

# DHUNSERI INVESTMENTS LIMITED

Registered Office : "Dhunseri House", 4A, Woodburn Park, Kolkata 700020

Ref.No.DIL/108/2016/

24.08.2016

BSE Limited,  
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 2015-16.

Under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached soft copy of the Annual Reports & Accounts of the Company for the year ended 31<sup>st</sup> March, 2016, which was adopted by the Company at the 19<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> August, 2016.

Thanking you,

Yours faithfully,  
For DHUNSERI INVESTMENTS LTD.



(ADITI DHANKA)  
Company Secretary

Encl: as above.

# DHUNSERI INVESTMENTS LIMITED

CIN : L15491WB1997PLC082808

## BOARD OF DIRECTORS

Mr. C. K. Dhanuka *Chairman*

Mrs. A. Dhanuka *Managing Director & CEO*

Mr. M. Dhanuka *Director*

Mr. P. J. Bhide *Director*

Mrs. Aarti B. Aggarwal *Director*

Mr. A. Gupta *Director*

Mr. B. K. Biyani *Director*

Mr. A Garodia *Director*

### CHIEF FINANCIAL OFFICER

Mr. P. K. Lath

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Aditi Dhanuka

### STATUTORY AUDITORS

Dhandhanian & Associates  
Chartered Accountants

### SECRETARIAL AUDITORS

K. Arun & Co.  
Company Secretaries

### 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.  
CIN : U20221WB1982PTC034886  
6, Mangoe Lane, 2nd Floor, Kolkata - 700 001  
Phone : 2243 5029, 2243 5809  
Fax : 91-33-2248 4787  
E-mail : mdpldc@yahoo.com

### 19TH ANNUAL GENERAL MEETING

Wednesday, 10th August, 2016 at 10.30 A.M.  
at 'KALAKUNJ', Sangit Kala Mandir Trust  
48, Shakespeare Sarani, Kolkata - 700 017

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**DIRECTORS' REPORT**

We have pleasure in presenting the 19th Annual Report together with the Audited Financial Statements of Accounts of the Company for the year ended 31st March, 2016.

**1. Financial Results**

(₹ in lacs)

| Particulars   | For the year ended<br>31.03.2016 | For the year ended<br>31.03.2015 |
|---|----------------------------------|----------------------------------|
| Profit before Depreciation & Taxation                             | 1,882.55                         | 2,531.57                         |
| Less : Depreciation (Net)   | 13.65                            | 14.60                            |
| Provision for taxation (Net)                                      | 149.40                           | 422.57                           |
| Net profit for the year   | 1,719.50                         | 2,094.40                         |
| Add : Balance brought forward                                     | 714.16                           | 1,171.45                         |
| Less : Adjustment made for Fixed Assets                           | —                                | (20.16)                          |
| Amount available for appropriation                                | 2,433.66                         | 3,245.69                         |
| The Directors recommend this amount to be appropriated as under : |                                  |                                  |
| Transfer to NBFC Reserve Fund                                     | 343.90                           | 418.88                           |
| Transfer to General Reserve                                       | 1,000.00                         | 2,002.57                         |
| Proposed dividend @ ₹ 1.50 per share (i.e. 15%)                   | 91.46                            | 91.46                            |
| Tax on dividend   | 18.62                            | 18.62                            |
| Balance carried forward   | 979.68                           | 714.16                           |
|   | 2,433.66                         | 3,245.69                         |

**2. Operations**

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

**3. Scheme of Amalgamation**

As per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an Order dated 29.07.2015, the Company allotted 6,25,000 equity shares of ₹ 10/- each fully paid up to the shareholders of erstwhile Plenty Valley Intra Limited (PVIL) on 31st August, 2015 in the ratio of 1(one) Equity share of ₹ 10/- each of the Company for every 8 (eight) Equity Shares of ₹ 10/- each fully paid-up held in PVIL as on the record date (i.e. 25.08.2015). Further these new shares were listed and permitted for trading on the Stock Exchanges i.e. NSE & BSE w.e.f. 10th November, 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, 2016 subject to approval of the shareholders at the ensuing Annual General Meeting to be held on 10th August, 2016. The total outgo on account of dividend, inclusive of taxes, for 2015-16 is ₹ 110.08 lakhs.

**5. Transfer to Reserves**

The Company proposes to transfer ₹ 1,000.00 Lakhs to the general reserve and ₹ 343.90 lakhs to NBFC Reserve Fund out of the amount available for appropriation.

## DIRECTORS' REPORT (Contd.)

### 6. Associate Companies

Pursuant to Section 2(6) of the Companies Act, 2013, the Company has two associates as on 31.03.2016 :

- i) M/s. Dhunseri Petrochem Ltd.
- ii) M/s. Dhunseri Tea & Industries Ltd.

The Company does not have any subsidiaries as on 31st March, 2016 within the meaning of Section 2(87) of the Companies Act, 2013.

Pursuant to Provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Associate Companies in Form AOC-1 is attached to the financial statements of the Company.

### 7. NBFC Public Deposits Directions

The Company neither invited nor accepted any deposit from the public during the financial year 2015-16. The Company does not intend to invite or accept any public deposit during the financial year 2016-17. 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 five times during the financial year 2015-16. 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.

### 11. Corporate Governance

The report on Corporate Governance as stipulated under the Listing Regulation forms an integral part of this Report. The requisite certificate from M/s. M. Shah Nawaz & Associates, Practicing Company Secretary confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

**DIRECTORS' REPORT (Contd.)**

**12. 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.dhunseriinvestments.com](http://www.dhunseriinvestments.com).

**13. Directors & Key Managerial Personnel**

Mr. Brijesh Kumar Biyani retires by rotation and being eligible offer himself for re-appointment as a director of the Company.

Mr. Ashok Kumar Lohia and Mr. Basudeo Beriwala who were appointed as Independent Directors at the 17th Annual General Meeting (AGM) of the Company for a term of five years with effect from August 11, 2014, resigned from the Company w.e.f. 09.11.2015. The Board places on record its appreciation for the valuable services rendered by them during their tenure of directorship with the Company.

Mr. Purshottam Jagannath Bhide and Mrs. Aarti Bansal Aggarwal on the recommendation of Nomination & Remuneration committee were appointed as Additional Directors of the Company at the Board Meeting held on 9th November, 2015

The Companies Act, 2013 provides for appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of upto five consecutive years on the Board of a company and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Sub-section (11) states that no independent director shall hold office for more than two consecutive terms but such independent director shall be eligible for appointment after expiration of three years of ceasing to become an independent director.

Section 149(13) states that provisions of sub-section (6) and (7) of Section 152 in respect of retirement of directors by rotation shall not be applicable to the appointment of independent directors.

Mr. Purushottam Jagannath Bhide and Mrs. Aarti Bansal Aggarwal, appointed w.e.f. 9th November, 2015 at the Board Meeting are now proposed to be appointed as independent directors of the Company for a term of five consecutive years at the 19th AGM. The Board of Directors recommend their appointment.

Mr. Mrigank Dhanuka, Managing Director of the Company has relinquished the post of Managing Director w.e.f. 27.05.2016. He, however, continues to be a Director of the Company.

Mrs. Aruna Dhanuka has since been appointed Managing Director & CEO of the Company for a period of 5 years w.e.f. May 27, 2016 subject to the approval of Members at the ensuing 19th Annual General Meeting of the Company.

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

**14. Board Evaluation**

An annual evaluation of the performance of the Board and its committees and individual directors were undertaken during the year.

**DIRECTORS' REPORT (Contd.)****15. 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.

**16. Policy on Directors' Appointment and Remuneration and Other Details**

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

**17. 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 this report.

**18. Audit Committee**

The details pertaining to composition of Audit Committee and its meetings are included in the Corporate Governance Report, which forms part of this report.

**19. Auditors**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. Dhandhanias & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 17th Annual General Meeting (AGM) of the Company held on 11th August, 2014 and shall hold office till the conclusion of the 20th AGM of the Company subject to ratification of their appointment at every AGM. Their re-appointment for the year 2016 - 17 is required to be ratified by the shareholders at the ensuing 19th AGM of the Company.

**20. Auditors' Report and Secretarial Auditors' Report**

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

**21. Risk Management**

Although not mandatorily required, the Company had voluntarily constituted the Risk Management Committee. The details have been provided in the Corporate Governance Report.

**22. Particulars of Loans, Guarantees and Investments**

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

**23. 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 25 to the financial statement which sets out related party disclosures.

**24. 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.

**DIRECTORS' REPORT (Contd.)**

**25 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 2015 - 2016 :**

| Name of Director                                  | Title                                | Ratio to median remuneration |
|---|--------------------------------------|------------------------------|
| Mr. C. K. Dhanuka                                 | Chairman                             | 0.04                         |
| Mrs. Aruna Dhanuka                                | Non-Executive Director               | 0.03                         |
| Mr. Mrigank Dhanuka<br>(till 27.05.2016)          | Managing Director & CEO              | —                            |
| Mr. Brijesh Kumar Biyani                          | Non-Executive Director               | 0.02                         |
| Mr. Basudeo Beriwal<br>(till 09.11.2015)          | Non-Executive & Independent Director | 0.04                         |
| Mr. Ashok Kumar Lohia<br>(till 09.11.2015)        | Non-Executive & Independent Director | 0.02                         |
| Mr. Adarsh Garodia                                | Non-Executive & Independent Director | 0.03                         |
| Mr. Amit Gupta                                    | Non-Executive & Independent Director | 0.04                         |
| Mr. P. J. Bhide<br>(w.e.f. 09.11.2015)            | Non-Executive & Independent Director | 0.02                         |
| Mrs. Aarti Bansal Aggarwal<br>(w.e.f. 09.11.2015) | Non-Executive & Independent Director | 0.02                         |

(i) The median remuneration of employees of the Company during the FY 2015-16 is ₹ 7.66 lakhs

**b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year :**

| Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary | % increase in remuneration in the financial year |
|---|--|
| 1. Mr. C. K. Dhanuka, Chairman @  | —  |
| 2. Mrs. Aruna Dhanuka @   | —  |
| 3. Mr. Mrigank Dhanuka, Managing Director & CEO #                                 | —  |
| 4. Mr. Brijesh Kumar Biyani @   | —  |
| 5. Mr. Basudeo Beriwal (upto 09.11.2015) @  | —  |
| 6. Mr. Ashok Kumar Lohia (upto 09.11.2015) @                                      | —  |
| 7. Mr. Adarsh Garodia @   | —  |
| 8. Mr. Amit Gupta @   | —  |
| 9. Mr. Purushottam Jaganath Bhide (w.e.f. 09.11.2015) @                           | —  |
| 10. Mrs. Aarti Bansal Aggarwal (w.e.f. 09.11.2015) @                              | —  |
| 11. Mr. Pawan Kumar Lath (Chief Financial Officer) @                              | —  |
| 12. Ms. Aditi Dhanuka (Company Secretary) @                                       | —  |

**DIRECTORS' REPORT (Contd.)**

@ There is no increase in remuneration during the year

# Mr. Mrigank 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 : Nil**

d. **The number of permanent employees on the rolls of Company : 3**

e. **The explanation on the relationship between average increase in remuneration and Company Performance :**

Although there has been no increase in remuneration during the year 2015-16 but remuneration is determined considering the market trend so as to ensure that it reflects Company's performance.

f. **Comparison of the remuneration of the key managerial personnel (KMP) against the performance of the Company :**

|  |         |
|--|---------|
| Aggregate remuneration of KMP in FY 2016 (₹ Lakhs) | 11.21   |
| Revenue (₹ Lakhs)                                  | 3234.22 |
| Remuneration of KMPs (as % of revenue)             | 0.35    |
| Profit before Tax (PBT) (₹ Lakhs)                  | 1868.90 |
| Remuneration of KMP (as % of PBT)                  | 0.60    |

g. **Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year :**

| Particulars                      | March 31, 2016 | March 31, 2015 | % Change |
|----------------------------------|----------------|----------------|----------|
| Market Capitalisation (₹ lakhs)* | 8682.38        | 6322.77        | 37.32%   |
| Price Earnings Ratio*            | 5.05           | 3.02           | 67.22%   |

\* Based on BSE figures

h. **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 : Nil**

**Increase in the managerial remuneration for the year : NIL**

i. **Comparison of each remuneration of the key managerial personnel against the performance of the Company :**

| Particulars                       | Mr. Mrigank Dhanuka<br>Managing Director<br>& CEO | Mr. Pawan Kumar Lath<br>Chief Financial Officer | Ms. Aditi Dhanuka<br>Company Secretary |
|-----------------------------------|---|---|--|
| Remuneration in FY 2016 (₹ lakhs) | —   | 7.66  | 3.55                                   |
| Revenue (₹ lakhs)                 | 3234.22   |   |  |
| Remuneration as % of revenue      | —   | 0.24  | 0.11                                   |
| Profit before Tax (PBT) (₹ lakhs) | 1868.90   |   |  |
| Remuneration (as % of PBT)        | —   | 0.41  | 0.19                                   |



**DIRECTORS' REPORT (Contd.)**

**j. The key parameters for any variable component of remuneration availed by the directors**

There is no variable component of remuneration availed by non-executive directors of the Company. They are entitled to only sitting fees for attending Board / Committee Meetings.

**k. The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year**

Not Applicable, as no remuneration except sitting fees was paid to the directors during the year.

**l. 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.

**m. 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, is not applicable to the Company.**

**26. 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 such policies are available on the Company's website [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com). The corporate governance report with a certificate thereon from a Practicing Company Secretary 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 2016 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>)

## DIRECTORS' REPORT (Contd.)

### 27. **State of Company's affairs**

The Company's main business being investments in shares and securities. The Management regularly monitor 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.

### 28. **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 the report.

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

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

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

The Company does not have the required number of women employees and hence the Act is not attracted. However coverage is already being provided by the associate company.

### 31. **Green Initiatives**

As part of our green initiative, the electronic copies of this Annual Report including the Notice of the 19th 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 19th 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 co-operation 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 co-operation and support received from the shareholders of the Company.

For and on behalf of the Board of Directors

Place : Kolkata

Date : The 27th day of May, 2016

C. K. DHANUKA

Chairman

**ANNEXURE I****Form No. MGT - 9  
EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2016**[ 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<br>Phone : 91 33 2280 1950<br>Fax : 91 33 2287 8350 / 9274<br>E-mail : mail@dhunseriinvestments.com<br>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.<br>6, Mangoe Lane, 2nd Floor, Kolkata - 700 001<br>Phone : 91 33 2243 5029 / 5809<br>Fax : 91 33 2248 4787<br>E-mail : mdpldc@yahoo.com<br>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 :

| Name and Description of main products / services                                    | NIC Code of the Product / Service | % to total turnover of the company |
|---|-----------------------------------|------------------------------------|
| 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             | % of shares held | Applicable Section |
|---------|--|-----------------------|------------------|--------------------|
| 1.      | Dhunseri Petrochem Ltd.<br>"Dhunseri House"<br>4A, Woodburn Park, Kolkata - 700 020        | L15492WB1916PLC002697 | 49.01%           | 2(6)               |
| 2.      | Dhunseri Tea & Industries Ltd.<br>"Dhunseri House"<br>4A, Woodburn Park, Kolkata - 700 020 | L15500WB1997PLC085661 | 44.58%           | 2(6)               |

## Form No. MGT - 9

## EXTRACT OF ANNUAL RETURN (Contd.)

## IV. SHAREHOLDING 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 01.04.2015) |             |                |                   | No. of Shares at the end of the year (As on 31.03.2016) |             |                |                   | % Change during the year |
|---|--|-------------|----------------|-------------------|---|-------------|----------------|-------------------|--------------------------|
|   | Demat  | Physical    | Total          | % of Total Shares | Demat   | Physical    | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>   |  |             |                |                   |   |             |                |                   |                          |
| <b>(1) Indian</b>   |  |             |                |                   |   |             |                |                   |                          |
| a) Individual / HUF   | 453670   | —           | 453670         | 7.7478            | 454319  | —           | 454319         | 7.4513            | 0.1431                   |
| b) Central Govt.  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| c) State Govt.(s)   | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| d) Bodies Corporate   | 3937914  | —           | 3937914        | 67.2521           | 4115680   | —           | 4115680        | 67.5014           | 4.5142                   |
| e) Banks / FI   | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| f) Any Other  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| <b>Sub-Total (A) (1)</b>                                      | <b>4391584</b>   | <b>—</b>    | <b>4391584</b> | <b>75.0000</b>    | <b>4569999</b>  | <b>—</b>    | <b>4569999</b> | <b>74.9527</b>    | <b>4.0627</b>            |
| <b>(2) Foreign</b>  |  |             |                |                   |   |             |                |                   |                          |
| a) NRIs - Individuals   | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| b) Other Individuals  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| c) Bodies Corporate   | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| d) Bank / FI  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| e) Any Other  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| <b>Sub-Total (A) (2)</b>                                      | <b>—</b>   | <b>—</b>    | <b>—</b>       | <b>—</b>          | <b>—</b>  | <b>—</b>    | <b>—</b>       | <b>—</b>          | <b>—</b>                 |
| <b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b> | <b>4391584</b>   | <b>—</b>    | <b>4391584</b> | <b>75.0000</b>    | <b>4569999</b>  | <b>—</b>    | <b>4569999</b> | <b>74.9527</b>    | <b>4.0627</b>            |
| <b>B. Public Shareholding</b>                                 |  |             |                |                   |   |             |                |                   |                          |
| <b>1. Institutions</b>  |  |             |                |                   |   |             |                |                   |                          |
| a) Mutual Funds   | 600  | —           | 600            | 0.0102            | 600   | —           | 600            | 0.0098            | 0.0000                   |
| b) Banks / FI   | 1179   | 1090        | 2269           | 0.0388            | 1079  | 1202        | 2281           | 0.0374            | 0.5289                   |
| c) Central Govt.  | —  | 87          | 87             | 0.0015            | —   | 87          | 87             | 0.0014            | 0.0000                   |
| d) State Govt.(s)   | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| e) Venture Capital Funds                                      | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| f) Insurance Companies  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| g) FIIs   | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| h) Foreign Venture Capital Funds                              | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| i) Other (specify)  | —  | —           | —              | —                 | —   | —           | —              | —                 | —                        |
| <b>Sub-Total (B) (1)</b>                                      | <b>1779</b>  | <b>1177</b> | <b>2956</b>    | <b>0.0505</b>     | <b>1679</b>   | <b>1289</b> | <b>2968</b>    | <b>0.0487</b>     | <b>0.4060</b>            |

**DHUNSERI INVESTMENTS LIMITED**

**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN (Contd.)**

| Category of Shareholders  | No. of Shares held at the beginning of the year (As on 01.04.2015) |          |         |                   | No. of Shares at the end of the year (As on 31.03.2016) |          |         |                   | % Change during the year |
|---|--|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
|   | Demat  | Physical | Total   | % of Total Shares | Demat   | Physical | Total   | % of Total Shares |                          |
| <b>2. Non-Institutions</b>  |  |          |         |                   |   |          |         |                   |                          |
| a) Bodies Corporate   |  |          |         |                   |   |          |         |                   |                          |
| i) Indian   | 666754   | 5128     | 671882  | 11.47452          | 353455  | 7905     | 361360  | 5.9267            | (46.2167)                |
| ii) Overseas  | —  | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| b) Individuals  |  |          |         |                   |   |          |         |                   |                          |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh          | 444345   | 205814   | 650159  | 11.1035           | 521477  | 454180   | 975657  | 16.0018           | 50.0644                  |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 112982   | —        | 112982  | 1.9295            | 158077  | —        | 158077  | 2.5926            | 39.9134                  |
| c) Others (Specify)   |  |          |         |                   |   |          |         |                   |                          |
| Non Resident Indians  | 12829  | 4996     | 17825   | 0.3044            | 14708   | 4996     | 19704   | 0.3232            | 10.5414                  |
| Qualified Foreign Investor  | —  | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| Custodian of Enemy Property   | —  | 560      | 560     | 0.0096            | 560   | —        | 560     | 0.0092            | 0.0000                   |
| Foreign Nationals   | —  | 671      | 671     | 0.0115            | —   | 671      | 671     | 0.0110            | 0.0000                   |
| Clearing Members  | 2988   | —        | 2988    | 0.0510            | 4341  | —        | 4341    | 0.0712            | 45.2811                  |
| Trusts  | 3841   | —        | 3841    | 0.0656            | 3841  | —        | 3841    | 0.0630            | 0.0000                   |
| Foreign Bodies - DR   | —  | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| <b>Sub-Total (B) (2)</b>  | 1243739  | 217169   | 1460908 | 24.9496           | 1056459   | 467752   | 1524211 | 24.9986           | 4.3331                   |
| <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>                          | 1245518  | 218346   | 1463864 | 25.0000           | 1058138   | 469041   | 1527179 | 25.0473           | 4.3252                   |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                          | —  | —        | —       | —                 | —   | —        | —       | —                 | —                        |
| <b>Grand Total (A+B+C)</b>  | 5637102  | 218346   | 5855448 | 100.0000          | 5628137   | 469041   | 6097178 | 100.0000          | 4.1283                   |

**Note :** i) As per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an Order dated 29th July, 2015, the Company had issued and allotted 6,25,000 equity shares of ₹ 10/- each to the shareholders of erstwhile Plenty Valley Intra Limited (PVIL) on 31.08.2015.

ii) 3,83,270 equity shares of the Company which held by PVIL, stood cancelled without any further act or deed upon the Scheme of Amalgamation becoming effective.

## Form No. MGT - 9

## EXTRACT OF ANNUAL RETURN (Contd.)

## ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name  | Shareholding at the beginning of the year (As on 01.04.2015) |                                  |  | Shareholding at the end of the year (As on 31.03.2016) |                                  |  | % change in shareholding 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  | 2442668  | 41.7162                          | 0.0000   | 2753704  | 45.1636                          | 0.0000   | 12.7335                                  |
| 2.      | Naga Dhunseri Group Limited   | 1066476  | 18.2134                          | 0.0000   | 1316476  | 21.5916                          | 0.0000   | 23.4417                                  |
| 3.      | Plenty Valley Intra Ltd.<br>(See Note ii)                           | 383270   | 6.5455                           | 0.0000   | —  | 0.0000                           | 0.0000   | (100.0000)                               |
| 4.      | Chandra Kumar Dhanuka   | 27750  | 0.4739                           | 0.0000   | 27762  | 0.4553                           | 0.0000   | 0.0432                                   |
| 5.      | Chandra Kumar Dhanuka<br>Karta of Shankarlal Chandra<br>Kumar (HUF) | 200000   | 3.4156                           | 0.0000   | 200125   | 3.2823                           | 0.0000   | 0.0625                                   |
| 6.      | Chandra Kumar Dhanuka<br>C/o. Mrigank Dhanuka Trust                 | 70000  | 1.1955                           | 0.0000   | —  | 0.0000                           | 0.0000   | (100.0000)                               |
| 7.      | Chandra Kumar Dhanuka<br>C/o. Shree Shaligram Trust                 | 23500  | 0.4013                           | 0.0000   | 23500  | 0.3854                           | 0.0000   | 0.0000                                   |
| 8.      | Chandra Kumar Dhanuka<br>C/o. Sew Bhagwan and Sons                  | 2215   | 0.0378                           | 0.0000   | 2465   | 0.0404                           | 0.0000   | 11.2867                                  |
| 9.      | Mrigank Dhanuka   | 67955  | 1.1605                           | 0.0000   | 68205  | 1.1186                           | 0.0000   | 0.3679                                   |
| 10.     | Mrigank Dhanuka<br>C/o. Aman Dhanuka Trust                          | —  | —                                | —  | 35000  | 0.5740                           | 0.0000   | 0.0000                                   |
| 11.     | Mrigank Dhanuka<br>C/o. Aayan Dhanuka Trust                         | —  | —                                | —  | 35000  | 0.5740                           | 0.0000   | 0.0000                                   |
| 12.     | Aruna Dhanuka   | 46250  | 0.7899                           | 0.0000   | 46262  | 0.7587                           | 0.0000   | 0.0259                                   |
| 13.     | Madhuting Tea Private Limited                                       | 45500  | 0.7771                           | 0.0000   | 45500  | 0.7462                           | 0.0000   | 0.0000                                   |
| 14.     | Tarulika Khaitan<br>C/o. Tarugreve Trust                            | 10000  | 0.1708                           | 0.0000   | 10000  | 0.1640                           | 0.0000   | 0.0000                                   |
| 15.     | Tarulika Khaitan  | 6000   | 0.1025                           | 0.0000   | 6000   | 0.0984                           | 0.0000   | 0.0000                                   |
| Total   |   | 4391584  | 75.0000                          | 0.0000   | 4569999  | 74.9527                          | 0.0000   | 4.0627                                   |

**Note :** i) As per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an Order dated 29th July, 2015, the Company had issued and allotted 6,25,000 equity shares of ₹ 10/- each to the shareholders of erstwhile Plenty Valley Intra Limited (PVIL) on 31.08.2015.

ii) 3,83,270 equity shares of the Company which held by PVIL, stood cancelled without any further act or deed upon the Scheme of Amalgamation becoming effective.

**DHUNSERI INVESTMENTS LIMITED****Form No. MGT - 9****EXTRACT OF ANNUAL RETURN (Contd.)****iii) Change in Promoters' Shareholding (Please specify, if there is no change)**

| Sl. No. | Name  | Shareholding at the beginning of the year (As on 01.04.2015) |                                  | Cumulative shareholding during the year (As on 31.03.2016) |                                  |
|---------|---|--|----------------------------------|--|----------------------------------|
|         |   | No. of Shares  | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| 1.      | NAGA DHUNSERI GROUP LIMITED<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16  | 1066476<br>250000  | 18.2134<br>4.1003                | 1316476  | 21.5916                          |
| 2.      | PLENTY VALLEY INTRA LIMITED<br>At the beginning of the year 01.04.15<br>Cancellation of shares (see note ii)<br>At the end of the year 31.03.16                                     | 383270<br>(383270)   | 6.5455<br>(6.2860)               | —  | —                                |
| 3.      | TARULIKA KHAITAN,<br>C/o. TARUGREVE TRUST<br>At the beginning of the year 01.04.15<br>At the end of the year 31.03.16   | 10000  | 0.1708                           | 10000  | No Changes<br>0.1640             |
| 4.      | MADHUTING TEA PRIVATE LIMITED<br>As on 04.01.15<br>At the end of the year 31.03.16  | 45500  | 0.7771                           | 45500  | No Changes<br>0.7462             |
| 5.      | MINT INVESTMENTS LIMITED<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16   | 2442668<br>311036  | 41.7162<br>5.1013                | 2753704  | 45.1636                          |
| 6.      | CHANDRA KUMAR DHANUKA,<br>KARTA OF SHANKARLAL CHANDRA<br>KUMAR (HUF)<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16 | 200000<br>125  | 3.4156<br>0.0021                 | 200125   | 3.2823                           |
| 7.      | CHANDRA KUMAR DHANUKA,<br>C/o. MRIGANK DHANUKA TRUST<br>At the beginning of the year 01.04.15<br>Transfer on 22.02.16<br>At the end of the year 31.03.16                            | 70000<br>(70000)   | 1.1955<br>(1.1481)               | —  | 0.0000                           |
| 8.      | CHANDRA KUMAR DHANUKA,<br>Trustee, SHREE SHALIGRAM TRUST<br>At the beginning of the year 01.04.15<br>At the end of the year 31.03.16  | 23500  | 0.4013                           | 23500  | No Changes<br>0.3854             |

**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN (Contd.)**

| Sl. No. | Name   | Shareholding at the beginning of the year (As on 01.04.2015) |                                  | Cumulative shareholding during the year (As on 31.03.2016) |                                  |
|---------|--|--|----------------------------------|--|----------------------------------|
|         |  | No. of Shares  | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| 9.      | CHANDRA KUMAR DHANUKA,<br>Partner, SEW BHAGWAN & SONS<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16 | 2215<br>250  | 0.0378<br>0.0041                 | 2465   | 0.0404                           |
| 10.     | CHANDRA KUMAR DHANUKA<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16                                 | 27750<br>12  | 0.4739<br>0.0002                 | 27762  | 0.4553                           |
| 11.     | MRIGANK DHANUKA<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16                                       | 67955<br>250   | 1.1605<br>0.0041                 | 68205  | 1.1186                           |
| 12.     | MRIGANK DHANUKA<br>C/o. AAMAN DHANUKA TRUST<br>At the beginning of the year 01.04.15<br>Acquire as on 22.02.2016<br>At the end of the year 31.03.16                  | —<br>35000   | 0.0000<br>0.5740                 | 35000  | 0.5740                           |
| 13.     | MRIGANK DHANUKA<br>C/o. AAYAN DHANUKA TRUST<br>At the beginning of the year 01.04.15<br>Acquire as on 22.02.2016<br>At the end of the year 31.03.16                  | —<br>35000   | 0.0000<br>0.5740                 | 35000  | 0.5740                           |
| 14.     | ARUNA DHANUKA<br>At the beginning of the year 01.04.15<br>Allotment of shares on 31.08.15<br>At the end of the year 31.03.16   | 46250<br>12  | 0.7899<br>0.0002                 | 46262  | 0.7587                           |
| 15.     | TARULIKA KHAITAN<br>At the beginning of the year 01.04.15<br>At the end of the year 31.03.16   | 6000   | 0.1025                           | 6000   | No Change<br>0.0984              |

- Note :** i) As per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an Order dated 29th July, 2015, the Company had issued and allotted 6,25,000 equity shares of ₹ 10/- each to the shareholders of erstwhile Plenty Valley Intra Limited (PVIL) on 31.08.2015.
- ii) 3,83,270 equity shares of the Company which held by PVIL, stood cancelled without any further act or deed upon the Scheme of Amalgamation becoming effective.



**DHUNSERI INVESTMENTS LIMITED**

**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN (Contd.)**

iv) **Shareholding Pattern of top ten Shareholders**  
(Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl. No. | Name   | Shareholding at the beginning 01.04.2015 end of the year 31.03.2016 |                                  | Cumulative shareholding during the year (01.04.2015 to 31.03.2016) |                                  |
|---------|--|---|----------------------------------|--|----------------------------------|
|         |  | No. of Shares   | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| 1.      | <b>GREENPLY LEASING AND FINANCE PRIVATE LTD.</b> |   |                                  |  |                                  |
|         | 01.04.2015                                       | 106490  | 1.8186                           |  |                                  |
|         | 31.03.2016                                       | 106490  | 1.7465                           | 106490   | 1.7465                           |
| 2.      | <b>GAYLORD SALES PRIVATE LIMITED</b>             |   |                                  |  |                                  |
|         | 01.04.2015                                       | 31287   | 0.5343                           |  |                                  |
|         | 31.03.2016                                       | 31287   | 0.5131                           | 31287  | 0.5131                           |
| 3.      | <b>JVL AGRO INDUSTRIES LIMITED #</b>             |   |                                  |  |                                  |
|         | 01.04.2015                                       | 290000  | 4.9527                           |  |                                  |
|         | 30.09.2015 - Transfer                            | -290000   | 4.7563                           | 0  | 0.0000                           |
|         | 31.03.2016                                       | 0   | 0.0000                           | 0  | 0.0000                           |
| 4.      | <b>MAHENDRA GIRDHARILAL *</b>                    |   |                                  |  |                                  |
|         | 01.04.2015                                       | 0   | 0.0000                           |  |                                  |
|         | 28.08.2015 - Transfer                            | 10692   | 0.1754                           | 10692  | 0.1754                           |
|         | 04.09.2015 - Transfer                            | -10692  | 0.1743                           | 0  | 0.0000                           |
|         | 30.09.2015 - Transfer                            | 10692   | 0.1754                           | 10692  | 0.1754                           |
|         | 16.10.2015 - Transfer                            | -10692  | 0.1843                           | 0  | 0.0000                           |
|         | 13.11.2015 - Transfer                            | 10692   | 0.1754                           | 10692  | 0.1754                           |
|         | 31.03.2016                                       | 10692   | 0.1754                           | 10692  | 0.1754                           |
| 5.      | <b>MONET SECURITIES PRIVATE LTD.</b>             |   |                                  |  |                                  |
|         | 01.04.2015                                       | 136405  | 2.3295                           |  |                                  |
|         | 31.03.2016                                       | 136405  | 2.2372                           | 136405   | 2.2372                           |
| 6.      | <b>HITESH RAMJI JAVERI</b>                       |   |                                  |  |                                  |
|         | 01.04.2015                                       | 19950   | 0.3407                           |  |                                  |
|         | 10.04.2015 - Transfer                            | 50  | 0.0009                           | 20000  | 0.3416                           |
|         | 08.05.2015 - Transfer                            | 995   | 0.0170                           | 20995  | 0.3586                           |
|         | 30.09.2015 - Transfer                            | 2116  | 0.0347                           | 23111  | 0.3790                           |
|         | 11.12.2015 - Transfer                            | 3663  | 0.0601                           | 26774  | 0.4391                           |
|         | 18.12.2015 - Transfer                            | 549   | 0.0090                           | 27323  | 0.4481                           |
|         | 01.01.2016 - Transfer                            | 677   | 0.0111                           | 28000  | 0.4592                           |
|         | 05.02.2016 - Transfer                            | 3100  | 0.0508                           | 31100  | 0.5101                           |
|         | 19.02.2016 - Transfer                            | 2233  | 0.0366                           | 33333  | 0.5467                           |
|         | 26.02.2016 - Transfer                            | 2511  | 0.0412                           | 35844  | 0.5879                           |
|         | 03.31.2016                                       | 35844   | 0.5879                           | 35844  | 0.5879                           |

**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN (Contd.)**

| Sl. No. | For each of the Top 10 Shareholders | Shareholding at the beginning of the year (As on 01.04.2015) |                                  | Cumulative shareholding during the year (01.04.15 to 31.03.2016) |                                  |
|---------|-------------------------------------|--|----------------------------------|--|----------------------------------|
|         |                                     | No. of Shares  | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| 7.      | <b>M.PRASAD &amp; CO LIMITED</b>    |  |                                  |  |                                  |
|         | 01.04.2015                          | 41878  | 0.7152                           |  |                                  |
|         | 30.09.2015 - Transfer               | -14649   | 0.2403                           | 27229  | 0.4466                           |
|         | 31.03.2016                          | 27229  | 0.4466                           | 27229  | 0.4466                           |
| 8.      | <b>HARSHA HITESH JAVERI</b>         |  |                                  |  |                                  |
|         | 01.04.2015                          | 11523  | 0.1968                           |  |                                  |
|         | 10.04.2015 - Transfer               | 11418  | 0.1950                           | 22941  | 0.3918                           |
|         | 17.04.2015 - Transfer               | 728  | 0.0124                           | 23669  | 0.4042                           |
|         | 24.04.2015 - Transfer               | 450  | 0.0077                           | 24119  | 0.4119                           |
|         | 30.09.2015 - Transfer               | 881  | 0.0144                           | 25000  | 0.4100                           |
|         | 11.12.2015 - Transfer               | 361  | 0.0059                           | 25361  | 0.4159                           |
|         | 18.12.2015 - Transfer               | 174  | 0.0029                           | 25535  | 0.4188                           |
|         | 01.01.2016 - Transfer               | 2463   | 0.0404                           | 27998  | 0.4592                           |
|         | 05.02.2016 - Transfer               | 2296   | 0.0377                           | 30294  | 0.4969                           |
|         | 19.02.2016 - Transfer               | 3031   | 0.0497                           | 33325  | 0.5466                           |
|         | 26.02.2016 - Transfer               | 8  | 0.0001                           | 33333  | 0.5467                           |
|         | 31.03.2016                          | 33333  | 0.5467                           | 33333  | 0.5467                           |
| 9.      | <b>PAWAN KUMAR JHUNJHUNWALA</b>     |  |                                  |  |                                  |
|         | 01.04.2015                          | 14000  | 0.2391                           |  |                                  |
|         | 10.04.2015 - Transfer               | 1000   | 0.0171                           | 15000  | 0.2562                           |
|         | 08.05.2015 - Transfer               | 1000   | 0.0171                           | 16000  | 0.2732                           |
|         | 15.05.2015 - Transfer               | 100  | 0.0017                           | 16100  | 0.2750                           |
|         | 26.06.2015 - Transfer               | 2400   | 0.0410                           | 18500  | 0.3159                           |
|         | 03.07.2015 - Transfer               | 2500   | 0.0427                           | 21000  | 0.3586                           |
|         | 28.08.2015 - Transfer               | -203   | 0.0033                           | 20797  | 0.3411                           |
|         | 04.09.2015 - Transfer               | 203  | 0.0033                           | 21000  | 0.3423                           |
|         | 13.11.2015 - Transfer               | -3000  | 0.0492                           | 18000  | 0.2952                           |
|         | 18.12.2015 - Transfer               | -2000  | 0.0328                           | 16000  | 0.2624                           |
|         | 31.03.2016                          | 16000  | 0.2624                           | 16000  | 0.2624                           |
| 10.     | <b>KANAI BANERJEE *</b>             |  |                                  |  |                                  |
|         | 01.04.2015                          | 10458  | 0.1786                           |  |                                  |
|         | 31.03.2016                          | 10458  | 0.1715                           | 10458  | 0.1715                           |
| 11.     | <b>UMESH ANAND #</b>                |  |                                  |  |                                  |
|         | 01.04.2015                          | 15451  | 0.2639                           |  |                                  |
|         | 03.04.2015 - Transfer               | -3307  | 0.0565                           | 12144  | 0.2074                           |
|         | 10.04.2015 - Transfer               | -9644  | 0.1647                           | 2500   | 0.0427                           |

**DHUNSERI INVESTMENTS LIMITED**

**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN (Contd.)**

| Sl. No. | For each of the Top 10 Shareholders | Shareholding at the beginning of the year (As on 01.04.2015) |                                  | Cumulative shareholding during the year (01.04.15 to 31.03.2016) |                                  |
|---------|-------------------------------------|--|----------------------------------|--|----------------------------------|
|         |                                     | No. of Shares  | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
|         | 22.05.2015 - Transfer               | 5070   | 0.0866                           | 7570   | 0.1293                           |
|         | 05.06.2015 - Transfer               | 510  | 0.0087                           | 8080   | 0.1380                           |
|         | 17.07.2015 - Transfer               | 1670   | 0.0285                           | 9750   | 0.1665                           |
|         | 07.08.2015 - Transfer               | 400  | 0.0068                           | 10150  | 0.1733                           |
|         | 31.03.2016                          | 10150  | 0.1665                           | 10150  | 0.1665                           |
| 12.     | <b>MANJU BHALOTIA MANJU</b>         |  |                                  |  |                                  |
|         | 01.04.2015                          | 41600  | 0.7104                           |  |                                  |
|         | 31.03.2016                          | 41600  | 0.6823                           | 41600  | 0.6823                           |
| 13.     | <b>SHANTA DINESH SHAH</b>           |  |                                  |  |                                  |
|         | 01.04.2015                          | 7425   | 0.1268                           |  |                                  |
|         | 10.04.2015 - Transfer               | 1394   | 0.0238                           | 8819   | 0.1506                           |
|         | 17.04.2015 - Transfer               | -119   | 0.0020                           | 8700   | 0.1486                           |
|         | 24.04.2015 - Transfer               | -2300  | 0.0393                           | 6400   | 0.1093                           |
|         | 01.05.2015 - Transfer               | -200   | 0.0034                           | 6200   | 0.1059                           |
|         | 08.05.2015 - Transfer               | -700   | 0.0120                           | 5500   | 0.0939                           |
|         | 15.05.2015 - Transfer               | -299   | 0.0051                           | 5201   | 0.0888                           |
|         | 22.05.2015 - Transfer               | -1501  | 0.0256                           | 3700   | 0.0632                           |
|         | 29.05.2015 - Transfer               | -540   | 0.0092                           | 3160   | 0.0540                           |
|         | 05.06.2015 - Transfer               | 40   | 0.0007                           | 3200   | 0.0546                           |
|         | 12.06.2015 - Transfer               | 175  | 0.0030                           | 3375   | 0.0576                           |
|         | 19.06.2015 - Transfer               | -85  | 0.0015                           | 3290   | 0.0562                           |
|         | 26.06.2015 - Transfer               | -190   | 0.0032                           | 3100   | 0.0529                           |
|         | 30.06.2015 - Transfer               | -3100  | 0.0529                           | 0  | 0.0000                           |
|         | 01.01.2016 - Transfer               | 3891   | 0.0638                           | 3891   | 0.0638                           |
|         | 22.01.2016 - Transfer               | 1480   | 0.0243                           | 5371   | 0.0881                           |
|         | 29.01.2016 - Transfer               | 1029   | 0.0169                           | 6400   | 0.1050                           |
|         | 05.02.2016 - Transfer               | 115  | 0.0019                           | 6515   | 0.1069                           |
|         | 12.02.2016 - Transfer               | 1144   | 0.0188                           | 7659   | 0.1256                           |
|         | 19.02.2016 - Transfer               | 391  | 0.0064                           | 8050   | 0.1320                           |
|         | 26.02.2016 - Transfer               | 1134   | 0.0186                           | 9184   | 0.1506                           |
|         | 04.03.2016 - Transfer               | 848  | 0.0139                           | 10032  | 0.1645                           |
|         | 11.03.2016 - Transfer               | 745  | 0.0122                           | 10777  | 0.1768                           |
|         | 18.03.2016 - Transfer               | 432  | 0.0071                           | 11209  | 0.1838                           |
|         | 25.03.2016 - Transfer               | -9   | 0.0001                           | 11200  | 0.1837                           |
|         | 31.03.2016 - Transfer               | -1500  | 0.0246                           | 9700   | 0.1591                           |

\* Not in the list of Top 10 shareholders as on 01.04.2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016.

# Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2015.

## Form No. MGT - 9

## EXTRACT OF ANNUAL RETURN (Contd.)

## v) Shareholding of Directors and Key Managerial Personnel\*

(Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl. No. | For each of the Directors and KMP  | Shareholding at the beginning of the year (As on 01.04.2015) |                                  | Cumulative shareholding during the year (01.04.2015 to 31.03.2016) |                                  |
|---------|--|--|----------------------------------|--|----------------------------------|
|         |  | No. of Shares  | % of total shares of the Company | No. of Shares  | % of total shares of the Company |
| 1.      | CHANDRA KUMAR DHANUKA-Director<br>At the beginning of the year<br>Allotment / Acquire / Sold during the year<br>At the end of the year 31.03.2016      | 27750<br>12  | 0.4739<br>0.0002                 | 27762  | 0.4553                           |
| 2.      | MRIGANK DHANUKA - Managing Director<br>At the beginning of the year<br>Allotment / Acquire / Sold during the year<br>At the end of the year 31.03.2016 | 67955<br>250   | 1.1605<br>0.0041                 | 68205  | 1.1186                           |
| 3.      | ARUNA DHANUKA - Director<br>At the beginning of the year<br>Allotment / Acquire / Sold during the year<br>At the end of the year 31.03.2016            | 46250<br>12  | 0.7899<br>0.0002                 | 46262  | 0.7587                           |
| 4.      | AMIT GUPTA - Director<br>At the beginning of the year<br>Allotment / Acquire / Sold during the year<br>At the end of the year 31.03.2016               | 305  | 0.0052                           | 305  | 0.0050                           |
| 5.      | PAWAN KUMAR LATH - CFO<br>At the beginning of the year<br>Allotment of shares as on 31.08.2015<br>(see note 2)<br>At the end of the year 31.03.2016    | 00<br>4677   | 0.0000<br>0.0767                 | 4677   | 0.0767                           |

**Note :** 1) As per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta by an order dated 29th July 2015, the Company had issued and allotted 6,25,000 equity shares of ₹ 10/- each to the shareholders of erstwhile Plenty Valley Intra Limited (PVIL) on 31.08.2015.

2) As per the Scheme of Amalgamation no fractional shares were to be issued to the Shareholders of erstwhile PVIL. The fractional shares aggregating to 4677 shares of the Company were allotted in favour of Mr. P. K. Lath, CFO of the Company who had subsequently sold these shares and transferred the net proceeds thereof amounting to ₹ 6,63,853.39 (including dividend of ₹ 7,015.50 for the year 2014 - 15) to the Company. The Company has since deposited the said amount with the bank for arranging the distribution of the said sum to the shareholders of erstwhile PVIL entitled thereto.

**DHUNSERI INVESTMENTS LIMITED****Form No. MGT - 9****EXTRACT OF ANNUAL RETURN (Contd.)****V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding / accrued but not due for payment**

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

**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<br>Managing Director | Total Amount<br>(in ₹) |
|---------|---|--|------------------------|
| 1.      | Gross Salary  |  |                        |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil                                      | Nil                    |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | NIL                                      | NIL                    |
|         | (c) Profits in lieu of salary under Section 179(3) Income-tax Act, 1961             | NIL                                      | NIL                    |
| 2.      | Stock Option  | NIL                                      | NIL                    |
| 3.      | Swet Equity   | NIL                                      | NIL                    |
| 4.      | Commision   | NIL                                      | NIL                    |
|         | - as % of profit  | NIL                                      | NIL                    |
|         | - others, Specify   | NIL                                      | NIL                    |
| 5.      | Others (Sitting fee)  | NIL                                      | NIL                    |
|         | Total (A)   | NIL                                      | NIL                    |
|         | Ceiling as per the Act  |  |                        |

\*\* Mr. Mrigank Dhanuka, Managing Director is not entitled to any remuneration as per the agreement entered with the Company.

**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN (Contd.)**

**B. Remuneration to other Directors**

| Sl. No. | Particulars of Remuneration           | Name of Directors      |                    |                   |                |                         |                  | Total Amount (in ₹) |                 |
|---------|---------------------------------------|------------------------|--------------------|-------------------|----------------|-------------------------|------------------|---------------------|-----------------|
|         |                                       | Mr. B. D. Beriwal*     | Mr. A. K. Lohia*   | Mr. A. Garodia    | Mr. Amit Gupta | Mrs. Aarti B. Aggarwal# | Mr. P. J. Bhide# |                     |                 |
| 1.      | <b>Independent Directors</b>          |                        |                    |                   |                |                         |                  |                     |                 |
|         | Fee for attending board               | 20,000                 | 15,000             | 15,000            | 25,000         | 10,000                  | 10,000           | 95,000              |                 |
|         | committee meetings                    | 10,000                 | 4,000              | 8,000             | 4,000          | 4,000                   | 8,000            | 38,000              |                 |
|         | Commission                            | —                      | —                  | —                 | —              | —                       | —                | —                   |                 |
|         | Others, please specify                | —                      | —                  | —                 | —              | —                       | —                | —                   |                 |
|         | <b>Total (1)</b>                      | <b>30,000</b>          | <b>19,000</b>      | <b>23,000</b>     | <b>29,000</b>  | <b>14,000</b>           | <b>18,000</b>    | <b>1,33,000</b>     |                 |
| 2.      | <b>Other Non-Executive Director</b>   | Mr. B. K. Biyani       | Mrs. Aruna Dhanuka | Mr. C. K. Dhanuka |                |                         |                  |                     |                 |
|         | Fee for attending board               | 15,000                 | 20,000             | 25,000            |                |                         |                  | 60,000              |                 |
|         | Committee meetings                    | —                      | 6,000              | 8,000             |                |                         |                  | 14,000              |                 |
|         | Commission                            | —                      | —                  | —                 |                |                         |                  | —                   |                 |
|         | Others, please specify                | —                      | —                  | —                 |                |                         |                  | —                   |                 |
|         |                                       | <b>Total (2)</b>       | <b>15,000</b>      | <b>26,000</b>     | <b>33,000</b>  |                         |                  |                     | <b>74,000</b>   |
|         |                                       | <b>Total B = (1+2)</b> |                    |                   |                |                         |                  |                     | <b>2,07,000</b> |
|         | <b>Total Managerial Remuneration</b>  |                        |                    |                   |                |                         |                  | <b>2,07,000</b>     |                 |
|         | <b>Overall Ceiling as per the Act</b> |                        |                    |                   |                |                         |                  | <b>—</b>            |                 |

\* Resigned w.e.f. 09.11.2015

# Appointed as an Additional Director w.e.f. 09.11.2015

**DHUNSERI INVESTMENTS LIMITED****Form No. MGT - 9****EXTRACT OF ANNUAL RETURN (Contd.)****C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

(in ₹)

| Sl. No. | Particulars of Remuneration   | Mr. Pawan Kumar Lath<br>Chief Financial Officer | Ms. Aditi Dhanuka<br>Company Secretary | Total Amount     |
|---------|---|---|--|------------------|
| 1.      | Gross salary  |   |  |                  |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 6,76,000  | 3,30,125                               | 10,06,125        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 32,400  | —                                      | 32,400           |
|         | (c) Profits in lieu of salary under Section 179(3) Income-tax Act, 1961             | —   | —                                      |                  |
|         |   | —   | —                                      |                  |
| 2.      | Stock Option  | —   | —                                      |                  |
| 3.      | Swet Equity   | —   | —                                      |                  |
| 4.      | Commision   |   |  |                  |
|         | - as% of profit   | —   | —                                      |                  |
|         | - others, Specify   | —   | —                                      |                  |
| 5.      | Others (Contribution to PF, Gratuity)   | 57,600  | 25,200                                 | 82,800           |
|         | <b>Total</b>  | <b>7,66,000</b>                                 | <b>3,55,325</b>                        | <b>11,21,325</b> |

**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) |
|-------------------------------------|-------------------------------|-------------------|--|-------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                               |                   |  |                               |                                    |
| Penalty                             |                               |                   |  |                               |                                    |
| Punishment                          |                               |                   | None   |                               |                                    |
| Compounding                         |                               |                   |  |                               |                                    |
| <b>B. DIRECTORS</b>                 |                               |                   |  |                               |                                    |
| Penalty                             |                               |                   |  |                               |                                    |
| Punishment                          |                               |                   | None   |                               |                                    |
| Compounding                         |                               |                   |  |                               |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                               |                   |  |                               |                                    |
| Penalty                             |                               |                   |  |                               |                                    |
| Punishment                          |                               |                   | None   |                               |                                    |
| Compounding                         |                               |                   |  |                               |                                    |

## ANNEXURE II

## 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 ₹ 15.50 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 nearing completion.

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 Mrs. Aarti B. Aggarwal as members.

3. **Average net profit of the company for last three financial years for the purpose of computation of CSR :** ₹ 7.75 Crore

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) :** ₹ 15.50 lakhs

5. **Details of CSR spent during the financial year :**

- a. Total amount to be spent for the financial year : ₹ 15.50 lakhs
- b. Amount unspent : Nil
- c. Manner in which the amount spent during the financial year : Attached

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

| Sr. No. | CSR Project or Activity identified       | Sector in which the project is covered | Projects or programs (1) Local area or other (2)Specify the State and district where projects or programs was undertaken | Amount Outlay (budget) project or programs wise (') | Amount spent on the projects or programs Subheads: (1)Direct Expenditure (2) Overheads (') | Cumulative Expenditure upto the reporting period(') | Amount Spent : Direct or through implementing agency |
|---------|--|--|--|---|--|---|--|
| 1.      | Empowering girl child thorough education | Construction of Girls Hostel           | Diamond Harbour Road, Behala (Kolkata)   | 15,50,000   | 15,50,000  | 15,50,000   | Direct through Dhanuka Dhunseri Foundation (DDF)     |



**CORPORATE GOVERNANCE**

**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 information’s 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, Mrs. A. B. Aggarwal, Mr. A. Garodia and Mr. A. Gupta; one Non-Executive / Non-Independent Director Mr. B. K. Biyani; two Non-Independent Directors related to the Promoters viz Mrs. Aruna Dhanuka and Mr. M. Dhanuka, Managing Director and a Non-Executive Promoter Director Mr. C. K. Dhanuka who is the 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 | 5   |
| Dates on which held                        | 28-05-2015, 13-08-2015, 31-08-2015, 09-11-2015 and 12-02-2016 |

| Sl. No. | Name of Director                 | DIN of the Directors | Category of Directorship                   | No. of Board Meetings Attended | Last AGM attended held on 29.09.2015 | No. of other Directorship in Public Companies | No. of committee positions held in other pulic companies* |        |
|---------|----------------------------------|----------------------|--|--------------------------------|--------------------------------------|---|---|--------|
|         |                                  |                      |  |                                |                                      |   | Chairman  | Member |
| 1.      | Mr. C. K. Dhanuka                | 00005684             | Non-Executive Chairman, Promoter           | 5                              | Yes                                  | 8   | 1   | 4      |
| 2.      | Mrs. A. Dhanuka^                 | 00005677             | Non-Executive Director / Promoter Relative | 4                              | Yes                                  | 3   | —   | 1      |
| 3.      | Mr. M. Dhanuka**                 | 00005666             | Managing Director, Promoter                | 3                              | 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       | 1                              | NA                                   | 8   | 3   | —      |

## 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 29.09.2015 | No. of other Directorship in Public Companies | No. of committee positions held in other public companies* |        |
|---------|------------------------------|----------------------|--------------------------------------|--------------------------------|--------------------------------------|---|--|--------|
|         |                              |                      |                                      |                                |                                      |   | Chairman   | Member |
| 6.      | Mrs. Aarti Bansal Aggarwal @ | 00152346             | Non-Executive / Independent Director | 1                              | NA                                   | —   | —  | —      |
| 7.      | Mr. A. Garodia               | 01917780             | Non-Executive & Independent Director | 3                              | Yes                                  | —   | —  | —      |
| 8.      | Mr. A. Gupta                 | 00171973             | Non-Executive & Independent Director | 5                              | Yes                                  | —   | —  | —      |
| 9       | Mr. B. D. Beriwal #          | 00118319             | Non-Executive & Independent Director | 4                              | Yes                                  | 4   | 2  | —      |
| 10.     | Mr. A. K. Lohia #            | 00132070             | Non-Executive & Independent Director | 3                              | No                                   | 3   | —  | 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 post of Managing Director w.e.f. May 27, 2016

^ Appointed as Managing Director w.e.f. May 27, 2016.

@ Appointed as Additional Director w.e.f. 9th November, 2015

# Resigned w.e.f. 9th November, 2015

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

Details of remuneration paid to Directors :

(in ₹)

| Name of the Director | Sitting Fees  |                   | Salary / Perquisite, Commission | Total  |
|----------------------|---------------|-------------------|---------------------------------|--------|
|                      | Board Meeting | Committee Meeting |                                 |        |
| Mr. C. K. Dhanuka    | 25,000        | 8,000             | —                               | 33,000 |
| Mrs. A. Dhanuka *    | 20,000        | 6,000             | —                               | 26,000 |
| Mr. M. Dhanuka *     | —             | —                 | —                               | —      |
| Mr. B. K. Biyani     | 15,000        | —                 | —                               | 15,000 |
| Mr. P. J. Bhide      | 10,000        | 8,000             | —                               | 18,000 |
| Mrs. A. B. Aggarwal  | 10,000        | 4,000             | —                               | 14,000 |
| Mr. A. Garodia       | 15,000        | 8,000             | —                               | 23,000 |
| Mr. Amit Gupta       | 25,000        | 4,000             | —                               | 29,000 |
| Mr. B. D. Beriwal    | 20,000        | 10,000            | —                               | 30,000 |
| Mr. A. K. Lohia      | 15,000        | 4,000             | —                               | 19,000 |

Mr. C. K. Dhanuka holds 27,762 shares.

\*Mr. Mrigank Dhanuka, Managing Director son of Mr. C. K. Dhanuka is not entitled to any remuneration as per the agreement with the Company. He holds 68,205 shares.

\*Mrs. Aruna Dhanuka wife of Mr. C. K. Dhanuka holds 46,262 shares.

**CORPORATE GOVERNANCE (Contd.)**

**2.4. Details of shares held by non-executive directors in the Company as on 31st March, 2016**

Except Mr. Amit Gupta who holds 305 shares none of the other Non-Executive Directors hold any 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 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. 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. Adarsh Garodia and one Non-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 judgement 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;

## 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 a 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.

**CORPORATE GOVERNANCE (Contd.)**

## 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                                 | 28-05-2015, 13-08-2015, 09-11-2015 and 12-02-2016 |

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

| Name                | No. of meetings held | No. of meetings attended |
|---------------------|----------------------|--------------------------|
| Mr. B. D. Beriwal # | 4                    | 3                        |
| Smt. A. Dhanuka     | 4                    | 3                        |
| Mr. A. K. Lohia #   | 4                    | 2                        |
| Mr. A. Garodia      | 4                    | 2                        |
| Mr. P. J. Bhide *   | 4                    | 1                        |
| Mr. Amit Gupta *    | 4                    | 1                        |

# Mr. B. D. Beriwal & Mr. A. K. Lohia resigned w.e.f. 09.11.2015.

\* Mr. P. J. Bhide & Mr. Amit Gupta were appointed as Member of Audit Committee w.e.f. 09.11.2015.

5. **Nomination & Remuneration Committee**

The Nomination & Remuneration Committee of the Company comprises of two Independent Directors viz Mr. P. J. Bhide and Mr. Adarsh Garodia and two Non Independent Directors viz Mr. C. K. Dhanuka and Mr. Mrigank Dhanuka

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

|   |            |
|---|------------|
| No. of Nomination and Remuneration Committee Meeting held during the year | 1          |
| Date on which held  | 09-11-2015 |

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

| Name                                | No. of meeting held | No. of meeting attended |
|-------------------------------------|---------------------|-------------------------|
| Mr. B. D. Beriwal (upto 09.11.2015) | 1                   | 1                       |
| Mr. C. K. Dhanuka                   | 1                   | 1                       |
| Mr. Mrigank Dhanuka                 | 1                   | 1                       |
| Mr. Adarsh Garodia                  | 1                   | 1                       |
| Mr. P. J. Bhide*                    | 1                   | NA                      |

\* Appointed as member w.e.f. 09.11.2015

## CORPORATE GOVERNANCE (Contd.)

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

- i) 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.
- ii) 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.
- iii) 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.

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.

### 5.1. 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.

**CORPORATE GOVERNANCE (Contd.)****7. Separate Meeting of Independent Director**

The Independent Directors of the Company have held a separate meeting on 29.12.2015. 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 ₹ 5,000/- each as sitting fee for attending Board Meetings and ₹ 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. Adarsh Garodia 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  | 13.08.2015 and 12.02.2016 |

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

| Name                                     | No. of meetings held | No. of meetings attended |
|--|----------------------|--------------------------|
| Mr. B. D. Beriwalla<br>(upto 09.11.2015) | 2                    | 1                        |
| Mr. C. K. Dhanuka                        | 2                    | 2                        |
| Mr. A. Garodia                           | 2                    | —                        |
| Mr. P. J. Bhide<br>(w.e.f. 09.11.2015)   | 2                    | 1                        |

## CORPORATE GOVERNANCE (Contd.)

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

There were no complaints received by the Company during the year. 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

Although not mandatorily required, the Company had voluntarily constituted a Risk Management Committee comprising of the following Directors:

- i) Mr. P. J. Bhide - Chairman
- ii) Mr. C. K. Dhanuka - Member
- iii) 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 was constituted on 09.11.2015 and comprises of the following Directors

- i) Mr. P. J. Bhide - Chairman
- ii) Mr. C. K. Dhanuka - Member
- iii) Mrs. Aarti B. Aggarwal - Member

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



**CORPORATE GOVERNANCE (Contd.)**

The Committee met once on 12th February, 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                        |

**13. Share Transfer Committee :**

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

| Member of the Share Transfer Committee | Category |
|--|----------|
| Mr. C. K. Dhanuka                      | Chairman |
| Mr. M. Dhanuka                         | Director |
| Mrs. A. Dhanuka                        | Director |

|   |   |
|---|---|
| No. of Share Transfer Committee Meetings held during the year | 4   |
| Dates on which held   | 27-05-2015, 13-08-2015, 05-11-2015 and 02-02-2016 |

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                    | 3                        |
| 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 share(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.

**CORPORATE GOVERNANCE (Contd.)****14.1 General Body Meetings**

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

| Year    | Location  | Date                 | Time       | Details of Special Resolution |
|---------|---|----------------------|------------|-------------------------------|
| 2014-15 | Kalakunj,<br>Sangit Kala Mandir<br>48,Shakespeare Sarani<br>Kolkata - 700 017 | 29th September, 2015 | 03.00 P.M. | None                          |
| 2013-14 | Kalakunj,<br>Sangit Kala Mandir<br>48,Shakespeare Sarani<br>Kolkata - 700 017 | 11th August, 2014    | 10.30 A.M. | None                          |
| 2012-13 | Kalakunj,<br>Sangit Kala Mandir<br>48,Shakespeare Sarani<br>Kolkata - 700 017 | 13th August, 2013    | 10.30 A.M. | None                          |

**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 25 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.

**CORPORATE GOVERNANCE (Contd.)**

- 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. Subsidiary Company**

The Company does not have any subsidiaries as on 31st March, 2016 within the meaning of Section 2(87) of the Companies Act, 2013.

**17. 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 statement, compliance with the accounting standard, maintenance of the internal control systems for financial reporting and accounting policies etc.

**18. 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) shortly after its submission to the Stock Exchanges.

**19. 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.

**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 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 reputable material weakness on the design or operation were observed.

**Discussion on financial performance with respect to operational performance:**

All discussions relating to financial and commercial transactions where directors may have a potential interest are provided to the Board and included in the financial statement.

## CORPORATE GOVERNANCE (Contd.)

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

There is no significant change regarding material development in human resources / individual 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 statues, litigations etc.

## 20. Shareholders' information

### a) **Annual General Meeting**

Wednesday, 10th August, 2016 at 10.30 a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata-700017.

### b) **Book Closure**

The Register of Members and Share Transfer Register will remain closed from Thursday 4th August, 2016 to Wednesday, 10th August, 2016 (both days inclusive) on account of the 19th Annual General Meeting and dividend payment.

### c) **E-voting**

The e-voting period commences on 7th August, 2016 (9.00 A.M. IST) and ends on 9th August, 2016 (5.00 P.M. IST). During this period, members of the Company holding shares as on the cut-off date i.e 3rd August, 2016, 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, at the Registered Office of the Company, not later than Tuesday, 9th August, 2016.

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, 2016

- e) **Registered office :** 'Dhunseri House', 4A, Woodburn Park,  
Kolkata - 700 020  
CIN : L15491WB1997PLC082808  
Phone : 2280-1950 (Five Lines)  
Fax : 91 33 2287-8995 / 8350  
Email : [mail@dhunseriinvestments.com](mailto:mail@dhunseriinvestments.com)  
Website : [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com)

**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 2016-17.

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 2015-16 :**

| Period<br>2015-2016 | BSE    |        | NSE    |        | BSE Sensex |          |
|---------------------|--------|--------|--------|--------|------------|----------|
|                     | High   | Low    | High   | Low    | High       | Low      |
| April               | 114.40 | 91.10  | 127.90 | 91.05  | 29094.64   | 26891.54 |
| May                 | 118.40 | 93.00  | 123.50 | 91.30  | 28071.16   | 26423.99 |
| June                | 122.00 | 100.00 | 119.00 | 101.95 | 27968.75   | 26307.07 |
| July                | 178.80 | 115.90 | 188.00 | 116.25 | 28578.33   | 27416.39 |
| August              | 177.00 | 136.70 | 180.00 | 136.20 | 28417.59   | 25292.42 |
| September           | 158.00 | 132.00 | 165.95 | 126.10 | 26471.82   | 24833.54 |
| October             | 155.00 | 133.00 | 159.00 | 134.70 | 27618.14   | 26168.71 |
| November            | 156.00 | 141.30 | 154.45 | 139.00 | 26824.30   | 25451.42 |
| December            | 159.00 | 140.00 | 157.00 | 136.00 | 26256.42   | 24897.73 |
| January             | 154.60 | 120.00 | 155.00 | 127.75 | 26197.27   | 26839.76 |
| February            | 150.50 | 117.60 | 150.90 | 115.10 | 25002.32   | 22494.61 |
| March               | 160.00 | 126.10 | 148.80 | 126.50 | 25479.62   | 23133.18 |

i) **Registrars and Share Transfer Agents :** Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor,

Kolkata - 700 001

Phone : 2243-5029, 2243-5809

Fax : 91 33 2248-4787

email : [mdpldc@yahoo.com](mailto: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.

**CORPORATE GOVERNANCE (Contd.)****k) Shareholding pattern and distribution of shares as on 31st March, 2016****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  | 3,61,360           | 5.93           |
| Indian Public   | 11,33,734          | 18.59          |
| NRI's & Others  | 29,204             | 0.48           |
| Total   | 60,97,178          | 100%           |

**Distribution schedule**

| Range             | Shareholders |       | Shares    |       |
|-------------------|--------------|-------|-----------|-------|
|                   | No.          | %     | No.       | %     |
| 1- 500            | 18,851       | 98.66 | 7,46,557  | 12.24 |
| 501 – 1000        | 145          | 0.76  | 1,10,757  | 1.81  |
| 1001 – 2000       | 49           | 0.26  | 66,456    | 1.11  |
| 2001 – 3000       | 20           | 0.10  | 47,623    | 0.78  |
| 3001 – 4000       | 3            | 0.01  | 9,832     | 0.16  |
| 4001 – 5000       | 4            | 0.02  | 18,291    | 0.30  |
| 5001 – 10000      | 12           | 0.06  | 89,278    | 1.46  |
| 10001 – and above | 24           | 0.13  | 50,08,384 | 82.14 |
| Total             | 19,108       | 100%  | 60,97,178 | 100%  |

**l) Dematerialisation of shares and liquidity :**

As on 31st March, 2016, 92.31 % of the company's share capital representing 5628137 shares were held by 5714 shareholders in dematerialised form and the balance 7.69 % of the company's share capital representing 469041 shares were held by 13394 shareholders in physical form.

The Company is in the process of sending reminders to investors whose physical share certificates were returned undelivered to the Company. Thereafter, the undelivered physical share certificates will be dematerialised and credited to the 'unclaimed Demat Suspense Account' to be opened by the Company.

**m) 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.

**CORPORATE GOVERNANCE (Contd.)**

n) **Financial Calendar 2016 - 2017 (Tentative) Board meetings**

|   |   |                        |
|---|---|------------------------|
| Unaudited results for quarter ending June 30, 2016      | — | By 14th August, 2016   |
| Unaudited results for quarter ending September 30, 2016 | — | By 14th November, 2016 |
| Unaudited results for quarter ending December 31, 2016  | — | By 14th February 2017  |
| Audited results for year ending March 31, 2017          | — | By 30th May, 2017      |

**Annual General Meeting for the year ending 31st March, 2017 - August / September, 2017**

o) **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

p) **Report on Corporate Governance**

As required by Schedule V of SEBI (LODR) Regulations, 2015, a certificate from the Practicing 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  
27th May, 2016

C. K. DHANUKA  
Chairman

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**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, 2016 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 : The 27th day of May, 2016

ARUNA DHANUKA  
Managing Director and 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 Clause 49 of the Listing Agreement entered into by the Company with the stock exchanges, where the shares of the Company are listed, for the period April 1,2015 to November 30,2015 and as referred to in Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period December 1, 2015 to March 31, 2016. 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 Agreement / 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  
Md. Shahnawaz  
Proprietor  
Membership No. : 21427  
CP. No. : 15076

Place : Kolkata

Dated : The 27th day of May, 2016



**SECRETARIAL AUDIT REPORT**

**For the Financial Year Ended 31st day of March, 2016**

[ Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2015 ]

To,  
The Members,  
Dhunseri Investments Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhunseri Investments Limited (hereinafter called "the Company"). The Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of 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, and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended 31st March, 2016 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 :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2016 according to the provisions of :

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- V. The guidelines made by the Reserve Bank of India (under the Reserve Bank Act, 1934), for Non-Banking Financial Companies ("NBFC's") which were directly applicable to the working of the company and audit was carried out for the same.

**SECRETARIAL AUDIT REPORT (Contd.)**

We have also examined the compliance by the Company of the following statutory provisions / standards / regulations :

- a. The Listing Agreements entered into by the Company, with BSE Limited & National Stock Exchange of India Limited (as applicable till 30th of November, 2015);
- b. The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable w.e.f. 01.12.2015).
- c. The Secretarial Standards (SS - 1 and SS - 2) issued by the Institute of Company Secretaries of India.

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Agreements and / or SEBI (LODR) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda were sent 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.

We 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 as also represented by the management.

We further report that during the audit period under review there were no major events which took place in the Company.

Place : Kolkata

Date : The 14th day of May, 2016

For K. ARUN & CO.  
*Company Secretaries*  
ARANI GUHA  
*Partner*  
C.P. No. 9573

## **INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF**

**DHUNSERI INVESTMENTS LIMITED**

### **Report on Standalone Financial Statements**

We have audited the accompanying Financial Statements of DHUNSERI INVESTMENTS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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 provision 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 :

## INDEPENDENT AUDITORS' REPORT (Contd.)

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- 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;
  - 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, 2016 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2016 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 :
    - I. The Company does not have any pending litigations as on balance sheet date which would impact its financial position,
    - II. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses,
    - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, during the year ended March 31,2016.

SUNIL OSWAL, FCA, *Partner*

Membership No. 071678

*For and on behalf of*

DHANDHANIA & ASSOCIATES

*Chartered Accountants*

Firm Regn. No. 316052E

Place : Kolkata

Date : The 27th day of May, 2016

**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 Fixed Assets.
- (b) The Fixed Assets of the Company has been physically verified by the management during the year and no material discrepancy has been noted on such verification.
- (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.
- 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, Service Tax, Cess and any other statutory dues with appropriate authority.
- (b) According to the information and explanations given to us, there are no dues of Sales tax, Income Tax, Custom Duty, Service Tax, Excise Duty, or Cess 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 not been paid under 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 Regn. No. 316052E

Place : Kolkata

Date : The 27th day of May, 2016

## **ANNEXURE - B TO THE 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, 2016 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.

### **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.

**ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF DHUNSERI INVESTMENTS LIMITED (Contd.)**

**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.

**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.

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, 2016, 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 Regn. No. 316052E

Place : Kolkata

Date : The 27th day of May, 2016

**BALANCE SHEET**  
**as at 31st March, 2016**

| Particulars                            | Notes | (₹ in lacs)               |                           |
|--|-------|---------------------------|---------------------------|
|  |       | As at<br>31st March, 2016 | As at<br>31st March, 2015 |
| <b>I EQUITY AND LIABILITIES</b>        |       |                           |                           |
| <b>1. Shareholder's Funds</b>          |       |                           |                           |
| (a) Share Capital                      | 2     | 609.72                    | 609.72                    |
| (b) Reserves and Surplus               | 3     | 24,493.44                 | 22,252.67                 |
| <b>2. Non-Current Liabilities</b>      |       |                           |                           |
| (a) Deferred Tax Liabilities (Net)     | 4     | 6.98                      | 7.51                      |
| (b) Long-Term Provisions               | 5     | 423.91                    | 6.72                      |
| <b>3. Current Liabilities</b>          |       |                           |                           |
| (a) Trade Payables                     | 6     | 92.39                     | 0.16                      |
| (b) Other Current Liabilities          | 7     | 14.87                     | 9.98                      |
| (c) Short-Term Provisions              | 8     | 310.17                    | 531.18                    |
| <b>Total</b>                           |       | <b>25,951.48</b>          | <b>23,417.94</b>          |
| <b>II. ASSETS</b>                      |       |                           |                           |
| <b>1. Non-Current Assets</b>           |       |                           |                           |
| (a) Fixed Assets                       |       |                           |                           |
| (i) Tangible Assets                    | 9     | 137.71                    | 151.36                    |
| (b) Non-Current Investments            | 10    | 24,080.60                 | 21,435.07                 |
| (c) Long-Term Loan and Advances        | 11    | 1,095.84                  | 65.21                     |
| <b>2. Current Assets</b>               |       |                           |                           |
| (a) Current Investments                | 12    | 254.09                    | 666.00                    |
| (b) Inventories                        | 13    | —                         | 626.83                    |
| (c) Cash and Bank Balances             | 14    | 138.84                    | 59.42                     |
| (d) Short-Term Loans and Advances      | 15    | 232.65                    | 402.75                    |
| (e) Other Current Assets               | 16    | 11.75                     | 11.30                     |
| <b>Total</b>                           |       | <b>25,951.48</b>          | <b>23,417.94</b>          |
| <b>Significant Accounting Policies</b> | 1     |                           |                           |

Notes to the Accounts

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

SUNIL OSWAL, FCA, *Partner*

Membership No. 071678

*For and on behalf of*

DHANDHANIA &amp; ASSOCIATES

*Chartered Accountants*

Firm Regn. No. 316052E

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH

*Chief Financial Officer*

ADITI DHANUKA

*Company Secretary*

For and on behalf of the Board of Directors

C. K. DHANUKA *Chairman*ARUNA DHANUKA *Managing Director*ADARSH GARODIA *Director*



**STATEMENT OF PROFIT AND LOSS**  
for the year ended 31st March, 2016

| Particulars   | Notes | (₹ in lacs)                            |  |
|---|-------|--|--|
|   |       | For the year ended<br>31st March, 2016 | For the year ended<br>31st March, 2015 |
| I <b>Revenue from Operation</b>   | 17    | <b>3,232.75</b>                        | 3,664.52                               |
| II <b>Other Income</b>  | 18    | <b>1.47</b>                            | 3.95                                   |
| III <b>Total Revenue (I + II)</b>   |       | <b>3,234.22</b>                        | 3,668.47                               |
| IV <b>Expenses :</b>  |       |  |  |
| Purchase of Stock-in-Trade  |       | <b>538.54</b>                          | 1,343.62                               |
| Change in Inventories of Shares and Securities                                | 19    | <b>626.83</b>                          | (456.07)                               |
| Employee Benefit Expenses   | 20    | <b>24.25</b>                           | 66.39                                  |
| Depreciation and Amortisation Expenses  | 9     | <b>13.65</b>                           | 14.60                                  |
| Other Expenses  | 21    | <b>162.05</b>                          | 107.28                                 |
| <b>Total Expenses</b>   |       | <b>1,365.32</b>                        | 1,075.82                               |
| V <b>Profit Before Exceptional and Extraordinary Items and Tax (III - IV)</b> |       | <b>1,868.90</b>                        | 2,592.65                               |
| VI <b>Exceptional Items</b>   |       |  |  |
| Provision for Diminution in Value of Investments                              |       | —                                      | 75.74                                  |
| Contingent Provision on Standard Assets Written Back                          |       | —                                      | (0.06)                                 |
| VII <b>Profit Before Extraordinary Items and Tax (V - VI)</b>                 |       | <b>1,868.90</b>                        | 2,516.97                               |
| VIII <b>Extraordinary Items</b>   |       | —                                      | —                                      |
| IX <b>Profit Before tax (VII – VIII)</b>                                      |       | <b>1,868.90</b>                        | 2,516.97                               |
| X <b>Tax Expense :</b>  |       |  |  |
| (i) Current tax   |       | <b>200.00</b>                          | 421.00                                 |
| (ii) Deferred tax   |       | <b>(0.53)</b>                          | (0.84)                                 |
| (iii) Earlier year tax Adjustment   |       | <b>(3.88)</b>                          | 2.41                                   |
| (iv) Mat Credit Entitlement   |       | <b>(46.19)</b>                         | —                                      |
| XI <b>Net Profit / (Loss) for the year after Tax (IX-X)</b>                   |       | <b>1,719.50</b>                        | 2,094.40                               |
| XII <b>Earning per Equity Share :</b>   |       |  |  |
| <b>(Face value ₹ 10/- per share, fully paid up)</b>                           |       |  |  |
| (1) Basic & Diluted (in ₹)  |       | <b>28.20</b>                           | 34.35                                  |

**Significant Accounting Policies**

1

**Notes to the Accounts**

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

As per our Report of even date attached

SUNIL OSWAL, FCA, *Partner*

Membership No. 071678

*For and on behalf of*

DHANDHANIA & ASSOCIATES

*Chartered Accountants*

Firm Regn. No. 316052E

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH  
*Chief Financial Officer*

ADITI DHANUKA

*Company Secretary*

For and on behalf of the Board of Directors

C. K. DHANUKA *Chairman*

ARUNA DHANUKA *Managing Director*

ADARSH GARODIA *Director*

**CASH FLOW STATEMENT**  
**for the year ended 31st March, 2016**

(₹ in lacs)

| <u>Particulars</u>  | <b>For the year<br/>ended<br/>31-03-2016</b> | <b>For the year<br/>ended<br/>31-03-2015</b> |
|---|--|--|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                         |  |  |
| Net Profit before Tax   | 1,868.90                                     | 2,516.97                                     |
| ADJUSTMENTS FOR :   |  |  |
| Provision for Diminution in Value of Investments                      | —  | 75.74  |
| Depreciation  | 13.65  | 14.60  |
| (Profit) / Loss on Sale of Investments                                | (991.14)                                     | (1972.48)                                    |
| Dividend Received   | (978.75)                                     | (697.84)                                     |
| Fixed Assets Written off  | —  | 0.01   |
|   | <u>(1,956.24)</u>                            | <u>(2,579.97)</u>                            |
| <b>Operating Profit Before Working Capital Changes</b>                | <b>(87.34)</b>                               | <b>(63.00)</b>                               |
| Adjustments for (increase)/decrease in Operating Assets :             |  |  |
| Inventory   | 626.83                                       | (454.67)                                     |
| Trade Receivable  | —  | 35.61  |
| Short Term Loans & Advances   | 0.34   | 0.55   |
| Long Term Loans & Advances  | —  | 25.70  |
| Other Current Assets  | (0.45)                                       | (1.24)                                       |
|   | <u>626.72</u>                                | <u>(394.05)</u>                              |
| Adjustments for increase/(decrease) in Operating Liabilities :        | <b>539.38</b>                                | <b>(457.05)</b>                              |
| Trade Payable   | 92.23  | (3.95)                                       |
| Other Current Liabilities   | 0.14   | (2.17)                                       |
| Short-Term Provision (₹397/-)   | —  | (4.62)                                       |
| Long-Term Provision   | 0.19   | (5.57)                                       |
|   | <u>92.56</u>                                 | <u>(16.31)</u>                               |
| <b>Cash Flow from Extraordinary Items</b>                             | <b>—</b>                                     | <b>—</b>                                     |
| <b>CASH GENERATED FROM OPERATION</b>                                  | <b>631.94</b>                                | <b>(473.36)</b>                              |
| Direct Tax( Paid ) / Refund   | (183.45)                                     | (417.11)                                     |
| <b>Net Cash Flow from Operating Activities (A)</b>                    | <b>448.49</b>                                | <b>(890.47)</b>                              |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                         |  |  |
| Purchase of Long-Term Investments                                     | (9,753.11)                                   | (8,912.03)                                   |
| Purchase of Current Investments                                       | (10,230.74)                                  | (3,410.50)                                   |
| Sale of Long-Term Investments   | 8,047.65                                     | 8,597.11                                     |
| Sale of Current Investments   | 10,693.71                                    | 3,958.02                                     |
| Dividend Received   | 978.75                                       | 697.84                                       |
| Purchase of Fixed Assets  | —  | (2.70)                                       |
| Cash and Cash Equivalents acquired pursuant to Scheme of Amalgamation | —  | 70.04  |
| <b>Net Cash Flow from Investing Activities (B)</b>                    | <b>(263.74)</b>                              | <b>997.78</b>                                |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                         |  |  |
| Dividend Paid   | (86.71)                                      | (71.65)                                      |
| Corporate Dividend Tax Paid   | (18.62)                                      | (12.44)                                      |
| <b>Net Cash Flow From Financing Activities (C)</b>                    | <b>(105.33)</b>                              | <b>(84.09)</b>                               |
| <b>NET INCREASE IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>             | <b>79.42</b>                                 | <b>23.22</b>                                 |
| Opening Balances of Cash & Cash Equivalent                            | 59.42  | 36.20  |
| Closing Balances of Cash & Cash Equivalent                            | <u>138.84</u>                                | <u>59.42</u>                                 |

## 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

DHANDHANIA &amp; ASSOCIATES

Chartered Accountants

Firm Regn. No. 316052E

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH

Chief Financial Officer

ADITI DHANUKA

Company Secretary

For and on behalf of the Board of Directors

C. K. DHANUKA Chairman

ARUNA DHANUKA Managing Director

ADARSH GARODIA Director

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS**

**SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

**COMPANY OVERVIEW**

Dhunseri Investments Limited having its Registered Office at “Dhunseri House”, 4A Woodburn Park, Kolkata - 700 020 carries on the business of Investing in Shares and Securities and is registered as a Non-Banking Financial Company duly approved by the Reserve Bank of India and having registration No. N.05.06909.

**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 FIXED ASSETS**

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

**1.4 DEPRECIATION**

Depreciation on fixed assets 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.

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)****1.5 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.

**1.6 INVESTMENTS**

Long Term Investments are stated at cost. Diminution in value thereof as determined which are not temporary in nature are adjusted therefrom and charged to revenue. Current Investments are valued at cost or net realizable value, whichever is lower.

**1.7 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.

**1.8 INVENTORIES**

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

**1.9 EMPLOYEE BENEFITS**

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.

**1.10 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 (Contd.)

|   | As at<br>31.03.2016 | (₹ in lacs)<br>As at<br>31.03.2015 |
|---|---------------------|------------------------------------|
| <b>2. SHARE CAPITAL</b>   |                     |                                    |
| (a) (i) <b>Authorised</b>   |                     |                                    |
| 1,09,05,448 (Previous Year 1,09,05,448) Equity Shares of ₹ 10/- each  | <u>1,090.54</u>     | <u>1,090.54</u>                    |
| (ii) <b>Issued, Subscribed &amp; Paid-up</b>  |                     |                                    |
| 60,97,178 (Previous Year 54,72,178) Equity Shares of ₹ 10/- each  | <u>609.72</u>       | <u>547.22</u>                      |
| (iii) <b>Share Capital Suspense</b>   |                     |                                    |
| (Previous Year 6,25,000 Equity Shares of ₹ 10/- each fully paid up without Payment being received in cash to be issued to shareholders of Plenty Valley Intra Limited, as per Scheme of Amalgamation sanctioned by the Hon'ble High Court at Calcutta. Refer Note No. 22) | <u>—</u>            | <u>62.50</u>                       |
|   | <u>609.72</u>       | <u>609.72</u>                      |

(b) During the period of five years immediately preceeding 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<br>31.03.2016 | As at<br>31.03.2015 |
|---|---------------------|---------------------|
| (d) <b>Reconciliation of the number of shares outstanding</b> |                     |                     |
| Number of shares at the beginning                             | <u>60,97,178</u>    | <u>58,55,448</u>    |
| Add : Shares issued during the year                           | —                   | —                   |
| Add : Shares pending for allotment                            | —                   | 6,25,000            |
| Less : Shares cancelled as per Scheme of Amalgamation         | —                   | 3,83,270            |
| Number of shares at the closing                               | <u>60,97,178</u>    | <u>60,97,178</u>    |

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

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

| Sl. No. | Name of the Shareholder's | 2015 - 2016         |             | 2014 - 2015         |                              | Holding (%) |
|---------|---------------------------|---------------------|-------------|---------------------|------------------------------|-------------|
|         |                           | Total No. of Shares |             | Total No. of Shares |                              |             |
|         |                           | Shares Held         | Holding (%) | Shares Held         | Shares Pending for Allotment |             |
| 1.      | Mint Investments Ltd.     | 27,53,704           | 45.16       | 24,42,668           | 6,387                        | 40.17       |
| 2.      | Naga Dhunseri Group Ltd.  | 13,16,476           | 21.59       | 10,66,476           | 2,50,000                     | 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.

|   | As at<br>31.03.2016 | (₹ in lacs)<br>As at<br>31.03.2015 |
|---|---------------------|------------------------------------|
| <b>3. RESERVES &amp; SURPLUS</b>  |                     |                                    |
| <b>General Reserve</b>  |                     |                                    |
| Brought forward from previous year  | 20,000.00           | 17,500.00                          |
| Add : Transfer from Plenty Valley Intra Ltd. as per scheme                                | —                   | 180.00                             |
| Less : Amount due to cancellation of shares held by Plenty Valley Intra Ltd.              | —                   | (120.07)                           |
| Add : Reserve arisen on Scheme of Amalgamation  | —                   | 437.50                             |
| Add : Mat Credit Entitlement for earlier years recognised in the books<br>(Refer Note 24) | 631.35              | —                                  |
| Add : Transferred from Profit & Loss Account  | 1,000.00            | 2,002.57                           |
|   | <b>21,631.35</b>    | <b>20,000.00</b>                   |
| <b>NBFC Reserve</b>   |                     |                                    |
| Brought forward from previous year  | 1,538.51            | 805.88                             |
| Add : Transfer from Plenty Valley Intra Ltd. as per scheme                                | —                   | 313.75                             |
| Add : Transferred from the Profit & Loss Account  | 343.90              | 418.88                             |
|   | <b>1,882.41</b>     | <b>1,538.51</b>                    |
| <b>Surplus</b>  |                     |                                    |
| <b>Statement of Profit and Loss</b>   |                     |                                    |
| Brought forward from previous year  | 714.16              | 226.37                             |
| Add : Transfer from Plenty Valley Intra Ltd. as per scheme                                | —                   | 945.08                             |
| Less : Adjustment made for Fixed Assets   | —                   | (20.16)                            |
| Add : Net Profit after tax transferred from Statement of Profit and Loss                  | 1,719.50            | 2,094.40                           |
|   | <b>2,433.66</b>     | <b>3,245.69</b>                    |
| <b>Profit Available for Appropriation</b>   |                     |                                    |
| <b>Appropriations</b>   |                     |                                    |
| Proposed Dividend (@ ₹ 1.50 per Share ; Previous Year ₹ 1.50 per Share)                   | 91.46               | 91.46                              |
| Dividend Distribution Tax   | 18.62               | 18.62                              |
| Transferred to NBFC Reserve Fund  | 343.90              | 418.88                             |
| Transferred to General Reserve  | 1,000.00            | 2,002.57                           |
| Balance in Profit and Loss Account  | 979.68              | 714.16                             |
|   | <b>24,493.44</b>    | <b>22,252.67</b>                   |

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

|   | As at<br>31.03.2016 | Charge/(Release)<br>during the year | (₹ in lacs)<br>As at<br>31.03.2015 |
|---|---------------------|-------------------------------------|------------------------------------|
| <b>4. DEFERRED TAX LIABILITIES</b>  |                     |                                     |                                    |
| On Written Down Value of Fixed Assets   | 7.97                | (0.46)                              | 8.43                               |
| On Provision for Earned Leave   | (0.34)              | 0.03                                | (0.37)                             |
| On Provision for Gratuity   | (0.65)              | (0.10)                              | (0.55)                             |
| Deferred Tax Liabilities / (Assets)   | <u>6.98</u>         | <u>(0.53)</u>                       | <u>7.51</u>                        |
|   |                     | <b>As at</b>                        | <b>As at</b>                       |
|   |                     | <b>31.03.2016</b>                   | <b>31.03.2015</b>                  |
| <b>5. LONG TERM PROVISIONS</b>  |                     |                                     |                                    |
| Provision for Gratuity  |                     | 1.93                                | 1.63                               |
| Provision for Taxation  |                     | 421.00                              | 4.00                               |
| Provision for Leave Encashment  |                     | 0.98                                | 1.09                               |
|   |                     | <u>423.91</u>                       | <u>6.72</u>                        |
| <b>6. TRADE PAYABLES</b>  |                     |                                     |                                    |
| Trade Payables  |                     | 92.39                               | 0.16                               |
|   |                     | <u>92.39</u>                        | <u>0.16</u>                        |
| <b>7. OTHER CURRENT LIABILITIES</b>   |                     |                                     |                                    |
| Unclaimed Dividend  |                     | 11.97                               | 7.22                               |
| (There is no amount due and outstanding to be credited to Investor Education and Protection Fund) |                     |                                     |                                    |
| TDS Payable   |                     | —                                   | 0.09                               |
| Liabilities for Expenses  |                     | 2.75                                | 2.52                               |
| Fractional Shares Payable   |                     | 0.15                                | 0.15                               |
|   |                     | <u>14.87</u>                        | <u>9.98</u>                        |
| <b>8. SHORT TERM PROVISIONS</b>   |                     |                                     |                                    |
| Provision for Taxation  |                     | 200.00                              | 421.00                             |
| Provision for Gratuity  |                     | 0.06                                | 0.06                               |
| Provision for Leave Encashment  |                     | 0.03                                | 0.04                               |
| Dividend Distribution Tax   |                     | 18.62                               | 18.62                              |
| Proposed Dividend   |                     | 91.46                               | 91.46                              |
|   |                     | <u>310.17</u>                       | <u>531.18</u>                      |

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## 9. FIXED ASSETS

(₹ in lacs)

| PARTICULARS             | GROSS BLOCK    |                                       |                          |                         |                      | DEPRECIATION  |                                       |              |                 |                                   |                      | NET BLOCK      |                |
|-------------------------|----------------|---------------------------------------|--------------------------|-------------------------|----------------------|---------------|---------------------------------------|--------------|-----------------|-----------------------------------|----------------------|----------------|----------------|
|                         | As at 01.04.15 | Acquisition by Scheme of Amalgamation | Addition During the Year | Less Sale or Adjustment | Total as at 31.03.16 | Upto 01.04.15 | Acquisition by Scheme of Amalgamation | For the Year | Less Adjustment | Adjustment with Retained earnings | Total as at 31.03.16 | As at 31.03.16 | As at 31.03.15 |
| Lease Hold Land         | 37.62          | —                                     | —                        | —                       | 37.62                | 5.41          | —                                     | 0.39         | —               | —                                 | 5.80                 | 31.82          | 32.21          |
| Buildings               | 109.61         | —                                     | —                        | —                       | 109.61               | 60.00         | —                                     | 2.50         | —               | —                                 | 62.50                | 47.11          | 49.61          |
| Plant & Machinery       | 111.80         | —                                     | —                        | —                       | 111.80               | 76.36         | —                                     | 3.11         | —               | —                                 | 79.47                | 32.33          | 35.44          |
| Electrical Installation | 20.61          | —                                     | —                        | —                       | 20.61                | 18.07         | —                                     | 0.33         | —               | —                                 | 18.40                | 2.21           | 2.54           |
| Furniture & Fixture     | 7.68           | —                                     | —                        | —                       | 7.68                 | 5.76          | —                                     | 0.39         | —               | —                                 | 6.15                 | 1.53           | 1.92           |
| Computer Data System    | 4.55           | —                                     | —                        | —                       | 4.55                 | 3.00          | —                                     | 0.66         | —               | —                                 | 3.66                 | 0.89           | 1.55           |
| Vehicles                | 46.01          | —                                     | —                        | —                       | 46.01                | 17.92         | —                                     | 6.27         | —               | —                                 | 24.19                | 21.82          | 28.09          |
| <b>Total</b>            | 337.88         | —                                     | —                        | —                       | 337.88               | 186.52        | —                                     | 13.65        | —               | —                                 | 200.17               | 137.71         | 151.36         |
| Previous Year           | 334.88         | 1.24                                  | 2.70                     | 0.95                    | 337.87               | 141.82        | 1.20                                  | 14.60        | 0.93            | 29.83                             | 186.51               | 151.36         | 193.06         |

## 10. NON CURRENT INVESTMENTS

| Particulars                                | Face Value<br>(₹) | Nos.   | As at      | As at      |            |
|--|-------------------|--------|------------|------------|------------|
|  |                   |        | 31.03.2016 | 31.03.2015 | 31.03.2015 |
|  |                   |        | Book Value | Nos.       | Book Value |
| <b>Quoted, Fully Paid up Equity Shares</b> |                   |        |            |            |            |
| Apcotex Industries Ltd.                    | 5                 | —      | —          | 39,008     | 185.68     |
| Axis Bank Ltd.                             | 2                 | 42,940 | 224.69     | —          | —          |
| Arvind Ltd.                                | 10                | —      | —          | 1,42,940   | 394.16     |
| Bajaj Finserv Ltd.                         | 5                 | —      | —          | 6,840      | 95.38      |
| Bayer Crop Science Ltd.                    | 10                | —      | —          | 300        | 9.92       |
| Bharat Forge Ltd.                          | 2                 | —      | —          | 10,105     | 106.03     |
| Britannia Industries Ltd.                  | 2                 | 4,400  | 83.09      | 18,861     | 371.68     |
| Crompton Greaves Ltd.                      | 2                 | —      | —          | 1,24,900   | 222.87     |
| Capital First Ltd.                         | 10                | 43,754 | 174.47     | —          | —          |
| Divis Laboratories Ltd.                    | 2                 | 9,500  | 101.64     | —          | —          |
| Dalmia Bharat Ltd.                         | 2                 | 15,501 | 110.16     | —          | —          |
| Easun Reyrolle Ltd.                        | 2                 | 81,428 | 42.54      | —          | —          |
| Force Motors Ltd.                          | 10                | 6,570  | 207.82     | —          | —          |
| Gujarat Fluoro Chemicals Ltd.              | 1                 | —      | —          | 53,651     | 82.83      |
| Godfrey Phillips India Ltd.                | 2                 | 8,050  | 112.79     | —          | —          |
| Havells India Ltd.                         | 10                | —      | —          | 11,700     | 35.06      |



NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

NON CURRENT INVESTMENTS (Contd.)

(₹ in lacs)

| Particulars                               | Face Value |          | As at           |          | As at           |            |
|---|------------|----------|-----------------|----------|-----------------|------------|
|   | (₹)        | Nos.     | 31.03.2016      | Nos.     | 31.03.2015      | Book Value |
| HDFC Bank Ltd.                            | 2          | —        | —               | 2,400    | 25.06           |            |
| IDFC Ltd.                                 | 10         | —        | —               | 3,14,410 | 470.00          |            |
| IDFC Bank Ltd.                            | 10         | 1,69,800 | 94.94           | —        | —               |            |
| Infosys Ltd. (Bonus)                      | 5          | —        | —               | 18,170   | —               |            |
| Infosys Ltd.                              | 5          | 1,590    | 18.11           | —        | —               |            |
| Kotak Mahindra Bank Ltd.                  | 5          | 42,310   | 301.12          | —        | —               |            |
| Larsen and Toubro Ltd.                    | 10         | —        | —               | 4,645    | 79.58           |            |
| Mangalam Cement Ltd.                      | 2          | —        | —               | 59,224   | 170.41          |            |
| Merck Ltd.                                | 10         | —        | —               | 4,063    | 27.35           |            |
| Monsanto India Ltd.                       | 10         | —        | —               | 5,730    | 120.09          |            |
| Motherson Sumi System Ltd.                | 1          | 58,200   | 141.80          | 2,500    | 12.07           |            |
| Natco Pharma Ltd.                         | 2          | 26,800   | 107.46          | 16,121   | 235.36          |            |
| Network 18 Media & Investments Limited    | 5          | —        | —               | 1,94,078 | 102.63          |            |
| PVR Ltd.                                  | 10         | 15,410   | 127.83          | 46,046   | 265.69          |            |
| Reliance Infrastructure Ltd.              | 1          | 71,000   | 300.85          | —        | —               |            |
| Sun Pharma Advanced Research Company Ltd. | 1          | —        | —               | 19,000   | 31.17           |            |
| Sun Pharmaceuticals Industries Ltd.       | 1          | —        | —               | 13,300   | 125.16          |            |
| Schneider Electric India Ltd.             | 2          | 1,41,165 | 272.62          | —        | —               |            |
| Suven Life Sciences Ltd.                  | 1          | 1,13,880 | 297.74          | 12,560   | 35.07           |            |
| SRF Ltd.                                  | 10         | 24,970   | 326.65          | —        | —               |            |
| Suzlon Energy Ltd.                        | 2          | 6,41,750 | 150.06          | —        | —               |            |
| Tata Motors Ltd.                          | 2          | —        | —               | 34,430   | 175.39          |            |
| Tech Mahindra Ltd.                        | 10         | —        | —               | 44,000   | 329.85          |            |
| Tech Mahindra Ltd. (Bonus)                | 10         | —        | —               | 44,000   | —               |            |
| Take Solutions Ltd.                       | 1          | 97,450   | 173.60          | —        | —               |            |
| Torrent Cable Ltd.                        | 10         | —        | —               | 83,912   | 115.05          |            |
| Torrent Pharmaceuticals Ltd.              | 5          | 2,100    | 25.83           | —        | —               |            |
| Torrent Pharmaceuticals Ltd. (Bonus)      | 5          | 18,826   | —               | 18,826   | —               |            |
| Torrent Power Ltd.                        | 10         | 2,77,022 | 448.07          | 1,67,250 | 271.32          |            |
| Ultratech Cement Ltd.                     | 10         | 3,300    | 91.97           | 12,531   | 337.71          |            |
| United Spirits Ltd.                       | 10         | 8,326    | 269.28          | 4,855    | 150.19          |            |
|   |            |          | <b>4,205.13</b> |          | <b>4,582.77</b> |            |

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## NON CURRENT INVESTMENTS (Contd.)

(₹ in lacs)

| Particulars                                    | Face Value |             | As at            |             | As at      |                  |
|--|------------|-------------|------------------|-------------|------------|------------------|
|  | (₹)        | Nos.        | 31.03.2016       | Nos.        | 31.03.2015 | Book Value       |
| <b>Unquoted, Fully Paid up Equity Shares</b>   |            |             |                  |             |            |                  |
| Assam Bengal Cereals Ltd.                      | 10         | 2,630       | 0.26             | 2,630       |            | 0.26             |
| Assam Hospitals Ltd.                           | 10         | 50,000      | 5.00             | 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           | 8,75,000    |            | 87.50            |
| 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             |
|  |            |             | <u>115.54</u>    |             |            | <u>93.04</u>     |
| <b>Investment in Associates</b>                |            |             |                  |             |            |                  |
| <b>(Quoted, Fully Paid up Equity Shares)</b>   |            |             |                  |             |            |                  |
| Dhunseri Petrochem Ltd.                        | 10         | 1,71,65,000 | 15,841.36        | 1,39,69,233 |            | 13,536.25        |
| Dhunseri Tea & Industries Ltd.                 | 10         | 31,22,856   | 3,840.54         | 27,93,846   |            | 3,144.98         |
|  |            |             | <u>19,681.90</u> |             |            | <u>16,681.23</u> |
| <b>Investment in Group</b>                     |            |             |                  |             |            |                  |
| <b>(Unquoted, Fully Paid up Equity Shares)</b> |            |             |                  |             |            |                  |
| Madhuting Tea Private Ltd.                     | 10         | 1,30,000    | 78.03            | 1,30,000    |            | 78.03            |
|  |            |             | <u>78.03</u>     |             |            | <u>78.03</u>     |
| <b>Aggregate of Book Value</b>                 |            |             |                  |             |            |                  |
| Quoted Investments                             |            |             | <u>23,887.03</u> |             |            | 21,264.00        |
| Unquoted Investments                           |            |             | <u>193.57</u>    |             |            | 171.07           |
|  |            |             | <u>24,080.60</u> |             |            | <u>21,435.07</u> |
| <b>Aggregate of Market Value</b>               |            |             |                  |             |            |                  |
| Quoted Investments                             |            |             | <u>24,916.95</u> |             |            | 18,551.65        |
| Unquoted Investments (Book Value)              |            |             | <u>193.57</u>    |             |            | 171.07           |

\* 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.

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

|   | <u>As at</u><br><u>31.03.2016</u> | <u>As at</u><br><u>31.03.2015</u> |
|---|-----------------------------------|-----------------------------------|
| <b>11. LONG-TERM LOANS &amp; ADVANCES</b>         |                                   |                                   |
| (Unsecured and Considered good by the Management) |                                   |                                   |
| Security deposits                                 | 0.66                              | 0.66                              |
| Advances for Income Tax                           | 402.93                            | 3.65                              |
| Mat Credit Entitlement                            | 692.25                            | 60.90                             |
|   | <u>1,095.84</u>                   | <u>65.21</u>                      |

**12. CURRENT INVESTMENTS**

| Particulars                                 | Nos.      | As at<br>31.03.2016 | Nos.         | As at<br>31.03.2015 |
|---|-----------|---------------------|--------------|---------------------|
| <b>Investments in Mutual Funds</b>          |           |                     |              |                     |
| Goldman Sachs Liquid Exchange               | 8.77      | 0.09                | —            | —                   |
| ICICI Prudential Flexible Income-Growth     | 62,189.66 | 178.00              | —            | —                   |
| ICICI Prudential Liquid Regular Plan-Growth | 33,980.16 | 76.00               | 4,547.03     | 9.33                |
| SBI Premier Liquid Fund-Regular Plan-Growth | —         | —                   | 7,966.90     | 170.61              |
| HDFC - Cash Management Fund                 | —         | —                   | 16,75,890.60 | 486.06              |
| <b>TOTAL</b>                                | —         | <b>254.09</b>       | —            | 666.00              |
| Repurchase Value of Units of Mutual Fund    |           | <b>254.09</b>       |              | 677.72              |

**13. INVENTORIES**

(As valued and certified by management)

| Particulars                                  | Nos. | As at<br>31.03.2016 | Nos.    | As at<br>31.03.2015 |
|--|------|---------------------|---------|---------------------|
| <b>Stock-in-Trade (Equity Shares) Quoted</b> |      |                     |         |                     |
| Crompton Greaves Ltd.                        | —    | —                   | 168,400 | 279.54              |
| Infosys Ltd.                                 | —    | —                   | 825     | 16.11               |
| Monsanto India Ltd.                          | —    | —                   | 10,000  | 137.23              |
| Natco Pharma Ltd.                            | —    | —                   | 13,600  | 193.95              |
| <b>Total</b>                                 |      | —                   |         | 626.83              |

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)**

|  | (₹ in lacs)                                    |  |
|--|--|--|
|  | As at<br><u>31.03.2016</u>                     | As at<br><u>31.03.2015</u>                     |
| <b>14. CASH &amp; BANK BALANCES</b>  |  |  |
| Balances with Scheduled Banks :  |  |  |
| On Current Accounts  | 121.77   | 46.35  |
| On Unpaid Dividend Accounts  | 11.97  | 7.22   |
| Cheque in Hand   | —  | 0.05   |
| Cash in Hand   | 5.10   | 5.80   |
|  | <u>138.84</u>                                  | <u>59.42</u>                                   |
| <br>   |  |  |
| <b>15. SHORT TERM LOANS &amp; ADVANCES</b>   |  |  |
| (Unsecured and Considered good by Management)  |  |  |
| (Recoverable in cash or kind or value to be received or pending adjustments, if any) |  |  |
| TDS Receivable   | 2.40   | 2.46   |
| Advances for Income Tax  | 184.00   | 399.89   |
| Mat Credit Entitlement   | 46.19  | —  |
| Advance to Employees / Others  | 0.06   | 0.40   |
|  | <u>232.65</u>                                  | <u>402.75</u>                                  |
| <br>   |  |  |
| <b>16. OTHER CURRENT ASSETS</b>  |  |  |
| (Unsecured and Considered good by Management)  |  |  |
| Lease Rent receivable  | —  | 2.05   |
| Prepaid Expenses   | 11.75  | 9.25   |
|  | <u>11.75</u>                                   | <u>11.30</u>                                   |
| <br>   |  |  |
|  | <b>For the year ended<br/>31st March, 2016</b> | <b>For the year ended<br/>31st March, 2015</b> |
| <b>17. REVENUE FROM OPERATIONS</b>   |  |  |
| <b>Income from Operations</b>  |  |  |
| Profit / (Loss) on Sale of Investments   | 991.14   | 1,972.48                                       |
| Sale of Shares & Securities  | 1,238.87                                       | 916.36   |
| Dividend Received  | 978.75   | 697.84   |
| Tea Packing Charges Received   | —  | 68.04  |
| Share Difference Loss  | (0.01)   | (1.15)   |
|  | <u>3,208.75</u>                                | <u>3,653.57</u>                                |
| <br>   |  |  |
| <b>Other Operating Income</b>  |  |  |
| Rent Received  | 24.00  | 10.95  |
|  | <u>24.00</u>                                   | <u>10.95</u>                                   |
| <br>   |  |  |
| Total Operating Income   | <u>3,232.75</u>                                | <u>3,664.52</u>                                |

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)**

(₹ in lacs)

|   | <b>For the year ended<br/>31st March, 2016</b> | For the year ended<br>31st March, 2015 |
|---|--|--|
| <b>18. OTHER INCOME</b>                                   |  |  |
| Interest Income   | 1.01   | 3.94                                   |
| Miscellaneous Receipt                                     | 0.20   | 0.01                                   |
| Liabilities Written back                                  | 0.26   | —                                      |
|   | <u>1.47</u>                                    | <u>3.95</u>                            |
| <b>19. CHANGE IN INVENTORIES OF STOCK IN TRADE</b>        |  |  |
| Opening Stock   | 626.83   | 170.76                                 |
| Closing Stock   | —  | 626.83                                 |
| (Increase) / Decrease in Inventories                      | <u>626.83</u>                                  | <u>(456.07)</u>                        |
| <b>20. EMPLOYEE BENEFIT EXPENSES</b>                      |  |  |
| Salary and Exgratia                                       | 19.32  | 53.27                                  |
| Bonus   | 1.05   | 3.53                                   |
| Contribution to Provident Fund & Other Fund               | 1.48   | 2.90                                   |
| Gratuity  | 0.30   | 2.98                                   |
| Leave Pay   | 0.63   | 0.53                                   |
| Staff Welfare Expenses                                    | 1.47   | 3.18                                   |
|   | <u>24.25</u>                                   | <u>66.39</u>                           |
| <b>21. OTHER EXPENSES</b>                                 |  |  |
| Building Maintenance                                      | —  | 0.57                                   |
| Repair & Maintenance - Plant & Machinery                  | —  | 2.59                                   |
| Power & Fuel  | 1.03   | 5.73                                   |
| Computer Software Charges                                 | 23.23  | 11.12                                  |
| Professional Charges                                      | 27.62  | 15.64                                  |
| Motor Vehicle Running & Upkeep Expenses                   | 8.58   | 6.09                                   |
| Directors' Sitting Fees                                   | 2.31   | 2.90                                   |
| Licence Fees  | 2.28   | 2.25                                   |
| Security Transaction Tax on Investment                    | 17.06  | 17.50                                  |
| Security Transaction Tax on Share Speculation             | —  | 0.01                                   |
| Security Transaction Tax on Share Trading                 | 1.75   | 2.26                                   |
| Insurance Premium   | 1.30   | 1.89                                   |
| <b>Payment to Statutory Auditors</b>                      |  |  |
| Audit Fees  | 0.45   | 0.45                                   |
| Certification Charges                                     | 0.30   | 0.53                                   |
| For Reimbursement of Expenses                             | —  | 0.02                                   |
| For Service Tax   | 0.11   | 0.12                                   |
| Donation (for Corporate Social Responsibility Activities) | 15.50  | —                                      |
| Miscellaneous Expenses                                    | 60.53  | 37.62                                  |
|   | <u>162.05</u>                                  | <u>107.28</u>                          |

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)****22. Amalgamation of Plenty Valley Intra Limited with the Company**

Pursuant to the Scheme of Amalgamation approved by the shareholders and sanctioned by the Hon'ble High Court at Calcutta on 29th July, 2015, 625.000 Equity Shares of ₹ 10/- each fully paid up and ranking pari-passu with the existing Equity Shares were pending to be issued by the Company to the ordinary shareholders of Plenty Valley Intra Limited (PVIL) in the ratio of 1 (one) Equity Share of ₹ 10/- each of the Company for every 8 (eight) Equity Share of ₹ 10/- each fully paid-up held in PVIL and was shown under Share Capital Suspense. Such Shares has been allotted to the Ordinary Shareholders of PVIL.

**23. Based on information from vendors / service providers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 disclosures as required under section 22 of the said act are as follows :**

- a. The Principal amount and the interest due thereon remaining unpaid to any supplier as at 31.03.2016 is Nil (Previous Year Nil);
- b. No interest was paid by the company in terms of section 16 of MSMED Act during the year;
- c. There was no interest for delay in making payment beyond the appointed day;
- d. There is no interest accrued and remaining unpaid beyond the appointed day;
- e. No interest is remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to Micro, Small and Medium Enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the aforesaid Act.

**24. Mat Credit of Earlier Years amounting to ₹ 631.35 Lakhs has been recognised in books in the current year which has been shown by way of adjustment in General Reserve.****25. Related Party disclosure under Accounting Standard - 18**

Name and nature of relationship with the Related Parties :

| <b>Related Parties</b>                                   | <b>Relationship</b>  |
|--|--|
| Dhunseri Tea & Industries Ltd.                           | Associate Company  |
| Dhunseri Petrochem Ltd.                                  | Associate Company  |
| Mint Investments Ltd.                                    | Group Company  |
| Naga Dhunseri Group Ltd.                                 | Group Company  |
| Trimplex Investments Ltd.                                | Group Company  |
| Sewbhagwan & Sons  | Firm over which directors are able to exercise significant influence |
| Mr. Chandra Kumar Dhanuka                                | Relative of Key Management Personnel                                 |
| Mrs. Aruna Dhanuka (Managing Director w.e.f. 27.05.2016) | Key Management Personnel   |
| Mr. Mrigank Dhanuka (Managing Director upto 26.05.2016)  | Key Management Personnel   |
| Mr. Pawan Kumar Lath (Chief Financial Officer)           | Key Management Personnel   |
| Ms. Aditi Dhanuka (Company Secretary)                    | Key Management Personnel   |

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)**

| <b>Information about Related Party Transactions :</b>                          | (₹ in lacs)      |                |
|--|------------------|----------------|
|  | <u>2015-16</u>   | <u>2014-15</u> |
| <b>A. Firm over which directors are able to exercise significant influence</b> |                  |                |
| Sew Bhagan & Sons  |                  |                |
| Reimbursement of Expenses (Paid)   | —                | 2.70           |
| <b>B. Group Company</b>  |                  |                |
| Mint Investments Limited   |                  |                |
| Rent (Paid)  | —                | 0.48           |
| Triplex Investments Limited  |                  |                |
| - Hire Charges (Paid)  | <b>0.43</b>      | 0.43           |
| - License Fees (Paid)  | <b>2.28</b>      | 2.25           |
| - Reimbursement of Electricity (Paid)  | <b>1.03</b>      | 1.47           |
| <b>C. Associate Company</b>  |                  |                |
| Dhunseri Tea & Industries Ltd.   |                  |                |
| Lease Rent (Received)  | <b>24.00</b>     | 10.95          |
| Tea packeting charges (Received)   | —                | 68.04          |
| <b>D. Key Management Personnel and their Relatives</b>                         |                  |                |
| <b>Mr. C. K. Dhanuka</b>   |                  |                |
| Sitting Fees paid  | <b>0.36</b>      | 0.29           |
| <b>Mr. Mrigank Dhanuka</b>   |                  |                |
| Sitting Fees paid  | —                | 0.20           |
| <b>Mrs. Aruna Dhanuka</b>  |                  |                |
| Sitting Fees paid  | <b>0.26</b>      | 0.33           |
| <b>Mr. P. K. Lath</b>  |                  |                |
| Remuneration   | <b>7.66</b>      | 3.53           |
| <b>Ms. Aditi Dhanuka</b>   |                  |                |
| Remuneration   | <b>3.55</b>      | 1.88           |
| <b>Mr. R. Mahadevan</b>  |                  |                |
| Remuneration   | —                | 3.46           |
| <br>   |                  |                |
| <b>26. EARNING PER SHARE HAS BEEN COMPUTED AS UNDER</b>                        |                  |                |
| Profit / (Loss) after Tax  | <b>1,719.50</b>  | 2,094.40       |
| No. of Equity Shares   | <b>60,97,178</b> | 60,97,178      |
| Earning per Share (₹10 Paid up) (in ₹)   | <b>28.20</b>     | 34.35          |

## NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

## 27. THE SEGMENT REPORTING AS PER ACCOUNTING STANDARD - 17

(₹ in lacs)

| Particulars  | Primary Segment<br>(Investment in Shares) |            | Other Segment<br>(Tea Packeting) |            |
|--|---|------------|----------------------------------|------------|
|  | 31.03.2016                                | 31.03.2015 | 31.03.2016                       | 31.03.2015 |
| <b>SEGMENT REVENUE</b>   |   |            |                                  |            |
| Net Sale / Income from each Segment<br>(including other operating income & other income) | <b>3,234.22</b>                           | 3,595.48   | —                                | 72.99      |
| <b>Total Revenue</b>   | <b>3,234.22</b>                           | 3,595.48   | —                                | 72.99      |
| <b>SEGMENT RESULT</b>  |   |            |                                  |            |
| Profit / Loss before Tax for each Segment  | <b>1,868.90</b>                           | 2,590.21   | —                                | 2.43       |
| Less :   |   |            |                                  |            |
| Interest Expense   | —   | —          | —                                | —          |
| Un-allocated Expenditure   | —   | 75.67      | —                                | —          |
| <b>Total Profit before Tax</b>   | <b>1,868.90</b>                           | 2,514.54   | —                                | 2.43       |
| <b>CAPITAL EMPLOYED</b>  |   |            |                                  |            |
| Segment Assets - Segment Liabilities   |   |            |                                  |            |
| Investment in Shares & Securities  | <b>23,775.39</b>                          | 22,395.50  | —                                | —          |
| Un-allocated Assets  | <b>1,327.77</b>                           | 466.89     | —                                | —          |
| <b>Total</b>   | <b>25,103.16</b>                          | 22,862.39  | —                                | —          |

The Company has disclosed business segment, as primary segment. Segments have been identified and reported taking into account the nature of business. The main business segment is Investments in shares and securities.

## 28. Employee Benefit Obligation

## a. Defined Contribution Plans

Contribution for Defined Contribution Plan amounting to ₹ 1.48 Lacs (previous year ₹ 2.90 Lacs) has been recognised as expenses and included in Note 20 "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 :



NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

| Particulars   | 2015 - 2016    |                  |
|---|----------------|------------------|
|   | Gratuity       | Leave Encashment |
|   | Unfunded       | Unfunded         |
| Defined benefit obligation at the beginning of the period | 0.11           | 0.12             |
| Current Service Cost                                      | 0.39           | 0.19             |
| Interest Cost   | 0.01           | 0.01             |
| Benefit payments  | —              | (0.71)           |
| Actuarial (Gain) / Loss                                   | 1.47           | 1.40             |
| Defined benefit obligation at the end of year             | 1.98           | 1.01             |
| <b>Amount recognised in the Balance Sheet :</b>           |                |                  |
| Present value of Defined Benefit                          | 1.98           | 1.01             |
| Amount recognised in Profit & Loss A/c.                   |                |                  |
| Current Service Cost                                      | 0.39           | 0.19             |
| Interest Cost   | 0.01           | 0.01             |
| Actuarial (Gain) / Loss                                   | 1.47           | 1.40             |
| Total expenses recognised in Profit & Loss A/c.           | 1.87           | 1.60             |
| <b>Actuarial Assumption :</b>                             |                |                  |
| Mortality Table (IALM )                                   | 06-08 Ultimate | 06-08 Ultimate   |
| Discount Rate (per annum)                                 | 7.75%          | 7.75%            |
| Expected increase in salary (per annum)                   | 5.00%          | 5.00%            |
| Expected remaining working life of employees (years)      | 21.33          | 21.33            |

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.

29. a. Recognition in respect to fall in market price of certain quoted investments has not been done since these are long term strategic investments and decline in the market prices at year end do not represent permanent diminution in value of investments.
- b. The Company has earned Profit / (Loss) on account of sale of investments as below :

| Particulars                | 2015-16 | 2014-15 |
|----------------------------|---------|---------|
| On Non Current Investments | 940.07  | 1637.85 |
| On Current Investments     | 51.06   | 334.63  |
|                            | 991.14  | 1972.48 |

30. DIVIDEND RECEIVED INCLUDES

| Particulars             | 2015-16 | 2014-15 |
|-------------------------|---------|---------|
| Non Current Investments | 978.75  | 697.84  |

31. Information pursuant to the provision of Part II of Schedule III of the Companies Act, 2013.

Purchase, Sale and Stock of Shares and Securities Traded in :

| Shares & Securities in the Joint Stock Companies | 2015 - 2016      |           | 2014 - 2015      |           |
|--|------------------|-----------|------------------|-----------|
|  | Quantity (Units) | Value (₹) | Quantity (Units) | Value (₹) |
| Opening Stock                                    | 1,92,825         | 626.83    | 35,008           | 170.76    |
| Purchase   | 4,30,732         | 538.54    | 583,998          | 1,343.62  |
| Sales  | 6,23,557         | 1,238.87  | 426,181          | 916.36    |
| Closing Stock                                    | —                | —         | 192,825          | 626.83    |

**NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS (Contd.)**

32. 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 lacs)

| Particulars              | March 31, 2016 | March 31, 2015 |
|--------------------------|----------------|----------------|
| Tier I Capital           | 7,840.16       | 8,388.91       |
| Tier II Capital          | —              | —              |
| Total Capital            | 7,840.16       | 8,388.91       |
| Risk Weighted Assets     | 7,233.10       | 8,417.47       |
| Minimum Capital Required | 1,084.97       | 1,262.62       |
| Capital Adequacy Ratios  |                |                |
| Tier I                   | 108.39         | 99.66          |
| Tier II                  | —              | —              |
| Total                    | 108.39         | 99.66          |

The Company's Capital Fund as on March 31, 2016 are higher than the minimum required i.e. 15%

b) **Maturity Patterns of Assets and Liabilities**

Assets and Liabilities are classified in the maturity buckets as per the guidelines issued by the RBI as at 31st March, 2016 :

| 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                        | —            | —                       | —                        | —                         | —                           | —                         | —                        | —                         | 24493.44     | 24493.44 |
| 3.      | Current Liabilities & Provisions         | 0.36         | 92.61                   | 0.08                     | —                         | —                           | 112.77                    | 5.18                     | 6.34                      | —            | 217.34   |
| 4.      | Others                                   | —            | —                       | —                        | —                         | —                           | —                         | 630.98                   | —                         | —            | 630.98   |
|         | <b>Total</b>                             | 0.36         | 92.61                   | 0.08                     | —                         | —                           | 112.77                    | 636.16                   | 6.34                      | 25103.16     | 25951.48 |
|         | <b>Assets</b>                            |              |                         |                          |                           |                             |                           |                          |                           |              |          |
| 1.      | Cash                                     | 5.10         | —                       | —                        | —                         | —                           | —                         | —                        | —                         | —            | 5.10     |
| 2.      | Balances with Banks                      | —            | —                       | —                        | 133.74                    | —                           | —                         | —                        | —                         | —            | 133.74   |
| 3.      | Investment (Net of Provisions)           | —            | —                       | —                        | —                         | 254.09                      | —                         | —                        | —                         | 24080.60     | 24334.69 |
| 4.      | Fixed Assets (Excluding assets on Lease) | —            | —                       | —                        | —                         | —                           | —                         | —                        | —                         | 137.71       | 137.71   |
| 5.      | Interest and Other Income Receivable     | —            | —                       | —                        | —                         | —                           | —                         | —                        | —                         | —            | —        |
| 6.      | Others                                   | —            | —                       | —                        | 0.06                      | —                           | 11.49                     | 1328.69                  | —                         | —            | 1340.24  |
|         | <b>Total</b>                             | 5.10         | —                       | —                        | 133.80                    | 254.09                      | 11.49                     | 1328.69                  | —                         | 24218.31     | 25951.48 |

33. **Movement in Provisions held towards depreciation on Investments**

The Company has made Provision for Diminution in the Value of Investment in Shares of Tectura Corporation for ₹ 75.74 Lacs in the Year 2014-2015.

There is no further movement in provision and it is held at ₹ 75.74 Lacs as on 31st March, 2016.

34. **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, 2016.

35. **Details of Exposure to Real Estate**

The Company has not made any direct and indirect exposure to Real Estate in 2015-16.

36. **Capital Commitment**

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





## **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 (hereinafter referred to as "the Investor") and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2016, 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 Financial Statements**

The Investor Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the investing company and its associates 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. The respective Board of Directors of the companies included in investing Company and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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 Investor Company, as aforesaid.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these 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 Investor Company's preparation

## INDEPENDENT AUDITORS' REPORT (Contd.)

of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Investor Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Investor 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 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 state of affairs of the investing Company and its group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

### Other Matters

We did not audit the financial statements / financial information of two associates whose financial statements / financial information reflect total assets of Rs. 3,652.82 crores as at 31st March, 2016, total revenues of Rs. 3,236.58 crores and net cash flows amounting to Rs. 87.25 crores for the year ended on that date, as considered in the consolidated financial statements.

The consolidated financial statements also include the Investor's share of net loss of Rs. 78.88 crores for the year ended 31st March, 2016, as considered in the consolidated financial statements, in respect of two associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information 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 these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) 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 and the reports of the other auditors.

**INDEPENDENT AUDITORS' REPORT (Contd.)**

- (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 Investor Company as on 31st March, 2016 taken on record by the Board of Directors of the Investor Company and the reports of the statutory auditors of its associate companies incorporated in India, none of the directors of the investing company and its associates were not disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 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, if any, of pending litigation as at March 31, 2016 on the consolidated financial position of the investing company and its associates.
    - i The associate companies has long - term contracts including derivative contracts as at March 31, 2016 for which there were no material foreseeable losses.
    - ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the investing Company, during the year ended March 31, 2016. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the associate companies incorporated in India during the year ended March 31, 2016.

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

Place : Kolkata  
Date : The 27th day of May, 2016

## **ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED 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 Investor") and its associates as of March 31, 2016 in conjunction with our audit of the consolidated 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.

### **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,



**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF DHUNSERI INVESTMENTS LIMITED (Contd.)**

- (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.

**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.

In our opinion, the Investing Company and its associates, 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, 2016, 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 Regn. No. 316052E

Place : Kolkata  
Date : The 27th day of May, 2016

**CONSOLIDATED  
BALANCE SHEET  
as at 31st March, 2016**

(₹ in lacs)

As at

31st March, 2016

| <u>Particulars</u>                     | <u>Notes</u> | <u>31st March, 2016</u> |
|--|--------------|-------------------------|
| <b>I EQUITY AND LIABILITIES</b>        |              |                         |
| <b>1. Shareholder's Funds</b>          |              |                         |
| (a) Share Capital                      | 2            | 609.72                  |
| (b) Reserves and Surplus               | 3            | 24,644.38               |
| <b>2. Non-Current Liabilities</b>      |              |                         |
| (a) Deferred Tax Liabilities (Net)     | 4            | 6.98                    |
| (b) Long-Term Provisions               | 5            | 423.91                  |
| <b>3. Current Liabilities</b>          |              |                         |
| (a) Trade Payable                      | 6            | 92.39                   |
| (b) Other Current Liabilities          | 7            | 14.87                   |
| (c) Short-Term Provisions              | 8            | 310.17                  |
| <b>Total</b>                           |              | <b>28,102.42</b>        |
| <b>II. ASSETS</b>                      |              |                         |
| <b>1. Non-Current Assets</b>           |              |                         |
| (a) Fixed Assets                       |              |                         |
| (i) Tangible Assets                    | 9            | 137.71                  |
| (b) Non-Current Investments            | 10           | 26,231.54               |
| (c) Long-Term Loans and Advances       | 11           | 1,095.84                |
| <b>2. Current Assets</b>               |              |                         |
| (a) Current Investments                | 12           | 254.09                  |
| (b) Cash and Bank Balances             | 13           | 138.84                  |
| (c) Short-Term Loans and Advances      | 14           | 232.65                  |
| (d) Other Current Assets               | 15           | 11.75                   |
| <b>Total</b>                           |              | <b>28,102.42</b>        |
| <b>Significant Accounting Policies</b> | 1            |                         |

Notes to the Accounts

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

SUNIL OSWAL, FCA, *Partner*

Membership No. 071678

*For and on behalf of*

DHANDHANIA &amp; ASSOCIATES

*Chartered Accountants*

Firm Regn. No. 316052E

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH

*Chief Financial Officer*

ADITI DHANUKA

*Company Secretary*

For and on behalf of the Board of Directors

C. K. DHANUKA *Chairman*ARUNA DHANUKA *Managing Director*ADARSH GARODIA *Director*

**CONSOLIDATED  
STATEMENT OF PROFIT AND LOSS  
for the year ended 31st March, 2016**

| <u>Particulars</u>  | <u>Notes</u> | (₹ in lacs)<br><u>For the year ended<br/>31st March, 2016</u> |
|---|--------------|---|
| I <b>Revenue from Operations</b>  | 16           | 3,232.75  |
| II <b>Other Income</b>  | 17           | 1.47  |
| III <b>Total Revenue (I + II)</b>   |              | <u>3,234.22</u>   |
| IV <b>Expenses :</b>  |              |   |
| Purchase of Stock-in-Trade  |              | 538.54  |
| Change in Inventories of Shares and Securities                                    | 18           | 626.83  |
| Employee Benefit Expenses   | 19           | 24.25   |
| Depreciation and Amortisation Expense   | 9            | 13.65   |
| Other Expenses  | 20           | 162.05  |
| <b>Total Expenses</b>   |              | <u>1,365.32</u>   |
| V <b>Profit Before Exceptional and Extraordinary<br/>Items and Tax (III - IV)</b> |              | 1,868.90  |
| VI <b>Exceptional Items</b>   |              | —   |
| VII <b>Profit before Extraordinary Items and Tax (V - VI)</b>                     |              | 1,868.90  |
| VIII <b>Extraordinary Items</b>   |              | —   |
| IX <b>Profit Before Tax (VII + VIII)</b>  |              | 1,868.90  |
| X <b>Tax Expense :</b>  |              |   |
| (i) Current tax   |              | 200.00  |
| (ii) Deferred tax   |              | (0.53)  |
| (iii) Earlier year Tax Adjustment   |              | (3.88)  |
| (iv) Mat Credit Entitlement   |              | (46.19)   |
| XI <b>Net Profit / (Loss) for the year after Tax (IX-X)</b>                       |              | 1,719.50  |
| XII Share in Profit / (Loss) of Associates  |              | <u>(7,887.43)</u>   |
| XIII Net Profit / (Loss) after Share of Associates (XI-XII)                       |              | <u>(6,167.93)</u>   |
| XIV <b>Earning per Equity Share :</b>   |              |   |
| (1) Basic & Diluted (in ₹)  |              | (101.16)  |

**Significant Accounting Policies** 1

Notes to the Accounts

Notes referred to above form an integral part of the Statement of Profit & Loss  
As per our Report of even date attached

SUNIL OSWAL, FCA, *Partner*

Membership No. 071678

*For and on behalf of*

DHANDHANIA & ASSOCIATES

*Chartered Accountants*

Firm Regn. No. 316052E

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH  
*Chief Financial Officer*  
ADITI DHANUKA  
*Company Secretary*

For and on behalf of the Board of Directors

C. K. DHANUKA *Chairman*

ARUNA DHANUKA *Managing Director*

ADARSH GARODIA *Director*

**CONSOLIDATED  
CASH FLOW STATEMENT**  
for the year ended 31st March, 2016

(₹ in lacs)

| <u>Particulars</u>   | <u>For the year<br/>ended<br/>31-03-2016</u> |
|--|--|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                  |  |
| Net Profit before Tax  | 1,868.90                                     |
| ADJUSTMENTS FOR :  |  |
| Depreciation   | 13.65  |
| (Profit) / Loss on Sale of Investments                         | (991.14)                                     |
| Dividend Received  | (978.75)                                     |
|  | <u>(1,956.24)</u>                            |
| <b>Operating Profit Before Working Capital Changes</b>         | <b>(87.34)</b>                               |
| Adjustments for (increase)/decrease in Operating Assets :      |  |
| Inventory  | 626.83                                       |
| Short Term Loans & Advances                                    | 0.34   |
| Other Current Assets   | (0.45)                                       |
|  | <u>626.72</u>                                |
| Adjustments for increase/(decrease) in Operating Liabilities : | 539.38                                       |
| Trade Payable  | 92.23  |
| Other Current Liabilities                                      | 0.14   |
| Short-Term Provision (₹ 397/-)                                 | —  |
| Long-Term Provision  | 0.19   |
|  | <u>92.56</u>                                 |
| <b>Cash Flow from Extraordinary Items</b>                      | <u>—</u>                                     |
| <b>CASH GENERATED FROM OPERATIONS</b>                          | <b>631.94</b>                                |
| Direct Tax( Paid ) / Refund                                    | (183.45)                                     |
| <b>Net Cash Flow from Operating Activities (A)</b>             | <b>448.49</b>                                |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                  |  |
| Purchase of Long-Term Investments                              | (9,753.11)                                   |
| Purchase of Current Investments                                | (10,230.74)                                  |
| Sale of Long-Term Investments                                  | 8,047.65                                     |
| Sale of Current Investments                                    | 10,693.71                                    |
| Dividend Received  | 978.75                                       |
| <b>Net Cash Flow from Investing Activities (B)</b>             | <b>(263.74)</b>                              |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                  |  |
| Dividend Paid  | (86.71)                                      |
| Corporate Dividend Tax Paid                                    | (18.62)                                      |
| <b>Net Cash Flow From Financing Activities (C)</b>             | <b>(105.33)</b>                              |
| <b>NET INCREASE IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>      | <b>79.42</b>                                 |
| Opening Balances of Cash & Cash Equivalent                     | 59.42  |
| Closing Balances of Cash & Cash Equivalent                     | <u>138.84</u>                                |

## 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.
- 4) Consolidation of Associates has no impact on the Cash Flow Statement

SUNIL OSWAL, FCA, *Partner*

Membership No. 071678

*For and on behalf of*

DHANDHANIA &amp; ASSOCIATES

*Chartered Accountants*

Firm Regn. No. 316052E

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH

*Chief Financial Officer*

ADITI DHANUKA

*Company Secretary*

For and on behalf of the Board of Directors

C. K. DHANUKA *Chairman*ARUNA DHANUKA *Managing Director*ADARSH GARODIA *Director*

**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS****INVESTMENT IN ASSOCIATES AND SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016****A. INVESTMENT IN ASSOCIATES**

The Consolidated Financial Statements of the Company pertain to Dhunseri Investments Limited (The Investor) and its Associates.

The Associate wise Investment is shown below :

| Name of the Companies             | Category  | Country of Incorporation | Proportion of Ownership Interest |
|-----------------------------------|-----------|--------------------------|----------------------------------|
|                                   |           |                          | 31.03.2016                       |
| Dhunseri Petrochem Limited        | Associate | India                    | 49.01%                           |
| Dhunseri Tea & Industries Limited | Associate | India                    | 44.58%                           |

**B. 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 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. FIXED ASSETS**

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

**4. DEPRECIATION**

Depreciation on fixed assets 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.

**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)****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 not temporary in nature are adjusted therefrom and charged to revenue. Current Investments are valued at cost or net realizable value, whichever is lower.

**7. 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.

**8. INVENTORIES**

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

**9. EMPLOYEE BENEFITS**

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.

**10. 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 CONSOLIDATED FINANCIAL STATEMENTS (Contd.)**

(₹ in lacs)  
**As at**  
**31.03.2016**

**2. SHARE CAPITAL**

(a) (i) **Authorised**

|  |                        |
|--|------------------------|
| 1,09,05,448 Equity Shares of ₹ 10/- each | <u><b>1,090.54</b></u> |
|--|------------------------|

(ii) **Issued, Subscribed & Paid-up**

|  |                      |
|--|----------------------|
| 60,97,178 Equity Shares of ₹ 10/- each | <u><b>609.72</b></u> |
|--|----------------------|

**609.72**

(b) During the period of five years immediately preceeding 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**  
**31.03.2016**

(d) **Reconciliation of the number of shares outstanding**

|                                     |                         |
|-------------------------------------|-------------------------|
| Number of shares at the beginning   | <b>60,97,178</b>        |
| Add : Shares issued during the year | <u>—</u>                |
| Number of shares at the closing     | <u><b>60,97,178</b></u> |

## NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

|   | (₹ in lacs)<br>As at<br><u>31.03.2016</u> |
|---|---|
| <b>3. RESERVES &amp; SURPLUS</b>  |   |
| <b>General Reserve</b>  | <b>23,463.08</b>                          |
| (₹ 1,831.73 Lacs is on Account of Investment in Associates)             |   |
| <b>NBFC Reserve</b>   | <b>1,882.41</b>                           |
| <b>Revaluation Reserve</b>  | <b>10,079.56</b>                          |
| (On Account of Investment in Associates)                                |   |
| <b>Surplus</b>  |   |
| <b>Statement of Profit and Loss</b>                                     | <b>(7,326.69)</b>                         |
| (Loss of ₹ 9,760.35 Lacs on Account of Investment in Associates)        |   |
| <b>Appropriations</b>   |   |
| Proposed Dividend (@ ₹ 1.50 per Share ; Previous Year ₹ 1.50 per Share) | <b>91.46</b>                              |
| Dividend Distribution Tax   | <b>18.62</b>                              |
| Transferred to NBFC Reserve Fund  | <b>343.90</b>                             |
| Transferred to General Reserve  | <b>1,000.00</b>                           |
| Balance in Profit and Loss Account                                      | <b>(8,780.67)</b>                         |
|   | <u><b>26,644.38</b></u>                   |
| <b>4. DEFERRED TAX LIABILITIES</b>                                      |   |
| On Written Down Value of Fixed Assets                                   | <b>7.97</b>                               |
| On Provision for Earned Leave   | <b>(0.34)</b>                             |
| On Provision for Gratuity   | <b>(0.65)</b>                             |
| Deferred Tax Liabilities / (Assets)                                     | <u><b>6.98</b></u>                        |
| <b>5. LONG-TERM PROVISIONS</b>  |   |
| Provision for Gratuity  | <b>1.93</b>                               |
| Provision for Taxation  | <b>421.00</b>                             |
| Provision for Leave Encashment  | <b>0.98</b>                               |
|   | <u><b>423.91</b></u>                      |
| <b>6. TRADE PAYABLES</b>  |   |
| Trade Payables  | <b>92.39</b>                              |
|   | <u><b>92.39</b></u>                       |



**DHUNSERI INVESTMENTS LIMITED****NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)**(₹ in lacs)  
**As at**  
**31.03.2016****7. OTHER CURRENT LIABILITIES**

|   |              |
|---|--------------|
| Unclaimed Dividend  | <b>11.97</b> |
| (There is no amount due and outstanding to be credited to Investor Education and Protection Fund) |              |
| Liabilities for Expenses  | <b>2.75</b>  |
| Fractional Shares Payable   | <b>0.15</b>  |
|   | <b>14.87</b> |

**8. SHORT TERM PROVISIONS**

|                                |               |
|--------------------------------|---------------|
| Provision for Taxation         | <b>200.00</b> |
| Provision for Gratuity         | <b>0.06</b>   |
| Provision for Leave Encashment | <b>0.03</b>   |
| Dividend Distribution Tax      | <b>18.62</b>  |
| Proposed Dividend              | <b>91.46</b>  |
|                                | <b>310.17</b> |

**9. FIXED ASSETS**

(₹ in lacs)

| PARTICULARS             | Gross Block    |                          |                         |                      | Depreciation  |              |                 |                      | Net Block      |
|-------------------------|----------------|--------------------------|-------------------------|----------------------|---------------|--------------|-----------------|----------------------|----------------|
|                         | As at 01.04.15 | Addition During the Year | Less Sale or Adjustment | Total as at 31.03.16 | Upto 01.04.15 | For the Year | Less Adjustment | Total as at 31.03.16 | As at 31.03.16 |
| Lease Hold Land         | 37.62          | —                        | —                       | <b>37.62</b>         | 5.41          | 0.39         | —               | <b>5.80</b>          | <b>31.82</b>   |
| Buildings               | 109.61         | —                        | —                       | <b>109.61</b>        | 60.00         | 2.50         | —               | <b>62.50</b>         | <b>47.11</b>   |
| Plant & Machinery       | 111.80         | —                        | —                       | <b>111.80</b>        | 76.36         | 3.11         | —               | <b>79.47</b>         | <b>32.33</b>   |
| Electrical Installation | 20.61          | —                        | —                       | <b>20.61</b>         | 18.07         | 0.33         | —               | <b>18.40</b>         | <b>2.21</b>    |
| Furniture & Fixture     | 7.68           | —                        | —                       | <b>7.68</b>          | 5.76          | 0.39         | —               | <b>6.15</b>          | <b>1.53</b>    |
| Computer Data System    | 4.55           | —                        | —                       | <b>4.55</b>          | 3.00          | 0.66         | —               | <b>3.66</b>          | <b>0.89</b>    |
| Vehicles                | 46.01          | —                        | —                       | <b>46.01</b>         | 17.92         | 6.27         | —               | <b>24.19</b>         | <b>21.82</b>   |
| <b>Total</b>            | <b>337.88</b>  | <b>—</b>                 | <b>—</b>                | <b>337.88</b>        | <b>186.52</b> | <b>13.65</b> | <b>—</b>        | <b>200.17</b>        | <b>137.71</b>  |

## NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)  
As at  
31.03.2016**10. NON CURRENT INVESTMENTS**

|  |                  |
|--|------------------|
| A) Investment in Associates<br>(Quoted, Fully Paid up Equity Shares) |                  |
| i) Dhunseri Petrochem Ltd.   |                  |
| Book Value of Investment   | 15,841.36        |
| Add : Adjustment for Accumulated Share of Profit / (Loss)            | (4,280.71)       |
| Add : Adjustment for Current Year's Share of Profit / (Loss)         | (7,671.17)       |
|  | <u>3,889.48</u>  |
| ii) Dhunseri Tea & Industries Ltd.                                   |                  |
| Book Value of Investment   | 3,840.54         |
| Add : Adjustment for Accumulated Share of Profit / (Loss)            | 14,319.08        |
| Add : Adjustment for Current Year's Share of Profit / (Loss)         | (216.26)         |
|  | <u>17,943.36</u> |
| <b>Total (A)</b>   | <u>21,832.84</u> |
| B) Investment in Equity Shares (Others)                              |                  |
| Quoted, Fully Paid up  | 4,205.13         |
| Unquoted, Fully Paid up  | 193.57           |
| <b>Total (B)</b>   | <u>4,398.70</u>  |
| <b>Total (A+B)</b>   | <u>26,231.54</u> |
| <b>Aggregate Market Value of Quoted Investments</b>                  |                  |
| Quoted Investments   | 24,916.95        |
| Unquoted Investments (Book Value)                                    | 193.57           |

**11. LONG-TERM LOANS & ADVANCES**

|   |                 |
|---|-----------------|
| (Unsecured and Considered good by the Management) |                 |
| Security deposits                                 | 0.66            |
| Advances for Income Tax                           | 402.93          |
| Mat Credit Entitlement                            | 692.25          |
|   | <u>1,095.84</u> |

**12. CURRENT INVESTMENTS**

|  |               |
|--|---------------|
| Investments in Mutual Funds (Unquoted) | <u>254.09</u> |
|--|---------------|

**13. CASH & BANK BALANCES**

|                                 |               |
|---------------------------------|---------------|
| Balances with Scheduled Banks : |               |
| On Current Accounts             | 121.77        |
| On Unpaid Dividend Accounts     | 11.97         |
| Cash in Hand                    | 5.10          |
|                                 | <u>138.84</u> |

**DHUNSERI INVESTMENTS LIMITED****NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)**

(₹ in lacs)  
As at  
31.03.2016

**14. SHORT TERM LOANS & ADVANCES**

(Unsecured and Considered good by the Management)  
(Recoverable in cash or in kind or for value to be received  
or pending adjustments, if any)

|                               |               |
|-------------------------------|---------------|
| TDS Receivable                | 2.40          |
| Advances for Income Tax       | 184.00        |
| Mat Credit Entitlement        | 46.19         |
| Advance to Employees / Others | 0.06          |
|                               | <u>232.65</u> |

**15. OTHER CURRENT ASSETS**

(Unsecured and Considered good by the Management)  
Prepaid Expenses

11.75  
11.75

**For the year ended  
31st March, 2016**

**16. REVENUE FROM OPERATIONS****Income from Operations**

|  |                 |
|--|-----------------|
| Profit / (Loss) on Sale of Investments | 991.14          |
| Sale of Shares & Securities            | 1,238.87        |
| Dividend Received                      | 978.75          |
| Share Difference Loss                  | (0.01)          |
|  | <u>3,208.75</u> |

**Other Operating Income**

|                        |                 |
|------------------------|-----------------|
| Rent Received          | 24.00           |
|                        | <u>24.00</u>    |
| Total Operating Income | <u>3,232.75</u> |

**17. OTHER INCOME**

|                          |             |
|--------------------------|-------------|
| Interest Income          | 1.01        |
| Miscellaneous Receipt    | 0.20        |
| Liabilities Written back | 0.26        |
|                          | <u>1.47</u> |

**18. CHANGES IN INVENTORIES OF STOCK IN TRADE**

|                                      |               |
|--------------------------------------|---------------|
| Opening Stock                        | 626.83        |
| Closing Stock                        | —             |
| (Increase) / Decrease in Inventories | <u>626.83</u> |

## NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

For the year ended  
31st March, 2016**19. EMPLOYEE BENEFIT EXPENSES**

|   |       |
|---|-------|
| Salary and Exgratia                         | 19.32 |
| Bonus                                       | 1.05  |
| Contribution to Provident Fund & Other Fund | 1.48  |
| Gratuity                                    | 0.30  |
| Leave Pay                                   | 0.63  |
| Staff Welfare Expenses                      | 1.47  |
|   | 24.25 |

**20. OTHER EXPENSES**

|   |        |
|---|--------|
| Power & Fuel  | 1.03   |
| Computer Software Changes                                 | 23.23  |
| Professional Charges                                      | 27.62  |
| Motor Vehicle Running & Upkeep Expenses                   | 8.58   |
| Directors' Sitting Fees                                   | 2.31   |
| Licence Fees  | 2.28   |
| Security Transaction Tax on Investment                    | 17.06  |
| Security Transaction Tax on Share Trading                 | 1.75   |
| Insurance Premium   | 1.30   |
| <b>Payment to Statutory Auditors</b>                      |        |
| Audit Fees  | 0.45   |
| Certification Charges                                     | 0.30   |
| For Service Tax   | 0.11   |
| 0.86  |        |
| Donation (for Corporate Social Responsibility Activities) | 15.50  |
| Miscellaneous Expenses                                    | 60.53  |
|   | 162.05 |

**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)****21. Amalgamation of Plenty Valley Intra Limited with the Company**

Pursuant to the Scheme of Amalgamation approved by the shareholders and sanctioned by the Hon'ble High Court at Calcutta on 29th July, 2015, 6,25,000 Equity Shares of ₹ 10/- each fully paid up and ranking pari-passu with the existing Equity Shares were pending to be issued by the Company to the ordinary shareholders of Plenty Valley Intra Limited (PVIL) in the ratio of 1 (one) Equity Shares of ₹ 10/- each of the Company for every 8 (eight) Equity Share of ₹ 10/- each fully paid-up held in PVIL and was shown under Share Capital Suspense. Such Shares has been allotted to the Ordinary Shareholders of PVIL.

**22. Based on information from vendors / service providers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 disclosures as required under section 22 of the said act are as follows :**

- a. The Principal amount and the interest due thereon remaining unpaid to any supplier as at 31.03.2016 is Nil (Previous Year Nil);
- b. No interest was paid by the company in terms of section 16 of MSMED Act during the year;
- c. There was no interest for delay in making payment beyond the appointed day;
- d. There is no interest accrued and remaining unpaid beyond the appointed day;
- e. No interest is remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to Micro, Small and Medium Enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the aforesaid Act.

**23. Mat Credit of Earlier Years amounting to ₹ 631.35 Lakhs has been recognised in books in the current year which has been shown by way of adjustment in General Reserve.****24. Related Party disclosure under Accounting Standard - 18**

Name and nature of relationship with the Related Parties :

| <b>Related Parties</b>                                   | <b>Relationship</b>                  |
|--|--------------------------------------|
| Mint Investments Ltd.                                    | Group Company                        |
| Naga Dhunseri Group Ltd.                                 | Group Company                        |
| Trimplex Investments Ltd.                                | Group Company                        |
| Mr. Chandra Kumar Dhanuka                                | Relative of Key Management Personnel |
| Mrs. Aruna Dhanuka (Managing Director w.e.f. 27.05.2016) | Key Management Personnel             |
| Mr. Mrigank Dhanuka (Managing Director upto 26.05.2016)  | Key Management Personnel             |
| Mr. Pawan Kumar Lath (Chief Financial Officer)           | Key Management Personnel             |
| Ms. Aditi Dhanuka (Company Secretary)                    | Key Management Personnel             |

**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)**

| <b>Information about Related Party Transactions :</b> | (₹ in lacs)           |
|---|-----------------------|
|   | <u><b>2015-16</b></u> |
| <b>A. Group Company</b>                               |                       |
| Triplex Investments Limited                           |                       |
| - Hire Charges (Paid)                                 | <b>0.43</b>           |
| - License Fees (Paid)                                 | <b>2.28</b>           |
| - Reimbursement of Electricity (Paid)                 | <b>1.03</b>           |
| <b>B. Key Management Personnel</b>                    |                       |
| <b>Mr. C. K. Dhanuka</b>                              |                       |
| Sitting Fees paid                                     | <b>0.36</b>           |
| <b>Mrs. Aruna Dhanuka</b>                             |                       |
| Sitting Fees paid                                     | <b>0.26</b>           |
| <b>Mr. P. K. Lath</b>                                 |                       |
| Remuneration  | <b>7.66</b>           |
| <b>Ms. Aditi Dhanuka</b>                              |                       |
| Remuneration  | <b>3.55</b>           |

**25. EARNING PER SHARE HAS BEEN COMPUTED AS UNDER**

|  |                   |
|--|-------------------|
| Profit / (Loss) after Tax              | <b>(6,167.93)</b> |
| No. of Equity Shares                   | <b>60,97,178</b>  |
| Earning per Share (₹10 Paid up) (in ₹) | <b>(101.16)</b>   |

**26. Employee Benefit Obligation**

**a. Defined Contribution Plans**

Contribution for Defined Contribution Plan amounting to ₹ 1.48 Lacs (previous year ₹ 2.90 Lacs) has been recognised as expenses and included in Note 20 "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 :

NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(₹ in lacs)

| Particulars   | 2015 - 2016    |                  |
|---|----------------|------------------|
|   | Gratuity       | Leave Encashment |
|   | Unfunded       | Unfunded         |
| Defined benefit obligation at the beginning of the period | 0.11           | 0.12             |
| Current Service Cost                                      | 0.39           | 0.19             |
| Interest Cost   | 0.01           | 0.01             |
| Benefits payments   | —              | (0.71)           |
| Actuarial (Gain) / Loss                                   | 1.47           | 1.40             |
| Defined benefit obligation at the end of year             | 1.98           | 1.01             |
| <b>Amount recognised in the Balance Sheet :</b>           |                |                  |
| Present value of Defined Benefit                          | 1.98           | 1.01             |
| Amount recognised in Profit & Loss A/c.                   |                |                  |
| Current Service Cost                                      | 0.39           | 0.19             |
| Interest Cost   | 0.01           | 0.01             |
| Actuarial (Gain) / Loss                                   | 1.47           | 1.40             |
| Total expenses recognized in Profit & Loss A/c.           | 1.87           | 1.60             |
| <b>Actuarial Assumption :</b>                             |                |                  |
| Mortality Table (IALM )                                   | 06-08 Ultimate | 06-08 Ultimate   |
| Discount Rate (per annum)                                 | 7.75%          | 7.75%            |
| Expected increase in salary (per annum)                   | 5.00%          | 5.00%            |
| Expected remaining working life of employees (years)      | 21.33          | 21.33            |

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.

27. Information pursuant to the provision of Part II of Schedule III of the Companies Act, 2013.

Purchase, Sale and Stock of Shares and Securities Traded in :

| Shares & Securities | 2015 - 2016      |          |
|---------------------|------------------|----------|
|                     | Quantity (Units) | Value    |
| Opening Stock       | 1,92,825         | 626.83   |
| Purchase            | 4,30,732         | 538.54   |
| Sales               | 6,23,557         | 1,238.87 |
| Closing Stock       | —                | —        |

28. Movement in Provisions held towards depreciation on Investments

The Company has made Provision for Diminution in the Value of Investment in Shares of Tectura Corporation for ₹ 75.74 Lacs in the Year 2014-2015.

There is no further movement in provision and it is held at ₹ 75.74 Lacs as on 31st March, 2016.

**NOTES ANNEXED TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (Contd.)**

29. Summary Statement for all its Associates of the salient features of their respective Financial Statements :

(₹ in lacs)

| Name of the Entity                | Year Ending | Share in Profit / (Loss)             |            |
|-----------------------------------|-------------|--------------------------------------|------------|
|                                   |             | As % of Consolidated Profit / (Loss) | Amount     |
| 1                                 | 2           | 3                                    | 4          |
| <b>Investor Entity</b>            |             |                                      |            |
| Dhunseri Investments Limited      | 31.03.2016  | (27.88%)                             | 1,719.50   |
| <b>Associates</b>                 |             |                                      |            |
| Dhunseri Petrochem Limited        | 31.03.2016  | 124.37%                              | (7,671.17) |
| Dhunseri Tea & Industries Limited | 31.03.2016  | 3.51%                                | (216.26)   |
| <b>Total</b>                      |             | 100.00%                              | (6,167.93) |

**30. DISCLOSURE FOR INVESTMENTS IN ASSOCIATES - ACCOUNTING STANDARD 23**

Capital Reserve of ₹ 11,032.12 Lacs in Dhunseri Petrochem Ltd. and ₹ 2,817.16 Lacs in Dhunseri Tea & Industries Ltd. has arisen on account of investment upto balance sheet date.

31. The reporting dates of the Financial Statements of Investing Company and its Associates are not different.

32. No penalty has been imposed by any of the regulator on the company during the year.

33. This being the first year of Consolidation of Accounts of Associates, Previous Year figures have not been consolidated.

Signatories to Notes 1 to 33

SUNIL OSWAL, FCA, *Partner*  
 Membership No. 071678  
*For and on behalf of*  
**DHANDHANIA & ASSOCIATES**  
*Chartered Accountants*  
 Firm Regn. No. 316052E  
 Place : Kolkata  
 Dated : The 27th day of May, 2016

P. K. LATH  
*Chief Financial Officer*  
 ADITI DHANUKA  
*Company Secretary*

For and on behalf of the Board of Directors  
 C. K. DHANUKA *Chairman*  
 ARUNA DHANUKA *Managing Director*  
 ADARSH GARODIA *Director*



**FORM AOC - 1**

**Part "B" : Associates and Joint Ventures**

| Name of Associates / Joint Ventures  | Dhunseri Petrochem Ltd. | Dhunseri Tea & Industries Ltd. |
|--|-------------------------|--------------------------------|
|  | Associate               | Associate                      |
| 1. Latest audited Balance Sheet Date   | 31.03.2016              | 31.03.2016                     |
| 2. Shares of Associate / Joint Ventures held by the company on the year end  |                         |                                |
| No.  | 1,71,65,000             | 31,22,856                      |
| Amount of Investment in Associate / Joint Venture (₹ in Lakhs)               | 3,889.48                | 17,943.36                      |
| Extent of Holding %  | 49.01%                  | 44.58%                         |
| 3. Description of how there is significant influence                         | Associate               | Associate                      |
| 4. Reason why the associate / joint venture is not consolidated              | Consolidated            | Consolidated                   |
| 5. Networth attributable to Shareholding as per latest audited Balance Sheet | ₹ 13,972.26             | ₹ 18,064.51                    |
| 6. Profit / Loss for the year  |                         |                                |
| i. Considered in Consolidation   | (7671.17) Lakhs         | (216.26) Lakhs                 |
| ii. Not Considered in Consolidation  | Nil                     | Nil                            |

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

Place : Kolkata

Dated : The 27th day of May, 2016

P. K. LATH  
Chief Financial Officer  
ADITI DHANUKA  
Company Secretary

For and on behalf of the Board of Directors

C. K. DHANUKA *Chairman*  
ARUNA DHANUKA *Managing Director*  
ADARSH GARODIA *Director*