459
Basic Earning per Share	(0.15)	(0.06)
Dilued Earning per Share	(0.15)	(0.06)

Nominal Value per equity Share is ₹ 10/-

[^]Basic earning per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding during the period. There are no potential equity shares outstanding and as such the Diluted earning per share is same as basic earning per share.

DHANUKA COMMERCIAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018

Note 30

AS-2: Valuation of Inventories

In accordance with Accounting Standard-2 on Valuation of Inventories, As Certified the management of the Company, the Company has the policy of valuing the stock on First-in-First out (FIFO) method and the same has been regularly employed by the Company in preparation & presentation of Financial statements.

Note 31

In the opinion of Directors:

- (i) The Current Assets and Loans and Advances are approx of the value stated, if realized in the ordinary course of business.
- (ii) The Provision for depreciateion and all known liabilities is adequate and is not excess of the amount reasonably necessary.
- (iii) No Personal expenses have been charged to revenue account other than expenses under Service Contract Obligation and/ or accepted business practice.

Note 32

The Previous year figure have been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosure for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Auditor's Report

As per our report of even date annexed herewith
For DSP & ASSOCIATES
Chartered Accountants
(FRN-006791N)

Sd/-
(SANJAY KUMAR)
Partner
M.No.- 093720

Place : Delhi
Date: 17/05/2018

FOR AND ON BEHALF OF THE BOARD
DHANUKA COMMERCIAL LIMITED

Sd/-
Mahesh Kumar Dhanuka
Managing Director
DIN:00069473

Sd/-
Sanjeev Mittal
Director & CFO
DIN:00073139

Sd/-
Bharat Narula
Company Secretary

DHANUKA COMMERCIAL LIMITED

ASSET PATTERN OF DHANUKA COMMERCIAL LTD. AS ON 31.03.2018

S.No.	Particulars	Amount in Lakhs (₹)	% to total assets as on 31.03.2018
1	Net Fixed Assets	12.89	0.68
2	Net Leased Assets	-	-
3	Net Stock on hire/hypothecation	-	-
4	Loans & Advances	1487.81	78.91
5	Investment in Govt. Securities	-	-
6	Interest on Govt. Sec., if any	-	-
7	Fixed Deposits	76.73	4.07
8	Interest on FDRs	-	-
9	Cash and Bank Balances	189.83	10.07
10	Investment in Group Companies	-	-
11	Other Investment	81.35	4.31
12	Sundry Debtors	-	-
13	Security Deposit (Telephone)	-	-
14	Advance Tax/Interest Tax	30.95	1.64
15	Other Assets	5.92	0.31
	TOTAL ASSETS	1885.49	100.00

INCOME PATTERN OF DHANUKA COMMERCIAL LTD. AS ON 31ST MARCH, 2018

S.No.	Particulars	Amount in Lakhs (₹) as on 31.03.2018	% to total assets as on 31.03.2018
1	Income from Hire Purchase/Hyp	-	-
2	Interest Earned on FDRs	4.66	6.46
3	Interest on Govt. Securities , if any	-	-
4	Investment Income	-79.89	-110.76
5	Investment Income on Loans and Advances	146.07	202.49
6	Interest Earned others (ICDs)/Int. on I.Tax Refund	0.45	0.62
7	Excess amount of provision written back	-	-
8	Bad Debts recovered or rent received	-	-
9	Others (Dividend)	0.85	1.18
	TOTAL INCOME	72.13	100.00

The Net Owned Fund (NOF) of the Company is ₹1879.50 Lakhs as on 31st March 2018.

For DSP & ASSOCIATES

Chartered Accountants
(FRN-006791N)

Sd/-

(SANJAY KUMAR)

Partner

M.No.- 093720

Place : Delhi

Date: 17/05/2018

DHANUKA COMMERCIAL LIMITED

-Annexure-

Schedule to the Balance Sheet of a Non-Banking Financial Company

(As required in terms of paragraph 18 of Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016)

Amount in Lakhs (₹)

	Particulars		
	Liabilities side:		
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid	Amount out-standing	Amount overdue
	(a) Debentures : Secured : Unsecured (Other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits*	Nil	Nil
	(g) Other Loans (Specify nature)	Nil	Nil
	* Please see Note 1 below		
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :		
	(a) In the Form of Unsecured Debentures		
	(b) In the form of Partly secured Debentures i.e., debentures where there is a shortfall in the value of security		
	(c) Other Public Deposits		
	* Please see Note 1 below		
	Assets Side :	Amount Outstanding	
(3)	Break-up of Loans and Advances including bills receivable [other than those included in (4) below]:		
	(a) Secured		Nil
	(b) Unsecured		1487.81
(4)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial Lease		Nil
	(b) Operating Lease		Nil
	(ii) Stock on hire including hire charge under sundry debtors:		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil

DHANUKA COMMERCIAL LIMITED

(5)	Break-up of Investments :			
	Current Investments:			
	1. <i>Quoted:</i>			
	(i) Shares :	(a) Equity	Nil	
		(b) Preference	Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of Mutual Funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (Please specify)		Nil	
	2. <i>Unquoted</i>			
	(i) Shares :	(a) Equity	Nil	
		(b) Preference	Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of Mutual Funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (Please specify)		Nil	
	Long-Term Investments			
	1. <i>Quoted:</i>			
	(i) Shares :	(a) Equity	81.35	
		(b) Preference	Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of Mutual Funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (Please specify)		Nil	
	2. <i>Unquoted</i>			
	(i) Shares :	(a) Equity	Nil	
		(b) Preference	Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of Mutual Funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (Preference Shares)		Nil	
(6)	Borrower group-wise classification of assets financed as in (3) and (4) above:			
	Please see Note 2 below			
	<i>Category</i>	<i>Amount net of provisions</i>		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	Nil	Nil
	2. Other than related parties	Nil	1487.81	1487.81
	Total	Nil	1487.81	1487.81

DHANUKA COMMERCIAL LIMITED

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below		
	Category	Market Value/Break up fair value or NAV	Book value (Net of Provisions)
	1. Related Parties **		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties	126.19	114.54
	Total	126.19	114.54
	8. Other Information		
	Particulars	Amount	
	(i) Gross Non-Performing Assets		
	(a) Related Parties	Nil	
	(b) Other than related parties	Nil	
	(ii) Net Non-Performing Assets		
	(a) Related Parties	Nil	
	(b) Other than related parties	Nil	
	(iii) Assets acquired in satisfaction of debt	Nil	
	Notes :		
1	As defined in point xix of paragraph 3 of chapter-2 of these directions.		
2	Provisioning Norms shall be applicable as prescribed in these directions.		
3	All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.		

Sd/-
(Mahesh Kumar Dhanuka)
Managing Director

Sd/-
(Sanjeev Mittal)
Director & CFO

Sd/-
(Bharat Narula)
Company Secretary

AUDITOR'S REPORT
As per our report of even date attached

For **DSP & ASSOCIATES**
Chartered Accountants
(FRN- 006791N)

Sd/-
(SANJAY KUMAR)
Partner
M.No.093720

Place: Delhi
Dated: 17/05/2018

**Form No- MGT-11
(PROXY FORM)**

{Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies
(Management and Administration) Rules, 2014}

DHANUKA COMMERCIAL LTD

**Regd. Office : 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Delhi-110085
CIN- L30007DL1994PLC260191**

Name of the member (s):

Registered Address:

E-mail Id: Folio No. /Client Id:DP ID:

I/We, being the member(s) holdingshares of the above named Company, hereby appoint

Mr./Ms..... Address:

E-mail ID: Signature: or failing him

Mr./Ms.....Address:.....

E-mail ID: Signature: or failing him

Mr./Ms..... 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 24th Annual General Meeting of the Company, to be held on the Tuesday, 26th June 2018 at 11.30 A. M. at the registered office of the Company situated at 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
S. No.	Particulars
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, the Statement of Profit & Loss Account and Cash Flows for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2.	To re-appoint Mr. Gopal Krishan Bansal (DIN-00073139), who retires from office by rotation but being eligible, offers himself for re-appointment.
3.	Reappointment of M/s DSP & Associates, as Statutory Auditors of the Company.
Special Business	
S. No.	Particulars
1.	To approve the appointment and remuneration of Mr. Sanjeev Mittal (Chairman & Executive director) for the position of Chief Financial Officer (CFO) of the Company.

Signed this.....day of2018

Affix
Revenue
Stamp
Re.1

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

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DHANUKA COMMERCIAL LTD

Regd. Office : 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Delhi-110085
CIN- L30007DL1994PLC260191

ATTENDANCE SLIP

Registered Folio No / DP ID - Client ID : _____

Name of First/Sole Shareholder : _____

Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 24th Annual General Meeting of the Company being held on **Tuesday, 26th June 2018 at 11.30 A. M.** at Registered office of the Company situated at 255, Aggarwal City Plaza, Manglam Place, Sector-3, Rohini, Delhi-110085.

Signature of Member/Proxy

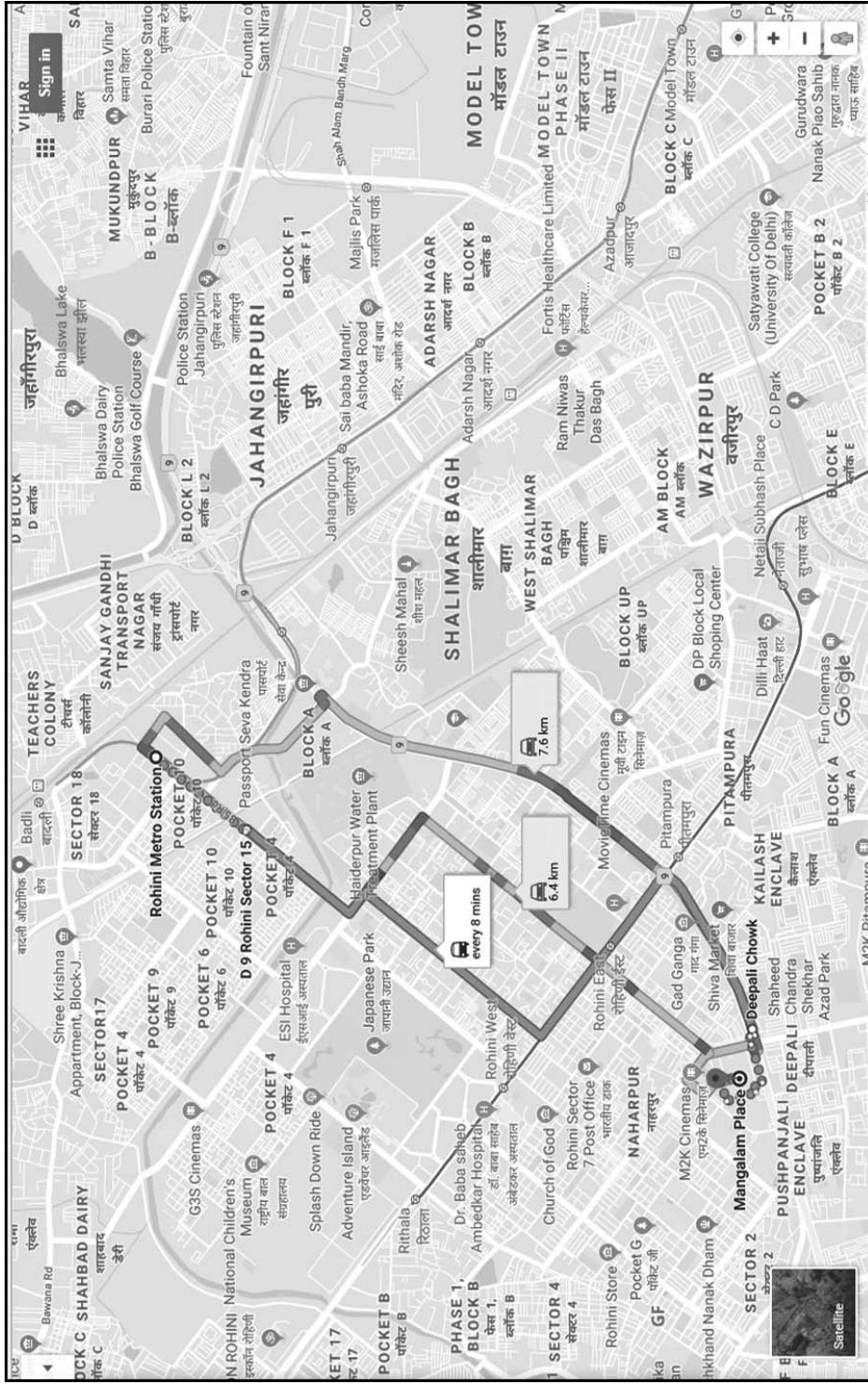
Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

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ROAD MAP- LOCATION OF ANNUAL GENERAL MEETING

DHANUKA COMMERCIAL LIMITED
 255, Aggarwal City Plaza, Manglam Place,
 Sector-3, Rohini, Delhi-110085
 Phone No. 011 4513 2171



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If undelivered please return to:

DHANUKA COMMERCIAL LIMITED

Registered Office: 255, Aggarwal City Plaza,
Manglam Place, Sector-3, Rohini,
New Delhi-110085, Ph.: +91-11-45132171

Website : www.dhanukacommercial.com

Email : dhanukacommercialltd@gmail.com,
info@dhanukacommercial.com

CIN : L30007DL1994PLC260191