

**DHANLEELA INVESTMENTS & TRADING CO LTD.**



**39<sup>th</sup> ANNUAL REPORT**

**FOR THE YEAR ENDED**

**31<sup>ST</sup> MARCH, 2019**

# **DHANLEELA INVESTMENTS & TRADING CO LTD.**

## **DIRECTORS:**

**Mr. Vipul Dangi  
Mrs. Varsha Dangi  
Mr. Manoj Dave  
Mr. Sarvesh  
Mrs. Komal Goel**

## **BANKERS:**

**KOTAK MAHINDRA BANK LTD**

## **AUDITORS:**

**KRINA VORA & ASSOCIATES ,  
Chartered Accountants**

## **REGISTERED OFFICE:**

**Office no.13, Ground floor, Building no.02, B-wing, Shivllabh Road,  
N G Park, Dahisar-(E), Mumbai- 400068.**

## **REGISTRAR AND SHARE TRANSFER AGENT**

### **Bigshare Services Pvt. Ltd.**

**1st Floor, Bharat tin works Building, Opp. Vasant Oasis,  
Makwana Road, Marol, Andheri (East), Mumbai-400059.**

**Phone: 022 - 62638200 Fax: 022 - 62638299.**

**Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)**

**Website: [www.bigshareonline.com](http://www.bigshareonline.com)**

**NOTICE**

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the shareholders of the Company will be held on 30<sup>th</sup> September, 2019 at 12.30 P.M at 13, N G Park, Building No. 02, Rawalpada, Dahisar (East), Mumbai -400068.to transact the following business:

**ORDINARY BUSINESS:**

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2019 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Sarvesh (DIN:08519809), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company.”

- 3 To ratify the appointment of M/s.Krina Vora & Associates, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s.Krina Vora & Associates, Chartered Accountants, as the Statutory Auditor of the Company for the financial year ending 31st March, 2019, as made in the 38th Annual General Meeting of the Company held on 28th September, 2018.

**SPECIAL BUSINESS:**

- 4 To consider and if thought fit, to pass following resolution, with or without modification, as

**SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 149 & 152 and all other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sarvesh (DIN:08519809) & Mrs.Komal Goel (DIN:08519865),who was appointed as Additional Director of the company pursuant to the provisions of Section 161 of companies Act, 2013, on 14th August, 2019 to hold office upto the date of this Annual General meeting and, in respect of whom the Company has received the notice in writing from a member proposing his candidature for the office of the Director with requisite deposit, be and is hereby appointed as Director of Company liable to retire by rotation.”

- 5 To consider and if thought fit, to pass following resolution, with or without modification, as **SPECIAL RESOLUTION**:

Appointment of Mr. Sarvesh (DIN: 08519809) as Managing Director of the Company

**“RESOLVED THAT** subject to the provisions of Section 196,197 and 203 and all other provisions of Companies Act, 2013 (“The Act”) (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014( as amended from time to time) and the Articles of Associations of the Company and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities, including the Central Government in granting such Approvals, Sanctions and permissions and pursuant to the recommendation of Nomination & Remuneration Committee of the Board, Mr. Sarvesh (DIN: 08519809) who was appointed as Additional Director with effect from 14th August, 2019, be and is hereby appointed as Managing Director of the Company and who shall also assume the office of Whole Time Key Managerial personnel, for a period of three years with effect from 2019 to 2023 on terms and conditions, including the remuneration to be set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to the ‘Board’ which term shall deemed to include the Nomination & Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment and/or the remuneration as it may deem fit and as may be acceptable to Mr. Sarvesh (DIN: 08519809) ,Subject to the conditions that it shall not exceed the limits specified under Schedule V of the companies Act, 2013 or any Statutory modification(s) or reenactment(s) thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Sarvesh (DIN: 08519809), as Managing Director of the Company, he shall be paid such remuneration, at the same substantial level as specified herein above. However, subject to limit specified in part II, Section 2 of ScheduleV of Companies Act, 2013.

**By Order of the Board of Directors  
For Dhanleela Investments And Trading Co Ltd.**

**Sd/-**

**Vipul Dangi**

**(Din:-01191514)**

**(Managing Director)**

**Place: Mumbai**

**Date: 05<sup>th</sup> Sept 2019.**

**NOTES:**

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 24<sup>th</sup> September 2019 to 30<sup>th</sup> September 2019 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Bigshare Services Pvt Ltd** 1St Floor, Bharat Tin, works building ,Opp.vasant oasis,makwana Road,marol,Andheri-East,Mumbai-400059. and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at [www.dhanleelainvestments.com](http://www.dhanleelainvestments.com)

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.

9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
- Members holding shares in physical form are requested to consider converting their shareholdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard
- Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. [www.dhanleelainvestments.com](http://www.dhanleelainvestments.com)
- To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.
11. The details of Directors who are seeking appointment/reappointment are given below::

**Particulars of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name</b>	<b>SARVESH</b>
DIN No	(DIN: 08519809)
Qualification	H.S.C
Nature of Expertise	Business Operation
Date of Appointment/Reappointment	14/08/2019
Name of the Companies in which also holds Directorship	Gurukirpa Finvest Limited
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil
Shareholding in the Company	Nil

**E voting:**

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 27<sup>th</sup> September 2019, 09.00A.M till 29<sup>th</sup> September 2019, and 05.00P.M.
6. \*E-Voting shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 30<sup>th</sup> September, 2019.
7. The Board of Directors at their meeting have appointed Mr. Anilkumar Jain, Practicing Chartered as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

**Process of E voting:**

1. The voting period begins on 27<sup>th</sup> September 2019, 9A.M and ends on 29<sup>th</sup> September 2019. 5.00P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on "Shareholders" tab.
5. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

8. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details# OR Date of Birth DOB#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

9. After entering these details appropriately, click on "SUBMIT" tab.

- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Dhanleela Investments & Trading Company Limited on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



- 18.If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 19.Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Note for non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 21.In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office:**

Office no.13, Gr floor, Building no.02  
B-wing, ShivllabhRoad,N G Park,  
Dahisar-(E),Mumbai- 400068.

**By The order of the Board of Directors****For Dhanleela Investments & Trading Co.Ltd**

Sd/-

VipulDangi

(Din:-01191514)

(Managing Director)

**STATEMENT ANNEXED TO THE NOTICE**

**(Pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act, 2013 dated 12th September, 2013)**

**Item No- 4 & 5**

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act, appointed Mr. Sarvesh (DIN: 08519809) & Mrs.Komal Goel (DIN:08519865),as an Additional Director of the company with effect from 14th August, 2019. Further, in provisions of Section 161 of the Act, Mr. Sarvesh (DIN: 08519809) & Mrs.Komal Goel (DIN:08519865) would hold the office upto the date of the ensuing Annual General Meeting.

Further, the Board of Directors of your Company after considering qualifications, experience, over-all industry exposure & responsibilities to be undertaken by Mr. Sarvesh (DIN: 08519809 ) has thought fit to appoint Mr. Sarvesh (DIN: 08519809 ) as Managing Director of the Company and who shall also assume the office of Whole Time Key Managerial personnel, for a period of three years with effect from 2019 to 2023

The terms and remuneration payable Mr. Sarvesh (DIN: 08519809 ) ,Managing Director is Rs3,00,000 per annum.

**Other Perquisites**

1. Gratuity payable in accordance with the rules of the Company or as per the Gratuity Act amended from time to time, and the value of such benefits shall not be included in the computation of the limits for the remuneration or perquisites.
2. Reimbursement of all entertainment and travelling and out of pocket expenses actually and properly incurred for the business purpose of the Company.

**Other Terms**

1. The Managing Director shall not be entitled to receive the Directors sitting fess for attending the meetings of the Board of Directors or any committee thereof as appointed by the Board or under any statute.
2. The Pecuniary relationship of the Managing Director is to the extent of the transactions being carried out with related parties in the ordinary course of business.

Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the Remuneration payable to Mr. Sarvesh (DIN: 08519809 ), Managing Director of the Company is placed before the members in the 39th Annual General Meeting of the Company for seeking approval. Your Directors recommend the Resolution at Item Nos. 4 & 5 as Ordinary Resolution for approval of members. Apart from Mr. Sarvesh (DIN: 08519809 ), Managing Director, who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, deemed to be concerned or interested in Resolution Nos. 4 & 5 of the Notice.

**Registered Office:**

Office no.13, Gr floor, Building no.02  
B-wing, ShivllabhRoad,N G Park,  
Dahisar-(E),Mumbai- 400068  
Place: Mumbai  
Date: 05<sup>th</sup> Sept, 2019

**By The order of the Board of Directors**

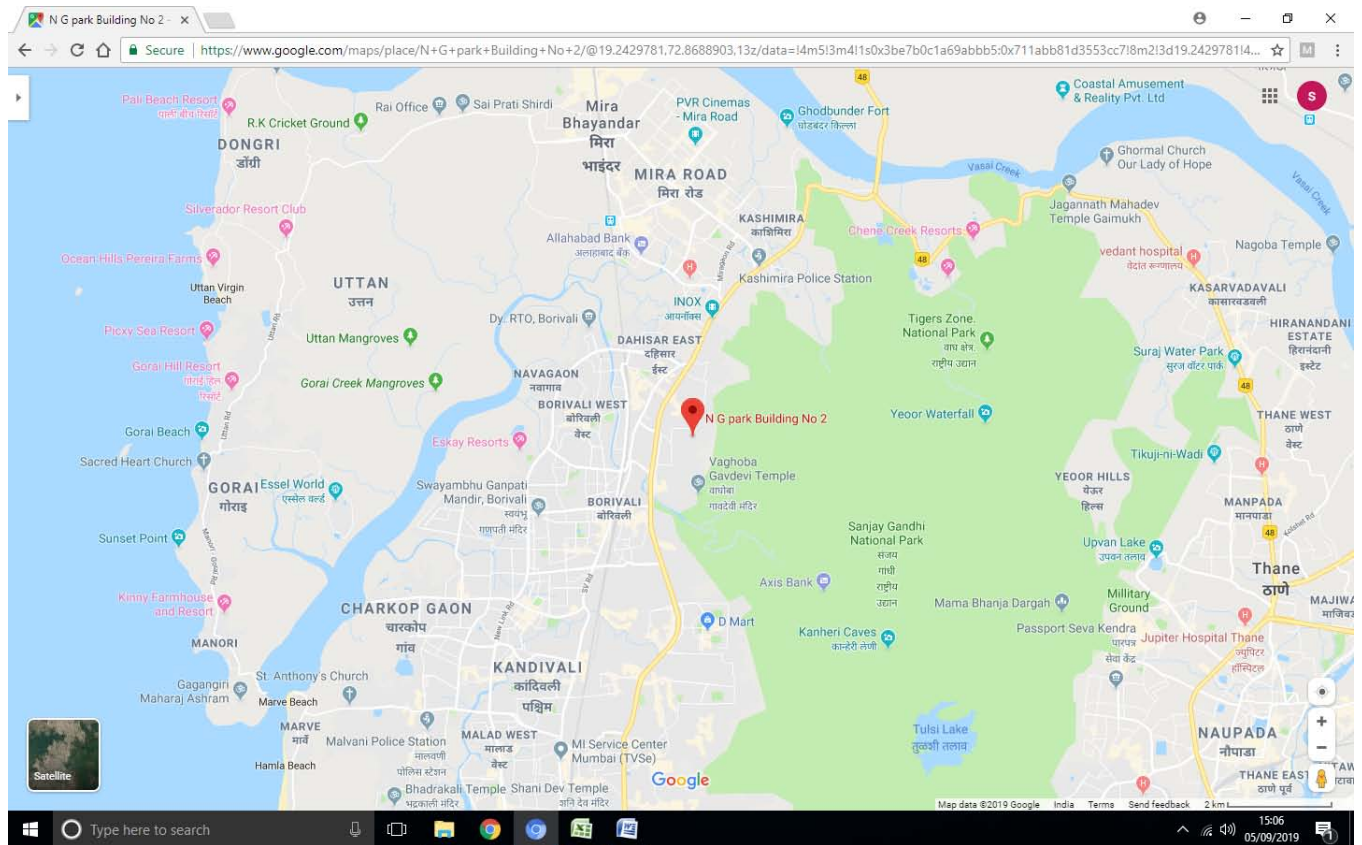
**For Dhanleela Investments & Trading Co.Ltd**

Sd/-  
VipulDangi  
(Din:- 01191514)  
(Managing Director)

**Venue of Annual General Meeting**

Office no. 13, Bldg No. 2 C,N.G. Park, S.V. Road  
 Rawalpada Dahisar,East Mumbai – 400068,Maharashtra

**Road Map to the venue of the Annual General Meeting**



**DIRECTORS' REPORT****1. INTRODUCTION**

Your Directors are elated in presenting the 39<sup>th</sup> Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2019.

**2. FINANCIAL RESULTS****(Amount in Rs)**

<b>Particulars</b>	<b>Current Financial Year (2018-2019)</b>	<b>Previous Financial Year (2017-2018)</b>
Net Profit Before Depreciation and Tax	1,44,740	3,78,273
Depreciation	NIL	NIL
Profit before Tax	1,44,740	3,78,273
Provision for Tax	66,140	97,425
Profit after Tax	78,600	2,80,848
Less:- Income Tax - Earlier Years	1000	1,499
Balance Brought forward	(17,540,860)	(17,820,209)
Balance carried to Balance Sheet	(17,46,32,60)	(17,540,860)

**3. BUSINESS OVERVIEW**

Due to adverse market situations, the Net Profit after Tax of the Company has declined from Rs. 2,80,848/- to Rs. 78,600/-.The Company's policy of management has provided cushion effect to the adversities of the market on the performance of Company. The Board of Directors look towards the future performance with a positive approach. During the year company held EGM on 19<sup>th</sup> March 2019 for Consolidate the Face Value of the Equity Shares of the Company.

**4. DIVIDEND**

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and with a view to conserve the resources, they do not recommend any dividend for the year ended 31st March, 2019.

**5. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

**6. STATUTORY AUDITORS**

At the Annual General Meeting held on September 28, 2018, M/s.Krina Vora & Associates, Chartered Accountants, (FRN: 147249W), Mumbai, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2022-23.

The report given by the auditors on the financial statement of the Company is a part of the Annual Report. There has been no qualification, reservation, adverse remarks or disclaimer given by the auditors in their report.

#### **7. SECRETARIAL AUDITORS**

Mr. Anil Jain & Associates, Chartered Accountants, have been appointed in the Board Meeting held on 05<sup>th</sup> Sept, 2019 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under Annexure IV.

#### **8. DIRECTORS**

During the year there is change in Directors Categorized in company Mr. Sarvesh (DIN: 08519809) & Mrs. Komal Goel (DIN: 08519865) appointed as Additional Director w.e.f 14<sup>th</sup> August 2019.

#### **9. DECLARATION BY THE INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **10. BOARD MEETINGS**

During the financial year under review, the Board of Directors met four Times. i.e 30<sup>th</sup> May, 2018; 04<sup>th</sup> September 2018, 11<sup>th</sup> November, 2018; 14<sup>th</sup> February, 2019, 19<sup>th</sup> March, 2019 EGM.

#### **11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

#### **12. INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

#### **13. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment. The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19. No of complaints received: Nil



No of complaints disposed off: Nil

**14. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and of its Profit for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability 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; and
- d. They have prepared the annual accounts for the year ended 31<sup>st</sup> March, 2019 on a 'going concern' basis; and
- e. They have prepared the annual accounts for the year ended 31<sup>st</sup> March, 2019 on a 'going concern' basis; and
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

**16. DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES.**

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

**17. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

**18. ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION:**

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

**19. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT**

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

**20. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

**21. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014:**

The Company has an adequate internal financial control system, commensurate with the size of its business operations.

**22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

**23. EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "MGT-9".

**24. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members; a. Mr. Manoj Shashikant Dave b. Mr. sarvesh c. Mrs. VarshaDangi The above composition of the Audit Committee consists of independent Directors viz., Mr. Manoj Shashikant Dave and Mr. Sarvesh who form the majority. The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the directors of the Company.

**25. CORPORATE GOVERNANCE:**

As per the requirement of SEBI Circular No. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 No. SEBI/LAD-NRO/GN/2015- 16/013 dated September 2, 2015, the listed companies having paid up equity share capital not exceeding Rs.10 Crores and Net Worth not exceeding Rs.25

Crores, as on the last day of the previous financial year is not required to comply with the norms of the Corporate Governance Report.:

Since, the paid up equity share capital of the company is Rs. and Net Worth not exceeding Rs. 25 Crores as on financial year ending 31st March 2019, therefore, the provisions relating to the Corporate Governance report are not applicable the company

**26. APPRECIATION AND ACKNOWLEDGEMENT**

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the Company's business.

Your directors are grateful towards all members for supporting and sustaining us during the intricate days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

**By Order of the Board of Directors  
For Dhanleela Investments And Trading Co Ltd.**

**Sd/-**

**VipulDangi  
(Managing Director)**

**Place: Mumbai**

**Date: 05<sup>th</sup> Sept 2019**



## ANNEXURE XI

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> March 2019

[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:

CIN	:	L65990MH1980PLC022268
Registration Date	:	27/02/1980
Name of the Company	:	DHANLEELA INVESTMENTS & TRADING COMPANY LIMITED
Category / Sub-Category of the Company	:	Company having Share capital
Address of the Registered office and contact details	:	Office No.13,Gr Floor,Building No.02,B-wing,NG Park,Shivlab Road, Dahisar-(E)-
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	BIGSHARE SERVICES PVT. LTD , 1 <sup>st</sup> Floor, Bharat Tin,Works Building,Opp.vasant Oasis,Makwana Road,Makwana Road,Marol, Andheri (East),Mumbai-400059. Tel no.022-62638200, Fax no. 022 – 62638299 Email:- info@bigshareonline.com Webmail:- www.bigshareonline.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale of Textiles, Fabrics, yarn, Household linen, Articles of Clothing	46411	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A
3	N.A	N.A	N.A	N.A	N.A
4	N.A	N.A	N.A	N.A	N.A
5	N.A	N.A	N.A	N.A	N.A
6	N.A	N.A	N.A	N.A	N.A

**I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):****i. Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Individual/HUF	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total(A)(1):	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(2) Foreign									
a) NRIs - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (A)(2):								N.A	N.A
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
B. Public Shareholding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(1) Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Mutual Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Insurance Companies	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
g) FIIs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
h) Foreign Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (B)(1):	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(2) Non-Institutions									
a) Bodies Corp.	13520752	N.A	13520752	28.57	13432293	N.A	13432293	28.38	N.A
i) Indian	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
ii) Overseas	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	930158	108875	1039033	2.20	N.A	N.A	N.A	N.A	N.A
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	32217009	380000	32597009	68.88	N.A	N.A	N.A	N.A	N.A
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	N.A	N.A	N.A	N.A	2021071	145125	2166196	4.57	N.A
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	N.A	N.A	N.A	N.A	31363582	300000	31663582	66.90	N.A
c) Others Clearing Members	168206	N.A	168206	0.36	62929	N.A	62929	0.13	N.A
Sub-total(B)(2):									
Total Public Shareholding (B)=(B)(1)+(B)(2)	46836125	488875	47325000	100	46879875	445125	47325000	100	N.A
C. Shares held by Custodian for GDRs & ADRs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Grand Total (A+B+C)	46836125	488875	47325000	100	46879875	445125	47325000	100	N.A

**ii. SHAREHOLDING OF PROMOTERS:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	No Promoter	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A

**iii. CHANGE IN PROMOTERS' SHAREHOLDING ( PLEASE SPECIFY, IF THERE IS NO CHANGE):**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. llotment/transfer/bonus/ sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

**iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Top 10 Shareholders				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year ( or on the date of separation, if separated during the year)	N.A	N.A	N.A	N.A

**v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				

	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

**II INDEBTEDNESS:**

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

Particulars of Remuneration	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	N.A	N.A	N.A	N.A
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A
Change in Indebtedness during the financial year	N.A	N.A	N.A	N.A
Addition/ Reduction	N.A	N.A	N.A	N.A
Indebtedness at the end of the financial year	N.A	N.A	N.A	N.A

**III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
		_____	_____	_____	_____	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
2	Stock Option/ Sweat Equity	N.A	N.A	N.A	N.A	N.A
3	Commission	N.A	N.A	N.A	N.A	N.A
4	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (A)	N.A	N.A	N.A	N.A	N.A
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Manoj Dave	Mr. Maheshkumar Sharma	_____	_____	
	1. Independent Directors	36,000/-	27,000/-	N.A	N.A	63,000/-
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A

Total (1)	N.A	N.A	N.A	N.A	N.A
Overall Ceiling as per the Act	36,000/-	27,000/-	N.A	N.A	63,000/-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Director	Company Secretary	CFO	Total
1	Gross salary	N.A	39,000	N.A	39,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A

**IV 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	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
<b>B. DIRECTORS</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. I confirm that the Company has in respect of the year ended March 31, 2019, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**By Order of the Board of Directors  
For Dhanleela Investments And Trading Co Ltd.**

**Sd/-  
VipulDangi  
(MD & CEO)  
DIN: 01191514**

**Sd/-  
Manoj Dave  
(Director)  
DIN:07376154**

**Place: Mumbai  
Date: 05th Sept, 2019**

**FORM MR-3**

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

**SECRETARIAL AUDIT REPORT  
For the year ended 31st March, 2019**

To,  
The Members,  
**Dhanleela Investments & Trading Company Limited,**  
**CIN: L65990MH1980PLC022268**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to the good corporate practices by **Dhanleela Investments & Trading Company Limited**. (hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the auditing period covering the financial year ended on **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board Process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes’ books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2019** according to the provisions of:

1. The Companies Act, 2013 and rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 and rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings;
5. The following regulations and guidelines prescribed under the Securities Exchange Board of India (SEBI) Act, 1992 (the Act):
  - a. The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b. The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - c. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(not applicable to the Company during the Audit period);**
  - e. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during the Audit period);**
  - f. The SEBI (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;

g. The SEBI (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during the Audit period);**

h. The SEBI (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during the Audit period);**

6.As identified by the management, other laws specifically applicable to the industry to the Industry to which the Company belongs and compliances of which is relied upon the Representation by the management.

- a) Water (Prevention and Control of Pollution) Act, 1974;
- b) Air (Prevention and Control of Pollution) Act, 1971;
- c) Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules 2008;
- d) Micro, Small And Medium Enterprises Development Act, 2006;
- e) The Payment of Wages Act, 1936;;
- f) Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- g) Payment of Bonus Act, 1965;
- h) Payment of Gratuity Act, 1972;
- i) The Maharashtra Industrial Development Act, 1961;
- j) Trade Marks Act, 1999;
- k) The Textiles Committee Act, 1963
- l) Negotiable Instruments Act, 1881;
- m) The Factories Act, 1948

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations:

Company has appointed Managing Director, Chief Executive Officer (CFO) and Company Secretary as Key Managerial Personnel (KMP) Under Section 203(1) of the Companies Act 2013.

We further report that

The Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 laws, rules, regulations and guidelines.



We further report that during the audit period the no specific events/actions occurred having a major bearing on the Company's affairs in pursuance of the referred laws, rules, regulations, guidelines, standards, etc.

**Date: 05<sup>th</sup> Sept 2019**  
**Place: Mumbai**

**For Charu Golash,**  
**Practicing Company Secretaries**  
**Sd/-**  
**Mr. Charu Golash**  
**Proprietor**  
**ACS No:7325**  
**CP No: 8005**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

**ANNEXURE A OF SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**Dhanleela Investments & Trading Company Limited,**  
**CIN: L65990MH1980PLC022268**

Our report of even date to be read along with this letter;

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards, is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy and effectiveness with which the management has conducted the affairs of the Company.

**Date: 05<sup>th</sup> Sept 2019**  
**Place: Mumbai**

**For Charu Golash,**  
**Practicing Company Secretaries**  
**Sd/-**  
**Mr. Charu Golash**  
**Proprietor**  
**ACS No:7325**  
**CP No: 8005**



**MANAGEMENT DISCUSSION & ANALYSIS**

Your Director are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2019 as under:

**➤ INDIAN ECONOMY & OVERVIEW:**

The Board of Directors, with their expertise in the different aspects of the industry as well as their countless experiences. Successfully implemented various expansion schemes in the past with in-house expertise. Products are well accepted in the market. With the implementation of the project, the company does optimum utilization of the facilities. Organization set-up with experienced and well-qualified employees. Strong marketing network with low selling and distribution costs..

**➤ INDUSTRY STRUCTURE:**

The future looks bright for the Indian textile and apparel industry. There are positive drivers which indicate future growth opportunities. There is plenty of cotton with a good potential for higher yield. There is the chance to produce yarn instead of exporting cotton. There is growing export as well as domestic market demand. The Government supports modernization of the industry with a particular focus on closing the gaps in the textile value chain.

**➤ BUSINESS OPERATIONS:**

The Company is engaged in the business of Trading of Textiles and Shares. The operational performance of the Company during the year was satisfactory looking to the weak market scenario, high input cost, lack of demand by consumers due to high inflation rate, steep competition in profit margin. We identify trends and focus on fundamental quality growth companies for investments. We believe this approach to investing is paramount to long term wealth creation.

**➤ OUT LOOK**

The Company has high hope regarding boom in textile and trading industry which will help your Company to flourish and yield good returns to investors and shareholders. Keeping the same in view the Company is planning to expand the present line of business.

**➤ CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY**

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

**➤ OPPORTUNITIES:**

The future looks bright for the Indian textile industry. There are positive drivers which indicate future growth opportunities. There is growing export as well as domestic market demand. The Government supports modernization of the industry with a particular focus on closing the gaps in the textile value chain.

**➤ THREATS:**

Continuation of recessive trends for an extended period will cast its long shadow on textiles industry. Old Machinery in textile industry led to low productivity and inferior quality. Cheap imports from emerging / developing countries like China, Vietnam, Sri Lanka and Indonesia. Labour productivity in India is extremely low as compared to some of the advanced countries.

**➤ INTERNAL CONTROL SYSTEM:**

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilization.

**➤ HUMAN RESOURCES:**

Organizations that invest in human capital invest in the future. The Company at present doesn't have any employee except the executive Directors putting their efforts for the Company but with the increased operations, Company is looking forward for more and more investment in Human Resources in the coming years.

**➤ CAUTIONARY STATEMENT**

The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the government regulations, tax regimes, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**On behalf of the Board of Directors  
For Dhanleela Investments And Trading Co Ltd.**

**Sd/-**

**VipulDangi  
(Managing Director)**

**Place: Mumbai**

**Date: 05<sup>th</sup> Sept 2019**

**CERTIFICATION BY CEO/CFO UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Board of Directors,

**Dhanleela Investments And Trading Company Limited**

- (a) We have received the financial statements and the Cash Flow statement of **Dhanleela Investments And Trading Co Ltd** for the year ended March 31, 2019 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and Regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, Deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee.
- iii. Significant changes in internal control over financial reporting during the year;
  - iv. Significant changes in accounting policies made during the year and the same have disclosed in the notes to the financial statements; and
  - v. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: May 30, 2019  
Place: Mumbai

**Chief Executive Officer**  
Varsha Dangi

**INDEPENDENT AUDITOR'S REPORT****To,  
The Members Of Dhanleela Investments and Trading Company Limited  
Report on the Financial Statements**

We have audited the accompanying financial statements of Dhanleela Investments and Trading Company Limited ("the Company"), which comprise the Balance Sheet as at 31/03/2019, the Statement of Profit and Loss, 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 stated 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 and financial performance 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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.

**Auditor's 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at 31/03/2019, and its Profit and its 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 the section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report 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.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statements dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid 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 as on 31/03/2019 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (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 Company did not have any pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Krina Vora & Associates.  
Chartered Accountants  
Firm No.147249W  
Sd/-  
Krina Vora  
Proprietor  
Membership No.15038**

**Place: Mumbai.  
Date:30<sup>th</sup> May 2019**

**Annexure “A” to the Independent Auditors' Report**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (1) The company does not have any fixed assets. Consequently, the provisions of clauses 3 (i) (a), (b) & (c) are not applicable to the company.
- (2) (a) Physical verification of inventory has been conducted at reasonable intervals by the management.  
  
(b) Procedures for physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business. There are no inadequacies in such procedures that should be reported.  
  
(c) Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (5) The Company has not accepted any deposits from the public.
- (6) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (l) of section 148 of the Companies Act.
- (7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is not required to deposit undisputed statutory dues including Provident Fund, Employees State Insurance, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues except Income-Tax with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.

(b) According to records of the Company examined by us there are no dues of Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute. The particulars of dues of Income Tax as at 31st March, 2019, which have not been deposited on account of any dispute, are as follows.

<b>Nature of the Statute</b>	<b>Nature of Dues</b>	<b>Amount (Rs.)</b>	<b>Period to which Amount relates</b>	<b>Forum where dispute is pending</b>
The Income Tax Act, 1961	Income Tax Dues	1,70,405	A. Y. 1997-1998	The Commissioner of Income Tax (Appeals)

- (8) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (9) 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.
- (10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (12) 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.
- (13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.



- (14)** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (15)** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (16)** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For Krina Vora & Associates.  
Chartered Accountants  
Firm No.147249W  
Sd/-  
Krina Vora  
Proprietor  
Membership No.15038**

**Place: Mumbai.  
Date:30<sup>th</sup> May 2019**

**Annexure B to the Independent Auditor's Report of even date on the Financial Statements of Dhanleela Investments & Trading Company Limited.****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Dhanleela Investments & Trading Company Limited

We have audited the internal financial controls over financial reporting of Dhanleela Investments & Trading Company Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the 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 the 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.

**Auditor's 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 as specified 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 internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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.

**Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of the Company, which comprise the Balance Sheet as at March 31, 2018, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated May 30, 2018 expressed an unqualified opinion thereon.

**For M/S Krina Vora & Associates****Chartered Accountants****FRN: 147249W****Sd/-****Krina Vora****Proprietor****Membership No. 150358****Date: 30<sup>th</sup> May 2019****Place:- Mumbai**

## Balance Sheet as at 31st March 2019

Particulars	Note No.	As at	
		31st March 2019 Rupees	31st March 2018 Rupees
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	9,46,50,000	9,46,50,000
(b) Reserves and Surplus	2	<u>4,22,56,740</u>	<u>4,21,79,140</u>
		13,69,06,740	13,68,29,140
<b>(2) Current Liabilities</b>			
(a) Trade payables	3	1,70,00,000	7,32,23,124
(b) Other current liabilities	4	6,17,82,978	1,71,86,767
(c) Short-term provisions	5	<u>73,440</u>	<u>97,425</u>
		7,88,56,418	9,05,07,316
<b>TOTAL</b>		<b><u>21,57,63,158</u></b>	<b><u>22,73,36,456</u></b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Non-current investments	6	3,77,131	3,77,131
(b) Long term loans and advances	7	<u>-</u>	<u>5,00,000</u>
		3,77,131	8,77,131
<b>(2) Current assets</b>			
(a) Inventories	8	20,49,58,703	20,49,58,703
(b) Cash and cash equivalents	9	1,80,022	6,27,995
(c) Short-term loans and advances	10	99,97,944	2,03,15,256
(d) Other current assets	11	<u>2,49,358</u>	<u>5,57,371</u>
		21,53,86,027	22,64,59,325
<b>TOTAL</b>		<b><u>21,57,63,158</u></b>	<b><u>22,73,36,456</u></b>
Significant Accounting Policies	19		
Notes on Financial Statements	1 to 26		
The accompanying notes are integral part of the financial statements			
In accordance with our report attached			

**For KRINA VORA & ASSOCIATES**

Chartered Accountants

FRN: 127249W

Sd/-

**Krina Vora**

Proprietor

Membership No. 150358

Place : Mumbai

Date : 30/05/2019

For and on behalf of the Board of

**Dhanleela Investments and Trading Company Limited**

Sd/-

**Vipul Dangi**

Managing Director

DIN: 01191514

sd/-

**Manoj Dave**

Director

DIN: 07376154

*Profit and Loss statement for the year ended 31st March, 2019*

Particulars	Note No.	For The year Ended	For The year Ended
		31st March, 2019 Rupees	31st March, 2018 Rupees
<b>I. Revenue from operations</b>	12	-	-
<b>II. Other Income</b>	13	14,90,325	24,20,775
<b>III. Total Revenue ( I +II )</b>		<b>14,90,325</b>	<b>24,20,775</b>
<b>IV. Expenses:</b>			
(a) Purchase of Stock-in-Trade	14	-	-
(b) Changes in inventories	15	-	-
(c) Employee benefit expenses	16	3,36,072	8,01,253
(d) Other expenses	17	10,09,513	12,41,249
<b>Total Expenses</b>		<b>13,45,585</b>	<b>20,42,502</b>
<b>V. Profit/(Loss) before tax (III - IV)</b>		<b>1,44,740</b>	<b>3,78,273</b>
<b>VI. Tax expense:</b>			
(i) Current tax		66,140	97,425
<b>VII. Profit/(Loss) for the period (V - VI)</b>		<b>78,600</b>	<b>2,80,848</b>
<b>VIII. Earnings/(Loss) per equity share</b>			
- Basic and Diluted	18	<b>0.00</b>	<b>0.01</b>
Significant Accounting Policies	19		
Notes on Financial Statements	1 to 26		
The accompanying notes are integral part of the financial statements			

In accordance with our report attached

**For KRINA VORA & ASSOCIATES**

Chartered Accountants

Sd/-

**Krina Vora**

Proprietor

Membership No. 150358

**Place : Mumbai****Date : 30/05/2019**

For and on behalf of the Board of

**Dhanleela Investments and Trading Company Limited**

Sd/-

Sd/-

**Vipul Dangi****Manoj Dave**

Managing Director

Director

DIN: 01191514

DIN: 07376154



*Notes on Financial Statements***Note 1 : Share Capital**

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of shares	Rupees	No. of shares	Rupees
<b>Authorized:</b>				
Equity Shares of Rs. 2/- each (Rs. 2/- each)	5,00,00,000	10,00,00,000	5,00,00,000	10,00,00,000
	<b>5,00,00,000</b>	<b>10,00,00,000</b>	<b>5,00,00,000</b>	<b>10,00,00,000</b>
<b>Issued, subscribed and fully paid up:</b>				
Equity Shares of Rs. 2/- each (Rs. 2/- each)	4,73,25,000	9,46,50,000	4,73,25,000	9,46,50,000
	<b>4,73,25,000</b>	<b>9,46,50,000</b>	<b>4,73,25,000</b>	<b>9,46,50,000</b>

**Rights & restriction attached to equity shareholders**

The Company has only one class of equity shares having a face value of Rs. 2/- each ( Previous year Rs.2/- ) . In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**Reconciliation of the number of Shares outstanding at the beginning and at the end of the reporting period****Equity Shares Outstanding**

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of shares	Value of Shares	No. of shares	Value of Shares
Number of equity shares at the beginning of the year	4,73,25,000	9,46,50,000	4,73,25,000	9,46,50,000
Number of additional equity shares issued & subscribed during the year	-	-	-	-
Number of additional equity shares issued by way of bonus during the year	-	-	-	-
<b>Number of equity shares outstanding at the end of the year</b>	<b>4,73,25,000</b>	<b>9,46,50,000</b>	<b>4,73,25,000</b>	<b>9,46,50,000</b>

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :**

Name of Shareholders	As at 31st March 2019		As at 31st March 2018	
	No. of shares	% of Holdings	No. of shares	% of Holdings
a) Brij Bhushan Singal	2375000	5.02	2375000	5.02
b) Ritu Singal	2375000	5.02	2375000	5.02
c) Neeraj Singal	2375000	5.02	2375000	5.02

**Note 2 : Reserves and Surplus**

Particulars	As at 31st March,2019		As at 31st March,2018	
	Rupees		Rupees	
<b>Security Premium</b>				
Opening Balance		5,97,20,000		5,97,20,000
Add : Addition during the year		-		-
<b>Closing Balance</b>		<b>5,97,20,000</b>		<b>5,97,20,000</b>
<b>Profit &amp; Loss Account :</b>				
Opening Balance		(1,75,40,860)		(1,78,20,209)
Add : Profit for the Year		78,600		2,80,848
Less: Excess / (Short) Provision of Income Tax		1,000		1,499
<b>Closing Balance</b>		<b>(1,74,63,260)</b>		<b>(1,75,40,860)</b>
<b>Total</b>		<b>4,22,56,740</b>		<b>4,21,79,140</b>

**Note 3 : Trade payables**

Particulars	As at 31st March,2019		As at 31st March,2018	
	Rupees		Rupees	
Due to Others				4,82,23,124
Advances Received		1,70,00,000		2,50,00,000
<b>Total</b>		<b>1,70,00,000</b>		<b>7,32,23,124</b>

**Note 4 : Other current liabilities**

Particulars	As at 31st March,2019		As at 31st March,2018	
	Rupees		Rupees	
Sundry Creditors for Expenses		1,94,787		3,06,304
Duties & Taxes Payable		3,300		18,696
Due to Others		6,15,84,891		1,68,61,767
<b>Total</b>		<b>6,17,82,978</b>		<b>1,71,86,767</b>

<b>Note 5 : Short-term provisions</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
Employees Benfits Payables	-	-	
Provision For Income Tax	73,440	97,425	
<b>Total</b>	<b>73,440</b>	<b>97,425</b>	
<b>Note 6 : Non-current investments</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
<b>Investments in Equity Instruments:</b>			
Quoted Investments	2,93,206	2,93,206	
Unquoted Investments	83,925	83,925	
<b>Total</b>	<b>3,77,131</b>	<b>3,77,131</b>	
Aggregate amount of quoted investments	2,93,206	2,93,206	
Aggregate market value of quoted investments	47,21,609	47,21,609	
Aggregate amount of unquoted investments	83,925	83,925	
<b>Note 7 : Long term loans and advances</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
Loans and advances to others ( Unsecured )	-	5,00,000	
<b>Total</b>	<b>-</b>	<b>5,00,000</b>	
<b>Note 8 : Inventories</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
Shares *	20,49,58,703	20,49,58,703	
<b>Total</b>	<b>20,49,58,703</b>	<b>20,49,58,703</b>	
* Valued at cost			
<b>Note 9 : Cash and cash equivalents</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
Cash in hand	96,106	2,99,505	
Balance with Banks			
- in Current Account	83,916	3,28,490	
<b>Total</b>	<b>1,80,022</b>	<b>6,27,995</b>	
<b>Note 10 : Short-term loans and advances</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
Loans and advances to others ( Unsecured )	99,97,944	2,03,15,256	
<b>Total</b>	<b>99,97,944</b>	<b>2,03,15,256</b>	
<b>Note 11 : Other current assets</b>			
Particulars	As at 31st March,2019	As at 31st March,2018	
	Rupees	Rupees	
Balances with Tax Authorities	2,09,358	1,90,986	
Interest Receivable	-	3,26,385	
Security Deposit	40,000	40,000	
<b>Total</b>	<b>2,49,358</b>	<b>5,57,371</b>	

Note 12 : Revenue from operations			
Particulars		For The Year Ended 31st March, 2019 Rupees	For The Year Ended 31st March, 2018 Rupees
<b>Operating Revenue</b>			
Sales		-	-
<b>Total</b>		<b>-</b>	<b>-</b>
Note 13 : Other Income			
Particulars		For The Year Ended 31st March, 2019 Rupees	For The Year Ended 31st March, 2018 Rupees
Interest Income		14,90,325	24,20,775
Dividend Received		-	-
Other Income		-	-
<b>Total</b>		<b>14,90,325</b>	<b>24,20,775</b>
Note 14 : Purchase of Stock-in-Trade			
Particulars		For The Year Ended 31st March, 2019 Rupees	For The Year Ended 31st March, 2018 Rupees
Purchases		-	-
<b>Total</b>		<b>-</b>	<b>-</b>
Note 15 : Changes in inventories			
Particulars		For The Year Ended 31st March, 2019 Rupees	For The Year Ended 31st March, 2018 Rupees
Inventories at the end of the year		20,49,58,703	20,49,58,703
Inventories at the beginning of the year		20,49,58,703	20,49,58,703
<b>Net (increase) / decrease</b>		<b>-</b>	<b>-</b>
Note 16 : Employee benefit expenses			
Particulars		For The Year Ended 31st March, 2019 Rupees	For The Year Ended 31st March, 2018 Rupees
Salary & Bonus		3,01,274	5,38,036
Staffwelfare Expenses		16,798	65,217
Directors Remuneration		18,000	1,98,000
<b>Total</b>		<b>3,36,072</b>	<b>8,01,253</b>
Note 17 : Other expenses			
Particulars		For The Year Ended 31st March, 2019 Rupees	For The Year Ended 31st March, 2018 Rupees
Office Rent		85,800	84,650
Office & Meeting Expenses		1,16,760	1,01,396
Printing & Stationery		69,934	35,971
Telephone Expenses		11,109	29,197
Advertisement Expenses			5,000
Electricity Expenses		4,610	4,370
Conveyance Expenses		32,868	78,863
Travelling Expenses		24,310	46,190
Postage & Courier Expenses		578	9,241
Depository Expenses		60,850	57,651
Stock Exchange Fees		2,95,000	2,87,500
ROC Fees		29,300	3,000
Director Sitting Fees		45,000	72,000
Legal & Professional Expenses		1,90,903	3,88,140
Service Tax & GST		12,330	18,000
Interest on TDS		60	80
Interest on NSDL fees		601	-
<b>Auditors Remuneration :</b>			
Audit Fees		29,500	20,000
<b>Total</b>		<b>10,09,513</b>	<b>12,41,249</b>



Note 18 : Earnings per Shares		For The Year Ended	For The Year Ended
Particulars		31st March, 2019	31st March, 2018
		Rupees	Rupees
a.	Profit/(Loss) for the period	78,600	2,80,848
b.	Weighted Average number of equity shares for Basic & Diluted EPS ( Numbers)	4,73,25,000	4,73,25,000
	Nominal value of each equity share	2	2
c.	Basic and Diluted EPS	<u>0.00</u>	<u>0.01</u>

## 19: Significant Accounting Policies:

### a. Corporate Information:

Dhanleela Investments & Trading Company Limited is public limited listed company. The Company is engaged in the business of Trading of textile and investments.

### b. Basis of preparation of Financial Statements:

- i. The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 2013. Accounting Standards (AS) referred to in the notes are as issued by the Institute of Chartered Accountants of India.
- ii. Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.
- iii. The preparation of financial statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

### c. Investments:

Investments are long term in the nature and stated at cost.

### d. Revenue Recognition:

For dealing in Shares & Securities in cash market segment the same are accounted for on the basis of bill dates received from the brokers.

### e. Inventories:

Inventories of securities are stated at cost & inventories of fabric are stated at cost or net realisable value whichever is lower.

### f. Taxes on Income:

Provision for tax is made on the basis of the estimated taxable income as per the provisions of the Income Tax Act, 1961 and the relevant Finance Act, after taking into consideration judicial pronouncements and opinions of the Company's tax advisors.

### g. Earnings per Share:

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of shares which could have been issued on the conversion of all dilutive potential equity shares.

**NOTE 20: Provisions, Contingent Liabilities & Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Following dispute with income tax department not provided in financial statements:

<b>Nature of the Statute</b>	<b>Nature of Dues</b>	<b>Amount (Rs.)</b>	<b>Period to which Amount relates</b>
The Income Tax Act, 1961	Income Tax Dues	1,70,405	A. Y. 1997-1998

**NOTE 21:** In the opinion of the Board, the Current Assets Loans and Advances are not less than the values stated if realized in the ordinary course of business. The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

**NOTE 22:** The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the yearend together with the interest paid/payable as required under the said Act have not been given.

**NOTE 23: Disclosures under accounting standards:**

**a. Segment Reporting (AS-17):**

The Company operates in the business of Trading and investments .It operates only in Domestic Market, hence there is no business / geographical segments to be reported as required under Accounting Standard (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India.

**b. Related Party Disclosure (AS-18):**

Related Party Disclosure under AS-18 issued by the Institute of Chartered Accounts of India. The Management has informed that all the transactions entered during the previous year with various parties do not fall within the purview of the Accounting standard 18 "Related Party Transaction" issued by the Institute of Chartered

Accountants of India. The related parties of the company at March 31, 2019 are as follows:

**i. Directors & Key management personnel :**

- VipulDangi – Managing Director
- VarshaDangi – Director
- ManojShashikant Dave –Director
- MaheshkumarMannalal Sharma–Director

**c. Summary of significant related party transactions**

The nature and volume of transaction of the company during the year with the above parties were as follows:

Name of the related party	Nature of Payment	March 31,2019	March 31,2018
Mr.Vipul Dangi	Managerial Remuneration	N.A	Rs. 1,98,000/-
Mr.Manoj Dave	Director Sitting Fees	Rs. 36,000/-	Rs. 36,000/-
Mr.Maheshkumar Sharma	Director Sitting Fees	Rs.27,000/-	Rs.36000/-

**NOTE 24:** The balances of Current assets, Current liabilities including Sundry Debtors, Sundry Creditors, Loans & advances & Unsecured Loan are subject to confirmation.

**NOTE 25:** Figures have been rounded off to the nearest rupee.

**NOTE 26:** Comparative Figures Previous year's figures have been regrouped & rearranged wherever necessary to correspond with the current period's classification/disclosures.

**For Krina Vora & Associates  
Chartered Accountants  
FRN No.147249W**

**Sd/-**

**Kirna Vora**

**Proprietor**

**Mem. No. 150358**

**Place: Mumbai**

**Dated: 30<sup>th</sup> May 2019**

**For & on behalf of the Board of Directors of  
Dhanleela Investments and Trading Company Limited**

**Sd/-**

**VipulDangi**

**Managing Director**

**DIN: 01191514**

**Sd/-**

**Manoj Dave**

**Director**

**DIN: 07376154**

**This page is intentionally left blank**

**DHANLEELA INVESTMENTS & TRADING COMPANY LTD**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]

Reg.FolioNO_____	Name of Shareholder_____
D.P.I.D*_____	Client ID*_____
Email ID: _____	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....Address:.....,E-mail Id:.....,Signature:....., or failing him

2. Name: .....Address:.....,E-mail Id:.....,Signature:....., or failing him

3. Name: .....Address:.....,E-mail Id:.....,Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September 2019 At 12.30 p.m. at Office No.13 N G Park, Bldg No. 2, B Wing, Shiv Vallabh Rd, Rawalpada, Dahisar (East) Mumbai-400068.and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Item No.	Resolution	For	Against
1.	Adoption of Balance Sheet as at March 31, 2019, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.		
2.	Re-Appointment of Mr. Sarvesh (DIN:08519809, as Managing Director liable to retire by rotation.		
3.	Re-Appointment of M/s.Krina Vora & Associates Chartered Accountants, as Auditors of the Company.		

Signed this..... day of..... 2019

Signature of the shareholder \_\_\_\_\_

[Signature of Proxy] \_\_\_\_\_

Affix  
Re. 1/-  
Revenue

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

**Annual General Meeting**

Reg.FolioNO _____	Name of Shareholder _____
D.P.I.D* _____	Client ID* _____
Email ID: _____	

I/We hereby record my/our presence at the Annual General Meeting of the company being held on 30<sup>th</sup> September, 2019 at. Office No.13 N G Park, Bldg No. 2, B Wing, Shiv Vallabh Rd, Rawalpada, Dahisar (East) Mumbai -400068 At 12.30 P.M.

Signature of the shareholder(s), / Proxy/

Representative \_\_\_\_\_

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.

**BOOK- POST**

If undelivered please return to:

**DHANLEELA INVESTMENTS& TRADING COMPANY LIMITED.**

Reg.Off:-

Office no.13, Ground floor, Building no.02, B-wing,  
ShivlabhRoad,N G Park, Dahisar-(E),Mumbai- 400068.