

# DHUNSERI INVESTMENTS LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE, 4A, WOODBURN PARK, KOLKATA - 700 020

Ref.No.DIL/108/2017/

17.08.2017

BSE Ltd.,  
Phiroze-Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001

Fax No. : 022-22722037/39/41/61  
022-22723121/3719

Scrip Code: 533336

National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G, 5<sup>th</sup> Floor  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai-400051

Fax No. : 022-26598237/38  
022-26598347/48

Symbol : DHUNINV


Dear Sirs,

Sub: Annual Reports & Accounts for the year 2016-17.

With reference to above subject and in terms of Regulation 34(1) of the SEBI (LODR), Regulations, 2015 we hereby forwarding a copy of Annual Report for the financial year 2016-17 duly approved and adopted by the Members in the 20<sup>th</sup> Annual General Meeting of the Company which was held on 08.08.2017.

Thanking you,

Yours faithfully  
For **DHUNSERI INVESTMENTS LIMITED**

  
(ADITI DHANUKA)  
Secretary & Compliance Officer

Encl: as above.

**Annual**  
**Report**  
**&**  
**Accounts**  
**2016 - 2017**

**Dhunseri Investments Limited**

# DHUNSERI INVESTMENTS LIMITED

CIN : L15491WB1997PLC082808

## BOARD OF DIRECTORS

Mr. C.K. Dhanuka, *Chairman*  
Mrs. A. Dhanuka, *Managing Director & CEO*  
Mr. M. Dhanuka  
Mr. P. J. Bhide  
Mr. A. Gupta  
Mr. B. K. Biyani  
Mr. R. K. Chandak (w.e.f. 03.11.2016)  
Mr. R. V. Kejriwal (w.e.f. 10.08.2016)

## CHIEF FINANCIAL OFFICER

Mr. P. K. Lath

## COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Aditi Dhanuka

## STATUTORY AUDITORS

Dhandhanias & Associates  
*Chartered Accountants*

## SECRETARIAL AUDITORS

M Shahnawaz & Associates  
*Company Secretaries*

## SUBSIDIARY COMPANY

M/s Dhunseri Petrochem Ltd.  
(CIN: L15492WB1916PLC002697)

## ASSOCIATE COMPANY

M/s Dhunseri Tea & Industries Ltd.  
(CIN: L15500WB1997PLC085661)

## BANKERS

State Bank of India  
HDFC Bank  
ICICI Bank

## REGISTERED OFFICE

“Dhunseri House”  
4A, Woodburn Park, Kolkata 700 020  
Phone: 2280-1950(5 Lines); Fax: 91-33-2287 8995  
E-mail: mail@dhunseriinvestments.com  
Website: www.dhunseriinvestments.com

## REGISTRARS & SHARE TRANSFER AGENTS

Maheshwari Datamatics Pvt. Ltd.  
23, R. N. Mukherjee Road, 5th Floor, Kolkata 700 001  
Phone: 2243-5029, 2248-2248  
Fax: 91-33-2248 4787  
E-mail: mdpldc@yahoo.com

## 20TH ANNUAL GENERAL MEETING

Tuesday, 8th August, 2017 at 10.30 a.m.  
at ‘KALAKUNJ’, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700 017

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## DHUNSERI INVESTMENTS LIMITED

CIN : L15491WB1997PLC082808

"Dhunseri House", 4A, Woodburn Park, Kolkata 700 020

Tel : 91 033 2280 1950 (5 lines); Fax: 91 033 2287 8995

Email : mail@dhunseriinvestments.com; Website : www.dhunseriinvestments.com

### Notice

NOTICE is hereby given that the 20th Annual General Meeting (AGM) of the Members of DHUNSERI INVESTMENTS LIMITED will be held on Tuesday, 8th August, 2017 at 10.30 a.m. at 'Kala Kunj', Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700 017 to transact the following business:

#### ORDINARY BUSINESS :

**1. Adoption of the Financial Statements**

To receive, consider and adopt the Audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.

**2. Declaration of dividend**

To declare a dividend of Rs. 1.50 per equity share for the financial year ended 31st March, 2017.

**3. Appointment of Director**

To appoint a director in place of Mr. Mrigank Dhanuka (DIN : 00005666) who retires by rotation and being eligible offers himself for re-appointment.

**4. Appointment of Statutory Auditors**

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

"Resolved that pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s U.S. Agarwal & Associates, Chartered Accountants (FRN: 314213E) be and are hereby appointed as the Auditors of the Company (in place of M/s Dhandhanika & Associates, Chartered Accountants whose tenure expires at the ensuing Annual General Meeting of the Company), to hold office from the conclusion of 20th Annual General Meeting until the conclusion of 25th Annual General Meeting to be held in the year 2022, (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting), and the Board of Directors be and are hereby authorised to fix such remuneration as may be mutually agreed in consultation with the Auditors."

#### SPECIAL BUSINESS:

**5. To appoint Mr. Rajya Vardhan Kejriwal (DIN: 00449842) as an Independent Director and in this regard, 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Mr. Rajya Vardhan Kejriwal (DIN: 00449842), appointed as an Additional Director of the Company by the Board with effect from 10th August, 2016 under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the 20th AGM and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 10th August, 2016, not liable to retire by rotation."

**6. To appoint Mr. Ramesh Kumar Chandak (DIN: 00029465) as an Independent Director and in this regard, 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Mr. Ramesh Kumar Chandak (DIN: 00029465), appointed as an Additional Director of the Company by the Board with effect from 3rd November, 2016 under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the 20th AGM and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 3rd November, 2016, not liable to retire by rotation."

By Order of the Board  
For Dhunseri Investments Limited

Kolkata

Dated: 29th May, 2017

Aditi Dhanuka  
Company Secretary & Compliance Officer

## Notice (Contd.)

### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the 20th Annual General Meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 2nd August, 2017 to Tuesday, 8th August, 2017 (both days inclusive).
4. Subject to provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board if approved at the AGM will be paid on or after 16th August, 2017 :
  - a) To those Members whose names appear in the Register of Members of the Company as on 8th August, 2017 after giving effect to all valid Share Transfers in physical form lodged with the Company before 2nd August, 2017.
  - b) In respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), at the end of business hour on 1st August, 2017.
5. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
6. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata 700 001.
7. The details of Directors seeking appointment / re-appointment under Item nos. 3, 5 and 6 of this Notice are annexed hereto.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members holding shares in physical form and who have not registered their email address with the Company can now register the same by submitting their email address either to the Company Secretary or to M/s Maheshwari Datamatics Pvt. Ltd. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
9. The Notice of AGM, Annual Report and Admission Slip etc. are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Admission Slip etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Admission Slip etc. in electronic mode are requested to print the Admission Slip and submit a duly filled in Admission Slip at the Registration Counter at the AGM. The Admission Slip shall also be made available at the venue of the meeting.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the 20th AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 1st August, 2017 i.e. the cut-off date, are entitled to vote by electronic means on the Resolutions set forth in this Notice.

Members who do not have access to e-voting facility may complete and send the Ballot Form enclosed with the Notice of the AGM, so as to reach the Scrutinizer, Mr. Kailash Chandra Dhanuka (FCS-2204; CP-1247), at the Registered Office of the Company, not later than Monday, 7th August, 2017. The instructions for filling the Ballot Form are given on the Form.

Notice (Contd.)

The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Thursday, 3rd August, 2017 and will end at 5.00 p.m. on Monday, 7th August, 2017. In addition, the facility for physical voting shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting or through Ballot Form, shall be eligible to vote at the AGM. The Company has appointed Mr. Kailash Chandra Dhanuka (FCS-2204; CP-1247), Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

**PROCEDURE FOR REMOTE E-VOTING:**

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from NSDL:
    - (i) Open the PDF file 'DIL e-Voting.pdf', using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
    - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login.
    - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
    - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
    - (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
    - (vii) Select 'EVEN' of Dhunseri Investments Limited.
    - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
    - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [dhanuka419@yahoo.co.in](mailto:dhanuka419@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (b) In case of Shareholders receiving physical copy of the Notice of AGM and Admission Slip :
    - (i) Initial Password is provided, as follows, at the bottom of the Admission Slip.
 

(E-Voting Event Number)	USER ID	PASSWORD
    - (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads Section of NSDL's e-voting website <https://evoting.nsdl.com> or call on the toll free number 1800-222-990.
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on 1st August, 2017 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL on the toll free no. 1800-222-990.
- V. The details of the voting result along with the Scrutinizer's Report shall be submitted to the Stock Exchanges where the shares of the Company are listed within forty eight hours of conclusion of the AGM and shall also be placed on the Company's Website [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com) and on NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) simultaneously.
11. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.



## Notice (Contd.)

12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
13. Members who have not encashed their dividend warrants, if any, for the years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to contact the Company Secretary. The unclaimed or unpaid dividend amounts lying with the Company as on the date of last AGM (10th August, 2016) has been uploaded on Company's website and also on the Ministry of Corporate Affairs website.
14. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 125(1) of the Companies Act, 2013. Further all shares in respect of which (dividend has not been paid or claimed for seven consecutive years or more) shall be transferred by the Company in the name of IEPF as required by Section 124(6) of the Companies Act, 2013.
15. Members may communicate with the Company or with the Company's Registrar and Share Transfer Agent for redressal of their queries, if any.
16. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details either to the Company or to M/s. Maheshwari Datamatics Private Limited.
17. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Admission Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Admission Slip and hand it over at the Registration Counter at the venue.
18. Members desiring any information relating to the accounts are requested to write to the Company atleast 10 days in advance so as to enable the management to keep the information ready.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No. 5

The Board of Directors at their meeting held on 10th August, 2016 and on the recommendation of Nomination & Remuneration Committee appointed Mr. Rajya Vardhan Kejriwal (DIN: 00449842) as an Additional Director under Section 161(1) of the Companies Act, 2013 and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 if any. Mr. Rajya Vardhan Kejriwal being eligible and seeking appointment, is proposed to be appointed as an Independent Director for a term of five years w.e.f 10th August, 2016.

The Company has also received from Mr. Rajya Vardhan Kejriwal (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The approval is being sought from the members for the appointment of Mr. Rajya Vardhan Kejriwal as an Independent Director for a term of five consecutive years w.e.f. 10th August, 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 if any. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Rajya Vardhan Kejriwal who is proposed to be appointed as an Independent Director, fulfills the conditions specified in the Act and Rules made thereunder and he is independent of the Management.

The Board considers that the continued association of Mr. Rajya Vardhan Kejriwal as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajya Vardhan Kejriwal, to whom the resolution relates, is concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 for approval of the Members.

#### Item No. 6

The Board of Directors at their meeting held on 3rd November, 2016 and on the recommendation of Nomination & Remuneration Committee appointed Mr. Ramesh Kumar Chandak (DIN: 00029465) as an Additional Director under Section 161(1) of the Companies

## Notice (Contd.)

Act, 2013 and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 if any. Mr. Ramesh Kumar Chandak being eligible and seeking appointment, is proposed to be appointed as an Independent Director for a term of five years w.e.f 3rd November, 2016.

The Company has also received from Mr. Ramesh Kumar Chandak (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The approval is being sought from the members for the appointment of Mr. Ramesh Kumar Chandak as an Independent Director for a term of five consecutive years w.e.f. 3rd November, 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 if any. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ramesh Kumar Chandak who is proposed to be appointed as an Independent Director, fulfills the conditions specified in the Act and Rules made thereunder and he is an independent of the Management.

The Board considers that the continued association of Mr. Ramesh Kumar Chandak as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ramesh Kumar Chandak, to whom the resolution relates, is concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.6 for approval of the Members.

### Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting [Information pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) 2015]

Name of Director	Mr. Mrigank Dhanuka	Mr. Rajya Vardhan Kejriwal	Mr. Ramesh Kumar Chandak
Date of Birth	12.08.1980	05.09.1959	30.08.1964
Date of Appointment	27.11.2009	10.08.2016	03.11.2016
Expertise in specific Functional areas	Business. Having varied experience in Petrochemical, Tea, Investment and Food business	Expertise in Business	Corporate Advisor and having varied experience in Investments Business
Qualifications	B.Com (Hons)	B.Com (Hons)	B.Com (Hons), FCA
Directorship held in other companies	Trimplex Investments Ltd. - Director Madhuting Tea Pvt. Ltd. - Director Mint Investments Ltd.- Director Naga Dhunseri Group Ltd.- Director Dhunseri Petrochem Ltd. - Vice Chairman Jatayu Estate Pvt. Ltd. - Director Dhunseri Infrastructure Ltd.- Director Dhunseri Tea & Industries Ltd. - Director IVL Dhunseri Petrochem Industries Pvt. Ltd. - Director Micro Polypet Pvt. Ltd. - Director Tastetaria Pvt. Ltd. - Director	Tilak Investment Pvt. Ltd. - Director Chengmari Tea Co. Ltd.- Director East India Commercial Co. Ltd. - Director	Trendz Investments Pvt. Ltd.- Director Bliss Investment Centre Pvt. Ltd.- Director Bliss Stock Brokers Pvt. Ltd.- Director Zeon Synthetics Ltd. - Director Anjani Roto Print Pvt. Ltd. - Director Trend Finanz Ltd. - Director
Membership/ Chairmanship of Committees in other Public companies	Naga Dhunseri Group Ltd. Stakeholder Relationship Committee - Member	NIL	NIL
Shareholdings in the Company	68205	NIL	NIL



## Directors' Report

We have pleasure in presenting the 20th Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2017.

### 1. Financial Results

(₹ in lakhs)

Particular	Standalone		Consolidated	
	For the Year Ended		For the Year Ended	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Profit before Depreciation & Taxation	1,347.57	1,882.55	47,322.43	1,882.55
Less : Depreciation	13.12	13.65	3,648.59	13.65
Provision for Taxation (Net)	50.59	149.40	(4,368.60)	149.40
<b>Profit After Taxation</b>	<b>1,283.86</b>	<b>1,719.50</b>	<b>48,042.44</b>	<b>1,719.50</b>
Add : Share of Profit/(Loss) of Associates	-	-	956.34	(7,887.43)
Less : Share of Minority Interest	-	-	28,927.64	-
<b>Net Profit after Tax from Continuing Operations</b>	<b>1,283.86</b>	<b>1,719.50</b>	<b>20,071.14</b>	<b>(6,167.93)</b>
Add : Profit from Discontinuing Operations after Tax	-	-	16,187.60	-
<b>Net Profit for the Year</b>	<b>1,283.86</b>	<b>1,719.50</b>	<b>36,258.74</b>	<b>(6,167.93)</b>
Add : Balance brought forward	979.68	714.16	(8,780.67)	(1,158.76)
Add : Dividend Distribution Tax provided but not required to be paid as per applicable provisions of Income Tax Act, 1961	18.62	-	18.62	-
<b>Amount available for Appropriation</b>	<b>2,282.16</b>	<b>2,433.66</b>	<b>27,496.69</b>	<b>(7,326.69)</b>
The Directors recommend this amount to be appropriated as under :				
Transfer to NBFC Reserve Fund	256.77	343.90	256.77	343.90
Transfer to General Reserve	1,000.00	1,000.00	1,000.00	1,000.00
Proposed Dividend @ Rs. 1.50 per share (i.e.15%)	-	91.46	-	91.46
Tax on Dividend	-	18.62	-	18.62
Balance carried forward	1,025.39	979.68	26,239.92	(8,780.67)
	<b>2,282.16</b>	<b>2,433.66</b>	<b>27,496.69</b>	<b>(7,326.69)</b>

### 2. Operations

The income of the Company during the year under review comprised of dividend income, profit on sale of investments in shares & securities and lease rental income.

### 3. Fractional Payment

During the year the Company has distributed an amount of ₹ 6,63,853/- being fractional payment to the shareholders of erstwhile M/s Plenty Valley Intra Limited as per the Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an order dated 29.07.2015.

### 4. Dividend

The Directors are pleased to recommend a dividend of ₹ 1.50 per equity share i.e. @ 15% for the financial year ended 31st March, 2017 subject to approval of the shareholders at the ensuing Annual General Meeting to be held on 8th August, 2017. The total outgo on account of dividend for 2016-17 is ₹ 91.46 lakhs.

### 5. Transfer to Reserves

The Company proposes to transfer ₹ 1,000.00 lakhs to the General Reserve and ₹ 256.77 lakhs to NBFC Reserve Fund out of the amount available for appropriation.

## Directors' Report (Contd.)

### 6. Associate and Subsidiary Companies

Pursuant to the provisions of Section 2(6) of the Companies Act, 2013, the Company has one Associate Company as on 31.03.2017 i.e. M/s Dhunseri Tea & Industries Ltd.

Pursuant to the provisions of Section 2(87) of the Companies Act, 2013, the Company has one Subsidiary Company as on 31.03.2017 i.e. M/s Dhunseri Petrochem Ltd.

Pursuant to the provisions of Section 129(3) of the Act, the respective statements in Form AOC-1 containing the salient features of the financial statements of the Company's Associate and Subsidiary are attached to the financial statements of the Company.

Pursuant to provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary is available on the website of the Company.

### 7. NBFC Public Deposits Directions

The Company has neither invited nor accepted any deposit from the public during the financial year 2016-17. The Company does not intend to invite or accept any public deposit during the financial year 2017-18. No amount on account of principal or interest on deposit from public was outstanding as on the date of the balance sheet.

### 8. Extract of Annual Return

As required u/s 92(3) of the Companies Act, 2013 an extract of the Annual Return is given in Annexure I in the prescribed Form MGT-9 which forms part of this report.

### 9. Number of Meetings of the Board

The Board met four times during the financial year 2016-17. The details have been provided in the Corporate Governance Report in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed to this Report.

### 10. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors confirm:

- (i) that in the preparation of the annual accounts the applicable accounting standards have been followed and no material departures have been made from the same;
- (ii) that they have selected such accounting policies and applied them consistently and made judgements 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 and loss of the Company for that period;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that they have prepared the annual accounts on a 'going concern' basis.
- (v) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (vi) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

With reference to the work performed by the internal auditor, statutory auditor and secretarial auditor and the reviews performed by the management and the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016 -17.

### 11. Corporate Social Responsibility (CSR)

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on the CSR activities during the year are set out in Annexure II of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is also available on the Company's website: [www.dhunserinvestments.com](http://www.dhunserinvestments.com).

### 12. Directors & Key Managerial Personnel

Mr. Mrigank Dhanuka retires by rotation and being eligible offer himself for reappointment as a director of the Company.

## Directors' Report (Contd.)

Mrs. Aarti Bansal Aggarwal who was appointed as Independent Director at the 19th Annual General Meeting (AGM) of the Company for a term of five years with effect from 09.11.2015, resigned from the Company w.e.f. 18.08.2016. The Board places on record its appreciation for the valuable services rendered by her during her tenure of directorship with the Company.

Mr. Adarsh Garodia who was appointed as Independent Director at the 17th Annual General Meeting (AGM) of the Company for a term of five years with effect from 11.08.2014, resigned from the Company w.e.f. 14.10.2016. The Board places on record its appreciation for the valuable services rendered by him during his tenure of directorship with the Company.

Mr. Rajya Vardhan Kejriwal and Mr. Ramesh Kumar Chandak were appointed as Additional Directors of the Company at the Board Meeting held on 10.08.2016 and 03.11.2016 respectively.

Section 149(13) states that the provisions of sub-section (6) and (7) of Section 152 of the Companies Act, 2013 relating to retirement of directors by rotation shall not be applicable to the independent directors.

Mr. Rajya Vardhan Kejriwal and Mr. Ramesh Kumar Chandak, who were inducted as non-executive directors of the Company at the Board Meeting held on 10.08.2016 and 03.11.2016 respectively are now proposed to be appointed as independent directors of the Company for a term of five consecutive years at the ensuing 20th AGM w.e.f. 10.08.2016 and 03.11.2016 respectively.

Mr. Mrigank Dhanuka resigned from the post of Managing Director & CEO of the Company w.e.f. 27.05.2016 and continued as a director of the Company.

Mrs. Aruna Dhanuka was appointed as Managing Director & CEO of the Company w.e.f. 27.05.2016 at the 19th AGM of the Company.

There are no other changes in the KMP of the Company during the year.

### 13. Board Evaluation

An annual evaluation of the performance of the Board and its committees and individual directors were undertaken during the year and has been disclosed in the Corporate Governance Report.

### 14. Declaration by Independent Directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 15. Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters as required under Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

### 16. Internal financial control systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of Corporate Governance Report.

### 17. Audit committee

The details pertaining to composition of audit committee and its meetings are included in the Corporate Governance Report.

### 18. Auditors

M/s Dhandhanika & Associates, Chartered Accountants, the statutory auditors of the Company, who were appointed for a period of 3 years at the 17th Annual general Meeting (AGM) held on 11th August, 2014 will retire on the conclusion of this 20th AGM of the Company.

It is proposed to appoint M/s U. S. Agarwal & Associates, Chartered Accountants (FRN: 314213E) as the Statutory Auditor of the Company for a period of 5 years to hold office from the conclusion of 20th AGM till the conclusion of 25th AGM of the Company subject to ratification of their appointment by the Members at every AGM held after this AGM.

## Directors' Report (Contd.)

### 19. Auditors' Report and Secretarial Auditors' Report

The auditors' report and secretarial auditors' report are self-explanatory and does not contain any qualifications, reservations or adverse remarks and have been annexed to the report.

### 20. Risk management

The Risk Management Committee details have been provided in the Corporate Governance Report.

### 21. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

### 22. Transactions with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to Note 22 to the financial statements which sets out related party disclosures.

### 23. Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015, is provided in the Corporate Governance Report.

### 24. Particulars of Employees

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below :

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2016-17 :

Name of Director	Title	Ratio to median remuneration
Mr. C K Dhanuka	Chairman	0.05
Mrs. Aruna Dhanuka	Managing Director & CEO	-
Mr. Mrigank Dhanuka	Non-Executive Director	0.02
Mr. P J Bhide	Non-Executive & Independent Director	0.05
Mr. Brijesh Kumar Biyani	Non-Executive Director	0.02
Mr. Adarsh Garodia (upto 14.10.2016)	Non-Executive & Independent Director	0.03
Mrs. Aarti Bansal Aggarwal (upto 18.08.2016)	Non-Executive & Independent Director	0.01
Mr. Rajya Vardhan Kejriwal (w.e.f. 10.08.2016)	Non-Executive & Independent Director	0.01
Mr. Amit Gupta	Non-Executive & Independent Director	0.04
Mr. Ramesh Kumar Chandak (w.e.f. 03.11.2016)	Non-Executive & Independent Director	0.01

- (i) The median remuneration of employees of the Company during the FY 2016-17 is Rs. 6.77 lakhs.

## Directors' Report (Contd.)

- b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Sl. No.	Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
1.	Mr. C K Dhanuka, Chairman	No Change
2.	Mrs. Aruna Dhanuka, Managing Director & CEO #	-
3.	Mr. Mrigank Dhanuka	No Change
4.	Mr. Brijesh Kumar Biyani	No Change
5.	Mr. Rajya Vardhan Kejriwal (w.e.f. 10.08.2016)	No Change
6.	Mr. Ramesh Kumar Chandak (w.e.f. 03.11.2016)	No Change
7.	Mr. Adarsh Garodia (upto 14.10.2016)	No Change
8.	Mr. Amit Gupta	No Change
9.	Mr. Purushottam Jagannath Bhide	No Change
10.	Mrs. Aarti Bansal Aggarwal (upto 18.08.2016)	No Change
11.	Mr. Pawan Kumar Lath (Chief Financial Officer)	12.5%
12.	Ms. Aditi Dhanuka (Company Secretary)	14.28%

# Mrs. Aruna Dhanuka, Managing Director was not entitled to any remuneration during the year as per the agreement with the Company.

- c. The percentage increase in the median remuneration of employees in the financial year : -11.62%
- d. The number of permanent employees on the rolls of Company : 3
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration : Not Applicable.

Since no managerial remuneration was paid during the year the same is not comparable.

Increase in the managerial remuneration for the year : NIL

- f. Affirmation that the remuneration is as per the remuneration policy of the Company :

The Company affirms remuneration is as per the remuneration policy of the Company.

- g. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year end March 31, 2017 :

Details of top ten employees in terms of remuneration drawn

Sl. No.	Name	Designation	Date of Joining	Age	Qualification	Experience	Total (₹)
1.	Ayush Beriwal (Resigned w.e.f. 01.09.2016)	Financial Analyst	01.04.2014	34	B. Com, CA	10	9,16,227
2.	Pawan Kumar Lath	Chief Financial Officer	01.10.2014	52	B. Com, CA	25	9,10,200
3.	Aditi Dhanuka	Company Secretary	01.09.2014	27	B. Com, CS	4	4,19,300
4.	Gajal Garodia	Accounts Executive	09.01.2017	25	B. Com, CS	1	73,512

Persons in service for the whole year and drawing emoluments more than ₹ 1,02,00,000/- per annum : Nil

Persons employed for part of the year drawing emoluments more than ₹ 8,50,000 per month : Nil

Note : (1) None of the employees listed above is a relative of any director of the Company.

(2) None of the employees listed above hold equity share in the Company.

## Directors' Report (Contd.)

### 25. Disclosure requirements

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandate the formulation of certain policies for all listed companies. All policies are available on the Company's website [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com). The corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

The key policies that have been adopted by the Company are as follows:

- (i) Details of the familiarization programme of the independent directors are available on the website of the Company: <http://dhunseriinvestments.com/downloads/Familiarisation-Programme-of-Independent-Directors.pdf>
- (ii) Policy for determining material subsidiaries of the Company is available on the website of the Company : (<http://dhunseriinvestments.com/downloads/DIL-policy-for-determining-material-subsiary.pdf>).
- (iii) Policy on dealing with related party transactions is available on the website of the Company : (<http://dhunseriinvestments.com/downloads/related-party-transaction-policy.pdf>).
- (iv) The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. There has been no change to the whistle blower policy adopted by the Company during the year 2017 and the said policy is available on the website of the Company : (<http://dhunseriinvestments.com/downloads/DIL-vigil-mechanism.pdf>).
- (v) The Company has formulated the Corporate Social Responsibility Policy and the same is available on the website of the Company : (<http://dhunseriinvestments.com/downloads/CSR-policy.pdf>)
- (vi) The Company has formulated a policy related to disclosure of material events affecting the Company i.e. Policy on Materiality and the same is available on the website of the Company: (<http://dhunseriinvestments.com/downloads/policy-on-materiality.pdf>)
- (vii) The policy deals with the retention and archival of corporate records of the Company is also available on the website of the Company : (<http://dhunseriinvestments.com/downloads/policy-on-archival.pdf>)
- (viii) The Company has formulated the policy on preservation of documents and the same is available in the website of the Company: (<http://dhunseriinvestments.com/downloads/policy-on-preservation-of-documents.pdf>)

### 26. State of Company's affairs

The Company's main business being investments in shares and securities. The Management regularly monitors the changing market conditions and trends. Further, any slowdown of the economic growth or volatility in global financial market could adversely affect the Company's business.

### 27. Material changes and commitments, if any, affecting the financial position of the Company

There are no such material changes and commitments which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

### 28. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operation in future

There were no significant and material orders passed by Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

### 29. Particulars regarding conservation of energy & technology absorption etc.

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings & outgo are not applicable to the Company.

### 30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has set up Internal Complaint Committee (ICC) under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 alongwith its relevant Rules.

The Committee met once during the F.Y. 2016-17 on 3rd February, 2017.

No complaints have been received by the Committee during the F.Y. 2016-17.



## Directors' Report (Contd.)

### 31. Green Initiatives

As part of our green initiative, the electronic copies of this Annual Report including the Notice of the 20th AGM are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of this Annual Report including the Notice of the 20th AGM are sent by permitted mode.

The Company is providing e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting is provided in Note 10 annexed to the Notice.

### 32. Acknowledgement

The Board of Directors take this opportunity to express their grateful appreciation for the excellent assistance and cooperation received from the banks and other authorities. The Board of Directors also thank the employees of the Company for their valuable service and support during the year. The Board of Directors also gratefully acknowledge with thanks the cooperation and support received from the shareholders of the Company.

For and on behalf of the Board of Directors

Kolkata

Dated: 29th May, 2017

C.K. Dhanuka  
Chairman

## Annexure I to Directors' Report

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31st March, 2017  
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS :**

i)	CIN	:-	L15491WB1997PLC082808
(ii)	Registration Date	:-	04.02.1997
(iii)	Name of the Company	:-	DHUNSERI INVESTMENTS LIMITED
(iv)	Category/Sub-Category of the Company	:-	Company limited by shares / Non Government Company
(v)	Address of the Registered Office and contact details	:-	"Dhunseri House", 4A, Woodburn Park, Kolkata - 700 020 Tel : 91 033 2280 1950 (5 lines) , Fax: 91 033 2287 8995 Email : mail@dhunseriinvestments.com Website : www.dhunseriinvestments.com
(vi)	Whether listed company	:-	YES
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any	:-	MAHESHWARI DATAMATICS PVT. LTD. 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 Tel : 91 033 2243 5029/5809, Fax: 91 033 2248 4787 Email : mdpldc@yahoo.com; Website : www.mdpl.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products/services	NIC Code of the product/ service	% to total turnover of the company
1	Other financial service activities except insurance and pension funding activities.	649	100%

**III. PARTICULARS OF HOLDINGS, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associates	% of shares held	Applicable Section
1.	Dhunseri Petrochem Ltd. Dhunseri House, 4A, Woodburn Park Kolkata-700 020	L15492WB1916PLC002697	SUBSIDIARY	53.88%	2(87)
2.	Dhunseri Tea & Industries Ltd. Dhunseri House, 4A, Woodburn Park Kolkata-700 020	L15500WB1997PLC085661	ASSOCIATE	45.77%	2(6)

## Form No. MGT 9 (Contd.)

## iv. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2016]				No. of Shares held at the end of the year [As on 31.03.2017]				% change during the year
	Demat	Physical	Total	% of total share	Demat	Physical	Total	% of total share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	454319	0	454319	7.4513	454319	0	454319	7.4513	0.0000
b) Central Govt	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Bodies Corp.	4115680	0	4115680	67.5014	4115680	0	4115680	67.5014	0.0000
e) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>Sub-total (A)(1)</b>	<b>4569999</b>	<b>0</b>	<b>4569999</b>	<b>74.9527</b>	<b>4569999</b>	<b>0</b>	<b>4569999</b>	<b>74.9527</b>	<b>0.0000</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Other - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corp.	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total Shareholding of Promoter</b>									
<b>(A)=(A)(1)+(A)(2)</b>	<b>4569999</b>	<b>0</b>	<b>4569999</b>	<b>74.9527</b>	<b>4569999</b>	<b>0</b>	<b>4569999</b>	<b>74.9527</b>	<b>0.0000</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	600	0	600	0.0098	600	0	600	0.0099	0.0000
b) Banks/FI	1079	1202	2281	0.0374	1079	1202	2281	0.0374	0.0000
c) Central Govt	0	87	87	0.0014	0	87	87	0.0014	0.0000
d) State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
g) FIs	0	0	0	0.0000	0	0	0	0.0000	0.0000
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
i) Others (specify)									
Overseas Corporate Body	0	0	0	0.0000	0	0	0	0.0000	0.0000
Alternate Investment Funds									
Foreign Portfolio Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
Provident Funds / Pension Funds									
Qualified Foreign Investor									
<b>Sub-total(B)(1)</b>	<b>1679</b>	<b>1289</b>	<b>2968</b>	<b>0.0486</b>	<b>1679</b>	<b>1289</b>	<b>2968</b>	<b>0.0487</b>	<b>0.0000</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	353455	7905	361360	5.9267	352089	7668	359757	5.9004	-0.4436
ii) Overseas	0	0	0	0.0000	0	0	0	0.0000	0.0000
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	521477	454180	975657	16.0018	498555	435139	933694	15.3135	-4.3010
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	158077	0	158077	2.5926	193262	0	193262	3.1697	22.2581

## Form No. MGT 9 (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2016]				No. of Shares held at the end of the year [As on 31.03.2017]				% change during the year
	Demat	Physical	Total	% of total share	Demat	Physical	Total	% of total share	
<b>c) Others (Specify)</b>									
Non Resident Indians	14708	4996	19704	0.3232	17718	5071	22789	0.3738	15.6567
Qualified Foreign Investor									
Custodian of Enemy Property	560	0	560	0.0092	560	0	560	0.0092	0.0000
Foreign Nationals	0	671	671	0.0110	0	671	671	0.0110	0.0000
Clearing Members	4341	0	4341	0.0712	9483	0	9483	0.1555	118.4520
Trusts	3841	0	3841	0.0630	3995	0	3995	0.0655	4.0094
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
<b>Sub-total(B)(2):-</b>	<b>1056459</b>	<b>467752</b>	<b>1524211</b>	<b>24.9987</b>	<b>1075662</b>	<b>448549</b>	<b>1524211</b>	<b>24.9986</b>	<b>0.0000</b>
<b>Total Public Shareholding</b>									
<b>(B)=(B)(1)+ (B)(2)</b>	<b>1058138</b>	<b>469041</b>	<b>1527179</b>	<b>25.0473</b>	<b>1077341</b>	<b>449838</b>	<b>1527179</b>	<b>25.0473</b>	<b>0.0000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>5628137</b>	<b>469041</b>	<b>6097178</b>	<b>100.0000</b>	<b>5647340</b>	<b>449838</b>	<b>6097178</b>	<b>100.0000</b>	<b>0.0000</b>

## ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2016]			Shareholding held at the end of the year [As on 31.03.2017]			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1.	Mint Investments Limited	2753704	45.1636	0.0000	2753704	45.1636	0.0000	0.0000
2.	Naga Dhunseri Group Limited	1316476	21.5916	0.0000	1316476	21.5916	0.0000	0.0000
3.	Chandra Kumar Dhanuka, Karta of Shankarlal Chandra Kumar (HUF)	200125	3.2823	0.0000	200125	3.2823	0.0000	0.0000
4.	Mrigank Dhanuka	68205	1.1186	0.0000	68205	1.1186	0.0000	0.0000
5.	Aruna Dhanuka	46262	0.7587	0.0000	46262	0.7587	0.0000	0.0000
6.	Madhuting Tea Private Limited	45500	0.7462	0.0000	45500	0.7462	0.0000	0.0000
7.	Mrigank Dhanuka C/o Ayaan Dhanuka Trust	35000	0.5740	0.0000	35000	0.5740	0.0000	0.0000
8.	Mrigank Dhanuka C/o Aman Dhanuka Trust	35000	0.5740	0.0000	35000	0.5740	0.0000	0.0000
9.	Chandra Kumar Dhanuka	27762	0.4553	0.0000	27762	0.4553	0.0000	0.0000
10.	Chandra Kumar Dhanuka C/o Shree Shaligram Trust	23500	0.3854	0.0000	23500	0.3854	0.0000	0.0000
11.	Tarulika Khaitan C/o Tarugreve Trust	10000	0.1640	0.0000	10000	0.1640	0.0000	0.0000
12.	Tarulika Khaitan	6000	0.0984	0.0000	6000	0.0984	0.0000	0.0000
13.	Chandra Kumar Dhanuka C/o Sew Bhagwan & Sons	2465	0.0404	0.0000	2465	0.0404	0.0000	0.0000
	<b>Total</b>	<b>4569999</b>	<b>74.9527</b>	<b>0.0000</b>	<b>4569999</b>	<b>74.9527</b>	<b>0.0000</b>	<b>0.0000</b>

## Form No. MGT 9 (Contd.)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2016]/ end of the year [31.03.2017]		Cumulative Shareholding during the year [01.04.2016 to 31.03.2017]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	CHANDRA KUMAR DHANUKA C/o SHREE SHALIGRAM TRUST				
		01.4.2016 31.3.2017	23500	0.3854	23500
2	MRIGANK DHANUKA C/o AMAN DHANUKA TRUST				
		01.4.2016 31.3.2017	35000	0.5740	35000
3	NAGA DHUNSERI GROUP LIMITED				
		01.4.2016 31.3.2017	1316476	21.5916	1316476
4	TARULIKA KHAITAN C/o TARUGREVE TRUST				
		01.4.2016 31.3.2017	10000	0.1640	10000
5	MADHUTING TEA PRIVATE LIMITED				
		01.4.2016 31.3.2017	45500	0.7462	45500
6	MINT INVESTMENTS LIMITED				
		01.4.2016 31.3.2017	2753704	45.1636	2753704
7	MRIGANK DHANUKA C/o AYAAN DHANUKA TRUST				
		01.4.2016 31.3.2017	35000	0.5740	35000
8	CHANDRA KUMAR DHANUKA C/o SEW BHAGWAN & SONS				
		01.4.2016 31.3.2017	2465	0.0404	2465
9	CHANDRA KUMAR DHANUKA KARTA OF SHANKARLAL CHANDRA KUMAR (HUF)				
		01.4.2016 31.3.2017	200125	3.2823	200125
10	CHANDRA KUMAR DHANUKA				
		01.4.2016 31.3.2017	27762	0.4553	27762
11	MRIGANK DHANUKA				
		01.4.2016 31.3.2017	68205	1.1186	68205
12	ARUNA DHANUKA				
		01.4.2016 31.3.2017	46262	0.7587	46262
13	TARULIKA KHAITAN				
		01.4.2016 31.3.2017	6000	0.0984	6000

## Form No. MGT 9 (Contd.)

iv. Shareholding Pattern of Top Ten Shareholders  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2016]/ end of the year [31.03.2017]		Cumulative Shareholding during the year [01.04.2016 to 31.03.2017]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	GREENPLY LEASING AND FINANCE PRIVATE LTD				
	01.4.2016	106490	1.7465		
	31.3.2017	106490	1.7465	106490	1.7465
2	GAYLORD SALES PRIVATE LIMITED				
	01.4.2016	31287	0.5131		
	04.11.2016 - Transfer	-3000	0.0492	28287	0.4639
	31.3.2017	28287	0.4639	28287	0.4639
3	MAHENDRA GIRDHARILAL				
	01.4.2016	10692	0.1754		
	31.3.2017	10692	0.1754	10692	0.1754
4	MONET SECURITIES PRIVATE LTD				
	01.4.2016	136405	2.2372		
	9.9.2016 - Transfer	681	0.0112	137086	2.2484
	31.3.2017	137086	2.2484	137086	2.2484
5	HITESH RAMJI JAVERI				
	01.4.2016	35844	0.5879		
	01.4.2016 - Transfer	1522	0.0250	37366	0.6128
	03.06.2016 - Transfer	3918	0.0643	41284	0.6771
	14.10.2016 - Transfer	2532	0.0415	43816	0.7186
	21.10.2016 - Transfer	4184	0.0686	48000	0.7872
	16.12.2016 - Transfer	3057	0.0501	51057	0.8374
	30.12.2016 - Transfer	5943	0.0975	57000	0.9349
	17.02.2017 - Transfer	5073	0.0832	62073	1.0181
	24.02.2017 - Transfer	5186	0.0851	67259	1.1031
	24.03.2017 - Transfer	3942	0.0647	71201	1.1678
	31.03.2017 - Transfer	2231	0.0366	73432	1.2044
	31.3.2017	73432	1.2044	73432	1.2044
	6	M. PRASAD & CO LIMITED			
01.4.2016		27229	0.4466		
10.03.2017 - Transfer		10	0.0002	27239	0.4467
31.3.2017		27239	0.4467	27239	0.4467
7	HARSHA HITESH JAVERI				
	01.4.2016	33333	0.5467		
	21.10.2016 - Transfer	250	0.0041	33583	0.5508
	28.10.2016 - Transfer	1799	0.0295	35382	0.5803
	02.12.2016 - Transfer	1102	0.0181	36484	0.5984
	30.12.2016 - Transfer	1732	0.0284	38216	0.6268
	17.02.2017 - Transfer	7784	0.1277	46000	0.7544
	31.3.2017	46000	0.7544	46000	0.7544



## Form No. MGT 9 (Contd.)

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2016]/ end of the year [31.03.2017]		Cumulative Shareholding during the year [01.04.2016 to 31.03.2017]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	PAWAN KUMAR JHUNJHUNWALA #				
	01.4.2016	16000	0.2624		
	26.08.2016 - Transfer	-4156	0.0682	11844	0.1943
	02.09.2016 - Transfer	-2232	0.0366	9612	0.1576
	09.09.2016 - Transfer	-612	0.0100	9000	0.1476
	23.09.2016 - Transfer	-1000	0.0164	8000	0.1312
	04.11.2016 - Transfer	-2000	0.0328	6000	0.0984
	11.11.2016 - Transfer	-1000	0.0164	5000	0.0820
	18.11.2016 - Transfer	-2000	0.0328	3000	0.0492
	31.3.2017	3000	0.0492	3000	0.0492
9	KANAI BANERJEE				
	01.4.2016	10458	0.1715		
	31.3.2017	10458	0.1715	10458	0.1715
10	UMESH ANAND *				
	01.4.2016	10150	0.1665		
	29.07.2016 - Transfer	99	0.0016	10249	0.1681
	12.08.2016 - Transfer	-69	0.0011	10180	0.1670
	26.08.2016 - Transfer	900	0.0148	11080	0.1817
	31.3.2017	11080	0.1817	11080	0.1817
11	MANJU BHALOTIA MANJU				
	01.4.2016	41600	0.6823		
	31.3.2017	41600	0.6823	41600	0.6823
12	SHANTA DINESH SHAH				
	01.4.2016	9700	0.1591		
	01.04.2016 - Transfer	-450	0.0074	9250	0.1517
	29.04.2016 - Transfer	-250	0.0041	9000	0.1476
	06.05.2016 - Transfer	276	0.0045	9276	0.1521
	13.05.2016 - Transfer	100	0.0016	9376	0.1538
	20.05.2016 - Transfer	808	0.0133	10184	0.1670
	27.05.2016 - Transfer	-202	0.0033	9982	0.1637
	03.06.2016 - Transfer	568	0.0093	10550	0.1730
	10.06.2016 - Transfer	650	0.0107	11200	0.1837
	24.06.2016 - Transfer	-8735	0.1433	2465	0.0404
	30.06.2016 - Transfer	-2465	0.0404	0	0.0000
	31.3.2017	0	0.0000	0	0.0000

\* Not in the list of Top 10 Shareholders as on 01/04/2016 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2017.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2017. The same is reflected above since the shareholder was one of the Top 10 Shareholders as on 01/04/2016.

## Form No. MGT 9 (Contd.)

## v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholder's Name	Shareholding at the beginning [01.04.2016]/ end of the year [31.03.2017]		Cumulative Shareholding during the year [01.04.2016 to 31.03.2017]	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	CHANDRA KUMAR DHANUKA Non Executive Director				
	At the beginning of the year 01-04-2016	27762	0.4553		
	At the end of the year 31-03-2017			27762	0.4553
2	MRIGANK DHANUKA Non Executive Director				
	At the beginning of the year 01-04-2016	68205	1.1186		
	At the end of the year 31-03-2017			68205	1.1186
3	ARUNA DHANUKA Managing Director				
	At the beginning of the year 01-04-2016	46262	0.7587		
	At the end of the year 31-03-2017			46262	0.7587
4	AMIT GUPTA Non Executive/Independent Director				
	At the beginning of the year 01-04-2016	305	0.0050		
	At the end of the year 31-03-2017			305	0.0050
5	Brijesh Kumar Biyani Non Executive Director				
	At the beginning of the year 01-04-2016	0	0.0000		
	At the end of the year 31-03-2017			0	0.0000
6	RAJYA VARDHAN KEJRIWAL Non Executive/Independent Director				
	At the beginning of the year 01-04-2016	0	0.0000		
	At the end of the year 31-03-2017			0	0.0000
7	PURUSHOTTAM JAGANNATH BHIDE Non Executive/Independent Director				
	At the beginning of the year 01-04-2016	0	0.0000		
	At the end of the year 31-03-2017			0	0.0000
8	RAMESH KUMAR CHANDAK Non Executive/Independent Director				
	At the beginning of the year 01-04-2016	0	0.0000		
	At the end of the year 31-03-2017			0	0.0000
9	PAWAN KUMAR LATH (Note 1) Chief Financial Officer				
	At the beginning of the year 01-04-2016	4677	0.0767		
	At the end of the year 31-03-2017			0	0.0000
10	ADITI DHANUKA Company Secretary				
	At the beginning of the year 01-04-2016	0	0.0000		
	At the end of the year 31-03-2017			0	0.0000

(Note : 1) Fractional shares aggregating to 4677 equity shares of ₹ 10/- each were allotted in favour of Mr. P. K. Lath, CFO of the Company. These shares were subsequently sold by him in the open market and thereafter proceed thereof were transferred to the Company as per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an order dated 29.07.2015 in connection with the Amalgamation of Plenty Valley Intra Limited (PVIL) with the Company. The Company has subsequently distributed this amount to the erstwhile shareholders of PVIL.

## Form No. MGT 9 (Contd.)

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount				
(ii) Interest due but not paid	NIL	NIL	NIL	NIL
(iii) Interest accrued but not due				
<b>Total (i + ii + iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	NIL	NIL	NIL
Reduction				
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount				
(ii) Interest due but not paid	NIL	NIL	NIL	NIL
(iii) Interest accrued but not due				
<b>Total (i + ii + iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Mr. Mrigank Dhanuka Managing Director*	Mrs. Aruna Dhanuka Managing Director#	Total Amount (in ₹)
1.	Gross Salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 179(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commision	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify..	NIL	NIL	NIL
5.	Others, please specify #	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	Ceiling as per the Act			

\* Mr. Mrigank Dhanuka resigned from the post of Managing Director w.e.f. 27.05.2016 and he was not entitled to any remuneration as per the agreement entered with the Company.

# Mrs. Aruna Dhanuka was appointed as Managing Director w.e.f. 27.05.2016 and is not entitled to any remuneration as per the agreement entered with the Company.

## Form No. MGT 9 (Contd.)

## B. Remuneration to other Directors

Particulars of Remuneration	Name of the Directors						Total Amount (in ₹)
	Mr. P J Bhide	Mr. R V Kejriwal#	Mr. Amit Gupta	Mr. Ramesh K Chandak\$	Mrs. Aarti Bansal Aggarwal@	Mr. A. Garodia*	
3. Independent Directors							
i) Fee for attending Board Meeting	15,000	5,000	15,000	5,000	5,000	10,000	55,000
ii) Fee for attending Committee Meetings	18,000	2,000	10,000	4,000	2,000	10,000	46,000
Commission	-	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-	-
<b>Total (1)</b>	<b>33,000</b>	<b>7,000</b>	<b>25,000</b>	<b>9,000</b>	<b>7,000</b>	<b>20,000</b>	<b>1,01,000</b>
4. Other Non-Executive Director	Mr. B K Biyani	Mr. Mrigank Dhanuka	Mr. C K Dhanuka				
i) Fee for attending Board Meeting	15,000	10,000	20,000				45,000
ii) Fee for attending Committee Meetings	-	4,000	12,000				16,000
Commission	-	-	-				-
Others, please specify	-	-	-				-
<b>Total (2)</b>	<b>15,000</b>	<b>14,000</b>	<b>32,000</b>				<b>61,000</b>
<b>Total B = (1+2)</b>							<b>1,62,000</b>
Total Managerial Remuneration							1,62,000
Overall Ceiling as per the Act							

# Appointed as an Additional director w.e.f. 10.08.2016

\$ Appointed as an Additional Director w.e.f. 03.11.2016

@ Resigned w.e.f. 18.08.2016

\* Resigned w.e.f. 14.10.2016

## C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Particulars of Remuneration	Key Managerial Personnel		Total Amount (in ₹)
	Mr. Pawan Kumar Lath Chief Financial Officer	Ms. Aditi Dhanuka Company Secretary	
1. Gross Salary			
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	8,32,800	3,99,300	12,32,100
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	77,400	20,000	97,400
(c) Profits in lieu of salary under Section 179(3) Income-tax Act, 1961	-	-	-
2. Stock Option	-	-	-
3. Sweat Equity	-	-	-
4. Commission			
- as % of profit	-	-	-
- others, specify..			
5. Others, please specify	-	-	-
<b>Total</b>	<b>9,10,200</b>	<b>4,19,300</b>	<b>13,29,500</b>

## Form No. MGT 9 (Contd.)

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

## Annexure II to Directors' Report

### Annual Report on CSR Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

The Company carries out CSR activities through Dhanuka Dhunseri Foundation (DDF)

DDF was established in 1972 and focuses on four major philanthropic areas:

- Promoting education by building schools and colleges and providing assistance for their maintenance.
- Empowering the girl child through education and other initiatives.
- Improving healthcare by distributing free medicines and setting up dispensaries and providing assistance to charitable hospitals.
- Focusing on community development through donations.

The CSR amount of ₹ 20.40 lakhs has been paid to DDF engaged in building a new girls hostel in Kolkata to accommodate about 400 girls with a built-up area of 70,000 sq. ft. The building plans were earlier sanctioned by Kolkata Municipal Corporation and the project is now completed during 2016-17. The hostel was inaugurated by Hon'ble Chief Minister on 23rd March, 2017.

2. The composition of the CSR committee : The Company has a CSR committee of directors comprising of Mr. P J Bhide, Chairman of the Committee, Mr. Chandra Kumar Dhanuka and Mr. Ramesh Kumar Chandak as members of the Committee.
3. Average net profit of the Company for last three financial years for the purpose of computation of CSR : ₹ 10.20 Crore
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 20.40 lakhs
5. Details of CSR spent during the financial year:
- a. Total amount to be spent for the financial year: Rs. 20.40 lakhs
  - b. Amount unspent: Nil
  - c. Manner in which the amount spent during the financial year : Annexed
6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report : Nil / NA
7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company :

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

**Aruna Dhanuka**  
Managing Director & Chief Executive Officer

**P. J. Bhide**  
Chairman - CSR Committee

**C. K. Dhanuka**  
Chairman

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Project or programs (1) Local area or other (2) Specify the State and district where project or programs was undertaken	Amount Outlay (budget) project or programs wise (₹ in lakh)	Amount spent on the projects or programs Subheads: (1) Direct Expenditure (2) Overheads (₹ in lakh)	Cumulative Expenditure upto the reporting period (₹ in lakh)	Amount Spent:Direct or through implementing agency
1	Empowering girl child through education	Construction of Girls Hostel	Diamond Harbour Road, Behala Kolkata, West Bengal	20.40	20.40	20.40	Through Dhanuka Dhunseri Foundation (DDF)



## Report on Corporate Governance

In accordance with Chapter IV of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

### 1. Company's Philosophy

The Company believes in good Corporate Governance and emphasizes on transparency, accountability and integrity in all its dealings without compromising on any of its obligations. It seeks to focus on regulatory compliances, fair play, justice and aims at enhancement of long-term shareholder value.

The Company endeavour to improve on these aspects on an ongoing basis.

### 2. Board of Directors (Board)

In terms of the Corporate Governance requirement, all statutory and other significant and material informations are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

#### 2.1 Composition

The Board of Directors comprises of four Non-Executive Independent Directors, viz, Mr. P J Bhide, Mr. Ramesh Kumar Chandak, Mr. Rajya Vardhan Kejriwal and Mr. Amit Gupta; one Non-Executive / Non-Independent Director Mr. B K Biyani; two Non-Independent Directors related to the Promoters viz Mrs. Aruna Dhanuka, Managing Director and Mr. M Dhanuka, Non-Executive Director. Mr. C K Dhanuka is the Promoter, Non-Executive Director and Chairman of the Board.

The number of Non-Executive Independent Director is half the total strength of the Board.

2.2 The composition of the Board, dates of Board meetings, attendance of directors at Board meetings & at the last Annual General Meeting, the number of Directorships and Committee Memberships held by directors in other Companies are given below:

No. of Board Meetings held during the year = 4

Dates on which held = 27-05-2016, 10-08-2016, 03-11-2016 and 09-02-2017

Sl. No.	Name of Director	DIN of the Directors	Category of Directorship	No. of Board Meetings attended	Last AGM attended held on 10.08.2016	No. of other Directorship in Public Companies	No. of Committee Positions held in other Public Companies	
							Chairman	Member
1.	Mr. C.K. Dhanuka	00005684	Non-Executive Chairman, Promoter	4	Yes	8	1	5
2.	Mrs. A. Dhanuka	00005677	Managing Director, Promoter Relative	4	No	4	-	1
3.	Mr. M. Dhanuka	00005666	Non-Executive/ Non Independent Director, Promoter Relative	2	No	7	-	1
4.	Mr. B K Biyani	00279328	Non-Executive/ Non Independent Director	3	Yes	2	-	-
5.	Mr. Purushottam Jagannath Bhide	00012326	Non-Executive / Independent Director	3	No	7	3	3
6.	Mrs. Aarti Bansal Aggarwal**	00152346	Non-Executive / Independent Director	1	No	-	-	-
7.	Mr. A. Garodia ^	01917780	Non- Executive / Independent Director	2	Yes	-	-	-

## Report on Corporate Governance (Contd.)

Sl. No.	Name of Director	DIN of the Directors	Category of Directorship	No. of Board Meetings attended	Last AGM attended held on 10.08.2016	No. of other Directorship in Public Companies	No. of Committee Positions held in other Public Companies	
							Chairman	Member
8.	Mr. A. Gupta	00171973	Non-Executive / Independent Director	3	Yes	1	-	-
9.	Mr. Rajya Vardhan Kejriwal@	00449842	Non-Executive / Independent Director	1	NA	2	-	-
10.	Mr. Ramesh Kumar Chandak#	00029465	Non-Executive / Independent Director	1	NA	2	-	-

NA = Not applicable

\* Other directorship does not include directorship of private limited company, foreign company, Section 8 company and Alternate Directorship

\* Only Audit Committee and Stakeholders Relationship Committee have been considered.

\*\* Resigned from the Board w.e.f. 18.08.2016

^ Resigned from the Board w.e.f. 14.10.2016.

@ Appointed as Additional Director w.e.f. 10.08.2016

# Appointed as Additional Director w.e.f. 03.11.2016

## 2.3. Remuneration of Directors, sitting fees, salary, perquisites and commission

Details of remuneration paid /payable to Directors:

(in ₹)

Name of the Director	Sitting Fees		Salary Perquisites & Commission	Total
	Board Meetings	Committee Meetings		
Mr. C. K. Dhanuka	20,000	12,000	-	32,000
Mrs. A. Dhanuka*	-	-	-	-
Mr. M. Dhanuka	10,000	4,000	-	14,000
Mr. B. K. Biyani	15,000	-	-	15,000
Mr. P. J. Bhide	15,000	18,000	-	33,000
Mrs. A. B. Aggarwal	5,000	2,000	-	7,000
Mr. A. Garodia	10,000	10,000	-	20,000
Mr. Amit Gupta	15,000	10,000	-	25,000
Mr. R. V. Kejriwal	5,000	2,000	-	7,000
Mr. Ramesh K Chandak	5,000	4,000	-	9,000

\* Mrs Aruna Dhanuka, Managing Director & CEO is not entitled to any remuneration and/or sitting fees as per the agreement with the Company. She holds 46,262 equity shares of the Company.

## Report on Corporate Governance (Contd.)

### 2.4 Details of shares held by Non-executive Directors in the Company as on 31st March, 2017

Mr. C K Dhanuka holds 27,762 equity shares, Mr. Mrigank Dhanuka holds 68,205 equity shares and Mr. Amit Gupta holds 305 equity shares in the Company.

No other Non-Executive Directors hold shares in the Company.

### 2.5 Code of Conduct for Directors and Senior Management

A code of conduct for the Board members and senior management personnel was formulated and implemented by the Company and is available on the Company's website [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com)

The Code has been circulated to the members of the Board and the senior management personnel and they have all affirmed their compliance with the code.

A declaration to this effect is appearing along with the report.

### 3. Prevention of Insider Trading Code

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Ms. Aditi Dhanuka, Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

### 4. Audit Committee

The Audit Committee comprises of three Non-Executive & Independent Directors viz Mr. P J Bhide, Mr. Amit Gupta and Mr. Ramesh Kumar Chandak and one Executive / Non-Independent Director viz Mrs. Aruna Dhanuka.

Mr. P J Bhide is the Chairman of the Audit Committee.

#### Powers of Audit Committee

- a) To investigate any activity within its terms of reference.
- b) To seek information from any employee.
- c) To obtain outside legal or other professional advice.
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### Role of Audit Committee

A brief description of the role of the Audit Committee is as follows:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report;

## Report on Corporate Governance (Contd.)

- (5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### Review of information by Audit Committee

The Audit Committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related-party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
4. Internal audit reports relating to internal control weaknesses, and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Ms. Aditi Dhanuka, Company Secretary acts as Secretary to the Audit Committee.

No. of Audit Committee Meetings held during the year = 4

Dates on which held = 27-05-2016, 10-08-2016, 03-11-2016 and 09-02-2017

## Report on Corporate Governance (Contd.)

The attendance of members at the Audit Committee Meetings is summarized below:-

Name	No. of meetings held	No. of meetings attended
Mr. P J Bhide	4	3
Mrs. A. Dhanuka	4	4
Mr. A. Garodia #	4	2
Mr. Ramesh Kumar Chandak*	4	1
Mr. Amit Gupta	4	3

# Mr. A. Garodia has resigned w.e.f. 14.10.2016.

\* Mr. Ramesh Kumar Chandak was appointed as Member of Audit Committee w.e.f. 03.11.2016.

### 5. Nomination & Remuneration Committee

The Nomination & Remuneration Committee of the Company comprises of three Independent Directors viz Mr. P J Bhide, Mr. Amit Gupta and Mr. Ramesh Kumar Chandak; two Non Independent Directors viz Mr. C K Dhanuka and Mr. Mrigank Dhanuka. Mr. P J Bhide is the Chairman of the Committee.

Ms. Aditi Dhanuka, Company Secretary, acts as Secretary to the said Committee.

No. of Nomination and Remuneration Committee Meetings held during the year = 3

Dates on which held = 27-05-2016, 10-08-2016 & 03-11-2016

The attendance of members at the Nomination & Remuneration Committee Meeting is summarized below :-

Name	No.of meetings held	No.of meetings attended
Mr. P. J. Bhide	3	2
Mr. C. K. Dhanuka	3	3
Mr. Mrigank Dhanuka	3	2
Mr. Adarsh Garodia#	3	2
Mr. Amit Gupta*	3	NA
Mr. Ramesh Kumar Chandak**	3	NA

# Mr. Adarsh Garodia has resigned w.e.f. 14.10.2016

\* Appointed as a member w.e.f. 03.11.2016.

\*\* Appointed as a member w.e.f. 09.02.2017.

The terms of reference of the Nomination & Remuneration Committee inter-alia include the following:

- It shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out the evaluation of every director's performance.
- It shall formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board remuneration policy for the directors, KMP and other employees.
- Devising a policy on Board diversity.

While formulating the above policy, the Committee shall inter-alia ensure the following:-

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration of directors, key managerial personnel and senior management involves a balance between a fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## Report on Corporate Governance (Contd.)

The role of Nomination and Remuneration Committee is as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- (3) devising a policy on diversity of Board of Directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

### Evaluation Policy:

The Nomination and Remuneration Committee approved an evaluation policy which provides for the evaluation of the Board, the Committees of the Board and individual directors including the Chairman of the Board. The policy provides for the evaluation to be carried out on an annual basis. The evaluation process is to focus on the functioning of the Board and its Committees, their composition, experience and competencies, attendance and other related issues with a view to initiate such action plan to improve their overall performance.

### 6. Familiarisation Program for Independent Directors

The Chief Executive Officer, the Chief Financial Officer and the Company Secretary are jointly authorized for ensuring appropriate induction and training program for the directors including independent directors of the Company as and when requested by them for understanding any specific project, activity or process of the Company. The management provides such information and training either at the meeting of the Board of Directors or otherwise.

### 7. Separate Meeting of Independent Director

The Independent Directors of the Company have held a separate meeting on 04.11.2016. The meeting was held for reviewing the performance of the non-independent directors and the Board of the Company including the performance of the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board.

All the independent directors participated in the said meeting.

### 8. Remuneration Policy

The policy is to provide market competitive compensation / reward which drives performance culture and salary increases are based on performance rating, business affordability and market competitiveness. The remuneration generally comprises of fixed element including bonus payouts and is subject to review at regular intervals.

### 9. Non-Executive Directors

The Non-Executive Directors are paid Rs. 5,000/- each as sitting fee for attending Board Meetings and Rs. 2,000/- each as sitting fees for attending the Audit Committee meetings, Stakeholders Relationship Committee meetings, Nomination & Remuneration Committee meetings, Independent Directors meetings and Corporate Social Responsibility Committee meetings.

No sitting fee is paid to directors for attending any other committee meetings of the Company.

The details of remuneration paid to the Directors of the Company are detailed under Para 2.3 above.

### 10. Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of two Non-Executive Directors namely, Mr. P J Bhide, Mr. Amit Gupta and a Promoter Director, Mr. Chandra Kumar Dhanuka.

Mr. P J Bhide is the Chairman of the Committee.

Ms. Aditi Dhanuka, Company Secretary acts as Secretary to the Committee.

No. of Stakeholders Relationship Committee Meetings held during the year = 2

Dates on which held = 10-08-2016 & 09-02-2017



## Report on Corporate Governance (Contd.)

The attendance at the Stakeholders Relationship Committee Meetings is summarized below:-

Name	No. of meetings held	No. of meetings attended
Mr. P. J. Bhide	2	2
Mr. C. K. Dhanuka	2	2
Mr. A. Garodia*	2	1
Mr. Amit Gupta**	2	1

\* Resigned from the Company w.e.f. 14.10.2016

\*\* Appointed as a member of the Committee w.e.f 03.11.2016

The terms of reference of the Stakeholders Relationship Committee inter-alia include the following:

- Review the process and mechanism for redressal of investor grievance and to suggest measures for improving the same.
- Review and resolve the pending investors complaints, if any, relating to transfer of shares, non-receipt of share certificate(s), non-receipt of interest.
- Dividend warrants, non-receipt of annual report and any other grievance /complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolve them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

The role of the committee is to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

During the year five complaints were received by the Company and the same were resolved. All valid requests for share transfers etc. received during the year were acted upon by the Company and no transfers etc. were pending.

### 11. Risk Management Committee

The Company's Risk Management Committee comprises of the following Directors:

i)	Mr. P. J. Bhide	Chairman
ii)	Mr. C. K. Dhanuka	Member
ii)	Mr. M. Dhanuka	Member

No meeting of the Risk Management Committee was held during the year.

### 12. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of the following Directors :

i)	Mr. P. J. Bhide	Chairman (Non-Executive Independent)
ii)	Mr. C. K. Dhanuka	Member (Promoter)
ii)	Mr. Ramesh Kumar Chandak	Member (Non-Executive Independent)

The terms of reference of the CSR Committee, inter-alia includes the following:

- i) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- ii) Recommend the amount of expenditure to be incurred on the activities referred to in clause (i); and
- iii) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

## Report on Corporate Governance (Contd.)

The Committee met once on 10.08.2016 during the year. The attendance of the Directors at the said meeting is as under:

Name	No. of meetings held	No. of meetings attended
Mr. P. J. Bhide	1	1
Mr. C. K. Dhanuka	1	1
Mrs. Aarti Bansal Aggarwal *	1	1
Mr. Ramesh Kumar Chandak**	1	NA

\* Resigned from the Company w.e.f. 18.08.2016

\*\* Appointed as a member of the Committee w.e.f. 03.11.2016

### 13. Share Transfer Committee

The Share Transfer Committee comprises of the following Directors of the Company :

	Member of the Share Transfer Committee	Category
i)	Mr. C. K. Dhanuka	Chairman
ii)	Mr. M. Dhanuka	Director
iii)	Mrs. A. Dhanuka	Director

No. of Share Transfer Committee Meetings held during the year = 4

Dates on which held = 27-05-2016, 02-08-2016, 02-11-2016 and 07-02-2017

The attendance of the directors at the Share Transfer Committee Meetings are given below:

Name	No..of meetings held	No. of meetings attended
Mr. C. K. Dhanuka	4	4
Mr. M. Dhanuka	4	2
Mrs. A. Dhanuka	4	4

The Committee is authorized to deal with as well as accord approval and / or ratify the following matters :-

- i) Share Transfers
- ii) De-materialization / Re-materialization of shares(s).
- iii) Sub-division / Consolidation / Transmission of share(s).
- iv) Deletion of member(s) name on demise.
- v) Issue of Duplicate Share Certificate(s).
- vi) Other related matters.

The scrutiny and other formalities relating to share transfer etc. are undertaken by the Registrars & Share Transfer Agents of the Company viz., M/s. Maheshwari Datamatics Private Limited.

### 14. General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time	Details of Special Resolution
2015-16	Kalakunj, Sangit Kala Mandir 48,Shakespeare Sarani, Kolkata-700017	10th August, 2016	10.30 a.m.	None
2014-15	Kalakunj, Sangit Kala Mandir 48,Shakespeare Sarani, Kolkata-700017	29th September, 2015	03.00 p.m.	None
2013-14	Kalakunj, Sangit Kala Mandir 48,Shakespeare Sarani, Kolkata-700017	11th August, 2014	10.30 a.m.	None

14.1 Other than the above, there were no other general meetings during the last three years.

## Report on Corporate Governance (Contd.)

### 14.2 Postal ballot and postal ballot process:

No resolution was put through Postal Ballot during the year.

### 14.3 Information about Directors seeking appointment / re-appointment, etc.

The details of the Directors of the Company seeking appointment / re-appointment are given in the Annexure to the Notice, under the head 'Information pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015'.

## 15. Disclosures

a) There are no materially significant related party transactions made by the Company with its Promoters, Directors or their relatives, or the management, or subsidiaries etc. that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note 22 under 'Notes annexed to and forming part of the financial statements' in the Annual Report.

The policy on related party transactions has been uploaded in the Company's website: <http://dhunseriinvestments.com/policy.html>

b) During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

c) The Company has adopted a vigil mechanism / whistle blower policy and no personnel is being denied access to the Audit Committee.

The policy has been uploaded on the Company's website: <http://dhunseriinvestments.com/policy.html>

d) The Company has adopted all the mandatory requirements as recommended by SEBI (LODR) Regulations, 2015 with stock exchanges and is in the process of examining the implementation of some of the non-mandatory requirements.

e) There are no pecuniary relationships or transactions with Non-Executive Independent Directors other than those disclosed in this report.

f) The Company has formulated a policy for determining 'material' subsidiaries and such policy has been disclosed on the Company's website: <http://dhunseriinvestments.com/downloads/DIL-policy-for-determining-material-subsiary.pdf>

## 16. CEO and CFO Certification

As per Part B of Schedule II of SEBI (LODR) Regulations, 2015, the CEO and the CFO of the Company certifies to the Board regarding the review of the financial statements, compliance with the accounting standards, maintenance of the internal control systems for financial reporting and accounting policies, etc.

## 17. Means of Communication

The quarterly and annual results of the Company are generally published in Business Standard as well as in Arthik Lipi. These results are also posted in the Company's website [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com) after its submission to the Stock Exchanges.

## 18. Management Discussion and Analysis Report

### Industry Structure and Development

The Company's main business being Investments in Shares and Securities, the business strategy is largely dependent on the economic environment of the Country and the policy of the Government and Reserve Bank of India. However, the Management will continue to review the business strategy from time to time depending on the changes in the policy of Government and Reserve Bank of India. During the year under review market conditions were volatile which have been reflected in the profitability of the Company.

### Opportunities and Threats

The positive attitude of the Government and RBI indicate that new opportunities may open up for sustained growth of Investment Companies. However, the Management is not complacent about the future growth of the Company and constantly watches various developments particularly bearing in mind that the Company is a small sized NBFC and there are plenty of obstacles which may hinder its growth.

### Segment wise performance

The Company being a non-banking financial Company operates under a single segment viz investments in shares and other securities.

## Report on Corporate Governance (Contd.)

### Outlook & Risk and Concern

The Management has to regularly monitor the changing market conditions and the trends. Further, any slowdown of the economic growth or volatility in global financial market could also adversely affect the Company's business.

### Internal Control System & their adequacy

The Company has an effective system of internal control, commensurate with the size of the Company and it ensures operational efficiency, accuracy in financial reporting and compliance of applicable laws and regulations. The system is also reviewed from time to time. During the year such controls were tested by the Internal and Statutory Auditors with reference to financial statements and no reportable material weakness on the design or operation were observed.

### Discussion on financial performance with respect to operational performance

All disclosures relating to financial and commercial transactions where directors may have a potential interest are provided to the Board and included in the financial statement. The interested directors do not participate in the discussions nor they vote on such matters.

### Material developments in Human Resources / Industrial Relations front including number of people employed

There is no significant change regarding material development in human resources / industrial relations front as the Company operates with 3 persons only.

### Cautionary Statement

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry- global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

## 19. Shareholders' Information

### a) Annual General Meeting

Tuesday, 8th August, 2017 at 10.30 a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata-700 017.

### b) Book Closure

The Register of Members and Share Transfer Register will remain closed from Wednesday, 2nd August, 2017 to Tuesday, 8th August, 2017 (both days inclusive) on account of the 20th Annual General Meeting and dividend payment.

### c) E-voting

The e-voting period commences on Thursday, 3rd August, 2017 (9.00 a.m. IST) and ends on Monday, 7th August, 2017 (5.00 p.m. IST). During this period, members of the Company holding shares as on the cut-off date i.e 1st August, 2017, either in physical form or in dematerialized form, may cast their vote electronically.

Members may send the duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer Mr. Kailash Chandra Dhanuka (FC-2204; CP-1247) at the Registered Office of the Company, not later than Monday, 7th August, 2017.

The e-voting module shall be disabled by NSDL for voting thereafter.

Once the e-voting on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

The facility for physical voting shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting or through Ballot Form shall be eligible to vote at the AGM.

### d) Dividend payment

The dividend, if declared at the ensuing AGM shall be paid / credited on or after 16th August, 2017

### e) Registered Office

'Dhunseri House', 4A, Woodburn Park, Kolkata 700 020

CIN : L15491WB1997PLC082808

Phone No.: 2280-1950 (5 lines), Fax No. : 91 33 2287-8995/8350

Email : mail@dhunseriinvestments.com, Website : www.dhunserinvestments.com

## Report on Corporate Governance (Contd.)

### f) Listing on Stock Exchanges

The Company's shares are listed with the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company has paid the annual listing fees to the Stock Exchanges for the financial year 2017-18.

### g) i) Exchange Scrip Code : BSE: Scrip Code : 533336

: NSE: Symbol : DHUNINV

### ii) Demat ISIN number for NSDL and CDSL : INE 320L01011

### h) Stock market price data for the year 2016-17:

Period 2016 – 17	BSE		NSE		BSE Sensex	
	High	Low	High	Low	High	Low
April	156.40	136.90	149.30	135.10	26104.54	24523.20
May	148.50	136.00	155.00	133.25	26837.20	25057.93
June	144.40	130.10	145.70	128.00	27105.41	25911.33
July	152.95	133.10	155.00	132.00	28240.20	27034.14
August	160.00	135.00	153.00	133.00	28532.25	27627.97
September	147.00	125.00	145.00	125.00	29077.28	27716.78
October	157.90	125.85	158.90	126.50	28477.65	27488.30
November	215.00	151.30	217.90	150.30	28028.80	25717.93
December	180.00	155.25	180.55	156.55	26803.76	25753.74
January	180.00	162.40	188.50	162.05	27980.39	26447.06
February	180.00	165.10	204.00	161.30	29065.31	27590.10
March	183.50	160.00	204.85	162.80	29824.62	28716.21

- i) **Registrars and Share Transfer Agents:** Maheshwari Datamatics Pvt. Ltd.  
23 R N Mukherjee Road, Kolkata-700 001  
Phone: 2243-5029, 2248-2248, Fax : 91 33 2248-4787  
Email : mdpldc@yahoo.com

### j) Share Transfer System

The Company's Registrars and Share Transfer Agents M/s. Maheshwari Datamatics Pvt. Ltd. after scrutiny and completion of all required formalities, process the share transfers and thereafter return the scrips in the normal course within 15 days of its receipt, if the documents are found valid and complete in all respects.

Further, M/s. Maheshwari Datamatics Pvt. Ltd. also being the Company's Demat Registrars, the requests for dematerialisation of shares are processed and confirmation given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

### k) Shareholding Pattern and Distribution of Shares as on 31.03.2017

#### Shareholding Pattern

Category	No. of Shares held	Percentage %
Promoters	45,69,999	74.95
Financial Institutions, Mutual Funds, Banks & Insurance Companies	2,881	0.05
Bodies Corporate	3,59,757	5.91
Indian Public	11,26,956	18.48
NRI's & Others	37,585	0.61
	<b>60,97,178</b>	<b>100%</b>

## Report on Corporate Governance (Contd.)

## Distribution Schedule

Range	Shareholders		Shares	
	No.	%	No.	%
1- 500	18,001	98.60	7,09,017	11.63
501 – 1000	136	0.75	1,03,575	1.70
1001 – 2000	56	0.31	77,431	1.27
2001 – 3000	18	0.10	42,680	0.70
3001 – 4000	5	0.03	16,891	0.28
4001 – 5000	6	0.03	26,896	0.44
5001 – 10000	12	0.06	88,693	1.45
10001 – and above	22	0.12	50,31,995	82.53
	<b>18,256</b>	<b>100%</b>	<b>60,97,178</b>	<b>100%</b>

## l) Dematerialisation of shares and liquidity

As on 31st March, 2017, 92.57% of the Company's share capital representing 5647340 shares were held by 5344 shareholders in dematerialised form and the balance 7.43% of the Company's share capital representing 449838 shares were held by 12912 shareholders in physical form.

## m) Unclaimed Demat Suspense Account

The Company has already sent two reminder letters to the investors whose physical share certificates were returned undelivered and is in the process of sending the 3rd & final reminder letter to the respective shareholders. Thereafter these share certificates will be dematerialised and credited to the "Unclaimed Demat Suspense Account" being opened by the Company.

## n) Insider trading regulation

The Company has adopted a code of internal procedure for prevention of any unauthorised trading in the shares of the Company by insiders, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company Secretary is the Compliance Officer for this purpose.

## o) Address for investor correspondence

Shareholders can correspond at the registered office of the Company and/or at the Company's Registrar and Share Transfer Agents. Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

## p) Financial Calendar 2017-18 (Tentative)

## Board Meetings

Unaudited results for quarter ending June 30, 2017	-	By 14th August, 2017
Unaudited results for quarter ending September 30, 2017	-	By 14th November, 2017
Unaudited results for quarter ending December 31, 2017	-	By 14th February 2018
Audited results for year ending March 31, 2018	-	By 30th May, 2018
Annual General Meeting for the year ending 31st March, 2018	-	August / September, 2018

## q) Grievance Redressal Division / Compliance Officer

Ms. Aditi Dhanuka  
 Company Secretary and Compliance Officer  
 Dhunseri Investments Ltd.  
 "Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020,  
 Phone – (033) 2280-1950 (5 lines), Fax – (033) 2287-8995/8350  
 E-mail: mail@dhunseriinvestments.com

## r) Report on Corporate Governance

As required by Schedule V of SEBI (LODR) Regulations, 2015, a certificate from the Practising Company Secretary confirming compliance with the conditions of Corporate Governance, is attached to the Directors' Report forming part of the Annual Report.

For and on behalf of the Board of Directors

Kolkata

Dated: 29th May, 2017

C.K. Dhanuka  
 Chairman

## Report on Corporate Governance (Contd.)

### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I confirm that the Company has in respect of the financial year ended 31st March, 2017 received from the members of the Board and the senior management personnel, a declaration of compliance with the Company's Code of Conduct.

For and on behalf of the Board of Directors

Kolkata

Dated: 29th May, 2017

**Aruna Dhanuka**  
*Managing Director & CEO*

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## Certificate on Corporate Governance

To

The Members of Dhunseri Investments Limited

We have examined the relevant records of Dhunseri Investments Limited ("the Company") for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from April 1, 2016 to March 31, 2017. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**M Shahnawaz & Associates**  
*Practicing Company Secretary*

Sd/-

**Md. Shahnawaz**  
*Proprietor*

Membership No.: 21427  
CP No.: 15076

Kolkata

Dated: 29th May, 2017

## Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

DHUNSERI INVESTMENTS LIMITED

CIN: L15491WB1997PLC082808

Dhunseri House, 4A, Woodburn Park,

Kolkata – 700 020

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhunseri Investments Limited (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder and Companies Act, 1956, to the extent not repealed;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable to the Company during the Audit Period;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI (ICDR) Regulations, 2009);- Not Applicable to the Company during the Audit Period
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014 - Not applicable to the Company during the Audit Period;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable to the Company during the Audit Period;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the Company during the Audit Period;



## Secretarial Audit Report (Contd.)

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during the Audit Period;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 (herewith referred as Listing Regulations); and
- (j) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC, which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a Woman Director. There is no change in the composition of the Board of Directors of the Company during the Audit Period.

Adequate notice is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event/action having major bearing on the Company's affairs.

M Shahnawaz & Associates  
Practicing Company Secretary

Sd/-

Md. Shahnawaz  
Proprietor

Membership No.: 21427

CP No.: 15076

Kolkata

Dated: 29th May, 2017

## Independent Auditors' Report

To The Members of

DHUNSERI INVESTMENTS LIMITED

### Report on Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of DHUNSERI INVESTMENTS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the accompanying Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

## Independent Auditors' Report (Contd.)

- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- iii. The Balance Sheet, Statement of Profit and Loss and Cash Flow statement dealt with by this report are in agreement with the books of account;
- iv. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- v. On the basis of written representations received from the directors, as on 31st March, 2017 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms Section 164(2) of the Companies Act, 2013.
- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company does not have any pending litigations as on balance sheet date which would impact its financial position,
  - b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses,
  - c. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31st, 2017,
  - d. The Company has disclosed as to holdings as well as dealing in Specified Bank Note during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company (Refer note no.27).

SUNIL OSWAL, FCA, PARTNER  
(Membership No. 071678)

For and on behalf of

DHANDHANIA & ASSOCIATES  
Chartered Accountants  
Firm Registration No.316052E

Place: Kolkata

Date: The 29th day of May, 2017

## Annexure-A to Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i) (a) The Company is maintaining proper records showing full particulars, including quantitative details & situation of Property, Plant and Equipments.
- (b) The Property, Plant and Equipments of the Company have been physically verified by the management during the year and discrepancy noticed on such verification has been duly provided in the books of accounts.
- (c) The title deeds of immovable properties are held in the name of the Company.
- ii) According to the records of the Company examined by us and the information and explanations given to us, the Company does not hold any inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Consequently, clauses (iii) (a, b & c) of paragraph 3 of the Order are not applicable.
- iv) The Company has not entered into loans, investments, guarantees, and security transactions falling within provisions of Section 185 and 186 of the Companies Act, 2013.
- v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

## Annexure-A to Independent Auditors' Report (Contd.)

- vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for any of the services rendered by the Company. Accordingly paragraph 3(vi) of the Order is not applicable to it.
- vii) (a) In our opinion, and according to the information and explanations given to us the Company is depositing undisputed statutory dues, including Provident Fund, Employee State Insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and cess and any other statutory dues with appropriate authority.
- (b) According to the information and explanations given to us, there are no dues of provident fund, employees state insurance, income tax, sales tax, service tax, cess and any other statutory dues outstanding on account of any dispute.
- viii) According to the records of the Company examined by us and the information and explanations given to us, there are no dues payable to any financial institutions or banks or debenture holders as at the balance sheet date.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x) According to the records of the Company examined by us and information and explanation given to us, any fraud by the Company or any fraud on the Company by its officers or employees has not been noticed or reported during the year.
- xi) Managerial remuneration has been paid in accordance with Section 197 read with Schedule V to Companies Act, 2013.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us, the Company has not made preferential allotment of shares during the year under review; therefore, requirements of Section 42 of the Companies Act, 2013 are not applicable.
- xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company has obtained registration as required under Section 45-IA of the Reserve Bank of India Act, 1934.

SUNIL OSWAL, FCA, PARTNER  
(Membership No. 071678)

For and on behalf of

**DHANDHANIA & ASSOCIATES**  
*Chartered Accountants*  
Firm Registration No.316052E

Place: Kolkata

Date: The 29th day of May, 2017

## Annexure-B to Independent Auditors' Report

### of Even Date on the Standalone Financial Statements of Dhunseri Investments Limited

#### Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DHUNSERI INVESTMENTS LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Annexure-B to Independent Auditors' Report (Contd.)

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that,

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

SUNIL OSWAL, FCA, PARTNER  
(Membership No. 071678)

For and on behalf of

DHANDHANIA & ASSOCIATES  
Chartered Accountants

Firm Registration No.316052E

Place: Kolkata

Date: The 29th day of May, 2017

## Balance Sheet as at 31st March, 2017

(₹ in lakhs)

Particulars	Notes	As at 31.03.2017	As at 31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	609.72	609.72
(b) Reserves and Surplus	3	25,795.92	24,493.44
<b>(2) Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)	4	7.16	6.98
(b) Long-Term Provisions	5	422.23	423.91
<b>(3) Current Liabilities</b>			
(a) Trade Payables	6		
Total Outstanding dues of micro enterprises and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		49.48	92.39
(b) Other Current Liabilities	7	24.84	14.87
(c) Short-Term Provisions	8	0.02	110.17
<b>TOTAL</b>		<b>26,909.37</b>	<b>25,751.48</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipments			
(i) Tangible Assets	9	121.84	137.71
(b) Non-Current Investments	10	25,329.93	24,080.60
(c) Long-Term Loan and Advances	11	1,151.21	1,092.99
<b>(2) Current Assets</b>			
(a) Current Investments	12	224.69	254.09
(b) Cash and Bank Balance	13	55.59	138.84
(c) Short-term Loans and Advances	14	19.85	35.50
(d) Other Current Assets	15	6.26	11.75
<b>TOTAL</b>		<b>26,909.37</b>	<b>25,751.48</b>
Significant Accounting Policies	1		

Notes referred to above form an integral part of the Balance Sheet.  
As per our Report of even date attached.

For and on behalf of the Board

**SUNIL OSWAL, FCA**  
Partner  
Membership No: 071678  
For and on behalf of  
**Dhandhan & Associates**  
Chartered Accountants  
Firm Regn No. 316052E

Place : Kolkata  
Date : May 29, 2017

**P. K. Lath**  
Chief Financial Officer

**Aditi Dhanuka**  
Company Secretary

**C. K. Dhanuka**  
Chairman  
DIN : 00005684

**Aruna Dhanuka**  
Director  
DIN : 00005677

**P. J. Bhide**  
Director  
DIN : 00012326

## Statement of Profit and Loss for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Notes	Year ended 31.03.2017	Year ended 31.03.2016
I Revenue from Operations	16	1,480.71	3,232.75
II Other Income	17	1.12	1.47
III Total Revenue (I+II)		1,481.83	3,234.22
IV Expenses :			
Purchase of stock-in-trade		-	538.54
Change in Inventories of Shares and Securities	18	-	626.83
Employee Benefits Expense	19	24.50	24.80
Depreciation and Amortization Expense	9	13.12	13.65
Other Expenses	20	109.76	161.50
Total Expenses		147.38	1,365.32
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)		1,334.45	1,868.90
VI Exceptional Items		-	-
VII Profit before Extraordinary Items and Tax (V-VI)		1,334.45	1,868.90
VIII Extraordinary Items		-	-
IX Profit before Tax (VII-VIII)		1,334.45	1,868.90
X Tax Expense:			
(i) Current Tax		85.00	200.00
(ii) Deferred Tax		0.18	(0.53)
(ii) Earlier year Tax Adjustment		(8.24)	(3.88)
(iv) MAT Credit Entitlement		(26.35)	(46.19)
XI Profit/(Loss) for the period from Continuing Operations		1,283.86	1,719.50
XII Earnings per Equity Share:			
(1) Basic & Diluted		21.06	28.20
Significant Accounting Policies	1		

Notes referred to above form an integral part of the Statement of Profit &amp; Loss.

As per our Report of even date attached

SUNIL OSWAL, FCA  
Partner  
Membership No: 071678  
For and on behalf of  
Dhandhan & Associates  
Chartered Accountants  
Firm Regn No. 316052E

Place : Kolkata  
Date : May 29, 2017

P. K. Lath  
Chief Financial Officer

Aditi Dhanuka  
Company Secretary

For and on behalf of the Board

C. K. Dhanuka  
Chairman  
DIN : 00005684

Aruna Dhanuka  
Director  
DIN : 00005677

P. J. Bhide  
Director  
DIN : 00012326

## CASH FLOW STATEMENT for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	1,334.45	1,868.90
<b>Adjustments For</b>		
Depreciation	13.12	13.65
(Profit) / Loss on Sale of Investments	(484.09)	(991.14)
Dividend Received	(972.57)	(978.75)
Fixed Assets Written off	0.27	-
Profit on Sale of Motor Car	(0.64)	-
	(1,443.91)	(1,956.24)
<b>Operating Profit Before Working Capital Changes</b>	(109.46)	(87.34)
<b>Adjustments for (increase) / decrease in operating assets :</b>		
Inventory	-	626.83
Short term Loans & Advances	(1.19)	0.34
Long term Loans & Advances	(12.03)	-
Other Current Assets	5.49	(0.45)
	(117.19)	539.38
<b>Adjustments for increase / (decrease) in operating liabilities :</b>		
Trade Payable	(42.91)	92.23
Other Current Liabilities	5.41	0.14
Short-Term Provision	(0.07)	-
Long-term Provision	(1.68)	0.19
	(39.25)	92.56
<b>Cash Flow from Extraordinary Items</b>	-	-
<b>Cash Generated from Operations</b>	(156.44)	631.94
Direct Tax (Paid) / Refund	(79.76)	(183.45)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	(236.20)	448.49
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Long-term Investments	(5,655.92)	(9,753.11)
Purchase of Current Investments	(2,312.50)	(10,230.74)
Sale of Long-term Investments	4,871.39	8,047.65
Sale of Current Investments	2,361.19	10,693.71
Dividend Received	972.57	978.75
Proceeds from Sale of Motor Car	3.12	-
	239.85	263.74
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	239.85	(263.74)



## CASH FLOW STATEMENT (contd.) for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend paid	(86.90)	(86.71)
Corporate Dividend Tax paid	-	(18.62)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>(86.90)</b>	<b>(105.33)</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(83.25)</b>	<b>79.42</b>
Opening Balances of Cash & Cash Equivalents	138.84	59.42
Closing Balances of Cash & Cash Equivalents	<b>55.59</b>	<b>138.84</b>

## Notes :

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard - 3 (revised) issued by the Institute of Chartered Accountants of India.
- 2) Previous year figures have been re-grouped and re-arranged wherever considered necessary.
- 3) This is the Cash Flow referred to in our report of even date.

SUNIL OSWAL, FCA  
Partner  
Membership No: 071678  
For and on behalf of  
Dhandhanian & Associates  
Chartered Accountants  
Firm Regn No. 316052E  
Place : Kolkata  
Date : May 29, 2017

P. K. Lath  
Chief Financial Officer

Aditi Dhanuka  
Company Secretary

For and on behalf of the Board

C. K. Dhanuka  
Chairman  
DIN : 00005684

Aruna Dhanuka  
Director  
DIN : 00005677

P. J. Bhide  
Director  
DIN : 00012326

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017

## COMPANY OVERVIEW

Dhunseri Investments Limited having its Registered Office at "Dhunseri House", 4A Woodburn Park, Kolkata - 700020 carries on the business of Investing in Shares and Securities and is registered as a Non-Banking Financial Company with the Reserve Bank of India, having Registration no. N.05.06909.

## Note 1 SIGNIFICANT ACCOUNTING POLICIES :

### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Company follows the prudential norms issued by the Reserve Bank of India (as amended) for Asset Classification, Income recognition and provision for bad and doubtful debts in respect of Loans granted/investments made by it.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

### 1.2 USE OF ESTIMATES

The Financial Statements are prepared in conformity with the Generally Accepted Accounting Principles(GAAP) in India. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

### 1.3 PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipments are stated at cost less accumulated depreciation. Cost includes expenditure incurred in the acquisition and construction/installation and other related expenses.

Depreciation on Property, Plant and Equipments has been provided on Straight-Line Method as per the useful life and rate prescribed in Schedule II to the Companies Act, 2013. Leasehold land is amortised over effective period of Lease.

### 1.4 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, prescribed in Accounting Standard-3 whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, financing and investing activities of the Company are segregated based on the available information.

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

### 1.5 INVESTMENTS

Long Term Investments are stated at cost. Diminution in value thereof as determined which are permanent in nature are adjusted therefrom and charged to revenue. Current Investments are valued at cost or net realizable value, whichever is lower.

### 1.6 TAXES ON INCOME

- i) Current Tax is determined in accordance with the provision of Income Tax Act, 1961.
- ii) Deferred Tax has been recognised for all timing differences, subject to consideration of prudence in respect of Deferred Tax Assets.
- iii) Tax credit is recognised in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA of the Income Tax Act, 1961 based on the convincing evidence that the Company will pay normal Income-tax within statutory time frame and is reviewed at each Balance Sheet date.

### 1.7 INVENTORIES

Inventories of Shares and Securities are valued at cost or net realizable value, whichever is lower. The Cost is calculated on FIFO basis.

### 1.8 EMPLOYEE BENEFITS

- a) The Company has a defined contribution plan for post employment benefit in the form of provident/family pension fund which is administered by Regional Provident Fund Commissioner. The Company contributes to defined contribution plan, which is charged to Statement of Profit and Loss.
- b) Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered. Liabilities in respect of Defined Benefits plans namely retirement gratuities and encashment of unavailed leave are unfunded and calculated by an independent actuary at the year-end and provided for. Actuarial gains/ losses are recognised in the statement.

### 1.9 REVENUE RECOGNITION

- i) Profit/(Loss) on sale of investments is taken to Profit and Loss Account.
- ii) Dividend income is accounted for as and when right to receive dividend is established.
- iii) Interest Income is recognised on accrual basis.
- iv) Lease rent is recognised on accrual basis.

## Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 2 SHARE CAPITAL</b>		
(a) (i) <b>Authorised</b>		
1,09,05,448 (Previous Year 1,09,05,448) Equity Share of ₹ 10/- each	1,090.54	1,090.54
(ii) <b>Issued, Subscribed &amp; Paid-up</b>		
60,97,178 (Previous Year 60,97,178) Equity Shares of ₹ 10/- each	609.72	609.72
	<b>609.72</b>	<b>609.72</b>

(b) During the period of five years immediately preceding the date of the Balance Sheet, the Company has allotted on 31.08.2015, 6,25,000 Equity Shares of ₹ 10/- each fully paid up to the Shareholders of Plenty Valley Intra Limited (PVIL), pursuant to the scheme of arrangement sanctioned by the Hon'ble High Court at Calcutta by an order dated 29.07.2015, without payment being received in cash. As per the scheme 3,83,270 equity shares of the Company held by PVIL aggregating to ₹ 38,32,700/- have been extinguished.

(c) **Terms / Rights attached to Equity Shares**

The Company has one class of Equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share held and dividend proposed by the Board of Directors subject to the approval of shareholders in the Annual General meeting. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

	As at 31.03.2017	As at 31.03.2016
(d) <b>Reconciliation of the number of shares outstanding</b>		
Number of shares at the beginning	60,97,178	60,97,178
Add: Shares issued during the year	-	-
Number of shares at the closing	<b>60,97,178</b>	<b>60,97,178</b>

(e) **Details of Shareholders holding more than 5% Shares**

Sl. No.	Name of the Shareholder's	2016-17		2015-16	
		Total No. of Shares		Total No. of Shares	
		Shares Held	Holding (%)	Shares Held	Holding (%)
1	Mint Investments Ltd	27,53,704	45.16	27,53,704	45.16
2	Naga Dhunseri Group Ltd.	13,16,476	21.59	13,16,476	21.59

(f) The Company does not have any Holding or Ultimate Holding Company.

(g) No calls are unpaid by any Director or Officer of the Company during the year.

(h) No securities convertible into Equity/Preference Shares have been issued during the year.

(i) The Board of Directors in its meeting on May 29, 2017 has proposed a final dividend of ₹ 1.50 per equity share for the financial year ended March 31, 2017 subject to the approval of the shareholders at the ensuing Annual General Meeting and if approved would result in a cash outflow of ₹ 91.46 Lakhs.

For Dividend Distribution Tax, relief u/s 115-O(1A) of the Income Tax Act, 1961 has been considered.

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 3 RESERVES &amp; SURPLUS</b>		
<b>General Reserve</b>		
As per last Account	21,631.35	20,000.00
Add : Mat Credit Entitlement for earlier years recognised in the books	-	631.35
Add : Transferred from the Statement of Profit and Loss	1,000.00	1,000.00
	22,631.35	21,631.35
<b>NBFC Reserve</b>		
As per last Account	1,882.41	1,538.51
Add : Transferred from the Statement of Profit and Loss	256.77	343.90
	2,139.18	1,882.41
<b>Surplus</b>		
<b>Statement of Profit and Loss</b>		
Balance at the beginning	979.68	714.16
Add : Dividend Distribution Tax provided but not required to be paid as per applicable provisions of Income Tax Act,1961	18.62	-
Add : Net Profit after tax transferred from Statement of Profit and Loss	1,283.86	1,719.50
<b>Profit Available for Appropriation</b>	2,282.16	2,433.66
<b>Appropriations :</b>		
Proposed Dividend (Previous Year ₹ 1.50 per Share)	-	91.46
Dividend Distribution Tax	-	18.62
Transferred to NBFC Reserve Fund	256.77	343.90
Transferred to General Reserve	1,000.00	1,000.00
Balance in Profit and Loss Account	1,025.39	979.68
	25,795.92	24,493.44

	As at 31.03.2017	Charge/(Release) during the year	As at 31.03.2016
<b>Note 4 DEFERRED TAX LIABILITIES</b>			
On Written Down Value of Fixed Assets	7.59	(0.38)	7.97
On Provision for Earned Leave	(0.21)	0.13	(0.34)
On Provision for Gratuity	(0.22)	0.43	(0.65)
Deferred Tax Liabilities / (Assets) :	7.16	0.18	6.98

	As at 31.03.2017	As at 31.03.2016
<b>Note 5 LONG-TERM PROVISIONS</b>		
Provision for Gratuity	0.64	1.93
Provision for Taxation	421.00	421.00
Provision for Leave Encashment	0.59	0.98
	422.23	423.91

**Note 6 TRADE PAYABLES**

<b>Trade Payables</b>		
Total Outstanding dues of micro enterprises and small enterprises	-	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises	49.48	92.39
	49.48	92.39

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 7 OTHER CURRENT LIABILITIES</b>		
Unclaimed Dividend	16.53	11.97
(There is no amount due and outstanding to be credited to Investor Education and Protection Fund)		
TDS Payable	0.31	-
Liabilities for Expenses	3.99	2.75
Fractional Shares Payable	4.01	0.15
	<b>24.84</b>	<b>14.87</b>

**Note 8 SHORT TERM PROVISIONS**

Provision for Gratuity (₹ 409/-)	-	0.06
Provision for Leave Encashment	0.02	0.03
Dividend Distribution Tax	-	18.62
Proposed Dividend	-	91.46
	<b>0.02</b>	<b>110.17</b>

**Note 9 PROPERTY, PLANT AND EQUIPMENTS**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.16	Addition during the Year	Less Sale or Adjustment	Total as at 31.03.2017	Upto 01.04.16	For the Year	Less Adjustment	Total as at 31.03.2017	As at 31.03.2017	As at 31.03.16
Lease Hold Land	37.62	-	-	37.62	5.80	0.39	-	6.19	31.43	31.82
Buildings	109.61	-	-	109.61	62.50	2.50	-	65.00	44.61	47.11
Plant & Machinery	111.80	-	0.68	111.12	79.47	3.09	0.67	81.89	29.23	32.33
Electrical Installation	20.61	-	-	20.61	18.40	0.17	-	18.57	2.04	2.21
Furniture & Fixture	7.68	-	2.17	5.51	6.15	0.23	1.92	4.46	1.05	1.53
Computer Data System	4.55	-	1.28	3.27	3.66	0.47	1.28	2.85	0.42	0.89
Vehicles	46.01	-	5.78	40.23	24.19	6.27	3.29	27.17	13.06	21.82
<b>Total</b>	<b>337.88</b>	<b>-</b>	<b>9.91</b>	<b>327.97</b>	<b>200.17</b>	<b>13.12</b>	<b>7.16</b>	<b>206.13</b>	<b>121.84</b>	<b>137.71</b>
Previous Year	337.88	-	-	337.88	186.52	13.65	-	200.17	137.71	151.36

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

Particulars	Face Value (₹)	As at 31.03.2017		As at 31.03.2016	
		Nos.	Book Value	Nos.	Book Value
<b>Note 10 NON-CURRENT INVESTMENTS</b>					
<b>A. Investment in Equity Shares</b>					
<b>Quoted, Fully Paid up</b>					
Axis Bank Ltd.	2	-	-	42,940	224.69
Arvind Ltd	10	52,500	194.97	-	-
Bank of India Ltd.	10	2,08,700	331.95	-	-
Bayer Cropscience Ltd.	10	2,542	101.16	-	-
Britannia Industries Ltd	2	4,960	142.72	4,400	83.09
Capital First Ltd.	10	22,500	95.43	43,754	174.47
Caplin Point Lab Ltd.	2	84,964	238.74	-	-
Divis Laboratories Ltd.	2	-	-	9,500	101.64
Dalmia Bharat Ltd.	2	-	-	15,501	110.16
DLF Ltd	2	1,38,000	223.02	-	-
Easun Reyrolle Ltd.	2	-	-	81,428	42.54
Force Motors Ltd.	10	6,570	207.82	6,570	207.82
Godfrey Philips Ltd.	2	-	-	8,050	112.79
IDFC Bank Ltd	10	-	-	1,69,800	94.94
Infosys Ltd	5	-	-	1,590	18.11
Kaveri Seeds Ltd	2	17,750	96.02	-	-
Kotak Mahindra Bank Ltd	5	42,310	301.12	42,310	301.12
Mcleod Russell Ltd	5	100	-	-	-
Motherson Sumi System Ltd	1	30,000	73.66	58,200	141.80
Natco Pharma Ltd	2	26,800	107.46	26,800	107.46
PVR Ltd	10	7,500	61.68	15,410	127.83
Reliance Infrastructure Ltd	1	-	-	71,000	300.85
State Bank of India Ltd.	1	14,000	30.01	-	-
Schneider Electric Infra Ltd	2	94,736	150.20	1,41,165	272.62
Shemaroo Entertainment Ltd	10	12,281	46.67	-	-
Suven Life Sciences Ltd	1	-	-	1,13,880	297.74
SRF Ltd.	10	21,535	273.16	24,970	326.65
Suprajit Engineering Ltd	1	11,500	25.13	-	-
Suzlon Energy Ltd.	2	4,29,250	98.30	6,41,750	150.06
Take Solutions Ltd	1	1,07,450	188.73	97,450	173.60
Torrent Pharmaceuticals Ltd	5	-	-	2,100	25.83
Torrent Pharmaceuticals Ltd (Bonus)	5	8,500	-	18,826	-
Torrent Power Ltd	10	-	-	2,77,022	448.07
UltraTech Cement Ltd	10	-	-	3,300	91.97
Uniply Industries Ltd	10	36,500	96.56	-	-
United Spirits Ltd	10	11,826	348.39	8,326	269.28
<b>Sub-Total</b>			<b>3,432.90</b>		<b>4,205.13</b>
<b>Unquoted, Fully Paid up</b>					
Assam Bengal Cereals Ltd	10	2,630	0.26	2,630	0.26
Assam Hospital Ltd	10	-	-	50,000	5.00
Assam Financial Corporation Ltd	100	100	0.10	100	0.10
Assam Co-Operative Apex Bank Ltd	50	300	0.15	300	0.15
Mira Estates Pvt. Ltd	10	11,00,000	110.00	11,00,000	110.00
Woodlands Mul. Spe Hospital Ltd	10	250	0.03	250	0.03

DHUNSERI INVESTMENTS LIMITED

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

Particulars	Face Value (₹)	As at 31.03.2017		As at 31.03.2016	
		Nos.	Book Value	Nos.	Book Value
<b>Note 10 NON-CURRENT INVESTMENTS (Contd.)</b>					
<b>Unquoted, Fully Paid up (Contd.)</b>					
Tectura Corporation	75,73,698	100	-	-	-
Less : Provision for Diminution*	75,73,698		-	-	-
<b>Sub-Total</b>			<b>110.54</b>		<b>115.54</b>
<b>Investment in Subsidiary (Quoted, Fully Paid Up)</b>					
Dhunseri Petrochem Ltd.	10	188,72,000	17,185.11	-	-
<b>Sub-Total</b>			<b>17,185.11</b>		<b>-</b>
<b>Investment in Associates (Quoted, Fully Paid Up)</b>					
Dhunseri Tea & Industries Ltd.	10	32,06,397	4,045.93	31,22,856	3,840.54
Dhunseri Petrochem Ltd.	10	-	-	171,65,000	15,841.36
<b>Sub-Total</b>			<b>4,045.93</b>		<b>19,681.90</b>
<b>Investments in Group Company (Unquoted)</b>					
Madhuting Tea Pvt. Ltd	10	130,000	78.03	1,30,000	78.03
Dhunseri Overseas Pvt. Ltd.	10	29,99,000	299.90	-	-
<b>Sub-Total</b>			<b>377.93</b>		<b>78.03</b>
* In the Financial Year 2014-15 in respect of Company's Investment of ₹ 75.74 Lacs in M/s. Tectura Corporation USA, it was considered appropriate to make the provision. However, as informed by the management necessary steps including legal are being taken to realise the same and the provision will be written back once the payment is received.					
<b>B. Investment under Portfolio Management Scheme</b>					
<b>Quoted Equity Shares</b>					
Chambal Fertilisers & Chemicals Ltd.	10	13,809	11.54	-	-
Coromandal International Ltd.	1	5,552	15.49	-	-
D B Corp Ltd	10	2,515	10.56	-	-
Dalmia Bharat Sugar and Industries Ltd.	2	4,111	5.42	-	-
Dhampur Sugar Mill Ltd	10	6,633	8.60	-	-
Dwarikesh Sugar Ltd	10	3,171	8.35	-	-
Escorts Ltd	10	3,540	12.52	-	-
Insecticides India Ltd	10	981	5.09	-	-
Jagran Prakashan Ltd	2	9,785	20.13	-	-
Kaveri Seeds Ltd	2	6,931	29.10	-	-
Monsanto India Ltd	10	472	10.89	-	-
Tata Chemicals Ltd	10	3,999	22.95	-	-
TV Today Network Ltd	5	1,969	6.38	-	-
Zuari Agro Chemicals Ltd	10	4,372	10.50	-	-
<b>Sub-Total</b>			<b>177.52</b>		<b>-</b>
<b>Aggregate of Book Value</b>					
Quoted Investments			24,841.46		23,887.03
Unquoted Investments			488.47		193.57
			<b>25,329.93</b>		<b>24,080.60</b>
<b>Aggregate of Market Value</b>					
Quoted Investments			28,230.24		24,916.95
Unquoted Investments			488.47		193.57



Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 11 LONG-TERM LOANS &amp; ADVANCES</b>		
(Unsecured and Considered good by the Management)		
Security Deposits	0.66	0.66
Advances for Income Tax	400.08	400.08
Mat Credit Entitlement	738.44	692.25
Other Advance	12.03	-
	<b>1,151.21</b>	<b>1,092.99</b>

**Note 12 CURRENT INVESTMENTS**

Particulars	Nos.	As at 31.03.2017	Nos.	As at 31.03.2016
<b>Investment in Mutual Funds</b>				
Goldman Sachs Liquid Exchange	0.893	0.01	8.772	0.09
ICICI Prudential Flexible Income Growth	-	-	62,189.663	178.00
ICICI Prudential Liquid-Regular Plan-Growth	89,445.966	214.50	33,980.164	76.00
<b>Sub-Total</b>		<b>214.51</b>		<b>254.09</b>
<b>Investment under Potfolio Management Scheme</b>				
Kotak Liquid Plan	832.476	10.18	-	-
<b>Sub-Total</b>		<b>10.18</b>		<b>-</b>
<b>Aggregate of Book Value</b>		<b>224.69</b>		<b>254.09</b>
Repurchase Value of Units of Mutual Fund		225.00		254.09

	As at 31.03.2017	As at 31.03.2016
<b>Note 13 CASH &amp; CASH EQUIVALENTS</b>		
Balances with Scheduled Banks:		
On Current Accounts	27.05	121.77
On Unpaid Dividend/Fractional Shares Accounts	20.38	11.97
Cheque in hand	3.13	-
Cash in Hand	5.03	5.10
	<b>55.59</b>	<b>138.84</b>

**Note 14 SHORT TERM LOANS & ADVANCES**

(Unsecured and Considered good by Management)		
(Recoverable in cash or kind or value to be received or pending adjustments, if any)		
Income Tax Advances	18.60	35.44
Advance to Employees/Others	1.25	0.06
	<b>19.85</b>	<b>35.50</b>

**Note 15 OTHER CURRENT ASSETS**

Prepaid Expenses	6.26	11.75
	<b>6.26</b>	<b>11.75</b>

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

	Year ended 31.03.2017	Year ended 31.03.2016
<b>Note 16 REVENUE FROM OPERATIONS</b>		
Income from Operations		
Profit/(Loss) on Sale of Investments	484.09	991.14
Sale of Shares & Securities	-	1,238.87
Dividend Received	972.57	978.75
Share Difference Profit/(Loss)	0.05	(0.01)
	<b>1,456.71</b>	<b>3,208.75</b>
Other Operating Income		
Rent Received	24.00	24.00
	<b>24.00</b>	<b>24.00</b>
Total Operating Income	<b>1,480.71</b>	<b>3,232.75</b>

**Note 17 OTHER INCOME**

Interest Income	-	1.01
Miscellaneous Receipt	-	0.20
Liabilities Written back	0.48	0.26
Profit on Sale of Fixed Assets	0.64	-
	<b>1.12</b>	<b>1.47</b>

**Note 18 CHANGES IN INVENTORIES  
OF SHARES AND SECURITIES**

Opening Stock	-	626.83
Closing Stock	-	-
(Increase) / Decrease in Inventories	-	<b>626.83</b>

**Note 19 EMPLOYEE BENEFIT EXPENSES**

Salary and Exgratia	17.51	19.32
Bonus	0.92	1.05
Contribution to Provident Fund & Other Fund	1.50	1.48
Gratuity	1.83	0.30
Leave Pay	0.97	0.63
Staff Welfare Expenses	1.77	2.03
	<b>24.50</b>	<b>24.80</b>

## Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

	Year ended 31.03.2017	Year ended 31.03.2016
<b>Note 20 OTHER EXPENSES</b>		
Electric Charges	0.78	1.03
Computer Software Charges	13.06	23.23
Professional Charges	8.05	27.62
Motor Vehicle Running & Upkeep Expenses	7.39	8.58
Directors' Sitting Fees	1.62	2.31
Licence Fees	2.30	2.28
S.T.T. on Investment	9.16	17.06
S.T.T. on Investment in Portfolio Management Scheme	0.18	-
S.T.T. on Share Trading	-	1.75
Insurance Premium	0.59	0.75
Payment to Statutory Auditors		
Audit Fees	0.45	0.45
Certification Charges	0.40	0.30
For Service Tax	0.13	0.11
	0.98	0.86
Donation (CSR Activities)	20.40	15.50
Donation (To Political Party) (Refer Note - 34)	15.00	-
Portfolio Management Service Charges	2.67	-
Miscellaneous Expenses	27.58	60.53
	<b>109.76</b>	<b>161.50</b>

**Note 21** The Company has not received any memorandum (as required to be filed by the supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid/payable to these parties during the year - Nil.

**Note 22 RELATED PARTY DISCLOSURE UNDER ACCOUNTING STANDARD-18**

Name and nature of relationship with the Related Parties :	
Related Parties	Relationship
Dhunseri Petrochem Ltd.	Subsidiary Company
Dhunseri Tea & Industries Ltd.	Associate Company
Mint Investments Ltd.	Group Company
Naga Dhunseri Group Ltd.	Group Company
Trimplex Investments Ltd.	Group Company
Dhunseri Overseas Pvt. Ltd.	Group Company
Sewbhagwan & Sons	Firm over which directors are able to exercise significant influence
Mrs. Aruna Dhanuka (Managing Director)	Key Management Personnel
Mr. Chandra Kumar Dhanuka	Relative of Key Management Personnel
Mr. Mrigank Dhanuka	Relative of Key Management Personnel
Mr. Pawan Kumar Lath (Chief Financial Officer)	Key Management Personnel
Ms. Aditi Dhanuka (Company Secretary)	Key Management Personnel

Information about Related Party Transactions:		(₹ in lakhs)	
	2016-17	2015-16	
<b>A Group Company</b>			
<b>Trimplex Investments Limited</b>			
- Hire Charges (Paid)	0.44	0.43	
- License Fees (Paid)	2.30	2.28	
- Reimbursement of Electricity (Paid)	0.78	1.03	

## Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

## Note 22 RELATED PARTY DISCLOSURE UNDER ACCOUNTING STANDARD-18 (Contd.)

## Information about Related Party Transactions: (Contd.)

	2016-17	2015-16
<b>A Group Company (Contd.)</b>		
Dhunseri Overseas Private Limited		
- Investment in Equity Shares	299.90	-
<b>B Associate Company</b>		
Dhunseri Tea & Industries Ltd.		
- Lease Rent (Received)	24.00	24.00
<b>C Key Management Personnel and their Relatives</b>		
Mr. C.K. Dhanuka		
- Sitting Fees paid	0.32	0.36
Mr. Mrigank Dhanuka		
- Sitting Fees paid	0.14	-
Mrs. Aruna Dhanuka		
- Sitting Fees paid	-	0.26
Mr. P. K. Lath		
- Remuneration	9.10	7.66
Ms. Aditi Dhanuka		
- Remuneration	4.19	3.55

## Note 23 EARNING PER SHARE

Earning Per Share has been computed as under :		
Profit/(Loss) after Tax	1,283.86	1,719.50
No. of Equity Shares	60,97,178	60,97,178
Earning per Share (₹ 10 Paid up) (in ₹)	21.06	28.20

## Note 24 EMPLOYEE BENEFIT OBLIGATION

## a. Defined Contribution Plans:

Contribution for Defined Contribution Plan amounting to ₹ 1.50 Lakhs (previous year ₹ 1.48 Lakhs) has been recognised as expenses and included in Note 19 "Contribution to Provident and Other Funds" in the Statement of Profit & Loss.

## b. Defined Benefit Plans :

Reconciliation of opening and closing balances of Defined Benefit Obligation :

Particulars	2016-17		2015-16	
	Gratuity	Leave	Gratuity	Leave
	Unfunded	Unfunded	Unfunded	Unfunded
Defined benefit obligation at the beginning of the period	1.98	1.01	0.11	0.12
Current Service Cost	0.28	0.20	0.39	0.19
Interest Cost	0.15	0.08	0.01	0.01
Benefits payments	(3.17)	(1.37)	-	(0.71)
Actuarial (Gain) / Loss	1.40	0.69	1.47	1.40
Defined benefit obligation at the end of year	0.64	0.61	1.98	1.01
<b>Amount recognised in the Balance Sheet</b>				
Present value of Defined Benefit	0.64	0.61	1.98	1.01
<b>Amount recognised in Profit &amp; Loss Account</b>				
Current Service Cost	0.28	0.20	0.39	0.19
Interest Cost	0.15	0.08	0.01	0.01
Actuarial (Gain) / Loss	1.40	0.69	1.47	1.40
<b>Total expenses recognized in Profit &amp; Loss Account</b>	<b>1.83</b>	<b>0.97</b>	<b>1.87</b>	<b>1.60</b>

## Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

(₹ in lakhs)

## Note 24 EMPLOYEE BENEFIT OBLIGATION (Contd.)

	2016-17	2015-16
<b>Actuarial Assumption :</b>		
Mortality Table (IALM)	06 - 08 Ultimate	06 - 08 Ultimate
Discount Rate ( per annum)	7.25%	7.25%
Expected increase in salary ( per annum)	5.00%	5.00%
Expected remaining working life of employees (years)	23.33	23.33

The present value of obligation for gratuity is determined based on actuarial valuation using the Projected Unit Credit Method. The estimates of future salary increase, considered in actuarial valuation, taken into account inflation, seniority, promotion. The above information is certified by the actuary.

## Note 25

- a. The Management decided not to recognize decline in Market Value of certain Strategic Investments, if any, at year end which is not a permanent decline.
- b. The Company has earned Profit / (Loss) on account of sale of investments as below :

Particulars	2016-17	2015-16
On Non Current Investments	474.98	940.07
On Current Investments	9.11	51.07
	<b>484.09</b>	<b>991.14</b>

## Note 26 DIVIDEND RECEIVED INCLUDES

Particulars	2016-17	2015-16
Non Current Investments (Including PMS)	972.57	978.75

## Note 27 Information pursuant to the provision of Clause X of Part I of Division I of Schedule III of the Companies Act, 2013.

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	5.00	0.06	5.06
(+) Permitted Receipts *	-	2.54	2.54
(-) Permitted Payments	-	(0.49)	(0.49)
(-) Amount Deposited in Banks	(5.00)	-	(5.00)
Closing Cash in hand as on 30.12.2016	-	2.11	2.11

\* Bank Withdrawals

## Note 28 INFORMATION REQUIRED BY THE NON-BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIONS, 2007

## a) Capital Adequacy Ratio

Capital Adequacy Ratios are derived as per the guidelines issued by the RBI :

(₹ in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Tier I Capital	7,429.89	7,840.16
Tier II Capital	-	-
Total Capital	7,429.89	7,840.16
Risk Weighted Assets	6,713.44	7,233.10
Minimum Capital Required	1,007.02	1,084.97
Capital Adequacy Ratios		
Tier I	110.67	108.39
Tier II	-	-
Total	110.67	108.39

The Company's Capital Fund as on March 31, 2017 are higher than the minimum required i.e. 15%

Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

Note 28 INFORMATION REQUIRED BY THE NON-BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIONS, 2007 (Contd.)

b) Maturity Patterns of Assets and Liabilities

Assets and Liabilities as at 31.03.2017 are classified in the maturity buckets as per the guidelines issued by the RBI :

(₹ in lakhs)

Sl. No.	Particulars	1 to 14 Days	Over 14 Days to 1 Month	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months upto 6 Months	Over 6 Months upto 1 Year	Over 1 Year upto 3 Years	Over 3 Years upto 5 Years	Over 5 Years	Total
	<b>Capital &amp; Liabilities</b>										
1	Capital	-	-	-	-	-	-	-	-	609.72	609.72
2	Reserve & Surplus	-	-	-	-	-	-	-	-	25,795.92	25,795.92
3	Current Liabilities & Provisions	-	49.79	-	-	3.99	0.02	-	-	20.54	74.34
4	Others	-	-	-	-	-	-	429.39	-	-	429.39
	<b>Total</b>	<b>-</b>	<b>49.79</b>	<b>-</b>	<b>-</b>	<b>3.99</b>	<b>0.02</b>	<b>429.39</b>	<b>-</b>	<b>26,426.18</b>	<b>26,909.37</b>
	<b>Assets</b>										
1	Cash	5.03	-	-	-	-	-	-	-	-	5.03
2	Balances with Banks	3.13	-	-	27.05	-	-	-	-	20.38	50.56
3	Investment (Net of Provisions)	-	-	-	-	224.69	-	-	-	25,329.93	25,554.62
4	Property, Plant and Equipment	-	-	-	-	-	-	-	-	121.84	121.84
5	Interest and Other Income Receivable	-	-	-	-	-	-	-	-	-	-
6	Others	-	-	-	1.25	-	24.86	1,151.21	-	-	1,177.32
	<b>Total</b>	<b>8.16</b>	<b>-</b>	<b>-</b>	<b>28.30</b>	<b>224.69</b>	<b>24.86</b>	<b>1,151.21</b>	<b>-</b>	<b>25,472.15</b>	<b>26,909.37</b>

Note 29 MOVEMENT IN PROVISIONS HELD TOWARDS DEPRECIATION ON INVESTMENTS

Particulars	Amount ₹ in Lakhs
Opening Balance of Provision	75.74
Provision made during the year	-
Provision reversed during the year	-
Closing Balance of Provision	75.74

Note 30 ASSET QUALITY (MOVEMENT IN NPAS)

The Company is not having any Non Performing Asset for Loans and Advances in the books as on 31st March, 2017.

Note 31 DETAILS OF EXPOSURE TO REAL ESTATE

The Company has not made any direct and indirect exposure to Real Estate in 2016-17

Note 32 CAPITAL COMMITMENT

Capital Commitment net of Advances - NIL, (Previous Year - Nil)







Notes annexed to and forming part of Financial Statements for the year ended 31st March, 2017 (Contd.)

**Note 34**

Donation to Political Party made to All India Trinamool Congress is in accordance with provisions of Section 182 of the Companies Act, 2013.

**Note 35**

No Penalty has been imposed by any of the regulator on the Company during the year.

**Note 36**

Previous year's figures have been re-grouped and re-arranged wherever considered necessary.

Signatories to Note 1 to 36

**SUNIL OSWAL, FCA**  
*Partner*  
Membership No: 071678  
For and on behalf of  
**Dhandhan & Associates**  
*Chartered Accountants*  
Firm Regn No. 316052E  
Place : Kolkata  
Date : May 29, 2017

**P. K. Lath**  
Chief Financial Officer

**Aditi Dhanuka**  
Company Secretary

For and on behalf of the Board

**C. K. Dhanuka**  
Chairman  
DIN : 00005684

**Aruna Dhanuka**  
Director  
DIN : 00005677

**P. J. Bhide**  
Director  
DIN : 00012326

## Independent Auditors' Report

To the Members of

**DHUNSERI INVESTMENTS LIMITED**

**Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of DHUNSERI INVESTMENTS LIMITED ("the Holding Company") and its subsidiary (collectively referred to as "the Company" or "the Group") its associate, comprising of the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated financial position of the Group, as at 31 March 2017, and its consolidated financial performance and its consolidated cash flows for the year then ended.

### **Other Matters**

- (a) We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of Rs.1,96,933.56 Lakhs at 31st March, 2017, total revenues of Rs.2,32,517.76 Lakhs and net cash flows amounting to Rs. 27,775.95 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been

## Independent Auditors' Report (Contd.)

audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

- (b) The Consolidated Financial Statements also include the Group's share of net profit of Rs. 956.34 Lakhs for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of one associate, whose financial statement has not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary and associate companies, incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a Director of that Company in terms of sub-section 2 of Section 164 of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (refer note no. 24 to the consolidated financial statements);
    - ii) the Group and its associate did not have any material foreseeable losses on long term contracts including derivatives;
    - iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary and associate Company incorporated in India; and
    - iv) the Group has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Group (refer note no. 38 to the consolidated financial statements).

SUNIL OSWAL, FCA, PARTNER  
(Membership No. 071678)

For and on behalf of  
DHANDHANIA & ASSOCIATES  
Chartered Accountants  
Firm Registration No.316052E

Place: Kolkata

Date: The 29th day of May, 2017

## Annexure - A to the Independent Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of DHUNSERI INVESTMENTS LIMITED ("the Holding Company"), its subsidiary and associate companies which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company and associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that,

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Annexure - A to the Independent Auditors' Report

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Holding Company and its subsidiary company and associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

Place: Kolkata

Date: The 29th day of May, 2017

SUNIL OSWAL, FCA, PARTNER  
(Membership No. 071678)

For and on behalf of

**DHANDHANIA & ASSOCIATES**  
*Chartered Accountants*  
Firm Registration No.316052E

## Consolidated Balance Sheet as at 31st March, 2017

(₹ in lakhs)

Particulars	Notes	As at 31.03.2017	As at 31.03.2016
<b>EQUITY AND LIABILITIES</b>			
Shareholders' Funds			
Share Capital	2	609.72	609.72
Reserves and Surplus	3	88,375.07	26,644.38
Minority Interest		38,644.33	-
		<b>127,629.12</b>	<b>27,254.10</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	21,734.73	-
Deferred Tax Liabilities (Net)	5	1,885.46	6.98
Other Long-term Liabilities	6	19.50	-
Long-term Provisions	7	608.76	423.91
		<b>24,248.45</b>	<b>430.89</b>
<b>Current Liabilities</b>			
Short-term Borrowings	8	60,804.73	-
Trade Payables	9		
Total outstanding dues of micro enterprises and small enterprises		20.60	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		14,872.14	92.39
Other Current Liabilities	10	8,078.07	14.87
Short-term Provisions	11	741.59	110.17
		<b>84,517.13</b>	<b>217.43</b>
<b>Total</b>		<b>236,394.70</b>	<b>27,902.42</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant & Equipment			
Tangible Assets	12	53,720.08	137.71
Intangible Assets	13	3,376.33	-
Capital Work-in-Progress	14	5,816.79	-
Non-current Investments	15	83,055.64	26,231.54
Long-term Loans and Advances	16	2,388.39	1,092.99
Other Non-current Assets	17	169.80	-
		<b>148,527.03</b>	<b>27,462.24</b>
<b>Current Assets</b>			
Current Investments	18	5,244.88	254.09
Inventories	19	26,233.45	-
Trade Receivables	20	22,569.33	-
Cash and Bank Balances	21	10,786.68	138.84
Short-term Loans and Advances	22	15,766.00	35.50
Other Current Assets	23	7,267.33	11.75
		<b>87,867.67</b>	<b>440.18</b>
<b>Total</b>		<b>236,394.70</b>	<b>27,902.42</b>
Significant Accounting Policies	1		

Notes referred to above form an integral part of the Consolidated Balance Sheet.

As per our Report of even date attached

SUNIL OSWAL, FCA  
Partner  
Membership No: 071678  
For and on behalf of  
Dhandhan & Associates  
Chartered Accountants  
Firm Regn No. 316052E

Place : Kolkata  
Date : May 29, 2017

P. K. Lath  
Chief Financial Officer

Aditi Dhanuka  
Company Secretary

For and on behalf of the Board

C. K. Dhanuka  
Chairman  
DIN : 00005684

Aruna Dhanuka  
Director  
DIN : 00005677

P. J. Bhide  
Director  
DIN : 00012326

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Note	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from Operations (Gross)	26	249,539.30	3,232.75
Less: Excise Duty		17,091.47	-
Revenue from Operations (Net)		232,447.83	3,232.75
Other Income	27	1,551.76	1.47
<b>Total Revenue</b>		<b>233,999.59</b>	<b>3,234.22</b>
<b>Expenses :</b>			
Cost of Materials Consumed	28	193,946.29	-
Purchases of Stock-in-Trade		179.50	538.54
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	29	(11,956.21)	626.83
Employee Benefits Expense	30	2,294.39	24.25
Finance Costs	31	6,391.01	-
Depreciation and Amortisation Expense	32	3,648.59	13.65
Other Expenses	33	25,104.68	162.05
<b>Total Expenses</b>		<b>219,608.25</b>	<b>1,365.32</b>
Profit before Exceptional Item and Tax		14,391.34	1,868.90
Exceptional Item	41	29,282.50	-
<b>Profit/ (Loss) before Tax</b>		<b>43,673.84</b>	<b>1,868.90</b>
Tax expense:			
Current Tax		4,141.50	200.00
Adjustment for earlier years		(8.24)	(3.88)
Deferred Tax		(7,741.51)	(0.53)
MAT Credit Entitlement		(760.35)	(46.19)
<b>Profit/(Loss) after Tax for the year</b>		<b>48,042.44</b>	<b>1,719.50</b>
Add: Share of Profit/(Loss) of Associates		956.34	(7,887.43)
Less: Share of Minority Interest in Subsidiary Company		28,927.64	-
<b>Profit/(Loss) after Tax, Minority Interest and Share of Profit/(Loss) of Associates</b>		<b>20,071.14</b>	<b>(6,167.93)</b>
Profit for the period from Discontinuing Operations	42	(15,735.58)	-
Net Loss from disposal of Assets and Liabilities of Discontinuing Operations	42	31,923.18	-
Tax Expense of Discontinuing Operations	42	-	-
<b>Profit from discontinuing operations after tax</b>		<b>16,187.60</b>	<b>-</b>
<b>Profit for the year</b>		<b>36,258.74</b>	<b>(6,167.93)</b>
Earnings/(Loss) per Equity Share: [Nominal value per share: ₹ 10/- each (Previous Year- ₹ 10/- each)]			
(1) Basic	35	594.68	(101.16)
(2) Diluted		594.68	(101.16)
<b>Significant Accounting Policies</b>	<b>1</b>		

Notes referred to above form an integral part of the Consolidated Statement of Profit &amp; Loss.

As per our Report of even date attached

SUNIL OSWAL, FCA  
Partner  
Membership No: 071678  
For and on behalf of  
Dhandhan & Associates  
Chartered Accountants  
Firm Regn No. 316052E

Place : Kolkata  
Date : May 29, 2017

P. K. Lath  
Chief Financial Officer

Aditi Dhanuka  
Company Secretary

For and on behalf of the Board

C. K. Dhanuka  
Chairman  
DIN : 00005684

Aruna Dhanuka  
Director  
DIN : 00005677

P. J. Bhide  
Director  
DIN : 00012326

## Consolidated Cash Flow Statement for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax (including profit from Discontinuing Operations)	59,861.44	1,868.90
<b>Adjustments For :</b>		
Depreciation	8,557.59	13.65
(Profit) / Loss on Sale of Investments (Net)	(2,255.86)	(991.14)
Dividend Received	(1,016.73)	(978.75)
Fixed Assets Written off	0.27	-
Bad Debts / Advances Written off	392.72	-
(Profit) / Loss on Sale of Fixed Assets	3.36	-
Effect of FCTR and FETR	(814.11)	-
Profit on Deemed Disposal of EIPET & IVL	(60,866.00)	-
Liability no longer required written back	(160.50)	-
Finance Costs	13,435.37	-
Interest Income	(1,007.54)	-
	(43,731.43)	(1,956.24)
<b>Operating Profit before Working Capital Changes</b>	<b>16,130.01</b>	<b>(87.34)</b>
<b>Adjustments for (increase) / decrease in Operating Assets:</b>		
Inventory	(26,233.45)	626.83
Trade Receivable	(22,962.05)	-
Short Term Loans & Advances	(13,731.65)	0.34
Long Term Loans and Advances	(1,295.40)	-
Other Current Assets	(7,255.58)	(0.45)
Other Non-Current Assets	(169.80)	-
(Increase) / Decrease in other Bank Balances	(8,019.27)	-
	(79,667.20)	626.72
	(63,537.19)	539.38
<b>Adjustments for increase / (decrease) in Operating Liabilities:</b>		
Other Long Term Liabilities	19.50	-
Trade Payable	14,800.35	92.23
Other Current Liabilities	8,133.09	0.14
Short Term Provision	150.38	-
Long Term Provision	184.85	0.19
	23,288.17	92.56
Cash Flow from Extraordinary Items	-	-
<b>Cash Generated from Operations</b>	<b>(40,249.02)</b>	<b>631.94</b>
Direct Tax (Paid) / Refund	(1,426.35)	(183.45)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>(41,675.37)</b>	<b>448.49</b>



## Consolidated Cash Flow Statement (contd.) for the year ended 31st March, 2017

(₹ in lakhs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Long-term Investments	(51,067.24)	(9,753.11)
Purchase of Current Investments	(2,312.50)	(10,230.74)
Sale of Long-term Investments	9,321.97	8,047.65
Sale of Current Investments	9,264.42	10,693.71
Dividend Received	1,016.73	978.75
Purchase of Net Investments in Joint Venture & Subsidiary	(24,242.72)	-
Sale of Investments in Subsidiary	1,262.42	-
Proceeds from Sale of Undertaking	28,475.00	-
Interest Received	1,062.74	-
Purchase of Fixed Assets	756.83	-
Proceeds from Sale of Fixed Assets	3.12	-
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>(26,459.23)</b>	<b>(263.74)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest and Other Finance Cost Paid	(17,870.43)	-
Long Term Borrowings	31,106.06	-
Short Term Borrowings	57,528.39	-
Dividend Paid	(0.85)	(86.71)
Corporate Dividend Tax Paid	-	(18.62)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C )</b>	<b>(70,763.17)</b>	<b>(105.33)</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>2,628.57</b>	<b>79.42</b>
Opening Balances of Cash & Cash Equivalents	138.84	59.42
<b>Closing Balances of Cash &amp; Cash Equivalents</b>	<b>2,767.41</b>	<b>138.84</b>

## Notes :

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard - 3 (revised) issued by the Institute of Chartered Accountants of India.
- 2) Previous year figures have been re-grouped and re-arranged wherever considered necessary.
- 3) This is the Cash Flow referred to in our report of even date.

**SUNIL OSWAL, FCA**  
*Partner*  
 Membership No: 071678  
 For and on behalf of  
**Dhandhanika & Associates**  
*Chartered Accountants*  
 Firm Regn No. 316052E  
 Place : Kolkata  
 Date : May 29, 2017

**P. K. Lath**  
 Chief Financial Officer

**Aditi Dhanuka**  
 Company Secretary

For and on behalf of the Board

**C. K. Dhanuka**  
 Chairman  
 DIN : 00005684

**Aruna Dhanuka**  
 Director  
 DIN : 00005677

**P. J. Bhide**  
 Director  
 DIN : 00012326

## Notes to the Consolidated Financial Statements

## A. GROUP STRUCTURE

- (i) The Consolidated Financial Statements of the Company pertain to Dhunseri Investments Limited and its Subsidiary (collectively referred to as the 'Group') and its Associate, the details of which are given below :

Name of the Companies	Category	Country of Incorporation	Proportion of Ownership Interest	
			31.03.2017	31.03.2016
Dhunseri Tea & Industries Limited	Associate	India	45.77%	44.58%
Dhunseri Petrochem Limited	Subsidiary	India	53.88%	49.01%
Dhunseri Infrastructure Limited *	Subsidiary	India	100.00%	-
Tastetaria Pvt. Ltd.*	Subsidiary	India	99.60%	-
IVL Dhunseri Petrochem Industries Pvt.Ltd.*	Joint Venture	India	50.00%	-
Micro Polypet Pvt. Ltd.*	Joint Venture	India	44.44%	-
Global Foods Pte.Ltd.*	Associate	Singapore	32.50%	-

\* Represents Subsidiary, Associate and Joint Venture of Dhunseri Petrochem Limited

- (ii) The reporting date of Global Foods Pte Ltd. is 31st December, which is three months prior to the reporting date of Consolidated Financial Statements.
- (iii) With effect from 12th September, 2016, the Group's 100% of controlling interest in IVL Dhunseri Petrochem Industries Private Limited has been diluted to 50% in accordance with the investment agreement dated 29th February 2016. Accordingly as per the terms of the aforesaid investment agreement it has become a joint venture from that date.
- (iv) Pursuant to the share purchase agreement dated 29th February 2016, the Group has acquired 50% controlling interest in Micro Polypet Pvt. Ltd. and as per the terms of the aforesaid agreement it has become a joint venture from that date. Pursuant to the further investment in the share capital by the other party to the joint venture on 17th March, 2017, the stake in Micro Polypet Pvt. Ltd. has been reduced to 44.44%.
- (v) The Group has disposed off 65% of share holding in Egyptian Indian Polyester Company S.A.E. on 24th March, 2017 and consequent to that it has ceased to be a subsidiary from that date.
- (vi) With effect from 28th June, 2016, Dhunseri Petrochem Limited has become a subsidiary of Dhunseri Investments Limited, pursuant to acquisition of control.

## B. (i) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to Dhunseri Investments Limited, the holding company, its Subsidiary (collectively referred to as Group) and its Associate.

The Consolidation of Accounts with its subsidiary has been prepared in accordance with Accounting Standard (AS) 21, "Consolidated Financial Statements". The Financial Statements of the parent and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, income and expenses and intra group balances, intra group transactions, and unrealised profit or losses are fully eliminated. Subsidiaries are consolidated from the date on which control is transferred to the Group and are not consolidated from the date that control ceases.

Minority interest in the consolidated financial statements is identified and recognised in the consolidated balance sheet separate from liabilities and the equity of the Parent Company's Shareholders after taking into consideration:

- The amount of equity attributable to minorities at the date on which investments in a subsidiary is made.
- The minorities' share of movement in equity since the date parent-subsidiary relationship came into existence.
- Adjustment of the losses attributable to the minorities against the minority interest in the equity of the subsidiaries and thereafter adjustment of the excess of loss, if any, over the minority interest in the equity against the majority interest.

Investment in Associate are dealt with in accordance with Accounting Standard (AS) 23, "Accounting for Investment in Associates and Consolidated Financial Statements". Effect has been given to the carrying amount of investment in associate using the "Equity Method". The Company's share of post acquisition profits or losses is included in the carrying cost of investments.

## Notes to the Consolidated Financial Statements (Contd.)

The Group's interests in jointly controlled entities are accounted for using proportionate consolidation. The Group combines its share of the joint ventures' individual income and expenses, assets and liabilities and cash flows on a line-by-line basis with similar items in the Group's financial statements. The difference between the cost of interest in a jointly controlled entity and the Group's share in its net assets, at the date on which interest in the jointly controlled entity is acquired, is recognised as goodwill or capital reserve.

Goodwill represents the difference between the cost of acquisition and the Company's share in the net worth of a Subsidiary/Associate/ Joint Venture at each stage of making the investment. Goodwill on consolidation is not amortised. Assessment is done at each balance sheet date as to whether there is any indication that goodwill may be impaired. If any such indication exists, an estimate of the recoverable amount is made and goodwill whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use.

The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.

The translation of the functional currencies into Indian Rupees (reporting currency) of foreign subsidiaries (non integral foreign operations) is performed for assets and liabilities using closing exchange rates at the Balance Sheet date and for revenues, costs, and expenses using average rates prevailing during the period. The resultant exchange difference arising out of such transactions is recognised as part of equity (Foreign Currency Translation Reserve) by the Parent Company until the disposal of Investment.

- (ii) The Financial Statement of the subsidiary and associate using the consolidation are drawn upto the same reporting date as of the Company i.e. March 31, 2017.

### C. SIGNIFICANT ACCOUNTING POLICIES :

#### 1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Company follows the prudential norms issued by the Reserve Bank of India (as amended) for Asset Classification, Income recognition and provision for bad and doubtful debts in respect of Loans granted/Investments made by it.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

#### 2 USE OF ESTIMATES

The Financial Statements are prepared in conformity with the Generally Accepted Accounting Principles(GAAP) in India. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

#### 3 PROPERTY, PLANT AND EQUIPMENT

##### Tangible Assets

Property Plant and Equipments are stated at cost less accumulated depreciation. Cost includes expenditure incurred in the acquisition and construction/installation and other related expenses.

Depreciation on Property Plant and Equipments has been provided on Straight-Line Method as per the useful life and rate prescribed in Schedule II to the Companies Act, 2013 except the following category of the assets of the subsidiary where

## Notes to the Consolidated Financial Statements (Contd.)

estimated useful life has been determined to be shorter than the lives specified in Schedule II based on the usage experience of the Subsidiary Company.

Motor Vehicles (included in Vehicles)	-	5 years
Mobile Phones (included in Office Equipment)	-	2 years

In case of a subsidiary :

The assets are depreciated on the straight line basis at rates estimated to reduce to anticipated residual values over expected useful lives as set out below :

Vehicles	-	5 years
Non Factory Building	-	50 years
Factory Building	-	30 years
Office Equipment	-	5 years
Computer	-	3 years
Computer Software	-	5 years
Plant and Machinery	-	19 years

Leasehold Land is amortised over effective period of Lease.

**Intangible Assets**

Intangible assets are stated at cost net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets, are amortised on prorata basis under the straight line method over the best estimate of their useful lives. Gains or losses arising from the retirement or disposal of an Intangible Asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The estimated useful lives of intangible assets are as follows :

Computer Software	-	5 years
Other Intangible Assets	-	10 years

**4 IMPAIRMENT**

An impairment loss is recognised, where applicable, when the recoverable amount of an asset ( i.e. higher of the assets' net selling price and value in use) is less than its carrying amount.

**5 CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, prescribed in Accounting Standard-3 whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, financing and investing activities of the Company are segregated based on the available information.

**6 INVESTMENTS**

Long Term Investments are stated at cost. Diminution in value thereof as determined which are permanent in nature are adjusted therefrom and charged to revenue. Current Investments are valued at cost or net realizable value, whichever is lower. Investment acquired in exchange of another is carried at a cost determined with reference to the fair value of investment given up.

**7 TAXES ON INCOME**

- i) Current Tax is determined in accordance with the provision of Income Tax Act, 1961.
- ii) Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets in respect of carried forward losses and/or unabsorbed depreciation are recognised only when it is virtually certain and in other cases where there is reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised. Deferred Tax Assets are reviewed at each Balance Sheet

## Notes to the Consolidated Financial Statements (Contd.)

date to re-assess realisation. Current Tax Assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred Tax Assets and Deferred Tax Liabilities are offset when there is legally enforceable right to set off assets and liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

- iii) Tax credit is recognised in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA of the Income Tax Act, 1961 based on the convincing evidence that the Company will pay normal Income-tax within statutory time frame and is reviewed at each Balance Sheet date.

### 8 INVENTORIES

Inventories are valued at cost or net realizable value, whichever is lower. The Cost is calculated on FIFO basis. Provision is made for obsolescence wherever considered necessary. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### 9 EMPLOYEE BENEFITS

#### (i) Short term Employee Benefits :

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

#### (ii) Post Employment Benefit Plans :

Contributions under Defined Contributions Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on straight line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

#### (iii) Other Long-Term Employee Benefits (unfunded) :

The cost of providing long term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

### 10 FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at daily exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on restatement or settlement are recognised in the Statement of Profit and Loss except for exchange difference arising on reinstatement/settlement of long term foreign currency monetary items in the Parent Company relating to acquisition of depreciable assets which are adjusted to the cost of the depreciable assets to be depreciated over the balance life of the assets and in other cases such differences are accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/liability with effect from 1st April, 2011 onwards.

### 11 REVENUE RECOGNITION

- i) Profit/(Loss) on Sale of Investments is taken to Profit and Loss Account.
- ii) Sales are recognised upon transfer of substantial risk and rewards of ownership in the goods to the buyers as per the terms of the Contract and net of trade discounts, sales tax and excise duties, where applicable.

## Notes to the Consolidated Financial Statements (Contd.)

- iii) Dividend income is accounted for as and when right to receive dividend is established.
- iv) Interest Income is recognised on accrual basis.
- v) Lease rent is recognised on accrual basis.
- vi) Other items are accounted for on accrual basis.

### 12 BORROWING COSTS

Borrowing costs attributable to the acquisition, construction or production of qualifying assets (i.e. assets that necessarily take substantial period of time to get ready for their intended use or sale) are added to the cost of those assets. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

### 13 LEASES

#### As a Lessee :

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

#### As a Lessor :

The Parent Company has leased certain Tangible Assets and such leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases.

Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

### 14 GOVERNMENT GRANTS

- (i) Government grants of the nature of promoters' contribution are credited to Capital Reserve.
- (ii) Government grants related to specific fixed assets are deducted from gross values of related assets in arriving at their book values.
- (iii) Government grants related to revenue are recognized on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with their related costs.

### 15 PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

### 16 DERIVATIVES AND HEDGING ACTIVITIES

The premium or discount arising at the inception of forward exchange contracts entered into to hedge an existing asset/liability, is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract are recognised as income or as expense for the period. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other income or other expenses.

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 2 SHARE CAPITAL</b>		
(a) (i) <b>Authorised</b>		
1,09,05,448 (Previous Year 1,09,05,448) Equity Share of ₹ 10/- each	1,090.54	1,090.54
(ii) <b>Issued, Subscribed &amp; Paid-up</b>		
60,97,178 (Previous Year 60,97,178) Equity Shares of ₹ 10/- each	609.72	609.72
	609.72	609.72

(b) During the period of five years immediately preceding the date of the Balance Sheet, the Company has allotted on 31.08.2015, 6,25,000 Equity Shares of ₹ 10/- each fully paid up to the Shareholders of Plenty Valley Intra Limited (PVIL), pursuant to the scheme of arrangement sanctioned by the Hon'ble High Court at Calcutta by an order dated 29.07.2015, without payment being received in cash. As per the scheme 3,83,270 equity shares of the Company held by PVIL aggregating to ₹ 38,32,700/- have been extinguished.

(c) **Terms / Rights attached to Equity Shares**

The Parent Company has one class of equity share having a par value of ₹ 10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Amount	No. of Shares	Amount
(d) <b>Reconciliation of the number of shares</b>				
Balance as at the beginning of the year	60,97,178	609.72	60,97,178	609.72
Balance as at the end of the year	60,97,178	609.72	60,97,178	609.72

(e) The Board of Directors in its meeting on May 29, 2017 has proposed a final dividend of ₹ 1.50/- per equity share for the financial year ended March 31, 2017 subject to the approval of the shareholders at the Annual General Meeting and if approved would result in a cash outflow of ₹ 91.46 Lakhs.

For Dividend Distribution Tax, relief u/s 115-O(1A) of the Income Tax Act, 1961 has been considered.

	As at 31.03.2017	As at 31.03.2016
<b>Note 3 RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>	12,274.00	-
<b>General Reserve #</b>		
Balance as at the beginning of the year	23,463.08	20,000.00
Add : Transfer from Surplus in Statement of Profit and Loss	1,000.00	1,000.35
Add : MAT Credit Entitlement for earlier years recognised in the books	-	631.35
Add : On Account of Investment in Associate	(112.60)	1,831.73
Add : On Account of Investment in Subsidiary	(1,335.98)	
Balance as at the end of the year	23,014.50	23,463.08
<b>Revaluation Reserve</b>		
On Account of Investment in Associate	24,707.47	10,079.56



## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 3 RESERVES &amp; SURPLUS (Contd.)</b>		
<b>NBFC Reserve</b>		
Balance as at the beginning of the year	1,882.41	1,538.51
Add : Transfer from Statement of Profit and Loss	256.77	343.90
	<b>2,139.18</b>	<b>1,882.41</b>
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	(8,780.67)	714.16
Add : Profit/(Loss) for the year	36,258.74	1,719.50
Add: Dividend Distribution Tax provided but not required to be paid as per applicable provisions of Income Tax Act, 1961	18.62	-
Add : Profit/(Loss) on Account of Investment in Associate	-	(9,760.35)
Less : Appropriations		
Transfer to General Reserve	1,000.00	1,000.00
Transfer to NBFC Reserve Fund	256.77	343.90
Proposed Dividend on Equity Share for the year	-	91.46
Dividend Distribution Tax	-	18.62
Balance as at the end of the year	<b>26,239.92</b>	<b>(8,780.67)</b>
<b>Total</b>	<b>88,375.07</b>	<b>26,644.38</b>
# General Reserve is a free reserve and is not meant for meeting any specific liability, contingency or commitment.		
<b>Note 4 LONG-TERM BORROWINGS</b>		
<b>Secured</b>		
<b>Term Loans</b>		
From banks	21,702.23	-
From other parties	32.50	-
	<b>21,734.73</b>	<b>-</b>
<b>Note 5 DEFERRED TAX LIABILITIES (NET)</b>		
<b>Deferred Tax Liability</b>		
Written Down Value	2,028.74	7.97
	<b>2,028.74</b>	<b>7.97</b>
<b>Deferred Tax Asset</b>		
Items allowable for tax purposes on payment	143.28	0.99
	<b>143.28</b>	<b>0.99</b>
<b>Net Deferred Tax Liabilities</b>	<b>1,885.46</b>	<b>6.98</b>
<b>Note 6 OTHER LONG-TERM LIABILITIES</b>		
Earnest Money Deposit	19.50	-
	<b>19.50</b>	<b>-</b>
<b>Note 7 LONG-TERM PROVISIONS</b>		
Provision for Taxation	421.00	421.00
Provision for Gratuity	41.77	1.93
Provision for Leave Encashment	145.99	0.98
	<b>608.76</b>	<b>423.91</b>



## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 8 SHORT-TERM BORROWINGS</b>		
<b>Secured</b>		
Loan Repayable on demand from Banks	19,704.73	-
Other Loans from Banks	39,850.00	-
	<b>59,554.73</b>	<b>-</b>
<b>Unsecured</b>		
Loan Repayable on demand from Banks	1,250.00	-
	<b>1,250.00</b>	<b>-</b>
	<b>60,804.73</b>	<b>-</b>
<b>Note 9 TRADE PAYABLES</b>		
Total outstanding dues of Micro Enterprises and Small Enterprises	20.60	-
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	14,872.14	92.39
	<b>14,892.74</b>	<b>92.39</b>
<b>Note 10 OTHER CURRENT LIABILITIES</b>		
Current maturities of Long-term debts (Refer Note 4)	4,752.66	-
Interest accrued but not due on borrowings	285.94	-
Unpaid Dividends	102.58	11.97
Advance from Customers/Agents	1,491.88	-
Employee Benefits Payable	154.43	-
Statutory Dues	1,244.32	-
Payable for Capital Purchases	5.50	-
Interest free security deposits from customers	4.44	-
Earnest Money deposit from Transporters	26.66	-
Others	1.66	-
Fractional Shares Payable	4.01	0.15
Liabilities for Expenses	3.99	2.75
	<b>8,078.07</b>	<b>14.87</b>
<b>Note 11 SHORT-TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	0.59	0.06
Provision for Leave Encashment	15.45	0.03
	<b>16.04</b>	<b>0.09</b>
<b>Others</b>		
Mark to Market losses on Derivatives	153.05	-
Current Tax	572.50	-
Provision for Proposed Dividend	-	91.46
Provision for Tax on Dividend	-	18.62
	<b>725.55</b>	<b>110.08</b>
	<b>741.59</b>	<b>110.17</b>

## Notes to the Consolidated Financial Statements (Contd.)

PROPERTY, PLANT AND EQUIPMENT Note 12 TANGIBLE ASSETS	GROSS BLOCK					DEPRECIATION					NET BLOCK			
	As at 01.04.2016	Adjustments due to Consolidation	Addition during the year	Disposals/ Adjustments during the year	Transfer as per Scheme of Arrangement	As at 31.03.2017	As at 01.04.2016	Adjustments due to Consolidation	For the year Adjustments	Disposals/ Adjustments during the year	Transfer as per Scheme of Arrangement	As at 31.03.2017	As at 31.03.2016	
Leasehold Land	37.62	1,925.00	9.50	-	832.30	1,139.82	5.80	135.00	43.53	-	94.00	90.33	1,049.49	31.82
Freehold Land	-	3,239.04	-	(57.36)	2,450.54	845.86	-	-	-	-	-	-	845.86	-
Buildings	109.61	46,160.33	91.16	676.16	34,518.10	11,166.84	62.50	4,969.21	1,334.24	(1.03)	4,124.89	2,242.09	8,924.75	47.11
Road	-	362.63	-	-	-	362.63	-	66.22	22.50	-	-	88.72	273.91	-
Plant and Machinery	111.80	177,736.83	341.23	(1,803.70)	118,967.51	61,026.05	97.87	38,997.40	6,862.88	(219.12)	27,517.53	18,659.74	42,366.31	13.93
Electrical Installation	20.61	-	-	-	-	20.61	-	-	0.17	-	-	0.17	20.44	20.61
Furniture and Fixtures	7.68	349.55	7.00	14.55	154.31	195.37	6.15	185.22	34.09	3.76	111.06	110.64	84.73	1.53
Computer Data System	4.55	-	-	1.28	-	3.27	3.66	-	0.47	1.28	-	2.85	0.42	0.89
Vehicles	46.01	615.55	142.00	56.75	380.73	366.08	24.19	367.55	123.23	34.45	233.20	247.32	118.76	21.82
Office Equipment	-	449.33	8.51	(4.02)	305.00	156.86	-	261.22	55.37	(2.08)	197.22	121.45	35.41	-
<b>Total</b>	<b>337.88</b>	<b>230,838.26</b>	<b>599.40</b>	<b>(1,116.34)</b>	<b>157,608.49</b>	<b>75,283.39</b>	<b>200.17</b>	<b>44,981.82</b>	<b>8,476.48</b>	<b>(182.74)</b>	<b>32,277.90</b>	<b>21,563.31</b>	<b>53,720.08</b>	<b>137.71</b>
Previous Year	337.88	-	-	-	-	337.88	186.52	-	13.65	-	-	200.17	137.71	-

Note 13 INTANGIBLE ASSETS	GROSS BLOCK					DEPRECIATION					NET BLOCK			
	As at 01.04.2016	Adjustments due to Consolidation	Addition during the year	Disposals/ Adjustments during the year	Transfer as per Scheme of Arrangement	As at 31.03.2017	As at 01.04.2016	Adjustments due to Consolidation	For the year Adjustments	Disposals/ Adjustments during the year	Transfer as per Scheme of Arrangement	As at 31.03.2017	As at 31.03.2016	
Computer Software	-	755.00	40.19	(16.09)	690.23	121.05	-	224.78	81.11	(3.85)	203.52	106.22	14.83	-
Technical Know-how	-	2,285.00	-	-	-	2,285.00	-	2,285.00	-	-	-	2,285.00	-	-
Goodwill arising on Consolidation	-	-	3,361.50	-	-	3,361.50	-	-	-	-	-	-	3,361.50	-
<b>Total</b>	<b>-</b>	<b>3,040.00</b>	<b>3,401.69</b>	<b>(16.09)</b>	<b>690.23</b>	<b>5,767.55</b>	<b>-</b>	<b>2,509.78</b>	<b>81.11</b>	<b>(3.85)</b>	<b>203.52</b>	<b>2,391.22</b>	<b>3,376.33</b>	<b>-</b>
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-	-	-

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 14 CAPITAL WORK-IN-PROGRESS</b>		
Capital work-in-progress	5,816.79	-
<b>Total</b>	<b>5,816.79</b>	<b>-</b>

Particulars	Face Value (₹)	As at 31.03.2017		As at 31.03.2016	
		Nos.	Book Value	Nos.	Book Value
<b>Note 15 NON-CURRENT INVESTMENTS</b>					
<b>A) Investment in Property</b>					
(at cost less accumulated depreciation)					
Cost of building given on operating lease			1,280.33	-	-
Less : Accumulated depreciation			45.25	-	-
			<b>1,235.08</b>		<b>-</b>
<b>B) Investment in Equity Shares</b>					
<b>Investment in Associates</b>					
(Quoted, Fully Paid up Equity Shares)					
i) Dhunseri Petrochem Ltd.	10				
Book Value of Investments		-	-	17,165,000	15,841.36
Add : Accumulated Share of Profit/(Loss)					(4,280.71)
Add : Current Year's Share of Profit/(Loss)					(7,671.17)
					<b>3,889.48</b>
ii) Dhunseri Tea & Industries Ltd.	10				
Book Value of Investments		32,06,397	4,045.93	3,122,856	3,840.54
Add : Accumulated Share of Profit/(Loss)			28,719.90		14,319.08
Add : Current Year's Share of Profit/(Loss)			1,016.98		(216.26)
			<b>33,782.81</b>		<b>17,943.36</b>
<b>Sub-Total</b>			<b>33,782.81</b>		<b>21,832.84</b>
(Unquoted, Fully Paid up Equity Shares)					
(i) Global Foods Pte Ltd.					
Book Value of Investments	-	3,25,000	157.27	-	-
Less: Group's Share of Losses upto 31st March 2017			60.64		-
(Face Value of SGD 1 each)			96.63		-
<b>Sub-Total</b>			<b>96.63</b>		<b>-</b>
<b>Investments in Group Company</b>					
(Unquoted, Fully Paid up Equity Shares)					
Madhuting Tea Pvt. Ltd	10	130,000	78.03	1,30,000	78.03
Dhunseri Overseas Pvt. Ltd.	10	29,99,000	299.90	-	-
Egyptian Indian Polyester Company SAE #@	-	28,500	97.11	-	-
(Face Value of USD 100 each)					
<b>Sub-Total</b>			<b>475.04</b>		<b>78.03</b>

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

Particulars	Face Value (₹)	As at 31.03.2017		As at 31.03.2016	
		Nos.	Book Value	Nos.	Book Value
<b>Note 15 NON-CURRENT INVESTMENTS (Contd.)</b>					
<b>Other Investments</b>					
<b>(Quoted, Fully Paid up Equity Shares)</b>					
3M India Ltd	10	4,650	531.00	-	-
Axis Bank Ltd.	2	-	-	42,940	224.69
Arvind Ltd	10	2,79,150	1,013.39	-	-
Ashok Leyland Ltd	1	11,89,500	982.14	-	-
Balrampur Chini Mills Ltd	1	2,00,000	220.41	-	-
Bank of Baroda Ltd.	2	4,11,800	656.42	-	-
Bank of India Ltd.	10	2,08,700	331.95	-	-
Bayer Cropscience Ltd.	10	8,351	312.66	-	-
Bosch Ltd	10	6,650	1,429.51	-	-
Britannia Industries Ltd	2	28,060	814.38	4,400	83.09
Capital First Ltd.	10	27,000	119.56	43,754	174.47
Caplin Point Lab Ltd.	2	1,21,064	378.46	-	-
Cummins India Ltd	2	1,57,422	1,351.95	-	-
Diwan Housing Ltd	10	2,99,748	843.77	-	-
Dalmia Bharat Ltd.	2	-	-	15,501	110.16
Dhunseri Tea & Industries Ltd	10	2,65,000	764.50	-	-
Divis Laboratories Ltd.	2	84,650	786.47	9,500	101.64
DLF Ltd	2	1,38,000	223.02	-	-
Easun Reyrolle Ltd.	2	-	-	81,428	42.54
Emami Ltd	1	31,500	372.55	-	-
Equitas Holdings Ltd	10	4,65,460	791.43	-	-
Force Motors Ltd.	10	6,570	207.82	6,570	207.82
Godfrey Philips Ltd.	2	-	-	8,050	112.79
Godrej Properties Ltd	5	1,34,452	498.34	-	-
HDFC Bank Ltd	2	1,54,749	1,945.22	-	-
IDFC Bank Ltd	10	2,00,000	124.73	1,69,800	94.94
IG Petrochem Ltd	10	41,000	131.02	-	-
IndusInd Bank Ltd	10	82,000	1,011.12	-	-
Infosys Ltd	5	1,07,765	1,081.14	1,590	18.11
ITC Ltd	2	2,04,800	499.20	-	-
JK Lakshmi Cement Ltd	10	2,99,391	1,166.14	-	-
Kajaria Ceramic Ltd	1	39,355	208.06	-	-
Kaveri Seeds Ltd	2	17,750	96.02	-	-
Kotak Mahindra Bank Ltd	5	149,610	1,137.40	42,310	301.12
L&T Finance Holdings Ltd	10	10,02,000	1,021.44	-	-
Maruti Suzuki Ltd	5	35,179	1,976.15	-	-
Max Financial Services Ltd	2	35,500	210.54	-	-
McLeod Russell Ltd	5	100	-	-	-
Motherson Sumi System Ltd	1	1,85,300	624.63	58,200	141.80
Multi Commodity Exchange Ltd	10	1,42,700	1,883.05	-	-
Natco Pharma Ltd	2	96,333	540.26	26,800	107.46
National Building Construction Ltd	2	3,73,575	582.92	-	-
NCC Ltd	2	10,21,600	827.79	-	-

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

Particulars	Face Value (₹)	As at 31.03.2017		As at 31.03.2016	
		Nos.	Book Value	Nos.	Book Value
<b>Note 15 NON-CURRENT INVESTMENTS (Contd.)</b>					
<b>Other Investments</b>					
<b>(Quoted, Fully Paid up Equity Shares) (Contd.)</b>					
Nestle India Ltd	10	21,530	1,318.83	-	-
PVR Ltd	10	24,400	276.67	15,410	127.83
Radico Khaitan Ltd	2	2,06,200	279.29	-	-
RBL Bank Ltd	10	2,73,100	1,105.45	-	-
Reliance Infrastructure Ltd	1	-	-	71,000	300.85
State Bank of India Ltd.	1	1,32,300	304.84	-	-
Schneider Electric Infra Ltd	2	94,736	150.20	1,41,165	272.62
Shemaroo Entertainment Ltd	10	12,281	46.67	-	-
Shree Cement Ltd	10	12,080	1,778.96	-	-
Suven Life Sciences Ltd	1	-	-	1,13,880	297.74
SRF Ltd.	10	40,412	567.01	24,970	326.65
State Bank of Bikaner & Jaipur Ltd	10	17,345	109.69	-	-
State Bank of Travancore Ltd	10	20,358	100.95	-	-
Suprajit Engineering Ltd	1	16,733	128.30	-	-
Sun Pharmaceuticals Ltd	1	50,000	375.14	-	-
Suzlon Energy Ltd.	2	4,29,250	98.30	6,41,750	150.06
Take Solutions Ltd	1	1,07,450	188.73	97,450	173.60
Tata Chemical Ltd	10	1,88,700	994.84	-	-
Tata Elxsi Ltd	10	1,00,205	1,452.30	-	-
Tata Motors Ltd	2	1,76,200	899.44	-	-
Tirumalai Chemicals Ltd	2	63,610	512.51	-	-
Torrent Pharmaceuticals Ltd	5	72,620	957.12	2,100	25.83
Torrent Pharmaceuticals Ltd (Bonus)	5	8,500	-	18,826	-
Torrent Power Ltd	10	-	-	2,77,022	448.07
Ujjiwan Financial Services Ltd	10	1,52,770	634.39	-	-
UltraTech Cement Ltd	10	-	-	3,300	91.97
Uniply Industries Ltd	10	51,500	142.95	-	-
United Breweries Ltd	1	2,38,841	2,200.60	-	-
United Spirits Ltd	10	76,646	1,963.00	8,326	269.28
Whirlpool India Ltd	10	78,109	777.01	-	-
<b>Sub-Total</b>			<b>45,059.75</b>		<b>4,205.13</b>
<b>(Unquoted, Fully Paid up Equity Shares)</b>					
Assam Bengal Cereals Ltd	10	2,630	0.26	2,630	0.26
Assam Hospital Ltd	10	-	-	50,000	5.00
Assam Financial Corporation Ltd	100	100	0.10	100	0.10
Assam Co-Operative Apex Bank Ltd	50	300	0.15	300	0.15
Mira Estates Pvt. Ltd	10	11,00,000	110.00	11,00,000	110.00
Tectura Corporation	75,73,698	100	-	-	-
Less : Provision for Diminution*	(75,73,698)	-	-	-	-
Woodlands Mul.Spe Hospital Ltd	10	250	0.03	250	0.03
Haldia Integrated Development Agency Ltd	10	5,000	0.50	-	-
<b>Sub-Total</b>			<b>111.04</b>		<b>115.54</b>

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

Particulars	Face Value (₹)	As at 31.03.2017		As at 31.03.2016	
		Nos.	Book Value	Nos.	Book Value
<b>Note 15 NON-CURRENT INVESTMENTS (Contd.)</b>					
<b>Investment under Portfolio Management Scheme (Quoted, Fully Paid up Equity Shares)</b>					
Chambal Fertilisers Chemicals Ltd.	10	13,809	11.54	-	-
Coromandal International Ltd	1	5,552	15.49	-	-
D B Corp Ltd	10	2,515	10.56	-	-
Dalmia Bharat Sugar and Industries Ltd.	2	4,111	5.42	-	-
Dhampur Sugar Mill Ltd	10	6,633	8.60	-	-
Dwarikesh Sugar Ltd	10	3,171	8.35	-	-
Escorts Ltd	10	3,540	12.52	-	-
Insecticides India Ltd	10	981	5.09	-	-
Jagran Prakashan Ltd	2	9,785	20.13	-	-
Kavari Seeds Ltd	2	6,931	29.10	-	-
Monsanto India Ltd	10	472	10.89	-	-
Tata Chemicals Ltd	10	3,999	22.95	-	-
TV Today Network Ltd	5	1,969	6.38	-	-
Zuari Agro Chemicals Ltd	10	4,372	10.50	-	-
<b>Sub-Total</b>			<b>177.52</b>		<b>-</b>
<b>C) Investment in Debentures</b>					
<b>Unquoted</b>					
<b>Investment in Associates</b>					
Optionally Convertible Debentures in					
Global Foods Pte Ltd	-	16,000	769.44	-	-
Face Value of SGD 100 each					
<b>Investment in Joint Venture</b>					
Compulsorily Convertible Debentures in					
Micro Polypet Pvt. Ltd.	-	1,36,200	1,348.33	-	-
Face Value ₹ 1000/- each					
<b>Sub-Total</b>			<b>2,117.77</b>		<b>-</b>
<b>Aggregate of Quoted Investments</b>			<b>79,020.08</b>		<b>26,037.97</b>
<b>Aggregate of Unquoted Investments</b>			<b>2,800.48</b>		<b>193.57</b>
<b>Aggregate of Investment in Property</b>			<b>1,235.08</b>		<b>-</b>
<b>Market Value of Quoted Investments</b>			<b>72,581.92</b>		<b>24,916.95</b>

\* In the Financial Year 2014-15 in respect of Parent Company's Investment of ₹ 75.74 Lakhs in M/s. Tectura Corporation USA, it was considered appropriate to make the provision. However, as informed by the management necessary steps including legal are being taken to realise the same and the provision will be written back once the payment is received.

# Pledged with bank against financial assistance taken by Egyptian Indian Polyester Company S.A.E.

@ 3,70,500 shares of Egyptian Indian Polyester Company S.A.E. have been disposed off on 24th March 2017 and it has ceased to be a subsidiary of Dhunseri Petrochem Ltd. from that date.

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 16 LONG-TERM LOANS &amp; ADVANCES</b>		
Unsecured, considered good		
Capital Advances	27.64	-
Security Deposits		
With Related Party	0.46	0.46
With Others	16.83	0.20
Advance for purchase of Non-current Investments	670.86	-
Advances to Staff	5.55	-
Other Advance	12.03	-
Income Tax Advances	400.08	400.08
MAT Credit Entitlement	1,254.94	692.25
	<b>2,388.39</b>	<b>1,092.99</b>
<b>Note 17 OTHER NON-CURRENT ASSETS</b>		
Bank Deposits (Due to mature after 12 months from reporting date)	169.80	-
	<b>169.80</b>	<b>-</b>
<b>Note 18 CURRENT INVESTMENTS</b>		
At cost and fair value, whichever is less		
Investments in Equity Instruments		
Tectura Corporation (268 shares)	0.14	-
Investment in Mutual Funds - (Unquoted)		
Principal Cash Management Fund (65,630 Units)	1,020.05	-
SBI Premier Liquid Fund-Regular Plan- Growth (1,57,419 Units)	4,000.00	-
Goldman Sachs Liquid Exchange (0.893 units ; Previous Year - 8.772 units)	0.01	0.09
ICICI Prudential Liquid-Regular Plan-Growth (89,445.966 units ; Previous Year - 33,980.164 units)	214.50	76.00
ICICI Prudential Flexible Income Growth (Previous Year - 62,189.663 units)	-	178.00
Investment under Potfolio Management Scheme		
Kotak Liquid Plan (832.476 units)	10.18	-
	<b>5,244.88</b>	<b>254.09</b>
<b>Note 19 INVENTORIES</b>		
(At lower of cost and net realisable value)		
Raw Materials( Including Raw Material in transit - ₹ 1,632 Lakhs)	8,981.90	-
Work-in-Progress	378.73	-
Finished Goods	14,791.32	-
Stock-in-trade (i.e. Traded goods)	92.00	-
Stores and spares including packing materials (Including Stores in transit - ₹ 341 Lakhs)	1,989.50	-
	<b>26,233.45</b>	<b>-</b>
<b>Note 20 TRADE RECEIVABLES</b>		
Unsecured, considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	36.35	-
Other debts	22,532.98	-
	<b>22,569.33</b>	<b>-</b>

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	As at 31.03.2017	As at 31.03.2016
<b>Note 21 CASH AND BANK BALANCES</b>		
Cash and Cash Equivalents		
Balances with Banks		
Current Accounts	2,581.66	121.77
Demand Deposits (with maturity less than 3 months)	56.78	-
Unpaid Dividend Accounts	106.43	11.97
Cheque in Hand	3.13	-
Cash in hand	19.41	5.10
	<b>2,767.41</b>	<b>138.84</b>
Others bank balances		
Deposits (with maturity greater than 3 months but less than 12 months)	7,575.77	-
Margin Money (with maturity greater than 3 months but less than 12 months)	443.50	-
	<b>8,019.27</b>	<b>-</b>
	<b>10,786.68</b>	<b>138.84</b>
<b>Note 22 SHORT-TERM LOANS AND ADVANCES</b>		
Unsecured, considered good:		
Deposit with Government Authorities and Others	10,941.59	-
Advance to Staff	16.36	0.06
Advance to Suppliers/Service Providers	2,242.58	-
Prepaid Expenses	256.80	-
Unamortized Loan origination Fees	12.75	-
Insurance Claim Receivable	48.32	-
Export Incentive Receivable	208.11	-
Other Advance	5.20	-
Advance Tax (net of provision)	2,034.29	35.44
	<b>15,766.00</b>	<b>35.50</b>
<b>Note 23 OTHER CURRENT ASSETS</b>		
Unsecured, considered good :		
Interest accrued on Deposits	42.35	-
Incentives & Other Duty receivable	6,498.00	-
Receivable against sale of fixed assets	1.98	-
Receivable against sale of shares	95.29	-
Prepaid Expenses	6.26	11.75
Receivable from related party	599.00	-
Interest Accrued - Others	0.45	-
Other Receivables	24.00	-
	<b>7,267.33</b>	<b>11.75</b>
<b>Note 24 CONTINGENT LIABILITIES</b>		
(a) Claims against the Company not acknowledged as debts		
(i) Service Tax Demand - Matter under dispute	4.50	-
(ii) Entry Tax - Matter under dispute	3,166.62	-
<b>Note 25 COMMITMENTS</b>		
Capital Commitments		
Estimated value of contracts in capital account remaining to be executed and not provided for	60.44	-



## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	Year ended 31.03.2017	Year ended 31.03.2016
<b>Note 26 INCOME FROM OPERATIONS</b>		
Sale of Products	244,196.76	-
Sale of Shares and Securities	-	1,238.87
Profit/(Loss) on Sale of Investments	2,373.93	991.14
Dividend Received	1,016.73	978.75
Share Difference Profit/(Loss)	0.05	(0.01)
Rent	24.00	24.00
Scrap Sales	67.07	-
Export Incentive	3,285.63	-
Service fee	377.00	-
Interest Income	922.47	-
<b>Gross Revenue</b>	<b>252,263.64</b>	<b>3,232.75</b>
Less: Discontinuing Operations (Refer Note - 42)	2,724.34	-
	249,539.30	3,232.75
Less: Excise Duty	17,091.47	-
<b>Net Revenue</b>	<b>232,447.83</b>	<b>3,232.75</b>

**Note 27 OTHER INCOME**

Interest Income	1,007.54	1.01
Profit on Sale of Current Investments	3.93	-
Service Charges Received	236.90	-
Insurance Claims	48.00	-
Net Gain on account of Foreign Exchange Fluctuations	17.00	-
Other Sales (Scraps)	488.43	-
Miscellaneous Receipt	76.77	0.20
Liabilities Written back	160.98	0.26
Profit on Sale of Fixed Assets	0.64	-
	2,040.19	1.47
Less: Discontinuing Operations (Refer Note - 42)	488.43	-
	1,551.76	1.47

**Note 28 COST OF MATERIALS CONSUMED**

<b>Raw Materials</b>		
Opening Inventory	14,321.00	-
Add: Purchases during the year	196,664.84	-
Less: Closing Inventory	8,981.90	-
Less: Transfer	28,329.40	-
Add: Stock taken over	21,384.59	-
	195,059.13	-
Less: Discontinuing Operations (Refer Note - 42)	1,112.84	-
	193,946.29	-

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	Year ended 31.03.2017	Year ended 31.03.2016
<b>NOTE 29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
(a) Closing Stock	15,262.05	-
(b) Opening Stock	10,105.74	626.83
(c) Transfer	22,520.48	-
(d) Stock taken over	17,543.40	-
<b>Net Increase and Decrease in Stock (b-a-c+d)</b>	<b>(10,133.39)</b>	<b>626.83</b>
Less: Discontinuing Operations (Refer Note - 42)	1,822.82	-
	<b>(11,956.21)</b>	<b>626.83</b>

**Note 30 EMPLOYEE BENEFIT EXPENSES**

Salaries and Wages	4,132.65	21.00
Contribution to Provident and other Funds	336.80	1.48
Gratuity	35.56	0.30
Staff Welfare Expenses	147.14	1.47
	<b>4,652.15</b>	<b>24.25</b>
Less: Discontinuing Operations (Refer Note - 42)	2,357.76	-
	<b>2,294.39</b>	<b>24.25</b>

**Note 31 Finance Costs**

Interest Expenses	12,971.77	-
Other Borrowing Costs	463.60	-
	<b>13,435.37</b>	<b>-</b>
Less: Discontinuing Operations (Refer Note - 42)	7,044.36	-
	<b>6,391.01</b>	<b>-</b>

**Note 32 DEPRECIATION AND AMORTISATION EXPENSE**

Depreciation on Tangible Assets (Refer Note 12)	8,476.48	13.65
Amortisation on Intangible Assets (Refer Note 13)	81.11	-
	<b>8,557.59</b>	<b>13.65</b>
Less: Discontinuing Operations (Refer Note - 42)	4,909.00	-
	<b>3,648.59</b>	<b>13.65</b>

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

	Year ended 31.03.2017	Year ended 31.03.2016
<b>Note 33 OTHER EXPENSES</b>		
Power & Fuel	5,343.59	1.03
Computer Software Charges	13.06	23.23
Professional Charges	8.05	27.62
Motor Vehicle Running & Upkeep Expenses	7.39	8.58
Director's Sitting Fees	1.62	2.31
Licence Fees	2.30	2.28
S.T.T. on Investments	9.16	17.06
S.T.T. on Investments under PMS	0.18	-
S.T.T. on Share Trading	-	1.75
Auditor's Remuneration	8.75	0.86
Consumption of stores and spare parts including packing material	1,975.47	-
Freight, delivery and shipping charges	9,288.58	-
Brokerage and commission on sales	1,193.43	-
Loss on Sale of Shares	122.00	-
Legal Fees	34.50	-
Travelling	20.50	-
Loss on sale of Fixed Assets	4.00	-
Net (gain)/loss on foreign currency transactions/translations	1,167.39	-
Rent	104.00	-
Repairs and Maintenance		
Plant & Machinery	797.98	-
Buildings	27.12	-
Others	257.38	-
Insurance	546.23	1.30
Rates and Taxes	195.99	0.24
Asset written off	0.27	-
Bad Debts/Advances written off	392.72	-
Donation (CSR Activities)	150.70	15.50
Donation to Political Party (Refer Note 46)	65.00	-
Excise Duty	1,053.50	-
Portfolio Management Service Charges	2.67	-
Miscellaneous Expenses	4,012.72	60.29
	26,806.25	162.05
Less: Discontinuing Operations (Refer Note - 42)	1,701.57	-
	25,104.68	162.05

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

## Note 34 RELATED PARTY DISCLOSURE UNDER ACCOUNTING STANDARD-18

Name and nature of relationship with the Related Parties :	
Related Parties	Relationship
Mint Investments Ltd.	Group Company
Naga Dhunseri Group Ltd.	Group Company
Trimplex Investments Ltd.	Group Company
Dhunseri Overseas Pvt. Ltd.	Group Company
Sewbhagwan & Sons	Firm over which directors are able to exercise significant influence
Mrs. Aruna Dhanuka (Managing Director)	Key Management Personnel
Mr. Chandra Kumar Dhanuka	Relative of Key Management Personnel
Mr. Mrigank Dhanuka	Relative of Key Management Personnel
Mr. Pawan Kumar Lath (Chief Financial Officer)	Key Management Personnel
Ms. Aditi Dhanuka (Company Secretary)	Key Management Personnel

Information about Related Party Transactions:		(₹ in lakhs)	
		2016-17	2015-16
<b>A</b>	<b>Group Company</b>		
	<b>Trimplex Investments Limited</b>		
-	Hire Charges (Paid)	0.44	0.43
-	License Fees (Paid)	2.30	2.28
-	Reimbursement of Electricity (Paid)	0.78	1.03
	<b>Dhunseri Overseas Private Limited</b>		
-	Investment in Equity Shares	299.90	-
<b>B</b>	<b>Key Management Personnel and their Relatives</b>		
	<b>Mr. C.K. Dhanuka</b>		
-	Sitting Fees paid	0.32	0.36
	<b>Mr. Mrigank Dhanuka</b>		
-	Sitting Fees paid	0.14	-
	<b>Mrs. Aruna Dhanuka</b>		
-	Sitting Fees paid	-	0.26
	<b>Mr. P. K. Lath</b>		
-	Remuneration	9.10	7.66
	<b>Ms. Aditi Dhanuka</b>		
-	Remuneration	4.19	3.55

## Note 35 EARNING PER SHARE HAS BEEN COMPUTED AS UNDER

Profit/(Loss) after Tax	36,258.74	1,719.50
No. of Equity Shares	60,97,178	60,97,178
Earning per Share (₹ 10 Paid up) (in ₹)	594.68	28.20

## Notes to the Consolidated Financial Statements (Contd.)

(₹ in lakhs)

**Note 36 EMPLOYEE BENEFIT OBLIGATION****a. Defined Contribution Plans**

The Parent Company has made contribution for Defined Contribution Plan which has been recognised as expenses and included in Note 30 "Contribution to Provident and Other Funds" in the Statement of Profit & Loss.

**b. Defined Benefit Plans**

The Parent Company provides for defined benefit retirement plans namely gratuity and leave which are unfunded. Liability with regard to the aforesaid plans is determined by actuarial valuation as set out in Note 1(9) above.

**Reconciliation of opening and closing balances of Defined Benefit obligation :**

Particulars	2016-17		2015-16	
	Gratuity	Leave	Gratuity	Leave
	Unfunded	Encashment Unfunded	Unfunded	Encashment Unfunded
Defined benefit obligation at the beginning of the period	1.98	1.01	0.11	0.12
Current Service Cost	0.28	0.20	0.39	0.19
Interest Cost	0.15	0.08	0.01	0.01
Benefits payments	(3.17)	(1.37)	-	(0.71)
Actuarial (Gain) / Loss	1.40	0.69	1.47	1.40
Defined benefit obligation at the end of year	0.64	0.61	1.98	1.01
Amount recognised in the Balance Sheet :				
Present value of Defined Benefit	0.64	0.61	1.98	1.01
Amount recognised in Profit & Loss Account				
Current service cost	0.28	0.20	0.39	0.19
Interest cost	0.15	0.08	0.01	0.01
Actuarial (Gain) / Loss	1.40	0.69	1.47	1.40
Total expenses recognized in Profit & Loss Account	1.83	0.97	1.87	1.60

**Actuarial Assumption :**

Mortality Table ( IALM)	06 - 08	06 - 08
	Ultimate	Ultimate
Discount Rate (per annum)	7.25%	7.25%
Expected increase in salary (per annum)	5.00%	5.00%
Expected remaining working life of employees (years)	23.33	23.33

The present value of obligation for gratuity is determined based on actuarial valuation using the Projected Unit Credit Method. The estimates of future salary increase, considered in actuarial valuation, taken into account inflation, seniority, promotion. The above information is certified by the actuary.

**Note 37**

The Management decided not to recognize decline in Market Value of certain Strategic Investments, if any, at year end which is not a permanent decline.

**Note 38**

Information pursuant to the provision of Clause X of Part I of Division I of Schedule III of the Companies Act, 2013.

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	8.28	0.36	8.64
(+) Permitted Receipts *		9.41	9.41
(-) Permitted Payments	-	(4.99)	(4.99)
(-) Amount Deposited in Banks	(8.28)	(0.01)	(8.29)
Closing Cash in hand as on 30.12.2016	-	4.77	4.77

\* Includes Withdrawals

## Notes to the Consolidated Financial Statements (Contd.)

**Note 39** MOVEMENT IN PROVISIONS HELD TOWARDS DEPRECIATION ON INVESTMENTS

Particulars	Amount ₹ in Lakhs
Opening Balance of Provision	75.74
Provision made during the year	-
Provision reversed during the year	-
Closing Balance of Provision	75.74

**Note 40** ASSET QUALITY (MOVEMENT IN NPAS)

The Company is not having any Non Performing Asset for Loans and Advances in the books as on 31st March, 2017.

**Note 41** EXCEPTIONAL ITEMS ON ACCOUNT OF SUBSIDIARY

Pursuant to the investment agreement dated 29th february, 2016 and acquisition of shares of Dhunseri Petglobal Ltd (Now known as IVL Dhunseri Petrochem Industries Pvt Ltd) by Indorama Ventures Global Services Ltd. by way of fresh allotment and consequent dilution on 12th September, 2016, Dhunseri Petglobal Ltd. has become a Joint Venture of Dhunseri Petrochem Ltd. and ceased to be a subsidiary. Profit on transfer of 50% interest in Dhunseri Petglobal Ltd. amounting to ₹ 29,029.50 Lakhs has been recognized as exceptional item.

Pursuant to the share purchase agreement dated 29th February 2016, Dhunseri Petrochem Ltd. has acquired 50% stake in equity shares and compulsory convertible debentures of Micro Polypet (P) Ltd (MPPL) on 12th september, 2016 for a aggregate consideration of ₹ 11,212.59 lakhs and upon such acquisition MPPL has become joint venture company. On further investment of ₹ 1250 Lakhs in compulsorily convertible debentures of MPPL dated 17th March, 2017 and further subcription of shares by Indorama Ventures Global Services Ltd, the Group shares in MPPL has reduced to 44.44%. The profit on dilution of such stake amounting to ₹ 253 lakhs has been recognized as an exceptional item.

**Note 42** DISCONTINUING OPERATIONS

Pursuant to a share transfer agreement dated 24th March, 2017, 65% of the stake in Egyptian Indian Polyester Company SAE (a Subsidiary Company where in the Dhunseri Petrochem Ltd. had 70% share holding) was transferred to Dhunseri Overseas Private Limited for a sum of ₹ 1,262 Lakhs and accordingly Egyptian Indian Polyester Company SAE has ceased to be a subsidiary from that date. Thus the operations of Egyptian Indian Polyester Company SAE has been disclosed as discontinued operations in this financial statements and the resultant profit amounting to ₹ 31,923 Lakhs has been disclosed in the profit and loss as net profit from disposal of assets and liabilities of discontinued operation.

Operating results of the Company's discontinued operations are summarized as follows:

The revenue and expenses in respect of ordinary activities attributable to the discontinuing operations (EIPET)

	(₹ in lakhs)
	EIPET
Revenue from operations (gross)	2,724.34
Less: Excise duty	-
Revenue from operations (net)	2,724.34
Other income	488.43
<b>Total Revenue</b>	<b>3,212.77</b>
Expenses:	
Cost of materials consumed	1,112.84
Purchases of stock-in-trade	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	1,822.82
Employee benefits expense	2,357.76
Finance costs	7,044.36
Depreciation and amortisation expense	4,909.00
Other expenses	1,701.57
<b>Total Expenses</b>	<b>18,948.35</b>

## Notes to the Consolidated Financial Statements (Contd.)

## Note 42 DISCONTINUING OPERATIONS (Contd.)

Profit before exceptional item and tax	(15735.58)
Exceptional item	-
<b>Profit before tax</b>	<b>(15735.58)</b>
Tax expense:	
Current tax	-
MAT Credit	-
Adjustment for earlier years	-
Deferred tax	-
Operating income (loss) from discontinued operations	(15735.58)
<b>Gain (loss) from disposals, net of tax</b>	<b>31,923.18</b>
<b>Income (loss) from discontinued operations, net of tax</b>	<b>16,187.60</b>

## Note 43 LEASE OBLIGATION

## Operating Lease

The Subsidiary Company has taken various office premises under operating leases which are cancellable having tenures of 11 months/ 9 years. There is no specific obligation for renewal of these agreements. Lease rent for the year amounts to ₹ 59.91 Lakhs debited to the Statement of Profit and Loss.

## Note 44 DISCLOSURE AS PER THE MICRO, SMALL AND MEDIUM ENTERPRISE DEVELOPMENT ACT, 2006 (MSMED Act)

The Subsidiary Company has amounts due to suppliers under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) as at 31st March, 2017. The disclosures pursuant to the said Act is as under:

Particulars	Year ended 31.03.2017
Principal amount remaining unpaid to any supplier as at the end of the year	20.60
Interest remaining unpaid to any supplier as at the end of the year	-
Amount of interest paid in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-
Amount of the payment made to the suppliers beyond the appointed day during the year	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-
Amount of interest accrued and remaining unpaid as at the end of the year	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-

This information has been determined to the extent such parties have been identified on the basis of information available with the Parent Company.

## Notes to the Consolidated Financial Statements (Contd.)

Note 45 The Group's financial interest in the joint venture companies accounted for using proportionate consolidation principles based on its financial statements are set out below :

	(₹ in Lakhs)	
	IVL	MPPL
<b>(a) ASSETS as at 31st March, 2017</b>		
Tangible Assets (Net Block)	32,189.10	21,096.74
Intangible Assets (Net Block)	5.00	9.33
Capital Work-in-Progress	1,224.00	13.20
Non Current Investment	0.50	-
Long-term Loans and Advances	532.00	25.06
Other Non-current Assets	-	153.32
Inventories	20,894.50	5,339.07
Trade Receivables	18,357.50	4,211.82
Cash and Bank Balances	9,472.00	158.06
Short-term Loans and Advances	10,957.40	2,022.60
Other Current Assets	5,946.50	38.29
<b>Total</b>	<b>99,578.50</b>	<b>33,067.49</b>
<b>(b) EQUITY and LIABILITIES as at 31st March, 2017</b>		
<b>Shareholders' Funds</b>		
Long-term Borrowings	19,374.00	2,360.73
Deferred Tax Liabilities (Net)	1,436.50	-
Other Long-term Liabilities	19.50	-
Long-term Provisions	150.50	22.63
Short-term Borrowings	43,950.00	16,854.73
Trade Payable	10,335.59	4,386.83
Other Current Liabilities	6,727.00	1,170.67
Short-term Provisions	727.50	2.02
<b>Total</b>	<b>82,720.59</b>	<b>24,797.61</b>
<b>(c) INCOME for the year ended 31st March, 2017</b>		
Revenue from operations (Net of Excise Duty)	84,012.50	30,536.16
Other Income	214.11	86.82
<b>Total</b>	<b>84,226.61</b>	<b>30,622.97</b>
<b>(d) EXPENSES for the year ended 31st March, 2017</b>		
Cost of Materials Consumed	70,878.00	28,165.29
Purchase of Stock In Trade	179.50	0.00
Changes in inventories of finished goods, work-in-progress, stock-in-trade and product scrap	(4,572.50)	(1,759.71)
Employees Benefits Expense	732.00	238.40
Finance Costs	1,776.00	1,236.64
Depreciation and Amortisation Expense	910.50	620.61
Other Expenses	8,183.61	1,515.71
<b>Total</b>	<b>78,087.11</b>	<b>30,016.94</b>
<b>(e) RESULTS</b>		
Profit/(Loss) before Tax	6,139.50	606.04
Tax expenses - Current Tax	1,273.50	-
MAT Credit Entitlement	(286.00)	-
Tax expenses - Deferred Tax Charge/(Credit)	990.50	-
Profit/(Loss) after Tax	4,161.50	606.04
(f) Share of the Company in the contingent liabilities and commitments has been disclosed in Note 24 and 25 respectively.		



## Notes to the Consolidated Financial Statements (Contd.)

**Note 46** Donation to Political Party made to All India Trinamool Congress is in accordance with provisions of Section 182 of the Companies Act, 2013.

**Note 47** Summary Statement for all its Subsidiary and Associate of the salient features of their respective Financial Statements :  
(₹ in Lakhs)

Name of the Entity	Year ending	Net Assets i.e. total assets minus total liabilities		Share in Profit/(Loss)	
		As % of Consolidated Profit/(Loss)	Amount	As % of Consolidated Profit/(Loss)	Amount
1	2	3	4	5	6
<b>Parent</b>					
Dhunseri Investments Ltd.	31.03.2017	20.69%	26,405.64	3.54%	1,283.86
	31.03.2016	-	-	-27.88%	1,719.50
<b>Subsidiary</b>					
Dhunseri Petrochem Limited	31.03.2017	49.03%	62,579.15	173.44%	62,885.54
	31.03.2016	-	-	-	-
<b>Associate</b>					
Dhunseri Tea & Industries Limited	31.03.2017	-	-	2.80%	1,016.98
	31.03.2016	-	-	3.51%	(216.26)
Dhunseri Petrochem Limited	31.03.2017	-	-	-	-
	31.03.2016	-	-	124.37%	(7,671.17)
<b>Minority Interest in Subsidiary</b>					
Dhunseri Petrochem Limited	31.03.2017	30.28%	38,644.33	-79.78%	(28,927.64)
	31.03.2016	-	-	-	-
<b>Total</b>	<b>31.03.2017</b>	<b>100.00%</b>	<b>127,629.12</b>	<b>100.00%</b>	<b>36,258.74</b>
<b>Total</b>	<b>31.03.2016</b>	<b>-</b>	<b>-</b>	<b>100.00%</b>	<b>(6,167.93)</b>

**Note 48** DISCLOSURE FOR INVESTMENTS IN ASSOCIATES - ACCOUNTING STANDARD 23

Capital Reserve of ₹ 3,108.73 Lakhs (Previous Year - ₹ 2,817.16 Lakhs) in Dhunseri Tea & Industries Ltd has arisen on account of investments upto balance sheet date.

Investment in Dhunseri Petrochem Limited have increased from 49.01% to 53.88% during the year and because of which Dhunseri Petrochem Limited has become subsidiary, which was associate company due to which disclosure of Capital Reserve is not required, and due to this, current year Consolidated Figures are not comparable with previous year Consolidated Figures.

**Note 49** No Penalty has been imposed by any of the regulator on the Company during the year.

**Note 50** Previous year's figures have been re-grouped and re-arranged wherever considered necessary.

## Signatories to Notes 1 to 50

SUNIL OSWAL, FCA  
Partner  
Membership No: 071678  
For and on behalf of  
Dhandhan & Associates  
Chartered Accountants  
Firm Regn No. 316052E  
Place : Kolkata  
Date : May 29, 2017

P. K. Lath  
Chief Financial Officer

Aditi Dhanuka  
Company Secretary

For and on behalf of the Board

C. K. Dhanuka  
Chairman  
DIN : 00005684

Aruna Dhanuka  
Director  
DIN : 00005677

P. J. Bhide  
Director  
DIN : 00012326

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries or Associate Companies or Joint Ventures  
Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ in lakh)

1.	Sl. No.	1
2.	Name of the Subsidiary	M/s Dhunseri Petrochem Limited
3.	The date since when Subsidiary was acquired	28th June, 2016
4.	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period.	31.03.2017
5.	Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
6.	Share Capital	3,503.29
7.	Reserves and Surplus	85,168.42
8.	Total Assets	1,96,933.56
9.	Total Liabilities	1,96,933.56
10.	Investments	45,173.94
11.	Turnover	2,30,967.12
12.	Profit before Taxation	42,339.39
13.	Provision for Taxation	-4,419.19
14.	Profit after Taxation	46,758.58
15.	Proposed Dividend	₹ 2 per Equity Share of ₹ 10 each
16.	Extent of Shareholding (in percentage)	53.88%

- Note : 1. Name of subsidiaries which are yet to commence operation - Nil  
2. Name of subsidiaries which have been liquidated or sold during the year - Nil

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associates/Joint Ventures	M/s Dhunseri Tea & Industries Ltd. Associate
1.	Latest audited Balance Sheet Date	31.03.2017
2.	Shares of Associate/Joint Ventures held by the Company on the year end	
	No.	32,06,397
	Amount of Investment in Associates/Joint Venture (₹ in lakhs)	₹ 33,782.81 Lakhs
	Extent of Holding %	45.77%
3.	Description of how there is significant influence	Associate
4.	Reason why the associate/joint venture is not consolidated	Consolidated
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 34,179.65 Lakhs
6.	Profit/(Loss) for the year	
	(i) Considered in Consolidation	₹ 1,016.98 Lakhs
	(ii) Not Considered in Consolidation	Nil

Note: The Company does not have any joint venture companies.

SUNIL OSWAL, FCA

Partner

Membership No: 071678

For and on behalf of

Dhandhan &amp; Associates

Chartered Accountants

Firm Regn No. 316052E

Place : Kolkata

Date : May 29, 2017

P. K. Lath  
Chief Financial OfficerAriti Dhanuka  
Company Secretary

For and on behalf of the Board

C. K. Dhanuka  
Chairman  
DIN : 00005684Aruna Dhanuka  
Director  
DIN : 00005677P. J. Bhide  
Director  
DIN : 00012326

**20TH ANNUAL GENERAL MEETING**  
**Tuesday, 8th August, 2017**  
**TIME : 10.30 A.M.**

**DHUNSERI INVESTMENTS LTD.**

CIN : L15491WB1997PLC082808  
 Registered Office : 'DHUNSERI HOUSE' 4A, WOODBURN PARK, KOLKATA - 700 020  
 Ph. No. : +91 33 2280 1950 (5 Lines), Fax : (033) 2287-8995 , E-mail : mail@dhunseriinvestments.com; Website : www.dhunseriinvestments.com

**KALAKUNJ, SANGIT KALA MANDIR**  
**48, SHAKESPEARE SARANI**  
**KOLKATA-700017**

**ADMISSION SLIP**

Serial No.

I certify that I am a Member / Proxy for the Members holding ..... shares

Please ✓ in the Box : Member  Proxy

.....  
 Name of Proxy (in Block Letters)

.....  
 Signature of Member / Proxy Attending

- NOTES:** i) Member/ Proxy attending the Annual General Meeting (AGM) must bring his /her Admission Slip which should be signed and deposited before entry to the Main Auditorium.  
 ii) Duplicate Admission Slip will not be issued at the venue.

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 20th AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Note 10 to the Notice dated 29th May, 2017 covering the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below :

EVEN (Electronic Voting Even No.)	User ID	Password
<b>106343</b>		

**20TH ANNUAL GENERAL MEETING**  
**Tuesday, 8th August, 2017**  
**TIME : 10.30 A.M.**

**DHUNSERI INVESTMENTS LTD.**

CIN : L15491WB1997PLC082808  
 Registered Office : 'DHUNSERI HOUSE' 4A, WOODBURN PARK, KOLKATA - 700 020  
 Ph. No. : +91 33 2280 1950 (5 Lines), Fax : (033) 2287-8995 , E-mail : mail@dhunseriinvestments.com; Website : www.dhunseriinvestments.com

**KALAKUNJ, SANGIT KALA MANDIR**  
**48, SHAKESPEARE SARANI**  
**KOLKATA-700017**

**PROXY FORM**

**FORM NO. MGT-11**

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the (Management and Administration) Rules, 2014.

I/We, being the member(s), holding..... shares of Dhunseri Investments Limited hereby appoint :

- (1) Name ..... Address .....  
 E-mail id ..... Signature ..... or failing him/her
- (2) Name ..... Address .....  
 E-mail id ..... Signature ..... or failing him/her,
- (3) Name ..... Address .....  
 E-mail id ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting (AGM) of the Company to be held on the Tuesday, 8th August, 2017 at 10.30 a.m. at 'Kala Kunj', Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	Option (✓)	
		For	Against
1.	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.		
2.	Declaration of dividend of Rs.1.50 per equity share for the financial year ended 31st March, 2017.		
3.	Appointment of Mr. Mrigank Dhanuka (DIN: 00005666) as a director of the Company who retires by rotation and being eligible offers himself for re-appointment		
4.	Appointment of M/s. U. S. Agarwal & Associates, Chartered Accountants(Firm Registration No. 314213E) as Statutory Auditors' of the Company to hold office from the conclusion of the 20th AGM until the conclusion of 25th AGM and to authorise the Board of Directors to fix their remuneration in consultation with the Auditor.		
5.	Appointment of Mr. Rajya Vardhan Kejriwal (DIN: 00449842) as an Independent Director for a period of five years w.e.f. 10.08.2016.		
6.	Appointment of Mr. Ramesh Kumar Chandak (DIN: 00029465) as an Independent Director for a period of five years w.e.f. 03.11.2016		

Signature of Proxy holder(s) \_\_\_\_\_ Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Member's Folio / DP ID - Client ID No. \_\_\_\_\_

Signature of Member(s) \_\_\_\_\_

Note : This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020 not less than 48 hours before the commencement of the AGM i.e. by 10. 30 a.m. on 6th August, 2017.

Affix  
 Revenue  
 Stamp

# DHUNSERI INVESTMENTS LIMITED

CIN : L15491WB1997PLC082808

"Dhunseri House", 4A, Woodburn Park, Kolkata 700 020

Tel : 91 033 2280 1950 (5 lines); Fax: 91 033 2287 8995

Email : mail@dhunseriinvestments.com; Website : www.dhunseriinvestments.com

## BALLOT FORM

IN RESPECT OF ITEMS OF BUSINESS SET FORTH IN THE NOTICE DATED 29th MAY, 2017  
CONVENING THE 20TH ANNUAL GENERAL MEETING OF THE COMPANY.

I do hereby cast my vote(s) with regard to the resolution(s) stated below by casting my vote(s) FOR / AGAINST the resolution(s) in the appropriate column and appending my signature (as per the specimen in the Company's record) therefor.

Resolution Number	Description	Type of Resolution	Option (✓)		No. of shares
			For	Against	
1.	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.	Ordinary			
2.	Declaration of dividend of Rs.1.50 per equity share for the financial year ended 31st March, 2017.	Ordinary			
3.	Appointment of Mr. Mrigank Dhanuka (DIN 00005666) as a director of the Company who retires by rotation and being eligible offers himself for re-appointment.	Ordinary			
4.	Appointment of M/s. U.S. Agarwal & Associates, Chartered Accountants (Firm Registration No. 314213E) as Statutory Auditors' of the Company to hold office from the conclusion of the 20th AGM until the conclusion of 25th AGM and to authorize the Board of Directors to fix their remuneration in consultation with the Auditor.	Ordinary			
5.	Appointment of Mr. Rajya Vardhan Kejriwal (DIN: 00449842) as an Independent Director for a period of five years w.e.f. 10.08.2016.	Ordinary			
6.	Appointment of Mr. Ramesh Kumar Chandak (DIN: 00029465) as an Independent Director for a period of five years w.e.f. 03.11.2016	Ordinary			

Folio No./DP ID No. & Client ID No. : \_\_\_\_\_

Name of the Member : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_ Place: \_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

### Please read the following instructions before filling the Form:

1. A Member may submit the completed and signed Ballot Form in a sealed envelope (addressed to The Scrutinizer, Mr. Kailash Chandra Dhanuka), at the Registered Office of the Company, not later than 7th August, 2017.
2. The Company will not be responsible, if the said envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event a member casts votes through both the process i.e. e-voting and ballot form, the e-voting votes cast by the member will be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a Proxy.
6. There will be only one ballot form for every Folio/DP ID/ Client ID irrespective of the number of joint holders.
7. The ballot form shall be signed by the first named shareholder and in his/her absence by the next named Shareholder.
8. Where the ballot form has been signed by the authorized representative of the Body Corporate/Trust/Society, etc., a certified copy of the relevant resolution/board resolution to vote should accompany the Ballot Form.

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20th Annual General Meeting of the Company

Date & Time : Tuesday, 8th August, 2017 at 10:30 a.m.

Venue : Kalakunj, Sangit Kala Mandir Trust,  
48, Shakespeare Sarani, Kolkata – 700 017

