

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of '**Dhanuka Commercial Limited**' will be held at the registered office of the company at 61, Vats Market, Near Shiva Market, Pitampura, Delhi-110034 on Friday the 7<sup>th</sup> Day of August, 2015 at 11.30 AM, to transact the following business:

### **ORDINARY BUSINESS**

- 1) To receive, consider and adopt the Audited Balance Sheet of the company as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2015 together with the Director's report & Auditor's Report thereon.
- 2) To appoint a director in place of Mr. Sanjeev Mittal (DIN-00078563), who retires from office by rotation, but being eligible, offers himself for re-appointment.
- 3) To ratify the appointment of M/s DSP & Associates, Chartered accountants (Firm registration no. - 006791N) as Statutory Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS**

#### **4) Appointment of Mr. Mukesh Bansal as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mukesh Bansal (holding DIN 06810137), pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of the AGM for the year ended on 31<sup>st</sup> March 2020 **not liable to retire by rotation.**

**RESOLVED FURTHER THAT** Mr. Sanjeev Mittal & Mr. Gopal Krishan Bansal directors and Mr. Sunil Jain, Company Secretary of the company be and is hereby jointly and/or severally authorized to do all such acts deeds and things as may be required in this regard and / or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution."

Regd. office:  
61, Vats Market, Near Shiva  
Market, Pitampura, Delhi - 110 034

Date: 03-07-2015  
Place: Delhi

By order of the Board of  
**Dhanuka Commercial Limited'**

-Sd-  
Company Secretary  
**(SUNIL JAIN)**

## 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, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **01<sup>st</sup> August, 2015 to 07<sup>th</sup> August, 2015** (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 Annual General Meeting.
6. 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.
7. The relevant information as required under Clause 52 of the Listing Agreement in respect of the Directors seeking appointment/re-appointment is annexed to this notice. The Directors have furnished the requisite consents/declarations for their appointment/reappointment.
8. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
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. Copies of Notice of 21<sup>st</sup> AGM along with attendance slip & proxy form and Annual Report 2015 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.
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. ***Payment of dividend through ECS/NECS:*** Not Applicable as no dividend is declared.

13. Under Section 205A of the Companies Act, 1956, 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 not any dividend amount being the unpaid and unclaimed dividend.

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 not any amount of dividend being unpaid and unclaimed, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

14. 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.
15. Members may also note that the Notice of the 21<sup>st</sup> Annual General Meeting and the Annual Report for the financial year ended on 31.03.2015 will also be available on the Company's website [www.dhanukacommercial.com](http://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](mailto:info@dhanukacommercial.com); and [dhanukacommercialtd@gmail.com](mailto:dhanukacommercialtd@gmail.com).
16. 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 Saturdays, up to and including the date of the Annual General Meeting of the Company.
17. As per the provision of clause 52 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 21<sup>st</sup> Annual General Meeting are given in the Explanatory Statement to the Notice and Report on Corporate Governance.
18. 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 **03<sup>rd</sup> July, 2015**.
19. 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](mailto:dhanukacommercialtd@gmail.com) and [info@dhanukacommercial.com](mailto:info@dhanukacommercial.com)

Regd. office:  
61, Vats Market, Near Shiva Market,  
Pitampura, Delhi - 110 034

Date: 03-07-2015  
Place: Delhi

By order of the Board of  
***Dhanuka Commercial Limited'***

-Sd-  
Company Secretary  
**(SUNIL JAIN)**

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

**ITEM NO. - 4**

Mr. Mukesh Bansal (DIN 06810137) is an Independent Directors of the Company. He joined the Board of Directors of the company w. e. f. 17<sup>th</sup> February, 2014. His office is no longer liable to retire by rotation due to the provisions of companies Act 2013 and he is required to be appointed as independent director under the provisions of the said act therefore it is proposed to re-appoint Mr. Mukesh Bansal as Independent Director under Section 149 of the Companies Act 2013 and Clause 52 of the SME Listing Agreement to hold office for 5 (five) consecutive years till the conclusion of the AGM for the year ended on 31<sup>st</sup> March 2020. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Mr. Mukesh Bansal for the office of Directorship.

Mr. Mukesh Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from Mr. Mukesh Bansal that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 52 of the Listing Agreement.

In the opinion of the Board, Mr. Mukesh Bansal fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Mukesh Bansal is independent of the management. Copy of the draft letter for the appointment of Mr. Mukesh Bansal as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 52 of the SME Listing Agreement with the Stock Exchanges.

Mr. Mukesh Bansal is interested in the resolutions set out respectively at Item Nos. 4 of the Notice with regard to his respective appointment. The relatives of Mr. Mukesh Bansal may be deemed to be interested in the resolutions set out at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in anyway, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

Regd. office:  
61, Vats Market, Near Shiva Market,  
Pitampura, Delhi - 110 034

Date: 03-07-2015  
Place: Delhi

By order of the Board of  
***Dhanuka Commercial Limited'***

-Sd-  
Company Secretary  
**(SUNIL JAIN)**

**DETAILS AS REQUIRED UNDER CLAUSE 52 OF THE SME LISTING AGREEMENT IN RESPECT OF MR. SANJEEV MITTAL RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AS PER ITEM-2 IN THE NOTICE.**

Mr. Sanjeev Mittal (DIN 00078563) is a promoter and non-executive chairman of the company, he was appointed 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. Sanjeev Mittal aged 49 years (DOB-19/06/1966), R/o A-2/204, Paschim Vihar, New Delhi-110063 having DIN-00078563. He did his B. Sc from Kurukshetra University Haryana and is member of the Institute of Chartered Accountants of India (ICAI) since 1990.

He has an overall experience of 24 years in field of Accounts, Auditing, Taxation and statutory compliances. He has also vast experience in the field of Finance, Project Financing, Share Market Research, Bonds Market and RBI/Banking matters. 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. Sanjeev Mittal as a Non-Executive Director and chairman 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. Sanjeev Mittal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except to the extent he holds shares through his company CMA Infin Consultants Pvt. Ltd. in our company.

Other companies' director ships and memberships:-

<b>Name of the Company</b>	<b>Directorship</b>	<b>Committee Membership</b>
CMA Infin Consultants Pvt. Ltd.	yes	No committees formed by the company
SSM Commodities Pvt. Ltd.	Yes	No committees formed by the company

Regd. office:  
61, Vats Market, Near Shiva Market,  
Pitampura, Delhi - 110 034

Date: 03-07-2015  
Place: Delhi

By order of the Board of  
***Dhanuka Commercial Limited'***

-Sd-  
Company Secretary  
**(SUNIL JAIN)**