

**KALYANI COMMERCIALS
LIMITED**

Annual Report 2015-16

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COMPANY INFORMATION

- **BOARD OF DIRECTORS:** Mr. Shankar Lal Aggarwal
Mr. Sourabh Agarwal
Mr. Alok Kumar Gupta
Mr. Nitesh Gupta
Mrs. Manushree Agarwal
Mr. Mukesh Joshi
- **BANKERS:** HDFC Bank Limited
Axis Bank Limited
Indusind Bank Limited
State Bank of India
ICICI Bank Limited
Bank of Baroda
- **STATUTORY AUDITORS:** M/s M.C. Bhandari & Co.
Chartered Accountants
38, Shopping Centre, Jhalwar Road,
Kota 324 007
- **REGISTERED OFFICE:** BG-223, Sanjay Gandhi Transport
Nagar GT Karnal Road, Delhi-110 042
- **REGISTRAR & SHARES TRANSFER AGENT:** Skyline Financial Services Pvt. Ltd.
D -153 A, 1st Floor, Okhla Industrial
Area, Phase-I, New Delhi-110 020
Contact No.: 011-64732681-88
- **ISIN NO.:** INE610E01010
- **COMPANY WEBSITE:** www.kalyanicommercialsLtd.com
- **EMAIL:** kalyanicommercialslimited@gmail.com

NOTICE

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of Kalyani Commercials Limited will be held on Wednesday, 7th September, 2016 at 11:00 a.m. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. Sourabh Agarwal(DIN:02168346), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. Ratification of Appointment of M/s. M.C. Bhandari & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business

4. CONTRIBUTION TO CHARITABLE INSTITUTION AND FUNDS

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

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and

other provisions, if any, of the Companies Act, 2013 or rules made there-under, subject to the consent of the members of the Company, the approval of board members be and is hereby accorded to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, relating/ not relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, up to an amount not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs Only) during any Financial Year of the Company” notwithstanding the fact that said amount may exceed 5% of the Company’s average net profit for the three immediately preceding financial years.

By the order of the Board
For Kalyani Commercials Limited

Sd/-
Shankar Lal Aggarwal
(Managing Director)
DIN: 01341113

Date: 08.08.2016
Place: New Delhi

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto..
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of meeting is enclosed.
4. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.

6. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from September 5, 2016 to September 7, 2016 (both days inclusive) for the purpose of Annual General Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Skyline Financial Services Pvt Limited.
8. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.
9. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
11. The ISIN of the Equity Shares of Rs.10/- each is INE610E01010.
12. Electronic copy of the notice of the Annual General Meeting and Annual Report 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2015-16 is being sent in the permitted mode.
13. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.

14. Members are requested to notify change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
15. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
16. For security reasons, no article/baggage will be allowed at the venue of the meeting.
17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
18. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
19. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 1st September, 2016, then the member may obtain Login ID and other e-Voting related details from the Company.
20. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No. 4

CONTRIBUTION TO CHARITABLE INSTITUTION AND FUNDS

As per the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of a Public Company shall not, except with the consent

of the members in general meeting, contribute, after the commencement of the Act, to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed five per cent, of its average net profit for the three immediately preceding financial years.

As the Company wants to make the contribution of more than five per cent, of its average net profit, approval of the shareholders pursuant to Section 181 of the Companies Act, 2013 is required to make such donation as proposed in the resolutions.

Accordingly, the ordinary resolution as set out in the notice is being put for approval of the shareholder.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution. The Board of Directors recommends the resolution for your approval.

Additional information in respect of directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Mr. Sourabh Agarwal

Brief Profile:

Mr. Sourabh Agarwal is Chief Financial Officer & Whole Time Director of Kalyani Commercials Limited.

He joined the Company in the year 2011 and has versatile experience of over 9 years. He is a Post-Graduate in the field of Business Administration. He is a man with great vision supported by strong determination and zeal for identifying potential projects. He has exposure of varied activities in Financial Management and Corporate Laws. He has a very good exposure of running financial businesses.

Disclosure of relationship:

Mr. Sourabh Agarwal is son of Mr. Shankar Lal Agarwal.

Name	Sourabh Agarwal
Age	34 Years
Names of the Listed Companies in which the person also holds Directorship and Membership of Committees of the Board	NIL
Shareholding in the Company	28,400 shares

E-voting Instructions:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Kalyani Commercials Limited (“the Company”) is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Wednesday, the 7th September, 2016 at 11:00 A.M.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The e-Voting facility will be available during the following voting period:

- Commencement of e-Voting: 4th September, 2016 at 9:00 A.M.
- End of e-Voting: 6th September, 2016 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 1st September, 2016.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 8th August, 2016 for the Annual General Meeting scheduled to be held on 7th September, 2016. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 4th September, 2016 (9:00 am) and ends on 6th September, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as

password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Kalyani Commercials Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to jacs.sharma@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st September, 2016.
 - v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Kalyanicommercialslimited@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the

depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

viii. Ms. Jayanti Sharma (Membership No. 22180) on behalf of M/s. Grover Ahuja & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

ix. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

x. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

By the order of the Board
For Kalyani Commercials Limited

Date: 08.08.2016
Place: New Delhi

Sd/-
Shankar Lal Aggarwal
(Managing Director)
DIN: 01341113

DIRECTORS' REPORT

The Members

Kalyani Commercials Limited,

The Board of Directors hereby presents its 31st Directors' Report on business and operations of the Company, along with Audited Financial Statements for the financial year ended 31st March, 2016.

1. BACKGROUND

The Company is a Non Deposit Accepting Non Banking Finance Company ("NBFC"), holding a Certificate of Registration (14.00928) from the Reserve Bank of India ("RBI").

2. STATE OF COMPANY'S AFFAIR

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to enhance quality and customer service and to reduce costs. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenues. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence and cost cutting initiatives.

3. FINANCIAL HIGHLIGHTS

During the year under review, the revenue reported was Rs. 536.23 Crores as compared to Rs. 319.39 Crores in previous year; the ultimate increase in revenue of 67.89%. Profit before tax for the current year is Rs. 0.91 Crores as compared to Rs. 0.68 Crores in previous year the ultimate change in PBT of 33.82%. Profit after tax for the current year is Rs 0.62 Crores as compared to Rs. 0.48 Crore in the previous year, the ultimate change in PAT of 29.16%.

4. SUMMARY OF FINANCIAL RESULTS

The Company's financial results are as under:

Particulars	(Rs. In crores)	
	For the year ended	
	31 st March, 2016	31 st March, 2015
Total Revenue (I)	536.23	319.39
Total Expenses (II)	535.32	318.70
Profit Before Tax & Extraordinary Item	0.91	0.68

Tax Expenses		
- Current Tax	0.30	0.28
- Deferred Tax Liability(Net)	(0.02)	(0.09)
- Income Tax Earlier Year	0.006	0.009
Profit After Tax	0.62	0.48
Profit/(Loss) transferred to Balance Sheet	0.62	0.48
Earning Per Share	6.21	4.83

5. RESERVE FUND

The Board has transferred profit after tax of Rs. 0.62 crore to Reserves for the financial year ended as on 31st March, 2016 as compared to Rs. 0.48 crore in previous year.

6. APPOINTMENT OF REGISTRAR AND SHARE TRANSFER AGENT

Pursuant to provisions of Regulation 7 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 the Company has appointed Skyline Financial Services Pvt. Ltd. as the Registrar & Share Transfer Agent of the Company in place of Link In Time India Private Limited to carry out the activities of registry and transfer of Equity Shares of the Company w.e.f. 27th January, 2016.

7. APPLICATION FOR DIRECT LISTING AT NATIONAL STOCK EXCHANGE

During the Year the Company has applied for Direct Listing of its 10,00,000 equity shares of Rs. 10 each to National Stock Exchange (NSE) on 10th March 2016. The application is under process.

The Company foresees to get the Listing Approval from the exchange in near future.

8. DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended 31st March, 2016.

9. BUSINESS RISK MANAGEMENT

Risk Management is an integral part of the Company's business strategy. The Risk Management oversight structure includes Committees of the Board and Senior Management Committees. The Audit Committee of the Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Audit Committee nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head-Risk, to ensure Integrated Risk Management for various Risks.

10. INTERNAL CONTROL SYSTEMS

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

Further, pursuant to Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, Internal Auditor of the Company, Ms. Pratibha Jain of M/s. R.L. Vijayveerghiya & Co., Chartered Accountants, is performing all the duties as required to be performed by Internal Auditor under the Companies Act, 2013 and submit its report to Audit Committee of the Board from time to time.

11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013, every listed Company shall establish a Whistle Blower policy/Vigil Mechanism for the Directors and Employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. To review the matters relating to fraud risk, including corrective and remedial actions as regards people and processes, the Company has formed a vigil mechanism policy which is in direct control of the Audit Committee of the Company.

12. HUMAN RESOURCES

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

13. DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

14. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE YEAR

During the Year under review, the following changes occurred in the position of Directors/KMPs of the Company.

LIST OF DIRECTORS AS ON 31ST MARCH, 2016:

S. No.	Name	Designation	Date of Appointment	Change
1.	Shankar Lal Agarwal	Managing Director	13-Sep-01	-
2.	Sourabh Agarwal	Whole-time Director	29-Aug-11	Proposed to be re-appointed as Executive Director retire by rotation in the ensuing AGM
3.	Manushree Agarwal	Director	18-Jun-13	-
4.	Nitesh Gupta	Director	29-Aug-11	-
5.	Alok Kumar Gupta	Director	29-Sep-08	-
6.	Mukesh Joshi	Director	30-Sep-13	-

LIST OF KEY MANAGERIAL PERSONNEL (KMP) AS ON 31ST MARCH, 2016:

S. No.	Name	Designation	Date of Appointment	Change
1.	Shankar Lal Agarwal	Managing Director	13-Sep-01	-
2.	Sourabh Agarwal	Chief Financial Officer	31-Mar-15	-
3.	Vikramjit Singh*	Company Secretary & Compliance Officer	07-Mar-16	-

* Ms. Arti Verma resigned from the post of Company Secretary w.e.f. 07th March, 2016. The Board appreciates the efforts and works done by her during her tenure. We wish all the best for her successful career. The Company further appointed Mr. Vikramjit Singh as the Company Secretary and Compliance Officer on 07th March 2016, who currently holds the post of Company Secretary of the Company.

15. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board & its Committees, execution and performance of specific roles, duties, obligations and governance. The performance evaluation of Committees, Executive Directors, Non-Executive Directors and Independent Directors was completed. The Performance evaluation of the Chairman, Non-Executive Directors & Board as a whole was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Directors of the Company has carried their own performance evaluation too known as “Self Assessment”

16. MEETINGS HELD DURING THE F.Y. 2015-2016

The agenda and Notice of the Meetings is prepared and circulated in advance to the Directors. During the year under review, 12 (Twelve) Board Meetings, 4 (Four) Audit Committee Meetings, 4 (Four) Shareholder’s Grievance Committee Meetings, 2 (Two) Nomination and Remuneration Committee and 1 (One) Independent Directors Meeting were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

17. COMPOSITION OF COMMITTEES OF THE BOARD AS ON 31ST March 2016:

a) **AUDIT COMMITTEE:** The composition of audit committee of the Company is as follow:

S. No.	Name of Member	Designation	Category
1.	Mukesh Joshi	Chairman	Non- Executive & Independent
2.	Nitesh Gupta	Member	Non- Executive
3.	Alok Kumar Gupta	Member	Non- Executive & Independent

The Board has accepted all the recommendations proposed by audit committee during the financial year.

b) **NOMINATION AND REMUNERATION COMMITTEE:**

S. No.	Name of Member	Designation	Category
1.	Mukesh Joshi	Chairman	Non- Executive & Independent
2.	Nitesh Gupta	Member	Non- Executive
3.	Alok Kumar Gupta	Member	Non- Executive & Independent

c) **SHAREHOLDER’S GRIEVANCE COMMITTEE:**

S. No.	Name of Member	Designation	Category
1.	Alok Kumar Gupta	Chairman	Non- Executive & Independent
2.	Shankar Lal Agarwal	Member	Executive
3.	Nitesh Gupta	Member	Non-Executive

d) **FINANCE & INVESTMENT COMMITTEE:**

S. No.	Name of Member	Designation	Category
1.	Mukesh Joshi	Chairman	Non- Executive & Independent
2.	Alok Kumar Gupta	Member	Non- Executive & Independent
3.	Nitesh Gupta	Member	Non-Executive

18. PARTICULARS OF EMPLOYEES

The information as per Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under:

- (i). The ratio of remuneration of each director to the median remuneration of the employees of the employees of the Company for the financial year 2015-16:

S. No.	Directors	Ratio to median remuneration
1	Mr. Shankar Lal Agarwal	NIL
2	Mr. Sourabh Agarwal	5.82
3	Mr. Alok Kumar Gupta	NIL
4	Mr. Nitesh Gupta	NIL
5	Mrs. Manushree Agarwal	NIL
6	Mr. Mukesh Joshi	NIL

- (ii). There has been no percentage increase in the remuneration of any Director, Chief Financial Officer, Chief Executive Officer, and Company Secretary in the financial year 2015-16.

- (iii). There has been 1.9% increase in the median remuneration of employees in the financial year 2015-16.

- (iv). As of 31st March, 2016, the total no of permanent employees on the rolls of the Company: 161

- (v). Average percentage increase in salary of the Company's employees was 4%. The total remuneration to employees for the Financial Year 2015-16 was Rs. 2,06,49,378/- as compared to Rs. 2,07,17,523/- in the Financial Year 2014-15.

- (vi). The Company affirms that remuneration given is as per the remuneration policy of the Company.

However, as per the provisions of Section 136 of the Act, the Report and Accounts are being sent to all the members excluding the information on particulars of employees which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

19. DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014

No directors/employees of the Company was in receipt of amount exceeding a salary of Rs 8,50,000/- per month or Rs. 1,02,00,000/- per annum or more when employed for whole of the year, under the provisions of Rule 5 (2) & (3) of The Companies (Appointment And Remuneration) Rules, 2014.

20. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188(1)

The particulars of every contract or arrangements entered into by the Company with related parties

referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in Form No. AOC -2 ("Annexure A").

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Pursuant to Section 186(11) of the Companies Act, 2013, disclosure under Section 134(3) (g) of the Companies Act, 2013 is not applicable on the Company.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no such orders passed against the company during the year.

23. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this annual report.

24. CHANGE IN THE NATURE OF BUSINESS

There has been no change in nature of business during the financial year under review.

25. STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed there under, M/s M.C. Bhandari & Co., Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the annual general meeting (AGM) of the Company held on September 30, 2014 till the conclusion of the AGM to be held in the year 2017, subject to ratification of their appointment at every AGM. The Board of Directors has sought for ratification of appointment from the members of the Company.

26. STATUTORY AUDITORS' REPORT

The observation made by the Auditors are self – explanatory and do not require any further clarifications. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

27. SECRETARIAL AUDIT

M/s. Grover Ahuja & Associates, Practicing Company Secretary were appointed to conduct the secretarial audit of the Company for the Financial Year 2015-16, as required under Section 204 of the Companies Act, 2013 and rules made there under. The Secretarial Audit Report for the Financial Year 2015-16 forms part of the Annual Report as Annexure B to the Board's Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

28. SECRETARIAL AUDITORS' REPORT

The Secretarial Auditor remarks are self-explanatory and do not require any clarification from the Board except the following:

Remark 1: The Company did not provide E-voting facility to its members for the Extra-Ordinary General Meeting held on 1st December, 2015 which is required under Section 108 of Companies Act, 2013.

Board Clarification: The management inadvertently bypassed the required compliance. The Board assures that the Company will comply with all the rules and provisions of the Companies Act, 2013 in future.

Remark 2: The Company is not required to enter into Uniform Listing Agreement as the Securities of the Company are Listed on Delhi Stock Exchange which has been derecognized with effect from 19 November, 2014.

Board Clarification: As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity need to enter into Uniform Listing Agreement with the Recognized Stock Exchange on which shares of the Company are listed. However, Delhi Stock exchange has been de-recognised w.e.f. 19 November, 2014, due which Company is not able to execute and comply with the said requirement.

Remark 3: The Company has made delayed submission of periodic results for one quarter as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board Clarification: The management inadvertently bypassed the required compliance. The Board assures that the Company will comply with all the rules and provisions of the Companies Act, 2013 in future.

Remark 4: The Company has not obtained Statutory Auditors Certificate for Financial Year 2014-15 and not complied with the Statutory Reserve & provisioning requirements as required under para 15 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

Board Clarification: As there was no NBFI activity during the reporting period, the certificate as required under para 15 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 from statutory auditor was not obtained for the FY 2015-16. The Management is concerned about the NBFC compliances in true letter and spirit and hereby ensures that, it will comply with the required provisions as and when required from time to time.

29. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013, is included in this report as Annexure C and forms integral part of this report.

30. REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

The Board confirms that no complaints/ cases has been filed / pending with the Company under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year 2015-16.

31. DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any subsidiaries, associates and joint venture companies. Hence, the disclosure of particulars with respect to information related to performance and financial position of the Subsidiaries, joint ventures or associate Companies subject to rule 8(1) and 8(5)(iv) of Companies (Accounts) Rules, 2014 is not applicable.

32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of Companies Act, 2013.

33. CORPORATE GOVERNANCE

Disclosure related to corporate governance during the financial year under Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 of the SEBI (Listing Regulations and Disclosure Obligations Requirements) Regulations, 2015 are not applicable to the Company.

34. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of the activities carried out by the Company, Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 relating to conversation of energy and technology absorption, are not applicable to the Company. During the year under review, the Company had no earnings and expenditure in foreign exchange.

35. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3)(c) of the Companies Act, 2013 and subject to disclosures in the Annual accounts your Directors' state as under:

- a.) that in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- b.) that the directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2016 and of the profit and loss of the Company for that period;
- c.) that the directors have taken proper and sufficient care has been taken 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;
- d.) that the directors have prepared the annual accounts on a going concern basis;
- e.) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f.) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

36. ACKNOWLEDGMENT AND APPRECIATION

The Directors gratefully acknowledge all stakeholders of the Company viz. financial institutions, Government Authorities, customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees, executives, staff and workers of the Company for their unstinted commitment and continued contribution to the Company.

By the order of the Board
For Kalyani Commercials Limited

Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166,
Shalimar Bagh, New Delhi- 110088

Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088

Date: 08.08.2016
Place: New Delhi

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis- N.A.

- a) Name(s) of the related party and nature of relationship:
- b) Nature of contracts/arrangements/transactions:
- c) Duration of the contracts / arrangements/transactions:
- d) Salient terms of the contracts or arrangements or transactions including the value, if any
- e) Justification for entering into such contracts or arrangements or transactions:
- f) Date(s) of approval by the Board :
- g) Amount paid as advances, if any:
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: as table given below:

S. No.	Particulars	Details of the Parties				
a)	Name(s) of the related party and nature of relationship	Kota Trucks Private Limited	Kota Trucks Private Limited	Sourabh Agarwal	Mala Agarwal	Kalpana Agarwal
b)	Nature of contracts/arrangements/transactions	Purchases	Sales	Payment of Lease Rent	Payment of Lease Rent	Payment of Lease Rent
c)	Duration of the contracts / arrangements/transaction	1 Year	1 Year	60 Months	60 Months	1 Year
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On Purchase order Basis	On order Basis	As per the Lease agreement	As per the Lease agreement	As per the Lease agreement

e)	Date(s) of approval by the Board, if any	30 th April , 2015	30 th April , 2015	30 th May, 2014	30 th May, 2014	30 th April, 2015
f)	Amount paid as advances, if any	-	-	-	-	-

By the order of the Board
For Kalyani Commercials Limited

Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166,
Shalimar Bagh, New Delhi- 110088

Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi- 110088

Date: 08.08.2016
Place: New Delhi

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies [Appointment
and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2016

To,
The Members,
Kalyani Commercials Limited

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/S Kalyani Commercials Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the KALYANI COMMERCIALS LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 2015-16 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Kalyani Commercials Limited for the financial year ended on 2015-16 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable to the Company during Audit Period.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015 (w.e.f. 15th May, 2015);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable to the Company during Audit period

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2013; Not Applicable to the Company during Audit period
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable to the Company during Audit period
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and Not Applicable to the Company during Audit period
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable to the Company during Audit period
- (vi) Reserve Bank of India Act, 1934
- (vii) Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

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

- Secretarial Standards issued by The Institute of Company Secretaries of India [Applicable to the Company since the date of its notification i.e. 1st July, 2015

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

- A. Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made there under are as follows:
 1. The Company did not provide E-voting facility to its members for the Extra-Ordinary General Meeting held on 1st December, 2015 which is required under Section 108 of Companies Act 2013.
- B. Observation/non-compliances/ qualifications in respect of compliance with the Listing Agreement (extent to December 2015)/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 1. The Company is not required to enter into Uniform Listing Agreement as the Securities of the Company are listed on Delhi Stock Exchange which has been derecognized with effect from 19th November, 2014.
 2. The Company has made delayed submission of periodic results for one quarter as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C. Observations/ Non Compliance/ Adverse Remarks/ Qualifications under the RBI Act, 1934 and the Notifications, Directions or Circulars issued there under as applicable on the Company:

The Company has not obtained Statutory Auditors Certificate for Financial Year 2014-15 and not complied with the Statutory Reserve & provisioning requirements as required under para 15 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

I further report that

1. The Board of the Company is duly constituted with proper balance and combination of Executive Directors, Non-Executive Directors and Independent Directors.
2. Adequate notices are given to all the directors for the scheduled Board Meetings, alongwith agenda and detailed notes thereon at least seven days in advance, and a system exists for Seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

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

I further report that during the audit period

1. The Company has changed its RTA from 'Link in Time India Private Limited' to 'Skyline Financial Services Private Limited' during the year under audit period.
2. The Company has applied to the NSE vide its application dated 10th March, 2016 under Direct Listing route for listing and trading of its shares on the Exchange.

Sd/-

Jayanti Sharma
Grover Ahuja & Associates
ACS No.: 22180
CoP No.: 12794

Date: 04.08.2016

Place: New Delhi

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

To,

The Members,

Kalyani Commercials Limited

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

1. Maintenance of Secretarial record 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. I have followed the audit practices and process 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. I believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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 management. Our examination was limited to the verification of procedure on test basis.

Sd/-

Jayanti Sharma

Grover Ahuja & Associates

ACS No.: 22180

CoP No.: 12794

Date: 04.08.2016

Place: New Delhi

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

(As on financial year ended on 31.03.2016)

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i.	CIN	L51909DL1985PLC021453
ii.	Registration Date	08/07/1985
iii.	Name of the Company	Kalyani Commercials Limited
iv.	Category/Sub-category of the Company	Company having Share Capital
v.	Address of the Registered office	BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road New Delhi- 110 042
vi.	Whether listed Company	Yes
vii.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road New Delhi- 110 042

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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
i.	Vehicles and Vehicle Body	9962281	93.43%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	N.A.				

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to 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
	Dem at	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) *Individual/HUF	0	531400	531400	53.14	0	531400	531400	53.14	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
*SUB TOTAL: (A) (1)									
	0	531400	531400	53.14	0	531400	531400	53.14	0
(2) Foreign									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies	0	0	0	0	0	0	0	0	0

Corp.									
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0

*Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	531400	531400	53.14	0	531400	531400	53.14	0
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B. PUBLIC SHAREHOLDING

(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital	0	0	0	0	0	0	0	0	0

Funds									
i)Others (Individual)	0	468600	468600	46.86	0	468600	468600	46.86	0
SUB TOTAL (B)(1):	0	1000000	1000000	100	0	1000000	1000000	100	0
(2) Non Institutions									
a) Bodies corporate									
i) Indian	0	1800	1800	0.18	0	1800	1800	0.18	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i)Individual shareholders holding nominal share capital upto Rs.2 lakhs	0	453600	453600	45.36	0	453600	453600	45.36	0
ii)Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	0	0	0	0	0	0	0	0
c) Others (HUF)	0	13200	13200	1.32	0	13200	13200	1.32	0
*SUB TOTAL (B)(2):	0	468600	468600	46.86	0	468600	468600	46.86	0

*Total Public Shareholding (B)= (B)(1)+(B)(2)	0	468600	468600	46.86	0	468600	468600	46.86	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
*Grand Total (A+B+C)	0	1000000	1000000	100	0	1000000	1000000	100	0

(ii) Shareholding of promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	No of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Shankar Lal Agarwal	418000	41.80	0	418000	41.80	0	0.00
2	Mala Agarwal	45000	4.50	0	45000	4.50	0	0.00
3	Shankar Lal Agarwal (HUF)	40000	4.00	0	40000	4.00	0	0.00
4	Sourabh Agarwal	28400	2.84	0	28400	2.84	0	0.00
	Total	531400	53.14	0	531400	53.14	0	0.00

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

SI. No.		Share holding at the beginning of the Year		Cumulative Share holding 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	531400	53.14	531400	53.14
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change during the year			
	At the end of the year	531400	53.14	531400	53.14

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters Holders of GDRs & ADRs)

SI. No.		Shareholding at the beginning of the year		Shareholding at the end of 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				
1	Vidyawati Maheshwari	19200	1.92	19200	1.92
2	Tulsi Ram Maheshwari	15000	1.50	15000	1.50
3	O. P. Dudani	12300	1.23	12300	1.23
4	Gurmeet Singh	12000	1.20	12000	1.20
5	Narendra Kumar Sharma	10800	1.08	10800	1.08
6	Puja Sharma	8600	0.86	8600	0.86
7	Ghanshyam Prasad Gupta	6900	0.69	6900	0.69
8	Devindar Sharma	6500	0.65	6500	0.65
9	Amit Aggarwal	6400	0.64	6400	0.64
10	Vinod Maheshwari	6300	0.63	6300	0.63

(v) Shareholding of Director's & Key Managerial Personnel's:

SI. No.		Shareholding at the end 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
1	Shankar Lal Agarwal	418000	41.8	418000	41.8
2	Sourabh Agarwal	28400	2.84	28400	2.84

3	Mukesh Joshi	300	0.03	300	0.03
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(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits	Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount	377777500.83		11900000.00	1481427.00	391158927.83
ii) Interest due but not paid	3477841.85		93756.00	0.00	3571597.85
iii) Interest accrued but not due		0.00	0.00	0.00	0.00
Total (i+ii+iii)	381255342.7		11993756	1481427	394730525.7
Change in Indebtedness during the financial year					
Additions	10054755368.20		1764644.00	11719.00	10056531731.20
Reduction	9985850783.98		12873072.00	30000.00	9998753855.98
Net Change	68904584.22		(11108428)	(18281)	57777875.22
Indebtedness at the end of the financial year					
i) Principal Amount	446682085.05		791572.00	1463146.00	448936803.05
ii) Interest due but not paid	3499810.19		326735.00	0.00	3826545.19
iii) Interest accrued but not due		0.00	0.00	0.00	0.00
Total (i+ii+iii)	450181895.24		1118307.00	1463146.00	452763348.24

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl. No.	Name of the MD/WTD/Manager	Total Amount	
1	Gross salary	Shankar Lal Agarwal	Sourabh Agarwal
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	0	600000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	0	0
	Sweat Equity	0	0
	Commission as % of profit	0	0
	others (specify)	0	0
	Others, please specify	0	0
	Total (A)	0	600000
	Ceiling as per the Act	N.A.	8,50,000
			1,02,00,000

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
1.	Independent Directors	N.A.				0
	(a) Fee for attending board committee meetings	0				0
	(b) Commission	0				0
	(c) Others, please specify	0				0
	Total (1)	0				0
2.	Other Non Executive Directors	Manushree Agarwal	Mukesh Joshi	Nitesh Gupta	Alok Kumar Gupta	0
	(a) Fee for attending board committee meetings	0	0	0	0	0
	(b) Commission	0	0	0	0	0
	(c) Others please specify.	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act.	0	0	0	0	0

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total	
		CEO	Company Secretary			CFO
			Aarti Verma	Vikramjit Singh		
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	101110	17032	0	118142
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission as % of profit others, specify	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total	0	101110	17032.00	0	118142

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	No Penalties, Punishments or Compounding of Offences				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	No Penalties, Punishments or Compounding of Offences				
Punishment					
Compounding					

C. OTHER OFFICERS IN DEFAULT	
Penalty	No Penalties, Punishments or Compounding of Offences
Punishment	
Compounding	

By the order of the Board
For Kalyani Commercials Limited

Sd/-
Sourabh Agarwal
(Whole Time Director)
DIN: 02168346
Address: AE- 166, Shalimar Bagh
New Delhi- 110088

Sd/-
Shankar Lal Agarwal
(Managing Director)
DIN: 01341113
Address: AE-166, Shalimar Bagh,
New Delhi-110088

Date: 08.08.2016
Place: New Delhi

AUDITORS REPORT

To

The Members of
KALYANI COMMERCIALS LIMITED

Report on the Financial Statement

- 1 We have audited the accompanying standalone financial statements of Kalyani Commercial Limited ('the Company') which comprise the Balance Sheet as at 31 March, 2016 and the Statement of Profit and Loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

- 2 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 and presentation of these standalone financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company, 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

- 3 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.
- 4 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 standalone financial statements are free from material misstatement.
- 5 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.

- 6 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

- 7 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,
- a) In the case of Balance sheet, of the state of affairs of the Company as at 31st March 2016,
 - b) In the case of the statement of Profit and Loss of the profit for the year ended on that date,
 - c) In the case of the cash flow statement, of the cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirement

- 8 As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure "A"
- 9 As required by section 143(3) of the Act, we report that:
- a) we have sought all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 standalone financial statement dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e) on the basis of written representations received from the directors as on 31 March, 2016 and taken on record by the Board of Directors, none of the Directors are disqualified as on 31 March, 2016 from being appointed as s Director in terms of Section 164 (2) of the Act.
 - f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 30.05.2016 as per annexure "B" expressed unmodified audit report.

- 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 explanation given to us:
- i. The Company has disclosed the impact of pending litigation on its financial position in its financial statement as referred in note no. 2.26 to the financial statement.
 - ii. The Company did not have any long term contracts including derivative contracts for which they 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 M. C. Bhandari & Co.
Firm Regi. No. 303002E
(Chartered Accountants)

Place: Kota (Rajasthan.)
Dated: 30/05/2016

Sd/-
[CA S.K. Mahipal]
Partner
M.No.70366

ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Accounts of KALYANI COMMERCIALS LIMITED ("The Company") for the year ended on 31st March 2016.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- i. In respect of fixed assets :
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets were physically verified during the year by the management in accordance with a program of verification, the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification as compared to books records.
 - c) The title deeds of all the immovable properties are held in the name of the Company
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification/ material discrepancies noticed on physical verification have been properly dealt with in the books of account.
- iii. The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii) (a), 3(iii) (b) and 3(iii) (c) of the Order are not applicable.
- iv. In our opinion the, company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. a) The Company is generally regular in depositing undisputed statutory dues including income-tax, and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

b) The dues outstanding in respect of income-tax on account of any dispute, are as follows:

Nature of the Statute	Nature of Dues	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in Lacs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	3.73	0.00	2010-11	CIT (Appeal)
Income Tax Act, 1961	Income Tax	1.75	0.00	2009-10	CIT (Appeal)

- viii. The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- ix. The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- x. No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- xi. In our opinion, managerial remuneration has been paid (and)/ provided in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- xv. The company has not entered into any non-cash transactions with directors or persons connected with them.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M. C. Bhandari & Co.
Firm Regi. No. 303002E
(Chartered Accountants)

Place: Kota (Rajasthan)
Dated: 30.05.2016

Sd/-
[CA S.K. Mahipal]
Partner
M.No.70366

Annexure to the Independent Auditor's Report of even date to the members of Kalyani Commercials Ltd., on the financial statements for the year ended 31st March 2016.

INDEPENDENT AUDITOR'S REPORT

Annexure B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of Kalyani Commercials Ltd. ("the Company") as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors 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 Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). 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 the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR 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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI).

For M. C. Bhandari & Co.
Firm Regi. No. 303002E
(Chartered Accountants)

Place: Kota (Rajasthan)

Dated: 30.05.2016

Sd/-
[CA S.K. Mahipal]
Partner
M.No.70366

BALANCE SHEET

Balance Sheet as at 31 st March, 2016

Particulars	Note No.	As At 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	10000000.00	10000000.00
(b) Reserves and Surplus	2.2	50534374.08	44328288.96
Sub Total		60534374.08	54328288.96
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.3	5706455.50	15771562.00
(b) Deferred tax liabilities (Net)		0.00	0.00
(c) Other Long Term Liabilities		1595750.00	0.00
Sub Total		7302205.50	15771562.00
(4) Current Liabilities			
(a) Short-term borrowings	2.4	443157968.70	382719437.68
(b) Trade payables	2.5	139674672.67	42032546.18
(c) Other current liabilities	2.6	43016759.81	13889559.16
(d) Short Term Provision	2.7	0.00	27525.56
Sub Total		625849401.18	438669068.58
Total		693685980.76	508768919.54
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	2.8	65286619.61	64807026.25
(ii) Intangible assets		132372.26	157358.26
(iii) Capital Work in Progress		0.00	0.00
Sub Total		65418991.87	64964384.51
(b) Non-current investments	2.9	2503000.00	2503000.00
(c) Deferred tax Assets (Net)	2.10	906709.00	672093.00
(d) Long term loans and advances	2.11	1744983.43	1632555.52
(e) Other non-current assets	2.12	6167451.00	3534381.00
Sub Total		76741135.30	73306414.03

(2) Current assets			
(a) Inventories	2.13	216067667.04	232580265.72
(b) Trade receivables	2.14	375001611.93	161081043.70
(c) Cash and Bank Balances	2.15	17284755.07	38750981.15
(d) Short-term loans and advances	2.16	8590811.42	3050214.94
		616944845.46	435462505.51
Total		693685980.76	508768919.54
Notes to the accounts	1&2		

The schedule referred to above and the notes to Accounts form an integral part of the Balance sheet.

Signed in terms of our report of even date annexed

For **M. C. Bhandari & Co.**

FRN:303002E

Chartered Accountants

For and on behalf of Board of Directors

Kalyani Commercials Ltd.

Sd/-

S. K. Mahipal

Partner

M.No.70366

Sd/-

S.L. Agarwal

M. Director

Sd/-

Mukesh Joshi

Director

Sd/-

Vikramjit Singh

CS

Sd/-

Sourabh Agarwal

CFO

Place : Kota

Dated : 30/05/2016

PROFIT AND LOSS ACCOUNT

Statement of Profit and Loss for the year ended 31st March , 2016

Particulars	Note No	2015-16	2014-15
Revenue from operations	2.17	5359577064.71	3191456559.68
Other Income	2.18	2692252.96	2479073.50
Total Revenue		5362269317.67	3193935633.18
<u>Expenses:</u>			
Purchase of Stock-in-Trade	2.19	5106226831.77	3110374539.53
Changes in inventories of finished goods and Stock-in-Trade	2.20	16512598.68	-76903098.65
Employee benefit expense	2.21	31025830.86	27906419.14
Financial costs	2.22	47679787.04	35523769.28
Depreciation and amortization expense		7586122.84	8101731.86
Other expenses	2.23	144134686.99	82077733.02
Total Expenses		5353165858.18	3187081094.18
Profit before tax		9103459.49	6854539.00
Tax expense:			
(1) Current tax	2.24	3070000.00	2814000.00
(2) Deferred tax liability (Net)		-234616.00	-880975.00
(3) Income Tax Earlier Year		61990.37	92283.74
Profit/(Loss) for the period		6206085.12	4829230.26
Earning per equity share:			
(1) Basic		6.21	4.83
(2) Diluted		6.21	4.83
Signed in terms of our report of even date annexed			
For M. C. Bhandari & Co. FRN:303002E Chartered Accountants Ltd.		For and on behalf of Board of Directors Kalyani Commercials	
Sd/- S. K. Mahipal Partner M.No.70366	Sd/- S.L. Agarwal M. Director	Sd/- Mukesh Joshi Director	Sd/- Vikramjit Singh CS
			Sd/- Sourabh Agarwal CFO
Place : Kota			
Dated : 30/05/2016			

CASH FLOW STATEMENT

Cash Flow Statement for the year ended on 31st March 2016

S.No.	Particulars	Year Ended	
		31.03.2016	31.03.2015
1	<u>Cash Flow from Operating Activites</u>		
A	Net Profit before Taxation and Extraordinary Items	9041469.12	6762255.26
	<u>Add:-</u>		
	Depreciation	7586122.84	8101731.86
	Interest and Bank Charges	47679787.04	35523769.28
	Loss on Sales of Fixed Assets	0.00	0.00
	Loss on Sales of Long Term Investment	0.00	0.00
	Dividend Paid	0.00	0.00
	Preliminary Expenses w/off	0.00	124800.00
		64307379.00	50512556.40
	<u>Less:-</u>		
	Interest Receipt	620374.00	483305.67
	Profit on Sale of Fixed Assets	91878.96	12454.69
	Profit on Sale of Long Term Investment	0.00	0.00
		712252.96	495760.36
B	Operating Profit before Working Capital Changes	63595126.04	50016796.04
	<u>Adjustment for:</u>		
	Decrease/(Increase) in Receivables	(213920568.23)	42706403.00
	Decrease/(Increase) in Inventories	16512598.68	(76903098.65)
	Decrease/ (Increase) in Loans and Advances	(5522315.48)	4317742.30
	Increase/(Decrease) in Payables	126769327.14	27800511.41
	Increase/ (Decrease) in Other Payable	0.00	0.00
		(12565831.85)	47938354.10
	<u>Less:-</u>		
	Income Tax Paid	3228234.47	2694601.70
	Net Cash flow from Operating Activities (A)	(15794066.32)	45243752.40

2	Cash Flow from Investing Activities		
	Sale of Fixed Assets	294723.00	41170.00
	Purchase of Fixed Assets	(8243575.00)	(11400095.00)
	Investments (Mutual Fund)	0.00	0.00
	Interest Received	620374.00	483305.67
	Net Cash used in Investing activities (B)	(7328478.00)	(10875619.33)
3	Cash Flow from Financial Activities		
	Interest and Bank Charges	(47679787.04)	(35523769.28)
	Secured Loan as Term Loan	2406092.80	3777806.00
	Secured Loan as Working Capital	60438531.02	14240855.25
	Proceed from calls in arrear	0.00	0.00
	Unsecured Loans	(10875449.00)	11993756.00
	Preliminary Expenses Paid	0.00	0.00
	Sales Tax Paid	0.00	0.00
	Net Cash Flow from / used in Financing Activities (C)	4289387.78	-5511352.03
	Increase/ (Decrease) in Cashhand Cash Equivalents		
A	Cash Flow from Operating Activites	(15794066.32)	45243752.40
B	Cash Flow from Investing Activities	(7328478.00)	(10875619.33)
C	Cash Flow from Financial Activities	4289387.78	(5511352.03)
	Net Increase / Decrease in Cash Flow During the Year	(18833156.56)	28856781.02
	Cash and cash equivalents as at beginning of the year	42285362.15	13428581.12
	Cash and cash equivalents as at end of the year	23452206.07	42285362.15
		23452206.07	42285362.15
		0.00	0.00

For **M. C. Bhandari & Co.**

FRN:303002E

Chartered Accountants

For and on behalf of Board of Directors

Kalyani Commercials Ltd.

Sd/-
S. K. Mahipal
Partner
M.No.70366

Sd/-
S.L. Agarwal
M. Director

Sd/-
Mukesh Joshi
Director

Sd/-
Vikramjit Singh
CS

Sd/-
Sourabh Agarwal
CFO

Place : Kota

Dated : 30/05/2016

KALYANI COMMERCIALS LIMITED

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2016, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

Note -1

A.) Company Overview:

The company is in the business of Sales and servicing of Commercial Vehicle and Two Wheelers And Petroleum Products

B.) Statement Of Significant Accounting Policies:

1.1 Basis of Preparation:

The financial statements of the company have been prepared to comply with the Indian Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 the provisions of the Act (to the extent notified).

The financial statements have been prepared under the historical cost convention method on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

1.2 Revenue Recognition:

- A)** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the Revenue can be reliably measured. Revenue from operations (gross) is net of adjustments on account of cancellation / returns.

Revenue is recognized when the substantial risk and reward of ownership is transferred to the buyer which coincides with the dispatches of the goods to the customers.

All the revenue Income is accounted for on accrual basis.

B) Expenses:

Expenses are generally accounted for on accrual basis except claims.

- 1.3** Fixed Assets are stated at cost net of cenvat less accumulated depreciation and impairment losses, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental/preoperative expenses and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets.

1.4 Depreciation:

- a)** The depreciation on fixed assets is provided to the extent of depreciable amount on WDV method of depreciation is provided based on useful life of the asset as prescribed in schedule II to the Companies Act 2013.

1.5 Valuation of Inventories:

Inventories are valued as follows: -

(A)	(a)	Commercial Vehicles , Vehicle Body & Two wheeled motor Vehicles	Commercial vehicle/Two Wheelers are valued at cost (specific identification of individual vehicles)
	(b)	Spare Parts	Stores and spares and others are valued at lower of cost net realizable value computed on FIFO basis.
	(c)	Petroleum products	Petroleum Products valued on FIFO method. (Cost price)

*Net realizable value is estimated selling price in the ordinary course of business.

1.7 Investments:

Investments that are readily realizable and intended to be held for not more than a year are from the date on which such investments are made, are classified as Current investments. All other investments are classified as long Term Investments on initial recognition; all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charge such as brokerage, fees and duties. Current investments (if any) are carried at lower of cost and fair value determined on an individual investment basis. Long term Investments are carried at cost. However, Provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

1.8 Retirement & other Employee Benefits:

a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. The company is liable to meet the Shortfall, if any, in payment of interest at the rates declared by the central Government, and such liability is recognized in the year of shortfall.

b) Gratuity :

Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has taken a policy with LIC to cover the gratuity liability of the employees and contribution paid to the LIC is charged to statement of Profit & Loss.

c) Leave Salaries:

Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date. The privilege leave are compensated in leave and Accumulated leaves are equals to 40 then en cashed. Actuarial valuation for the liabilities has not been taken from the certified valuer.

1.9 TAXATION :

(a) Current & Deferred Tax

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

1.10 Impairment of assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimation of recoverable amount.

1.11 Provisions and Contingent Liabilities and Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settled the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not disclosed to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates . Other contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement.

1.12 Earning per Share:

Basic earnings per share is calculated by dividing the Net Profit or Loss for the year attributable to equity share holders (After deducting taxes etc.) by the weighted average number of the equity shares outstanding during the year are adjusted for the effect .

For the purpose of calculating diluted earnings per share, the net profit or loss for the year are attributable to equity share holders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.13 Use of Estimate:

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and Liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the out comes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.14 Operating Lease – Operating Lease receipts and payments are recognized as income or expense in the statement of profit and loss as per the terms of the lease agreement.

1.15 Cash flow statement

The Cash flow statement is prepared using “in direct method “ set out in Accounting Standard – 3 cash flow statement “and presents the cash flow by operating, investing and financing activities of the company. Cash and Cash equivalents presented in the cash flow statement consist of cash on hand and highly liquid bank balances.

Note-2

KALYANI COMMERCIALS LIMITED				
Notes annexed to and forming part of Balance Sheet as at 31/03/2016				
SHARE CAPITAL :				Note - 2.1
Particulars	As at 31.03.2016		As at 31.03.2015	
	(Rs.)		(Rs.)	
Authorized :				
40,00,000 Equity Share Of Rs.10/- each	40000000.00		40000000.00	
Issued, Subscribed & Paid Up :				
10,00,000 Equity Share Of Rs.10/- each (Fully paid up in cash)	10000000.00		10000000.00	
	10000000.00		10000000.00	
Notes :				
(1) The company has a single class of equity shares. Each share holder is eligible for one Vote per share held. The dividend proposed by the board of Directors is subject to the approval of the share holders. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their share holding.				
(2) The details of Share holders holding more than 5 % equity shares as at 31.03.2016 & 31.03.2015				
Share Holder	No. of Share as on 31.03.2016	Ownership Interest % as on 31.03.2016	No. of Share as on 31.03.2015	Ownership Interest % as on 31.03.2015
Shankar Lal Agarwal	418000.00	41.80%	418000.00	41.80%
	418000.00	41.80%	418000.00	41.80%

As per the records of the company including its register of shareholders/ members and other declaration received from shareholder regarding beneficial interest, the above shareholding represents both legal & beneficial ownership of shares

(3) The reconciliation of the number of shares outstanding as at March 31, 2016 and March 31, 2015 is set out below:

Particulars	As at 31.03.2016	As at 31.03.2015
Number of shares at the beginning	1000000.00	1000000.00
Number of shares at the end	1000000.00	1000000.00
Surplus as per statement of Profit & Loss		
		Note - 2.2
Opening Balance	44328288.96	40191393.60
Less: Adjustment to Fixed Assets	0.00	692334.90
(Refer Note No 2.8)		
Add. Net Profit after Tax Transferred from statement of Profit and Loss	6206085.12	4829230.26
Surplus (Closing Balance)	50534374.08	44328288.96

LONG TERM BORROWINGS

Note - 2.3

Secured Loans:	As at 31.06.2016 (Rs.)		As at 31.06.2015 (Rs.)	
TERM LOAN				
From HDFC Bank Ltd.	Non-Current		Non-Current	Current Maturity
(See note No.1)	0.00	1805500.34	0.00	0.00
From ICICI Bank Limited	4588148.50	630277.70	3777806.00	222194.00
(See note No.1)				
Unsecured Loans:				
Inter Corporate Deposits and Director's	1118307.00	0.00	11993756.00	0.00
(See note No.2)				
	5706455.50	2435778.04	15771562.00	222194.00

NOTES: 1

Name of Bank	Terms of Repayment	Rate of interest	Amount O/s including current Maturity	Security
HDFC Bank Ltd.	Repayable to ICICI from Feb 2016 in 12 Monthly installments (Due with in One Year Rs. 1805500.34)	9.40%	1805500.34	Secured by the way of hypothication of PRIMA (Vehicle)

ICICI Bank	Repayable to ICICI from May 2015 in 120 Monthly installments (Due with in One Year Rs. 267068.00)	9.90%	3777806.00	Secured by Equitable mortgage of House Property Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar, Dadabnari ,KOTA).
ICICI Bank	Repayable to ICICI from June 2015 in 120 Monthly installments (Due with in One Year Rs. 53731.00)	9.95%	759179.00	Secured by Equitable mortgage of House Property Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar ,Dadabnari ,KOTA).
ICICI Bank	Repayable to ICICI from June 2015 in 35 Monthly installments (Due with in One Year Rs. 309478.70)	10.00%	681441.20	Secured by the way of hypothication of TATA LP 709 (Vehicle)

2. Inter Corporate Deposit and directors deposit repayable in next 3 to 4 years and rate of Interest is 11%				
Other Long Term Liabilities	Non Current	Current Maturity	Non Current	Current Maturity
Advance from Supplier	1595750.00	1473000.00	0.00	0.00
	1595750.30	1473000.00	0.00	0.00

SHORT TERM BORROWINGS			Note 2.4
Secured:			
Working Capital Loan			
From HDFC Bank Limited (See note No.1)		162951164.02	149082962.89
From Other Banks (See note No.2)		134465594.55	153979995.77
From NBFC'S (See note No.3)		145741210.13	79656479.02
		443157968.70	382719437.68

NOTES:

1. Cash Credit Limit from HDFC Bank Ltd. is secured by way of hypothecation of stock of vehicle and all related accessories, Spare Parts & components, current assets and book debts etc. and further secured by way of equitable mortgage of factory land & Building located at Kota and also personal guaranteed of Directors i.e. shankar lal agarwal and Sourabh agarwal of the Company.
2. Secured by way of Hypothecation on book debts and PDC From Axis Bank Limited by Rs. 455.56Lacs ,State Bank of India by Rs.393.71Lacs and Indusind Bank Limited by Rs. 530.56 Lacs
3. Secured by way of Hypothecation on book debts and Stock From Reliance Capital Ltd.by Rs. .85 Lacs , and TATA Capital Financial Services Limited by Rs. 1456.56 Lacs
4. Rate Of Interest : Base Rate (10 % + 2 to 3 %

Trade Payables**Note - 2.5**

A - Micro, small and Medium enterprises Development Act, 2006 for goods & others	0.00	0.00
B - Trade Creditors For Goods	134002189.46	37555799.18
C. Creditors for expenses & other	5672483.21	4476747.00
	139674672.67	42032546.18

Note - 2.6**Other Current Liabilities**

Current Maturity of Long Term Borrowings	2435778.04	222194.00
Current Maturity of other Long Term Borrowings	1473000.00	
Government dues (Taxes)	28153090.31	3241027.16
Advances From customer	10954891.46	10426338.00
	43016759.81	13889559.16

Short Term Provision**Note - 2.7**

Provision For Income Tax (Net)	0.00	27525.56
	0.00	27525.56

KALYANI COMMERCIALS LIMITED
NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2016
Fixed Assets

Note - 2.8

(Amount in Rupees)

PARTICULARS	Carrying Cost				DEPRECIATION				Carring Amount		
	AS AT 31.03.2015	ADDITION During the year	SALES/ Adjustment	AS AT 31.03.2016	AS AT 31.03.2015	During The YEAR	Adjustment to Fixed Assets	Deduction/T ransfer	AS AT 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
Tangible Assets											
Leasehold Land	2879425.00	0.00	0.00	2879425.00	0.00	0.00	0.00	0.00	0.00	2879425.00	2879425.00
Agriculture Land	1246397.00	0.00	0.00	1246397.00	0.00	0.00	0.00	0.00	0.00	1246397.00	1246397.00
Commercial Land	11657836.00	0.00	0.00	11657836.00	0.00	0.00	0.00	0.00	0.00	11657836.00	11657836.00
Building	58983754.34	929599.00	0.00	59913353.34	19726648.84	3777727.00	0.00	0.00	23504375.84	36408977.50	39257105.50
Plant & Machinery	20644007.15	1697331.00	0.00	22341338.15	14352169.57	2034014.47	0.00	0.00	16386184.04	5955154.11	6291837.58
Furniture & Fixture	7025442.61	378074.00	0.00	7403516.61	5329911.02	576450.37	0.00	0.00	5906361.39	1497155.22	1695531.59
Computer	8306278.11	478800.00	0.00	8785078.11	7841930.01	178548.00	0.00	0.00	8020478.01	764600.10	464348.10
Vehicles	4192642.02	4673376.00	615467.00	8250551.02	2878096.55	908002.00	0.00	412622.21	3373476.34	4877074.68	1314545.47
Sub Total:-	114935782.23	8157180.00	615467.00	122477495.23	50128755.99	7474741.84	0.00	412622.21	57190875.62	65286619.61	64807026.24
Intangible Assets											
Computer Software	488573.00	86395.00	0.00	574968.00	331214.74	111381.00	0.00	0.00	442595.74	132372.26	157358.26
Sub Total	488573.00	86395.00	0.00	574968.00	331214.74	111381.00	0.00	0.00	442595.74	132372.26	157358.26
GRAND Total :	115424355.23	8243575.00	615467.00	123052463.23	50459970.73	7586122.84	0.00	412622.21	57633471.36	65418991.87	64964384.50
Figures for Prev. year	104080263.23	16038561.00	4694469.00	115424355.23	41693191.66	8101731.86	692334.90	27287.70	50459970.72	64964384.51	62387071.57

Note:

(a) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and Depletion. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives in the Previous Year

Place : Kota.
Date : 30.05.2016

Non Current Investment				Note - 2.9
LONG TERM INVESTMENTS (at cost):	Nos Shares	Face Value		
National Saving Certificate (Deposit with Sales Tax Deptt.)			3000.00	3000.00
Ganganagar Automobile Private Limited	250000.00	10.00	2500000.00	2500000.00
			2503000.00	2503000.00
Note				
Aggregate value of investments	Quoted		0.00	0.00
	Unquoted		25.00	25.00
	Market price -quoted		0.00	0.00

Deferred Tax Assets (Net)				Note - 2.10
The company has recognized deferred taxes, which result from timing difference between the book profit and tax profit . The details of which are as under :-				
Particulars	Balance as at 31.03.2015	Arising during the year	Balance as at 31.03.2016	
A. Deferred Tax Assets				
Depreciation and amortization	672093.00	234616.00	906709.00	
Net Deferred tax Assets	672093.00	234616.00	906709.00	

Long term Loans & Advances			Note - 2.11
Unsecured, Considered good unless otherwise stated			
Deposits*		1463146.00	1481427.00
Income taxes paid(Net)		281837.43	151128.52
		1744983.43	1632555.52
Note:			
* Due in related party		0.05	0.05
			Note - 2.12
Other Non Current Assets			
Unsecured, Considered good unless otherwise stated			

Preliminary Exp.		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted opening Balance)		
Opening Balance	0.00	124800.00
Less: Written off	0.00	124800.00
	0.00	0.00
Non Current Assets		
Fixed Deposit with Banks	6167451.00	3534381.00
	6167451.00	3534381.00

INVENTORIES		Note - 2.13
Trade Goods		
Vehicles	182009706.26	188604152.37
Spare Parts	31333507.41	41690870.08
Oil & Lubricants	91323.63	81979.57
Petrol (MS)	856572.64	701633.42
Diesel (HSD)	1331920.72	1126154.32
Battery Water & Acid	850.00	1390.00
Accessories	443786.38	374085.96
	216067667.04	232580265.72

Trade Receivable		Note - 2.14
(Unsecured considered good except to the extent stated)		
Outstanding for a period exceeding 6 months from the date they are due for payment	1014795.90	3817329.53
Other debtors - Doubtful (Provision Not Made)	1171362.00	0.00
Other debtors - Considered Goods	372815454.03	157263714.17
	375001611.93	161081043.70
Note		
Includes dues from companies where Directors are interested (Rs. in Lacs)	0.00	27.85

CASH AND BANK BALANCES		Note - 2.15
CASH AND CASH EQUIVALENTS		
Balances with Banks		
On Current Account	14067490.37	36816383.45
Cash on Hand	3217264.70	1934597.70
	17284755.07	38750981.15

Others		
In term deposit account		
With maturity more than 12 months at inception	6167451.00	3534381.00
Total	23452206.07	42285362.15
Amount disclosed under non current assets	6167451.00	3534381.00
	17284755.07	38750981.15
A. Note		
1. Earmarked balance (In term deposit account)	61.67	35.34

Note - 2.16		
Short Term Loans and Advances		
(Unsecured, Considered good unless otherwise stated)		
Others		
Advances		
Prepaid Expenses	912685.00	690571.00
For supply of Goods and rendering of services	7283414.42	1297391.94
Balances with Revenue Authority	0.00	0.00
Advance to Staff	394712.00	1062252.00
	8590811.42	3050214.94

Revenue From Operation		
Note- 2.17		
Turnover :		
Vehicles and Vehicle Body	5010363975.76	2859792109.03
Spares Parts & Accessories	203975510.10	145454413.27
Oil & Lubricants	75420.88	0.00
HSD (Diesel)	108315132.15	148764460.39
MS (Petrol)	8794198.06	9315360.83
Others Sales	183400.00	95224.98
	5331707636.95	3163421568.50
Service:		
Job Work Receipt	24757276.77	24165319.50
Commission Received	3112150.99	3869671.68
	27869427.76	28034991.18
	5359577064.71	3191456559.68

Other Income:		
Note 2.18		
Interest Received	620374.00	483305.67
Rent Receipt	1980000.00	1980000.00

Miscellaneous Income	0.00	3313.14
Profit on Sale of Fixed Assets	91878.96	12454.69
	2692252.96	2479073.50
Purchase of Stock in Trade (Trading)		
		Note - 2.19
Purchases Vehicle	4820803600.75	2824191594.83
Purchased Motor Body	182000.00	608571.42
Purchases Spare Parts & Accessories	169637052.87	130734013.71
Purchase Petro Product	115604178.15	154822359.57
Purchase Used Vehicle	0.00	18000.00
	5106226831.77	3110374539.53

Changes in Inventories of Stocks:		
		Note - 2.20
Opening Stock:		
Vehicles	188604152.37	121764446.08
Spare Parts	41690870.08	30795706.69
Oil & Lubricants	81979.57	60491.74
Petrol (MS)	701633.42	502534.46
Diesel (HSD)	1126154.32	2229413.11
Battery Water and Acid	1390.00	902.50
Accessories	374085.96	323672.49
	232580265.72	155677167.07
Closing Stock:		
Vehicles	182009706.26	188604152.37
Spare Parts	31333507.41	41690870.08
Oil & Lubricants	91323.63	81979.57
Petrol (MS)	856572.64	701633.42
Diesel (HSD)	1331920.72	1126154.32
Battery Water and Acid	850.00	1390.00
Accessories	443786.38	374085.96
	216067667.04	232580265.72
INCREASE (DECREASE) IN STOCKS:	16512598.68	-76903098.65

Employees Benefit Expenses:		
		Note - 2.21
Salaries, Wages, Bonus and Allowances etc.	27037351.00	24869792.00
Contribution of PF, ESI	2080386.00	1846326.00
Gratuity	743774.00	175123.00
Employee Welfare Exp.	1164319.86	1015178.14
	31025830.86	31025830.86

Financial Cost:		Note - 2.22
Bank charges	644049.21	505530.09
Interest paid	47035737.83	35018239.19
	47679787.04	35523769.28

Other Expenses		Note - 2.23
<u>Trading & Job / Servicing Expenses</u>		
Job and other work exp.	7515704.40	8212098.74
Consumable store	341020.39	331825.80
<u>Repairs & Maintenance</u>		
a) To Machinery	552571.50	760662.60
b) To Building	2434942.00	663557.00
Insurance Expenses	717763.00	616090.50
	11562001.29	10584234.64
<u>Establishment and Selling Exp.</u>		
Remuneration to directors	600000.00	600000.00
Rent	2932983.00	3129407.00
Electricity & Water	2267936.00	1840259.00
Freight & Forwarding	353228.66	304557.00
Trade Certificate & TRC Charges	193857.25	160200.00
Telephone, telex and postage	762063.43	851045.32
Travelling and conveyance expenses	1306921.56	1097064.98
Legal, consultancy, retainership, professional arbitration & Technical expenses	2483521.78	891692.00
Vehicle running & maintenance	1293443.28	1170628.58
Donation	250000.00	0.00
Miscellaneous expenses	2684093.42	2146885.11
Repair & Maintenance (other)	308033.00	259086.00
Audit fees	114500.00	68400.00
Advertisement	48461.00	67859.00
Sales Promotion	600271.94	15556873.62
Claims / rebate and discount exp.	116309609.38	43241175.77
Sales Commission	63762.00	108365.00
	132572685.70	71493498.38
	144134686.99	82077733.02
* Rent paid to related Parties	3.70	3.70

Current Tax:		Note - 2.24
Provision for Income Tax	3070000.00	2814000.00
	3070000.00	2814000.00

2.25 Contingent Liabilities (Not Provided For) In Respect Of:

(Rs. In Lacs)

S. No.	Particulars	As at 31.03.2016	As at 31.03.2015
i)	Outstanding bank guarantee	52.10	30.00
ii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters*	236.44	74.63
iii)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.31 below.)(Net)*	5.48	31.19
iv)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (***)	0.00	900.00

*Based on favorable decisions in similar cases, legal opinion taken by the company., discussions with the solicitors, etc, the company believes that there is fair chance of decisions in its favors in respect of all the items listed in (ii) & (iii) above and hence no provisions is considered necessary against the same.

2.26 Outstanding corporate guarantees given to bank on a/c of loans given by such Bank.

Rs. In Lac

Name of Company	Corporate Guarantee 2016	Corporate Guarantee 2015
Kota Trucks Pvt Ltd	Nil	900 Lac.

2.27 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous year Rs. Nil)

2.28 Related Party disclosure under Accounting Standard AS-18 "Related party disclosures" issued by the Institute of Chartered Accountants of India:

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2016 and for the year ended are presented in the following tables.

List of related parties with whom transactions have taken place during the year along with nature and volume of transactions are summarized as follows:

(a) Related parties and Relationship:

(i) Enterprises over which key management personnel have Significant:

M/s Kota Trucks Pvt Ltd.
M/s Ganganagar Motors Ltd.
M/s Ganganagar Automobile Private Ltd.

(ii) Key Management Personnel:

Mr. Shankar Lal Agarwal
Mr. Sourabh Agarwal
Mr. Vikramjit Singh
*Miss Aarti Verma

Managing Director
Chief Financial officer
Company Secretary
Company Secretary

*Resigned With effect from 07.03.2016

(iii) Relative of Key management persons:

Smt. Babita Agarwal
Sh. Shankar Lal Agarwal (HUF)
Smt. Kalpana Agarwal

(b) Transactions with related parties:

S.N.	Name	Nature of Transaction	2015-16	2014-15
1	M/s Kota Trucks Pvt. Ltd.	Opening Balance(Dr.)	2785722.00	7555543.00
		Transaction During the year		
		Rent (Received)	1980000.00	0.00
		Purchases	3798979.00	4377972.00
		Sales	6185556.00	12620058.00
		Outstanding at the year end (Dr.)	0.00	2785722.00
2	Ganganagar Motors Ltd.	Opening Balance Dr.	0.00	10570.00
		Amount Received	0.00	10570.00
		Outstanding Balance(Dr.)	0.00	0.00
3	Ganganagar Automobile Private Limited	Opening Balance Dr.	2500000.00	0.00
		Shares Opening Balance	0.00	2500000.00
		Investment Purchase	0.00	0.00
		Shares closing Balance	2500000.00	2500000.00
<u>Key Management</u>				
1.	Shankar Lal Agarwal	Opening Balance (Cr.)	2500616.00	0.00
		Amount Received	0.00	2500000.00
		Interest Paid	54675.00	685.00
		TDS Deducted	5468.00	69.00
		Outstanding at the year end	0.00	2500616.00
2.	Sourabh Agarwal	Opening Balance (Cr.)	983803.00	0.00

		Rent Paid	360000.00	324000.00
		Director Remuneration	600000.00	600000.00
		Amount Received	1550000.00	10900000.00
		Interest Paid	93388.00	93115.00
		TDS Deducted	9339.00	9312.00
		Amount Paid	2617852.00	10000000.00
		Loan account cr. Balance	0.00	983803.00
3	Aarti Verma	Opening	0.00	0.00
		Salary Paid	101110.00	0.00
		Amount Paid	98400.00	0.00
		Outstanding at the year end	2710.00	19200.00
4.	Vikramjit Singh	Opening	0.00	0.00
		Salary Paid	17032.00	0.00
		Outstanding at the year end	17032.00	0.00
	<u>Relatives to the Key Management:</u>			
1	Smt. Mala Agarwal	Opening	19200.00	9600.00
		Rent Paid	9600.00	9600.00
		Amount Paid	28800.00	0.00
		Outstanding at the year end	0.00	19200.00
2.	Kalpana Agarwal	Opening	0.00	0.00
		Rent Paid	400000.00	0.00
		TDS Deducted	40000.00	0.00
		Amount Paid	360000.00	0.00
		Outstanding at the year end	0.00	0.00

Note: The transaction relating to reimbursement of actual expenses to/from related Parties have not been considered above below.

2.29 Segment Reporting:

(a) Primary Segment: Business Segment

Based on the guiding principles given in Accounting Standard AS -17 "Segment Reporting" notified under Companies (Accounting standard) Rules 2006, the Company's operating business are organized and managed separately according to the nature of products. The Three identified reportable segments are trading in commercial vehicle and servicing (Dealership of TATA Commercial Vehicle), trading in two wheeled motor vehicle and servicing (Dealership of INDIA YAMAHA MOTORS and Retail out let of petroleum products (BPCL).

(b) Secondary Segment: Geographical segment:

Since the company's activities/operations are primarily with in the country and considering the nature of products/services it deals in, the risk and returns are same and as such there is only one geographical segment.

The following is the distributions of the company's consolidated revenue by geographical markets, regardless of where the goods/services were produced.

(Rs. In Lacs)

Particulars	2015-16	2014-15
Revenue from domestic Market	53595.77	31914.56
Revenue from Overseas Market	0.00	0.00
Total	53595.77	31914.56

The company has assets for producing goods for domestic market and no assets for overseas markets

(c) Segment accounting polices:

In addition to the significant accounting policies applicable to the business segment as set in note 1 & 2 "notes to accounts" the accounting policies in relation to segment accounting are as under:

i) Segment revenue & expenses:

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of creditors & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Ganganagar Motors (A division of Commercials Vehicles). While most of the assets/liabilities directly attributed to individual segments.

iii) Inter segment sales:

Inter segment revenues between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is Ganganagar Motors (A division of Commercials Vehicles) and funds provided by the Ganganagar Motors to other division and interests on such balances are not charged.

d) Information about business segments :

For the year ending as on 31st March 2016

(Rs. In Lacs.)									
	Particulars	Comm. Vehicles		BPCL Outlet		YAMAHA 2W		Total	
		Curr.	Prev.	Curr.	Prev.	Curr.	Prev.	Curr.	Prev.
		Year	Year	Year	Year	Year	Year	Year	Year
(1)	Segment Revenue :								
	External sales/income (Net)	52054.35	29594.55	1171.85	1589.39	369.57	450.28	53595.77	31634.22
	Other receipt	26.32	287.50	0.00	0.00	0.60	17.64	26.92	305.14
	Total Revenue	52080.68	29882.05	1171.85	1589.39	370.17	467.92	53622.69	31939.36

(2)	Segment Results :								
	Segments results	92.77	51.24	1.01	15.19	-2.74	2.11	91.03	68.54
	Unallocated expenses (Net)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Operation profit before Interest	569.40	406.27	1.04	15.20	-2.60	2.31	567.83	423.78
	Financial exp.	476.63	355.03	0.03	0.01	0.14	0.20	476.80	355.24
	Income tax current/Earlier Year	31.32	29.06	0.00	0.00	0.00	0.00	31.32	29.06
	Less: Deferred tax Liability	-2.35	-8.81	0.00	0.00	0.00	0.00	-2.35	-8.81
	Net Profit	63.79	30.99	1.01	15.19	-2.74	2.11	62.06	48.29
3									
(i)	Other Information :								
	Segment Assets	6859.68	4996.74	97.06	96.45	-19.89	-5.49	6936.86	5087.70
	Inter Branch	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Unallocated assets								
	Total Assets	6859.68	4996.74	97.06	96.45	-19.89	-5.49	6936.86	5087.70
(ii)	Segmets Liabilities :								
	Share Capital	100.00	100.00	0.00	0.00	0.00	0.00	100.00	100.00
	Reserve & Surplus	431.84	360.96	97.06	96.06	-23.55	-13.73	505.34	443.29
	Secured & Unsecured Loan	4488.64	3984.91	0.00	0.00	0.00	0.00	4488.64	3984.91
	Segment liabilities	1823.25	550.59	0.00	0.39	3.67	8.24	1826.91	559.22
	Unallocated liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total Liabilities	6843.73	4996.46	97.06	96.45	-19.89	-5.49	6920.90	5087.42
(iii)	Capital Expenditure	81.87	142.44	0.00	0.00	0.56	1.22	82.44	143.66
	Depreciation	72.67	81.02	0.00	0.00	3.19	0.00	75.86	81.02

2.30 Earning Per Share:

Particulars	2015-16 (Rs.)	2014-15 (Rs.)
Net Profit or Loss after Tax attributable to share holders	6206085	4829230
Weighted average no. Of ordinary shares for basic EPS	Nos. 1000000	Nos. 1000000
Basic & Diluted EPS	6.21	4.83

2.31 Details of the disputed dues that were not deposited with the appropriate authorities.

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in Lacs.)	Period to which the amount relates
Income Tax Act, 1961	Income Tax	CIT (Appeal)	3.73	0.00	2010-11
Income Tax Act, 1961	Income Tax	CIT (Appeal)	1.75	0.00	2009-10

2.32 The company has taken Office Premises on cancelable Operating Lease. The tenure of these agreements range between 3 to 5 Years.

The amount of lease rentals paid of Rs. 29.33 Lacs (P.Y. Rs. 31.29 Lacs) has been charged under the head "Rent" in Note 2.23

2.33 Based on the information available with the company, the balance due to Micro, Small and Medium Enterprises as defined under the "Micro, Small and Medium Enterprises development Act, 2006" is Rs. Nil (2014-15 Rs. Nil) further no interest during the year has been paid or is payable under the terms of the "Micro, Small and Medium Enterprises development Act, 2006".

2.34 Additional information pursuant to the provision of the Companies Act 2013 is given below:

- (i) Since the items traded by the company other than vehicles are small and numerous, it is not practically possible to give the quantitative details in the manner required. The quantitative details of commercial vehicles are as under: -

Particulars	2015-16		2014-15	
	Qty. Nos (Ltr. In case of MS & HSD)	Amount (Rs.)	Qty. Nos (Ltr. In case of MS & HSD)	Amount (Rs.)
Opening Stock (Vehicles)	98	183292211	69	116713273
Opening Stock (Old Vehicles)	0	0	0	0
Opening Stock (Two Wheelers)	93	5311941	98	5051172
Opening Stock (MS)	10976.00	701633	6730	502534
Opening Stock (HSD)	20955.92	1126154	39011	2229413
Purchases (Vehicles)	2738	4794144487.09	1708	2781436137
Purchases (old vehicles)			1	18000
Purchase(Two Wheelers Vehicle)	449	26644623	627	36888860
Purchases (MS)	138594	8752262.	137633	9369148

Purchases(HSDandSpeed Diesel)	2120236	105869205	2560833	144687422
Sales (Vehicles)	2741	4980967903.13	1679	2820888876
Sales (Old Vehicles)			1	17561
Sales (Two Wheeler vehicle)	472	29396072.63	632	38903233
Sales (MS)	133753.90	8794198.06	132320	9315361
Sales (HSD and Speed Diesel)	2110770.91	108315132.15	2576908	148764460
Closing Stock (New Vehicle)	95	177818258.83	98	183292211
Closing Stock (Old Vehicle)			0.00	0.00
Closing Stock(Two Wheeler Vehicle)	70	4191447.43	93	5311941
Closing Stock (MS)	14656.82	856572.64	10976	701633
Closing Stock (HSD)	26558.92	1331920.72	20956	1126154
Shortages (MS)	1160.10	-	1066.97	-
Shortages (HSD)	3863.05	-	1979.48	-

(ii) Other additional information:

S.No.	Particulars	Current Year	Previous year
I	C.I.F. Value of Imports		
	Raw Material	0	0
	Capital Goods	0	0
ii	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED)	0	0
	Capital	0	0
	Traveling	0	0
	Consultancy	0	0
iii)	Income in Foreign Currency (Sales)	0	0
iv)	Net dividend remitted in foreign currency	0	0
	No. of NRI share holders	0	0
	No of shares held by them	0	0
	Dividend paid (Rs. In Lacs)	0	0
	Year to which dividend relates	0	0

(iii) Value of Raw Material & Stores and components Consumed:

(Rs. In Lacs)

Particulars	2016	%	2015	%
Raw Material				
Imported	0	0	0	0
Indigenous	0	0	0	0
Total :-	0	0	0	0
Stores & Spares	-	-	-	-
Imported	-	-	0	-
Indigenous	0	0	0	0

2.35 Previous year figures have been regrouped/ rearranged wherever necessary to facilitate comparison.

2.36 Notes 1 & 2 forms an integral part of the Balance Sheet & statement of Profit and Loss and Cash Flow statement has been duly authenticated.

SIGNED FOR IDENTIFICATION

For M. C. BHANDARI & CO.
CHARTERED ACCOUNTANTS

For and behalf of board of director
KALYANI COMMERCIALS LTD.

(CA S.K. MAHIPAL)	Sd/-	Sd/-	Sd/-	Sd/-
PARTNER	(S.L. Agarwal)	(Mukesh Joshi)	(Vikramjit Singh)	(Sourabh Agarwal)
	M. Director	Director	CS	CFO
	DIN: 01341113	DIN: 06697613	M. No.: 40598	DIN: 02168346

KOTA (RAJASTHAN)
DATED:30.05.2016

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID

Name and Address of the Shareholder

1. I hereby record my presence at the THIRTY FIRST ANNUAL GENERAL MEETING of the Company being held on Wednesday, 07TH September, 2016 at 11:00 A.M at the registered office of the company, at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password / PIN

Note: Please read the instructions printed under the Note to the Notice dated 8th August, 2016 of the 31ST Annual General Meeting of the Company. The E-Voting period starts from 9:00 A.M on Sunday, 4TH September, 2016 and ends at 5:00 P.M on Tuesday, 6th September, 2016. The e-Voting module shall be disabled by NSDL for voting thereafter.

Form No. MGT-11

Proxy Form

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

CIN: **L51909DL1985PLC021453**

Name of the Company: **Kalyani Commercials Limited**

Venue of the Meeting: **BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042**

Date and Time: **7th September, 2016 at 11:00 A.M.**

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/her

2. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

3. Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 7th September, 2016 at 11.00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS:				
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2016 and reports of the Board of Directors and the Auditors thereon.			
2.	Appointment of director in place of Mr. Sourabh Agarwal, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.			
3.	Ratification of the appointment of M/s M.C. Bhandari & Co., as Statutory Auditors.			
4.	Contribution to charitable institutions and funds up to an amount not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs Only).			

** This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

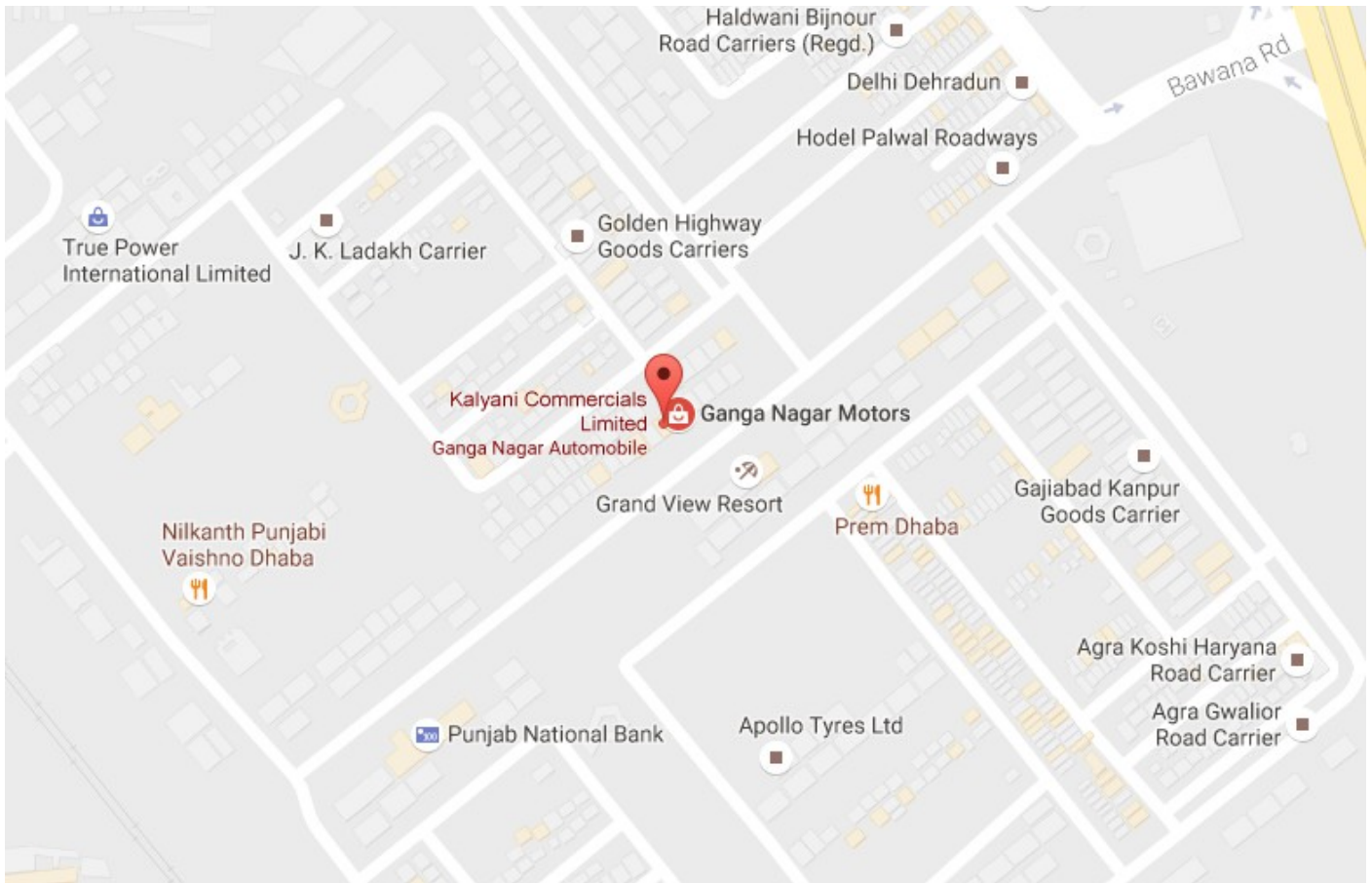
Signed this Day of 2016

Signature of shareholder.....

Signature of Proxy holder(s)

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.

Route Map for AGM of Kalyani Commercials Limited to be held on Wednesday, 7th Day of September, 2016 at 11:00 A.M.



If undelivered please return to:

KALYANI COMMERCIAL LIMITED

Regd. Office: BG-223, Sanjay Gandhi Transport Nagar,
GT Karnal Road, Delhi-110042

E-mail: kalyanicommercialslimited@gmail.com

