

23RD ANNUAL REPORT

OF

DHANUKA

COMMERCIAL LTD

F.Y. 2016-17

A

NON-BANKING FINANCE COMPANY

CONTENTS

PARTICULARS	Page No.
CHAIRMAN'S MESSAGE	1
CORPORATE INFORMATION	2
NOTICE OF ANNUAL GENERAL MEETING	3
DIRECTORS' REPORT	7
MANAGEMENT DISCUSSION AND ANALYSIS	30
REPORT ON CORPORATE GOVERNANCE	33
INDEPENDENT AUDITORS' REPORT	44
BALANCE SHEET	51
STATEMENT OF PROFIT AND LOSS ACCOUNT	52
CASH FLOW STATEMENT	53
NOTES TO FINANCIAL STATEMENTS	54
RBI INCOME & ASSET PATTERN	63
SCHEDULE TO THE BALANCE SHEET OF A NON DEPOSIT TAKING NBFC	64
PROXY FORM	67
ATTENDANCE SLIP	68

23RD ANNUAL GENERAL MEETING	
DAY:-	TUESDAY
DATE:-	04TH JULY, 2017
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.

CHAIRMAN'S MESSAGE



We take pleasure in reaching and sharing thoughts on performance and prospects of the company with you through this annual report for the financial year 2016-17.

The Financial Year 2016-17 was a year of Global events like Brexit & US Elections coupled with domestic event like GST and demonetisation which obviously, more or less impacted our economy, still the economy grows at the rate of around 7.00% which shows the potential of the Indian Economy. The present government has taken a lot of measures towards improving the business sentiments and removing the hurdles in the economic growth likes Startup India, Standup India and Digital India in addition to its focus on Make in India and Ease of Doing Business. The Reserve Bank of India (RBI) has cut the benchmark repo rate by 25 bps in April 2016 coupled with other measures to improve the liquidity in the economy. The banking system will benefit from a higher level of deposits due to demonetisation. Thus, market interest rates—deposits, lending, and yields on g-secs—should be lower in 2017-18 than 2016-17. These initiatives are expected to provide impetus to the Indian economy and improvement in the economy will also provide support to the Non-Banking & Financial Services industry especially to the NBFC's. I believe there are several reasons to be optimistic. The economy today is much better than what it was few years ago. The F.Y. 2017-18 is going to be a year of contrasting performance with the first half being more challenging, driven by domestic and global events and the second half seeing a sharp recovery. The GDP growth is expected to further accelerate to 7.5% in FY2017-18 and 7.8% in FY2018-19 which is the positive sign for rising Economy.

The Economic Survey describes the GST as "a bold new experiment in the governance of India's cooperative federalism" that could push India's GDP growth to between 8% and 10%. The GST will "create a common Indian market, improve tax compliance and governance, and boost investment and growth."

The turnover of the company shows a negative growth of 13.65% as compared to last year's 50.25% and the company has incurred net loss of Rs. 1014732/- as compared to last year's profit after tax of Rs. 20,61,134/-. I would request you to please go through the Management Discussion and Analysis Report for better understanding of the company's operations.

I extend my sincere appreciation to my colleagues on the Board for their wise and matured counsel for the smooth functioning of the Company. I would like to express my profound gratitude to all our stakeholders, our customers, business associates, employees, bankers, vendors and shareholders who have reposed their trust in us and given us constant support.

With Best Wishes

-Sd-

Sanjeev Mittal

Chairman

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. Sunil Jain

CHIEF FINANCIAL OFFICER

Mr. Ravi Garg

AUDITORS OF THE COMPANY

STATUTORY AUDITORS

M/s DSP & Associates

201, 2nd Floor, Himland House, Karampura
Commercial Complex, Delhi-110015

INTERNAL AUDITORS

M/S Naresh K. Sharma & Associates

208, Vats Market (Shiva Market) Pitampura,
Delhi-110034; Ph. 01147597304

SECRETARIAL AUDITORS

M/s Kumar Arun & Associates

G-71, Gulshan Park, (Near Sonia Hospital)
Nangloi, Delhi-110041; TEL: 011-64658696,
Mail ID:- csarunsharma@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 - 110 020; Ph:- 011-26387281/82/83

REGISTERED OFFICE OF THE COMPANY

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

CIN: L30007DL1994PLC260191;

Website of the co.:- www.dhanukacommercial.com

Email of the co.:- dhanukacommercialltd@gmail.com;

Email of the co.:- 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 |

NOTICE OF THE 23RD ANNUAL GENERAL MEETING (23RD AGM)

Notice is hereby given that the 23rd Annual General Meeting of the Members of '**Dhanuka Commercial Limited**' will be held on **TUESDAY 04TH DAY OF JULY, 2017 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 BUSINESSSES

- 1) To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2017 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on 31st March, 2017 together with notes to accounts, Director's Report and Auditor's Report thereon.
- 2) To re-appoint Mr. Sanjeev Mittal (DIN-**00078563**), who retires from office by rotation, but being eligible, offers himself for re-appointment.
- 3) **Ratification of the appointment 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, the appointment of M/s. DSP & Associates, Chartered Accountants (FRN-006791N) be and is hereby ratified as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 24th 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. Sunil Jain, 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."

Regd. office:

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

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

Date: 29-05-2017
Place: Delhi

-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, 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 **01st July, 2017** to **04th July, 2017** (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 23rd 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 **02nd June, 2017**.
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 not unpaid and unclaimed dividend amount.

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.

14. Copies of Notice of 23rd AGM along with attendance slip & proxy form and Annual Report 2016-17 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 Saturdays, 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 23rd 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 23rd Annual General Meeting and the Annual Report for the financial year ended on 31.03.2017 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

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

Date: 29-05-2017
Place: Delhi

-Sd-
Company Secretary
(SUNIL JAIN)

DETAILS 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 Executive Director & Chairperson of the company; he was appointed as Non-Executive Director & Chairperson in the Extra-ordinary General Meeting of the company held on 17th day of February, 2014, liable to retire by rotation. He is re-designated as Executive Director & Chairperson of the company, liable to retire by rotation with effect from 01-01-2017 by the shareholders of the company in their Extra-ordinary General Meeting held on 21-01-2017 on the recommendations of Nomination & Remuneration Committee and Board of Directors of the company. He being the longest in tenure is retiring in this Annual General Meeting and being eligible, offers himself for re-appointment. 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 50 years (DOB-19/06/1966), R/o A-2/204, Paschim Vihar, New Delhi-110063 having DIN-00078563. He did 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 25 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, general management and operational aspects of the company. 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 an Executive Director & Chairperson and also in the opinion of the Board of Directors 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 and to the extent he holds shares through his company CMA INFIN Consultants Pvt. Ltd. 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 companies' directorships and memberships:-

NAME OF THE COMPANY	DIRECTORSHIP	COMMITTEE MEMBERSHIP
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:

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

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

Date: 29-05-2017
Place: Delhi

-Sd-
Company Secretary
(SUNIL JAIN)

DIRECTOR'S REPORT

To,
The Members of
Dhanuka Commercial Limited,

Your Directors have pleasure in presenting their 23rd Annual Report and Audited Accounts of the Company for the year ended March 31, 2017.

1. FINANCIAL RESULTS:

Your Company's performance during the financial year 2016-17 is summarized below:

(Amount in Rupees)

	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Total Revenue from Operations	94,90,451	10,990,129
Total Expenditure	10,467,661	8,050,914
Profit/(loss) from Ordinary activities before tax	(977,210)	2,939,215
Less: Tax Expenses	37,522	878,081
Net Profit/(loss) from Ordinary activities after tax	(1,014,732)	2,061,134
Add: balance brought forward	1,042,360	(600,121)
Less: Provision for Standard Assets	(18333)	6,426
Less: Statutory Reserves Fund (u/s 45-IC of RBI Act, 1934)	-	412,227
Less: Transfer from Fixed Asset	-	-
Less: Provision for Proposed dividend	-	-
Less: Dividend Tax	-	-
Balance carried forward to Balance Sheet	45,961	1,042,360

2. BUSINESS PERFORMANCE

The Company has not divisions therefore division wise working details are not applicable. The company has mainly engaged in the business of providing unsecured loans and dealing in securities market. The company has incurred a net loss of Rs 1014732/- as compared to last year's profit of Rs. 2,061,134/-.

3. SHARE CAPITAL

The paid up equity capital as on March 31, 2017 was Rs. 16,74,34,590. During the year under review, the Company has not issued bonus shares nor issued shares with differential voting rights nor granted stock options nor sweat equity and nor buy back its own securities.

4. RBI GUIDELINES

Your Company has complied with all the applicable rules, regulations & guidelines as prescribed by the Reserve Bank of India from time to time and as are applicable to Non-deposit accepting, Non-Systematically Important NBFC's .

5. NON ACCEPTANCE OF PUBLIC DEPOSITS

Your Company has not accepted public deposits during the year under review in terms of chapter-V of the Companies Act, 2013 and hence there are no defaults in repayments of amount of principle or interest as on date of Balance Sheet.

6. DIVIDEND

Due to the Loss in this financial year, your Board of Director's have not recommended any dividend for the financial year 2016-17.

7. RESERVES AND PROVISIONS

The amounts, which the Board carries to any reserves/provisions, are given below:-

As Per RBI Guidelines

Statutory Reserve Fund (SRF) @ 20% of Net Profit under Section 45-IC of the RBI Act 1934:-	Rs. 0/- created towards SRF Net amount in SRF=Rs. 1077706/-	As there was loss during the year.
--	---	------------------------------------

Provision for Standard Assets (PSA) @ 0.25% on Standard Assets: -	Created Rs. (18333.00/-) towards PSA. Net amount in PSA=Rs. 404140/-	As Decline in Standard Assets
---	--	-------------------------------

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Since, the company's main business activities are providing of loans and trading of securities of other companies and the company is registered with RBI as a Non-Banking Finance company hence the provisions of section 186 except sub section 1 of section 186 of the companies Act, 2013 read with Rule 11 & 13 of the Companies (Meetings of Board and its power) Rules, 2014 are not applicable to the company.

9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The company has not any subsidiary companies or joint venture companies or associate companies during the year under review. Also, there was no company which have become or ceased to become the subsidiaries/joint ventures/associate company (ies) during the year.

10. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board has met 9 times during the year on 14-04-2016, 30-05-2016, 13-07-2016, 29-08-2016, 12-11-2016, 26-12-2016, 13-01-2017, 21-01-2017 and 10-02-2017 of which meetings proper notices has been given.

11. AUDITORS AND AUDITORS'REPORT

The appointment of Statutory Auditors of the Company, M/s DSP & Associates, Chartered Accountants, (Firm Registration No. **006791N**), who were initially appointed as Statutory Auditors by the members for four years in the 20th AGM, would be ratified in the this Annual General Meeting.

The observations of the Auditors if any, and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR provisions were not applicable on the company during the year under review.

13. LISTING WITH STOCK EXCHANGES:

The Company is listed on SME Platform of BSE Ltd. and confirms that it has paid the Annual Listing Fees for the financial year 2017-2018 to BSE Ltd. where the Company's Shares are listed.