

Dhanuka Commercial Private Limited

Regd.Off.: -67/50, Strand Road, 2nd Floor, Kolkata, West Bengal-700 007
22592386 ,9953903137

NOTICE

NOTICE is hereby given that the **ANNUAL GENERAL MEETING** of the Members of **DHANUKA COMMERCIAL PVT. LTD.** will be held at the Registered office of the company situated at **67/50, Strand Road, 2nd Floor, Kolkata-700 007** on Monday, the **30th day of September, 2013 at 11.30 A.M.** to transact the following business :-

ORDINARY BUSINESS

1. To receive consider and adopt the Balance Sheet as at 31st March, 2013 and Profit & Loss account for the period ended on that date, along with the report of Directors and Auditors thereon.
2. To appoint auditors of company and to fix their remuneration.

On behalf of the Board
For DHANUKA COMMERCIAL PVT. LTD.

sd/-

M. K. Dhanuka
Director

Place : Kolkata
Date : 12.08.2013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF.**
2. **THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

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DIRECTOR'S REPORT

Dear Shareholders,

Yours Directors have pleasure in presenting the **ANNUAL REPORT** of the company together with the Audited Accounts of the Company for the financial year ended on 31st March, 2013.

FINANCIAL RESULTS

During the year under review the financial results of the Company show a net profit of Rs. 8,56,605.18 compared to profit of Rs. 2,33,353.74. Your Board hope for further improved results during the current year.

DIVIDENDS

No dividend is being recommended for the year under review.

DIRECTORS

Mr. Anit Garg, Director of the Company had resigned from the office of Directors of the Company w.e.f. 25th July, 2013. The Board place on record for the valuable services rendered by him during his tenure as a Director of the Company.

AUDITORS

The Auditors M/S Dutta Sarkar & Co., Chartered Accountants had resigned from the office of the Auditors of the Company w.e.f. 10th July, 2013. To fill up the casual vacancy caused by their resignation your Board has appointed Mr. Khetta Mohan Roy, Chartered Accountant as Auditors of the Company w.e.f. 10th July, 2013 for the financial year 2012-13. Mr. Roy would retire from the conclusion of forthcoming Annual General Meeting and being eligible for re-appointment offered himself for re-appointment for the financial year 2013-14. Your Directors recommend their appointment.

PARTICULARS OF EMPLOYEES

The Company has no employee in the category specified under Section 217 (2A) of the Companies Act, 1956.

ADDITIONAL INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

The company is not engaged in any manufacturing activity and as such there are no particulars to disclose under the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 with regard to the conservation of energy or technology absorption etc.

ADDITIONAL INFORMATION REQUIRED UNDER THE NON-BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIVES, 1998

The relevant provisions , for disclosure in the Director's report , of the Non-Banking Financial Companies (Reserve Bank) Directions, 1998 issued by the Reserve bank of India are not applicable as the company is not holding any public deposits.

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DIRECTORS' RESPONSIBILITY STATEMENT

Director's confirm :

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures ;
- (ii) that the Directors have selected prudent accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period :
- (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 and other irregularities :
- (iv) that the Directors have prepared the annual accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

The Compliance Certificate pursuant to Section 383A of the Companies Act, 1956 is attached which forms part this Directors Report.

ACKNOWLEDGEMENT

Your Directors expresses its appreciation for the co-operation and assistance extended by the bankers and staff of the company.

On behalf of the Board,
For DHANUKA COMMERCIAL PVT. LTD.

Place: Kolkata

sd/-
Director

sd/-
Director

Date: 12.08.2013

COMPLIANCE CERTIFICATE

CIN No. of the Company : U30007WB1994PTC065886

Nominal Capital : Rs. 180.00 lac

To
The Members,
M/S. Dhanuka Commercial Pvt. Ltd.,
67/50, Strand Road, 2nd Floor,
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, 2013 (“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 5 times respectively on 25.04.2012, 11.07.2012, 04.08.2012, 20.11.2012 and 21.03.2013 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 31.03.2012 was held on 29.09.2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for this purpose.
7. One Extra-Ordinary general meeting was held during the financial year after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.

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. There was no appointment of additional director, alternate directors and directors to fill casual vacancy during the financial year.
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 31.03.2013.
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 : 12.08.2013.

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

C.P. No.

:

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ANNEXURE – A

Registers as maintained by the Company :

Statutory Registers :

1. Register of Members under section 150 ;
2. Minutes Book of Board Meeting under section 193(1) ;
3. Minute Book of Share-holders meeting under section 193(1) and 196(1) ;
4. Books of Accounts under section 209 ;
5. Register of particulars of contracts in which directors are interested under section 301 ;
6. Register of Directors, Mg. Directors, Managers, Secretary under section 303 ;
7. Register of Directors' Shareholdings under section 307.

Other Registers :

1. Register of Transfers.

ANNEXURE – B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2013 :

Sl. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional Fee paid Yes/No
1.	Compliance Certificate (Form 66)	383A	31.03.2012	20.10.2012	Yes	N.A.
2.	Annual Report (Form 23AC/ACA)	220	31.03.2012	02.11.2012	Yes	N.A.
3.	Annual Return (Form 20B)	159	29.09.2012	03.11.2012	Yes	N.A.