

DHANUKA COMMERCIAL PRIVATE LIMITED
67/50, STRAND ROAD, 2ND FLOOR, KOLKATA – 700 007

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of the Company will be held at 67/50, Strand Road, 2nd Floor, Kolkata - 700007 on Friday, the 30th day of September, 2011 at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 2011 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration.

Registered Office :
67/50, Strand Road
Kolkata –700 007

By Order of the Board
For DHANUKA COMMERCIAL PVT. LTD.

Date: 30th August, 2011

Sd/-
Director

NOTES :

A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

DHANUKA COMMERCIAL PRIVATE LIMITED
67/50, STRAND ROAD, 2ND FLOOR, KOLKATA – 700 007

DIRECTORS REPORT TO THE MEMBERS:

Your directors have pleasure in presenting their annual report & audited accounts of your company for the year ended 31st March, 2011.

FINANCIAL RESULTS:

	<u>Current Year</u> <u>Amount (In Rs.)</u>	<u>Previous year</u> <u>Amount (In Rs.)</u>
Gross Turnover	95,92,633.97	13,21,06,883.00
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Profit (subject to tax)	(23,74,004.04)	5,13,488.81
Less: Provision for Taxation	0.00	1,48,280.00
Less: Provision for Deferred Tax	6,81,649.00	0.00
Less: Special Reserve as per RBI	0.00	1,03,000.00
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	(16,92,355.04)	2,62,208.81
Add: Balance brought from previous year	1,18,808.91	(1,43,399.90)
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Balance Carried to Balance Sheet	(15,73,546.13)	1,18,808.91
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DIVIDEND

Their being no profits in the Company, the Directors could not recommend any dividend for the year 2010-11

FIXED DEPOSIT:

The company has not accepted any fixed deposit during the year.

DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 217(2AA) of the companies Act, 1956, the directors would like to state and confirm that:-

1. In the preparation of the annual accounts, the applicable accounting standards have been followed.
2. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the **Loss** of the company for the year under review;
3. 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 and other irregularities;
4. The Directors have prepared annual accounts on a going concern basis.

AUDITORS REPORT:

The Auditors Report and the notes thereon are self-explanatory and need no future explanation.

AUDITORS:

M/S. Dutta Sarkar & Co., Chartered Accountants, the auditor of the company retiring in the forthcoming Annual General meeting and are being eligible for re-appointment.

COMPLIANCE CERTIFICATE:

The Compliance Certificate as required under section 383A(1) of the Companies Act, 1956 issued by Mr. S. C. Bose, Practicing Company Secretary is attached herewith which forms part of this report.

PARTICULARS OF EMPLOYEES:

None of the employees of the Company was in receipt of remuneration exceeding the limits prescribed under Section 217(2A) of The Companies Act, 1956, read with the Companies (Particulars of employees) Amended Rules, 1988.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS OUTGO:

In compliance with the provisions of section 217(1)(c) of the companies Act, 1956, read with companies (Disclosure of Particulars in the report of Directors), Rules, 1988, the company has to report that:-

- (a) The part :a: of rule-2 of the said rules is not applicable to the company
- (b) The company has neither carried out any Research and Development work nor spent amount on it as there is no scope of doing so because of its nature of business, and
- (c) There was no foreign exchange earnings and outgo during the year under report.

ACKNOWLEDGEMENT:

The directors wish to place on record their appreciation to the contribution made by the employees at all levels of the operations of the company.

**On Behalf of the Board of Directors,
For Dhanuka Commercial Pvt. Ltd.**

PLACE: KOLKATA.

DATE: 30TH AUGUST, 2011

**Sd/-
DIRECTOR**

**Sd/-
DIRECTOR**

SUBHAS CHANDRA BOSE

M.Com.,LL.B,A.C.I.S.(London), A.C.S., F.I.C.W.A.

Company Secretary

BH – 146, SECTOR –II,

SALT LAKE, KOLKATA – 700 091

Phone No. : 2334-9487

COMPLIANCE CERTIFICATE

CIN No. of the Company : U30007WB1994PTC065886

Nominal Capital : Rs. 180.00 lacs

To

The Members,

M/S. Dhanuka Commercial Pvt. Limited,

67/50, Strand Road,

Kolkata – 700 007.

I have examined the register, records, books and papers of **Messrs Dhanuka Commercial Private Limited** (“the Company”) as required to be maintained under the Companies Act, 1956 (“the Act”) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011 (“financial year”). In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure ‘A’ to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the Forms and Returns as stated in Annexure ‘B’ to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed and in case of delay with additional fees under the Act and the rules made thereunder.
3. The Company being a private limited company has the Paid-up capital of Rs. 1,78,31,100/- and its maximum number of members during the said financial year was 9 excluding its present and past employees and the Company during the year under Scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Board of Directors duly met 4 times respectively on 18.05.2010, 27.08.2010, 06.12.2010 and 28.03.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company was not required to close its Register of Members during the financial year.
6. The Annual General Meeting for the financial year ended on 31.3.2010 was held on 30.9.2010 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for this purpose.
7. No Extra-Ordinary general meeting was held during the financial year.

8. The company being a private company, section 295 of the Act is not applicable.
9. The company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The company has made required entries under the provisions of section 297/299 in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The company has :
 - (i) not made any allotment/transfer/transmission of securities during the financial year.
 - (ii) not deposited any amount in a separate Bank Account as no Dividend was declared during the financial year.
 - (iii) not posted warrants to any member of the Company as no Dividend was declared during the financial year.
 - (iv) no amounts in un-paid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or un-paid for a period of seven years.
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
15. The company has not appointed any Managing Director/Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities as prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. The company has not invited / accepted any deposit including any unsecured loans falling within the purview of section 58A during the financial year.
24. The company has not made any borrowings during the financial year ended on 31.3.2011.
25. The company has made loans to other bodies corporate in compliance with the provisions of the Act.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered Articles of Association during the financial year.
31. I am informed that there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company, during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards Provident Fund during the financial year.

Place : Kolkata

Signature

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Sd/-

Date : 30.08.2011.

**Name of the Company Secretary : SUBHAS CHANDRA
BOSE**

C.P. No.

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