

DHANLEELA INVESTMENTS & TRADING CO LTD.



37th ANNUAL REPORT

FOR THE YEAR ENDED

31ST MARCH, 2017

DHANLEELA INVESTMENTS & TRADING CO LTD.

DIRECTORS:

Mr. Vipul Dangi

Mrs. Varsha Dangi

Mr. Manoj Dave

Mr. Maheshkumar Sharma

BANKERS:

KOTAK MAHINDRA BANK LTD

AUDITORS:

SHRIMANKER CHANDRAKANT
Chartered Accountants

REGISTERED OFFICE:

**Office no.13, Ground floor, Building no.02, B-wing, Shivlabh Road,
N G Park, Dahisar-(E), Mumbai- 400068.**

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.

**1st Floor, Bharat tin works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai-400059.**

Phone: 022 - 62638200 Fax: 022 - 62638299.

Email: info@bigshareonline.com

Website: www.bigshareonline.com

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the shareholders of the Company will be held on 28th September, 2017 at 11.30 A.M at 13, N G Park, Building No. 02, Rawalpada, Dahisar (East), Mumbai -400068.to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2017 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vipul Dangi (DIN: 01191514), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company."

- 3 To ratify the appointment of M/s K C Shrimanker and Associates, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution::

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s K C Shrimanker And Associates, Chartered Accountants, (Firm Reg 139616W), who were appointed as the Statutory Auditors of the Company, to hold office form the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting, be and is hereby ratified for the financial year 2017-18"

SPECIAL BUSINESS:

- 4 To consider and if thought fit , to pass following resolution , with or without modification as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Manoj Dave (DIN: 07376154), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

RESOLVED FURTHER THAT pursuant to Sections 149, 152,164,165, 179 (3) & 184 of the Companies Act,2013 read with Rules 8 & 14 of the Companies(Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that he is not disqualified from being appointed as Director in DIR-8meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post- appointment, his number of directorships shall be within the limits prescribed under the Act and disclosure of

interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as maybe deemed necessary to give effect to this resolution.”

- 5 To consider and if thought fit , to pass following resolution , with or without modification as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

RESOLVED FURTHER THAT pursuant to Sections 149, 152,164,165, 179 (3) & 184 of the Companies Act,2013 read with Rules 8 & 14of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that he is not disqualified from being appointed as Director in DIR-8 meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post- appointment, his number of directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.”

By Order of the Board of Directors

For Dhanleela Investments And Trading Co Ltd.

Sd/-

Vipul Dangi

(Din:-01191514)

(Managing Director)

Place: Mumbai

Date: 04th Sept 2017.

NOTES:

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 22nd September 2017 to 28th September 2017 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Bigshare Services Pvt Ltd** 1St Floor, Bharat Tin, works building ,Opp.vasant oasis,makwana Road,marol,Andheri-East,Mumbai-400059. and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at www.dhanleelainvestments.com

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.

9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

Members holding shares in physical form are requested to consider converting their shareholdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard

Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. www.dhanleelainvestments.com

To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.

11. The details of Directors who are seeking appointment/reappointment are given below::

Name	Vipul Dangi	Manoj Dave	Maheshkumar Sharma
Age	43 Years	53 Years	57 Years
Qualification	B.Com	B.Com	B.Com
Nature of Expertise	Marketing, Export Marketing, Finance Strategic Planning.	Account & Finance	Legal Compliance
No of years of Experience in the industry	19 Years	31 Year	36 Year
Name of the Companies in which also holds Directorship	Gurukirpa Finvest Limited	Nil	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil

E voting:

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 25th September 2017, 09.00A.M till 27th September 2017, and 05.00P.M.
6. *E-Voting shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 28th September, 2017.
7. The Board of Directors at their meeting have appointed Mr.HarshGor, Partner of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

Process of E voting:

1. The voting period begins on 25th September 2017,9A.M and ends on 27th September 2017. 5.00P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details# OR Date of Birth DOB#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant Dhanleela Investments & Trading Company Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Note for non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:

Office no.13, Gr floor, Building no.02
B-wing, ShivllabhRoad, N G Park,
Dahisar-(E), Mumbai- 400068.

By The order of the Board of Directors

For Dhanleela Investments & Trading Co.Ltd

Sd/-

VipulDangi

(Din:-01191514)

(Managing Director)

STATEMENT ANNEXED TO THE NOTICE

(Pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act, 2013 dated 12th September, 2013)

Item No. 4

Mr. Manoj Dave(DIN: 07376154) was appointed as Additional Director in the Board Meeting, pursuant to second proviso to Section 149 read with Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the aforementioned director holds office till the ensuing Annual General Meeting. In this regard, the Company has received the request in writing from a member of the Company proposing his candidature for appointment as Director of the Company. The Board feels that presence of Mr. Manoj Dave (DIN: 07376154) on the Board is desirable and would be beneficial to the Company and hence recommend resolution no. 4 for adoption. The Board recommends resolution no. 4 to be passed as Ordinary Resolution.

Mr. Manoj Dave (DIN: 07376154) will be appointed as Independent Director in the ensuing Annual General Meeting for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Manoj Dave (DIN: 07376154) as the qualified candidate for the designation of Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends the appointment of Mr. Manoj Dave (DIN: 07376154) as an Independent Director. Further, Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution no. 4 for your approval as an Ordinary Resolution. Except Mr. Manoj Dave (DIN: 07376154), no other director is interested in the resolution except as a member of the Company

Item No. 5:

Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899) was appointed as Additional Director in the Board Meeting pursuant to second proviso to Section 149 read with Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the aforementioned director holds office till the ensuing Annual General Meeting. In this regard, the Company has received the request in writing from a member of the Company proposing his candidature for appointment as Director of the Company. The Board feels that presence of Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899) on the Board is desirable and would be beneficial to the Company and hence recommend resolution no. 5 for adoption. The Board recommends resolution no. 5 to be passed as Ordinary Resolution.

Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899) will be appointed as Independent Director in the ensuing Annual General Meeting for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899) as the qualified candidate for the designation of Independent Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends the appointment of Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899) as an Independent Director. Further, Independent Director shall not be liable to retire by rotation. The Board recommends the proposed resolution no. 5 for your approval as an Ordinary Resolution. Except Mr. Mahesh Kumar Mannalal Sharma (DIN: 07451899), no other director is interested in the resolution except as a member of the Company.

Registered Office:

Office no.13, Gr floor, Building no.02
B-wing, Shivlabh Road, N G Park,
Dahisar-(E), Mumbai- 400068
Place: Mumbai
Date: 04th Sept, 2017

By The order of the Board of Directors

For Dhanleela Investments & Trading Co.Ltd
Sd/-
Vipul Dangi
(Din:- 01191514)
(Managing Director)