

**DHANVERDHI  
EXPORTS LIMITED**

33rd  
ANNUAL REPORT  
2017-2018

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mrs. Sudha Agarwalla, Managing Director  
Mr. Uttam Banerjee, Director  
Mr. Bhagwan Singh, Director  
Mr. Shambhu Nath Modi, Director  
Mr. Pratap Ram Ganguly, Director

### **STATUTORY AUDITORS**

M/s V.M.D. & Associates  
Chartered Accountants  
4, B.B.D. Bag (East) Kolkata- 700 001

### **INTERNAL AUDITOR**

M/s Pugalia & Associates  
Chartered Accountants  
33A, J.L. Nehru Road, 4th floor, R.N./A-1  
Kolkata-700 001

### **BANKERS**

ORIENTAL BANK OF COMMERCE

### **REGISTERED OFFICE:**

A-402, Mangalam,  
24/26 Hemanta Basu Sarani, Kolkata-700 001.  
Phone: (033) 22436242/43  
Email: dhanverdhiexports@gmail.com  
Website: www.dhanverdhiexports.com

### **REGISTRAR & SHARE TRANSFER AGENTS**

S.K. Infosolutions Pvt. Ltd  
34/1A, Sudhir Chatterjee Street, Kolkata- 700 006.  
Phone: 033-22194815  
Email: contact@skcinfo.com

### **CIN**

L52110WB1985PLC217048

**DHANVERDHI EXPORTS LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 33rd Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at 402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata – 700 001 on Thursday, the 27th day of September, 2018 at 4.00 P.M to transact the following businesses.

**ORDINARY BUSINESS :**

1. To consider and adopt the audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2018.
2. To consider and, if thought fit, to pass, the following resolution as ordinary resolution:  
  
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and the Companies (Audit & Auditors) Rule, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, M/s. VMD & Associates, Chartered Accountants (Firm Registration No. 326120E), be and are appointed as Auditors of the Company at the ensuing Annual General Meeting for a term of five years i.e. till the conclusion of the 37th Annual General Meeting (AGM), which was subject to ratification at every AGM at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”
3. To appoint a Director in place of Mr. Bhagwan Singh (DIN: 00607390), who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board  
For Dhanverdhi Exports Limited

Registered Office : : 402, Mangalam, 24/26,  
Hemanta Basu Sarani, Kolkata – 700 001.

Dated: The 13th day of August, 2018

(Sudha Agarwalla)  
Managing Director  
DIN: 00938365

## DHANVERDHI EXPORTS LIMITED

### **Notes:**

- 1. A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy so appointed need not be a Member of Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company, carrying voting rights.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
3. The Register of Members shall remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).
4. Members , Proxies and Authorised Representatives are requested to bring their attendance slips together with their copies of their Annual Reports to the Meeting . Copies of the Annual Reports will not be provided at the AGM venue.
5. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system (“e-Voting”) under an arrangement with the Central Depository Services Limited (CDSL) as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
6. Voting shall be reckoned in relation to a Member’s holding of the Paid-up Equity Share Capital of the Company as at close of business on **20th September, 2018** (Record Date).
7. Members are requested to notify changes in address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents
8. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email address with their Depository Participants, where shares are held in electronic form or to the Share Department of the Company / Registrars and Share Transfer Agents where shares are held in physical form.  
b) Email addresses of Members as advised to the Share Department of the Company / Registrar and Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member’s registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs Members intending to refresh/update their email addresses should do so as soon as possible.
9. a) Members desirous of getting any information in relation to the Company’s Annual Report 2017-18 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to enable the Management to keep the information readily available at the Meeting.  
b) Members holding shares in Electronic Form are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.

## DHANVERDHI EXPORTS LIMITED

10. Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Clause 5A II of the Listing Agreement with the Stock Exchanges, voting rights on such shares shall remain frozen.
11. As per requirements of Listing Regulations with the Stock Exchanges, particulars relating to appointment and reappointment of Directors are given in the Corporate Governance Section of the Annual Report.

### **12. 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 Obligations and Disclosure Requirements) Regulations 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 Central Depository Services (India) Limited (CDSL).
- II. 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. 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.
- III. III.) The process and manner for remote e-voting are as under:
  - (i) The voting period begins on September 24, 2018 at 10.00 A.M. and ends on September 26, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2018, may cast their vote by remote voting. The e-voting module shall be disabled by CDSL for voting thereafter. . Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>DHANVERDHI EXPORTS LIMITED</b>	
	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 22, 2014</li> </ul>

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

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- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
13. Institutional Members / Bodies Corporate (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 through e-mail at [akkhandelia@rediffmail.com](mailto:akkhandelia@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September **26, 2018, upto 5 pm.** without which the vote shall not be treated as valid
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **20th September-2018**. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of **20th September-2018**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **20th September, 2018**. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and

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holds the shares as on the cut-off date i.e. 20th September , 2018. are requested to send the written /email communication to the Company at dhanverdhiexports@gmailcom by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting

- 19 Shri Anand Khandelia , Practising Company Secretary (Certificate of Practice Number FCS 5803 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 20 The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to the Stock Exchanges.

Registered Office : 402, Mangalam,  
24/26, Hemanta Basu Sarani, Kolkata – 700 001  
Dated: The 13th day of August, 2018

By order of the Board  
For Dhanverdhi Exports Ltd

(Sudha Agarwalla)  
Managing Director  
DIN:0093836

## **DHANVERDHI EXPORTS LIMITED**

### **DIRECTOR'S REPORT TO THE MEMBERS**

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2018.

#### **FINANCIAL RESULTS**

<b><u>PARTICULARS</u></b>	<b>Year ended 31st March 2018</b>	<b>Year ended 31st March 2017</b>
<b>Profit/(Loss) Before Tax</b>	<b>1,22,322.40</b>	5,75,174.09
Adjustment for:		
-Provision for Taxation	<b>(83,189.00)</b>	(15,050.00)
-Deferred Tax Asset/Liability	1,37,766.46	(77,905.84)
-Short Provision for Income Tax/FBT	<b>(64.00)</b>	(971.00)
<b>Profit After Taxation</b>	<b>1,76,835.86</b>	4,81,247.25
<b>Other Comprehensive Income</b>	<b>132,67,392.68</b>	8,75,469.78
<b>Total Comprehensive Income</b>	<b>134,44,228.54</b>	13,56,717.03
Balance Brought Forward		
-Retained Earnings	<b>57,77,846.41</b>	(52,96,599.16)
-Other Comprehensive Income	<b>(3,613.93)</b>	(96.74)
Balance Carried to Balance Sheet		
-Retained Earnings	<b>59,54,682.26</b>	(57,77,846.41)
-Other Comprehensive Income	<b>(3,685.20)</b>	(3,613.93)

#### **DIVIDEND**

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

#### **RESERVES**

No amount is proposed to carry to any reserves by the board of directors.

#### **STATE OF COMPANY'S AFFAIR**

The results for the reporting year compared with the prior year were affected mainly due to non selling of investments, which resulted in a decline in revenues.

#### **CHANGES IN THE NATURE OF BUSINESS**

There is no Change in the nature of the business of the Company during the year.

#### **MATERIAL CHANGES AND COMMITMENTS**

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

#### **INTERNAL CONTROL SYSTEMS**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

## **DHANVERDHI EXPORTS LIMITED**

### **SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES:**

Your Company have associate companies namely M/s. Valley Magnesite Co. Ltd. (DIN: L23109WB1988PLC045491) holding 23.33% shares and M/s. Superlight Finance Pvt. Ltd. (DIN: U51109WB1996PTC077029) holding 31.99% shares within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

### **DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **SHARE CAPITAL**

During the year under review, the company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO**

The information required u/s. 134(3)(q) of the Companies Act, 2013, read with the Rule 8(3) of Companies (Accounts) Rule, 2014 with respect to conservation of Energy, Technology absorption are not applicable to the company. The Company has no foreign exchange outflow or inflow during the year under review.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has complied with the provisions of section 186 of the Companies Act, 2013 in relation to Loan, Investment & Guarantee given by the company during the financial year and no disclosures in this regard is required under the aforesaid section in this Report.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1)**

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

### **RISK MANAGEMENT POLICY**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & the listing regulations, the Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

At present the company has not identified any element of risk which may threaten the existence of the company.

### **CORPORATE SOCIAL RESPONSIBILITY**

In terms of the provisions of Section 135 read together with Rule of the Companies Act, the "corporate social responsibility" (CSR), requirement is not applicable to the Company.

### **CORPORATE GOVERNANCE CERTIFICATE**

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR), Regulation, 2015 of the Listing agreement shall be annexed with the report.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no

## **DHANVERDHI EXPORTS LIMITED**

employee has been denied access to the Audit Committee.

### **NOMINATION & REMUNERATION COMMITTEE**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

### **PARTICULARS OF EMPLOYEES**

None of the employees, who were in receipt of remuneration in excess of the limits as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review, was engaged in the company.

### **DIRECTORS:**

#### **Changes in Directors and Key Managerial Personnel**

Mr Bhagwan Singh retires by rotation and, being eligible, offer himself for re appointment. The Directors recommend Mr Bhagwan Singh for re-appointment.

#### **Independent Director(s) declaration**

Mr. Sambhu Nath Modi and Mr. Pratap Ram Ganguly who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and the Listing Regulation. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **CODE OF CONDUCT**

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Managing Directors and forms part of the Annual Report.

#### **BOARD MEETING**

During the year seven Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of which are given in the Corporate Governance Report.

#### **SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed

Mr. Anand Khandelia, a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure A"

#### **STATUTORY AUDITORS & AUDITORS REPORT**

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/s. VMD & Associates, Chartered Accountants, were appointed as statutory auditors of the Company at the 32nd annual general meeting (AGM) of the Company for a period from the conclusion of the said AGM till the conclusion of the 37th AGM subject to ratification of their appointment by the members at every AGM held thereafter. A resolution for ratification of appointment of M/s. VMD & Associates, Chartered Accountants, as auditors for the period from the conclusion of the ensuing AGM till the conclusion of the AGM to be held in the year 2019 and for fixation of their remuneration for the year 2018-19 is being proposed in the notice of the ensuing AGM for the approval of the members.

## **DHANVERDHI EXPORTS LIMITED**

The Auditor of the company has not made any qualification, reservation or adverse remark or disclaimer in his report and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

### **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) 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.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in the Listing Regulations.

### **DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2017-18, no complain had been received.

### **PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS**

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

### **ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

Place: Kolkata  
Dated: 30th May, 2018

For and on behalf of the Board  
**(Sudha Agarwalla)**  
Managing Director  
DIN: 00938365

**(Uttam Banerjee)**  
Director  
DIN: 00607337

**DHANVERDHI EXPORTS LIMITED**

**Form No. MR-3**

**Annexure - A**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 2017-18

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
DHANVERDHI EXPORTS LIMITED

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

Based on my verification of the Dhanverdhi Exports 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 31st March, 2018 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 Dhanverdhi Exports Limited ("the Company") for the financial year ended on 31st March, 2018 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;
- (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, 2015;
  - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;: not applicable
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;: not applicable
  - (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;

**DHANVERDHI EXPORTS LIMITED**

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

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) ..... (Mention the other laws as may be applicable specifically to the company): not applicable

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

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:

I further report that

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

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

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

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.

Place: Kolkata

Date: 30/05/2018

Anand Khandelia

FCS No - 5841

**DHANVERDHI EXPORTS LIMITED**

Annexure -B.

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company

(Management &amp; Administration ) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

i CIN	L52110WB1985PLC0217048
ii Registration Date	10.05.1985
iii Name of the Company	DHANVERDHI EXPORTS LIMITED
iv Category/Sub-category of the Company	Indian Non-Government Company
v "Address of the Registered office & contact details"	A-402, MANGALAM , 24/26 HEMANTA BASU SARANI, KOLKATA- 700001. PHONE: 033-22436242. EMAIL: DHANVERDHIEXPORTS@GMAIL.COM, WEBSITE: WWW.DHANVERDHIEXPORTS.COM
vi Whether listed company	YES
vii Name , Address & contact details of the Registrar & Transfer Agent, if any.	S.K. INFOSOLUTIONS PVT.LTD. ADD: 34/1A SUDHIR CHATTERJEE STREET, KOLKATA- 700006 PH- 033-2219 4815. EMAIL: CONTACT@SKCINFO.COM

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1	Other Financial Service Activities except insurance and pension funding activities	649	100%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

Sl No	Name & Address of the Company	CIN/GLN	"HOLDING/ SUBSIDIARY/ ASSOCIATE"	"% OF SHARES HELD"	"APPLICABLE SECTION"
1	SUPERLIGHT FINANCE PVT.LTD	U51109WB1996PTC077029	ASSOCIATE	31.99	2(6)
2	VALLEY MAGMESITE CO. LTD.	L23109WB1988PLC045491	ASSOCIATE	23.33	2(6)

## DHANVERDHI EXPORTS LIMITED

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

#### A) 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				Percent Change the during year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>PROMOTERS</b>									
	(1) Indian									
	a) Individual/HUF	121,250	0	121,250	12.13%	121,250	0	121,250	12.13%	
	b) Central Govt.or State Govt."	-	-	-	-	-	-	-	-	
	c) Bodies Corporates	-	-	-	-	-	-	-	0.000%	
	d) Bank/FI	-	-	-	-	-	-	-	0.000%	
	e) Any other	-	-	-	-	-	-	-	0.000%	
	<b>SUB TOTAL:(A) (1)</b>	121,250	0	121,250	12.13%	121,250	0	121,250	12.13%	
	<b>(2) Foreign</b>									
	a) NRI- Individuals	-	-	-	-	-	-	-	-	
	b) Other Individuals	-	-	-	-	-	-	-	-	
	c) Bodies Corp.	-	-	-	-	-	-	-	-	
	d) Banks/FI	-	-	-	-	-	-	-	-	
	e) Any other...	-	-	-	-	-	-	-	-	
	<b>SUB TOTAL (A) (2)</b>	0	0	0	0	0	0	0	0.000%	
	<b>"Total Shareholding of Promoter (A)= (A)(1)+(A)(2)"</b>	121,250	0	121,250	12.13%	121,250	0	121,250	12.13%	
	<b>B. PUBLIC SHAREHOLDING</b>									
	<b>(1) Institutions</b>									
	a) Mutual Funds	-	-	-	-	-	-	-	-	
	b) Banks/FI	-	-	-	-	-	-	-	-	
	C) Cenntal govt	-	-	-	-	-	-	-	-	
	d) State Govt.	-	-	-	-	-	-	-	-	
	e) Venture Capital Fund	-	-	-	-	-	-	-	-	
	f) Insurance Companies	-	-	-	-	-	-	-	-	
	g) FIIS	-	-	-	-	-	-	-	-	
	"h) Foreign Venture Capital Funds"	-	-	-	-	-	-	-	-	
	i) Others (specify)	-	-	-	-	-	-	-	-	
	<b>SUB TOTAL (B)(1):</b>	0	0	0	0	0	0	0	0.000%	
	<b>(2) Non Institutions</b>									
	a) Bodies corporates									
	i) Indian	278,750	500,000	778,750	77.88%	278,750	500,000	778,750	77.88%	
	ii) Overseas	-	-	-	-	-	-	-	-	
	b) Individuals	-	-	-	-	-	-	-	-	
	i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	641	0	641	0.06%	641	0	641	0.06%	
	ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	81,859	17,500	99,359	9.936%	81,859	17,500	99,359	9.936%	
	c) Others (specify)	-	-	-	-	-	-	-	-	
	<b>SUB TOTAL (B)(2):</b>	361,250	517,500	878,750	87.88%	378,750	500,000	878,750	87.88%	
	<b>"Total Public Shareholding(B)= (B)(1)+(B)(2)"</b>	361,250	517,500	878,750	87.88%	378,750	500,000	878,750	87.88%	
	<b>"C. Shares held by Custodian for GDRs &amp; ADRs"</b>	0	0	0	0	0	0	0	0.000%	
	<b>Grand Total (A+B+C)</b>	482,500	517,500	1,000,000	100.00%	500,000	500,000	1,000,000	100.00%	

## DHANVERDHI EXPORTS LIMITED

### II. Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ARUN KUMAR AGARWALLA	50000	5.00%	0.00%	50000	5.00%	0.00%	0.00%
2	ARUN KUMAR AGARWALLA	71250	7.13%	0.00%	71250	7.13%	0.00%	0.00%

### III. CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ARUN KUMAR AGARWALLA				
	a)At the beginning of the year	71,250	7.125%		
	b) changes during the year		(on 07.04.2014 purchased)		-
	c)At the end of the year			71,250	7.125%
2	ARUN KUMAR AGARWALLA(HUF)				
	a)At the beginning of the year	50,000	5.000%		
	b) changes during the year		(no changes during the year)		-
	c)At the end of the year			50,000	5.000%
	<b>TOTAL</b>	<b>121,250</b>	<b>12.125%</b>	<b>121,250</b>	<b>12.125%</b>

### iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR & ADR)

SI No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	VIDYUT DEALERS PVT.LTD	140000	14.00%		0		140000	14.00%
2	SWAGTAM DISTRIBUTORS PVT.LTD	138750	13.88%		0		138750	13.88%
3	KUNJBEHARI VINTRADE PVT.LTD	49000	4.90%		0		49000	4.90%
4	GOPESH VYAPAAR PVT.LTD	49000	4.90%		0		49000	4.90%
5	GRAPES TRADECOM PRIVATE LTD	49000	4.90%		0		49000	4.90%
6	GOLDMOON MARKETING PVT.LTD	49000	4.90%		0		49000	4.90%
7	ESHAA DEALTRADE PVT.LTD	49000	4.90%		0		49000	4.90%
8	AMRIT DEALMARK PVT.LTD	49000	4.90%		0		49000	4.90%
9	KARUNAMAYEE DEALCOM PVT.LTD	48700	4.87%		0		48700	4.87%
10	UTSAV DEALMARK PVT.LTD	48400	4.84%		0		48400	4.84%

<b>DHANVERDHI EXPORTS LIMITED</b>
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**(v) Shareholding of Directors & KMP**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	PRATAP RAM GANGULY	15000	1.50%				15000	1.50%
2	BHAGWAN SINGH	17500	1.75%				17500	1.75%
3	DEBA PROSAD BANERJEE	47500	4.75%				47500	4.75%

**V. INDEBTEDNESS**

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

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

**DHANVERDHI EXPORTS LIMITED**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Rs. in Lakhs

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager Managing Director			Total Amount
1.	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as a % of profit	-	-	-	-
5	Others, please specify				
	<b>Total (A)</b>	-	-	-	-
	<b>Ceiling as per the Act</b>				

**B. Remuneration to other directors:**

Rs. in Lakhs

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c ) Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	Other Non Executive Directors				
	"(a) Fee for attending board committee meetings"	-	-	-	-
	(b) Commission	-	-	-	-
	(c ) Others, please specify.	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-
	<b>Overall Ceiling as per the Act.</b>				

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel ₹ (Lakhs)			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	1.31	1.31
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as a % profit	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	1.31	1.31

Penalties / punishment / compounding of offences

There were no Penalties / punishment / compounding of offences for the year ending March ' 31 , 2018

Place: Kolkata

Dated: 30th May, 2018

For and on behalf of the Board

**(Sudha Agarwalla)**

Managing Director

DIN: 00938365

## DHANVERDHI EXPORTS LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### 1. Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to enhance the long term economic value of the company its stakeholders and the society at large by adopting better corporate practices in fair and transparent manner by aligning interest of the company with its shareholders and other key stakeholders.

Your Company continues to follow procedures and practices in conformity with the code of Corporate Governance outlined in the listing agreement.

#### 2. Board of Directors:

##### **Composition of the Board, Directorships & Committee positions held in other companies and shares held as on 31st March 2018:**

As on 31st March 2018, the Company had 5 Directors. The Board of Directors Comprise of One Managing, Executive & Non Independent director, Two Non Executive & Non Independent directors and Two Non Executive Independent directors

Directors	Category	Board Meeting Attendance	Annual General Meeting Attendance	Directorship in other companies*	Committee membership**	Committee chairmanship**
Sudha Agarwalla	Managing, Executive (Non Independent Director)	07	Yes	03	03	NIL
Uttam Banerjee	Non Executive (Non Independent Director)	07	Yes	01	03	NIL
Bhagwan Singh	Non Executive (Non Independent Director)	07	Yes	NIL	NIL	NIL
Pratap Ram Ganguly	Non Executive (Independent Director)	05	Yes	01	01	05
Shambhu Nath Modi	Non Executive (Independent Director)	06	Yes	05	07	05

\* Other directorships do not include directorship of private limited companies, companies registered u/s 8 of Companies Act and of companies incorporated outside India.

\*\* Chairmanship/Membership of Board committees includes Membership of Audit, Nomination & Remuneration and stakeholders Relationship committees only.

\*\* No Director is a member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a Director.

##### **Number of Board Meetings held & dates on which meeting held:**

Number of Board Meetings Held : 7

Date on which held : 02nd May 2017, 26th May 2017,  
14th September 2017, 16th October 2017,  
14th November 2017, 16th January 2018,  
13th February, 2018.

## DHANVERDHI EXPORTS LIMITED

### **Role of Independent Directors:**

The independent directors devote sufficient time and attention to professional obligations for informed and balanced decision making at the Board and various committee meetings. They regularly update and refresh skills, knowledge and familiarity with the Company and actively and constructively participate in the meetings.

### **Independent Directors Meeting:**

During the year under review, the Independent Directors met on January 20, 2018, inter alia, to discuss:

- a) Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
- b) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

### **Disclosures in relation to the appointment/re-appointment of Directors:**

As required, brief profiles of the directors appointed or re-appointed are appended below:

#### a) Bhagwan Singh

Name of the Director	Mr. Bhagwan Singh
Father's Name	Late Nahar Singh
Director Identification No.(DIN)	00607390
Date of Birth	19.06.1960
Date of Appointment	18.06.2014
Qualifications	B.Com
Experience	Mr. Bhagwan Singh is a Commerce Graduate from Rajasthan University having experience of over 35 Years in the field of Investment and Finance Business. He is recognized for his experience in the field of Investments and Fund Management.
Directorship in other Companies	Superlight Finance Pvt.Ltd Windsor Mercantiles Pvt.Ltd
Chairman/Member of the Committee of the Board of Directors of the Company	N.A.
Membership / Chairmanship of Committees of the other public companies in which he is a Director	N.A.
No.of Shares held in the Company	17500

### **Code of Conduct:**

The Company has a code of conduct applicable to all Board Members & Senior Management staff for avoidance of conflict of interest between each of the above individuals and the Company. Each Board Members & Senior Management staff declare their compliance with the Code of Conduct as at the end of each Financial Year. A certificate to this effect is attached to this report duly signed by Managing Director.

### **3. Audit committee**

Apart from all the matters provided in the section 177 of the Companies Act 2013 and Listing Regulation, the Audit committee reviews reports of the internal Auditors, meets statutory auditors as and when required

## DHANVERDHI EXPORTS LIMITED

and discuss findings , suggestions, observations and other related matters.

a) The Composition of the Committee and the attendance of each member at Meetings were as follows:

Members	Designation	Category	No. of Meeting Attended
Pratap Ram Ganguly	Chairman	Non Executive (Independent)	4
Shambhu Nath Modi	Member	Non Executive (Independent)	4
Uttam Banerjee	Member	Non Executive (Non Independent)	4

b) Details of the Audit Committee Meetings Held :

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
25.05.2017	Three
13.09.2017	Three
13.11.2017	Three
12.02.2018	Three

#### **4. Nomination and Remuneration Committee**

In compliance with Section 178 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules,2014 and Listing Regulation, the composition and other details as required are as follows:-

a) The Composition of the Committee and the attendance of each member at Meetings are as follows:

Members	Designation	Category	No. of Meeting Attended
Pratap Ram Ganguly	Chairman	Non Executive (Independent)	1
Shambhu Nath Modi	Member	Non Executive (Independent)	1
Uttam Banerjee	Member	Non Executive (Non Independent)	1

b) Details of the Nomination and Remuneration Committee Meetings Held :

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
29.12.2017	Three

#### **The terms of reference to this committee include:**

- The Committee shall identify persons who are qualified to become directors and who may be appointed as Key Managerial Persons in accordance with criteria laid down, recommend the board their appointment and removal and shall carry out evaluation of every director's performance.
- This Committee is empowered to review and recommend the Board of Directors, remuneration and commission of directors and other senior executives of the Company.

#### **Remuneration Policy:**

The Remuneration policy of your Company is a comprehensive and the policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

#### **Non-executive/ Independent directors remuneration**

The Company is not paying any remuneration to the Non-executive Directors.

#### **5. Stakeholder's Relationship Committee:**

In line with the provisions of Section 178 of the Companies Act, 2013 and Listing Regulation, the composition and other details of ' Stakeholders Relationship Committee ' are as follows:-

## DHANVERDHI EXPORTS LIMITED

a) The Composition of the Committee and the attendance of each member of the committee are given below:

Name of the Director	Designation	No. of Meeting Attended
Pratap Ram Ganguly	Chairman	3
Shambhu Nath Modi	Member	3
Uttam Banerjee	Member	3

b) Mrs. Sudha Agarwalla is the compliance officer of the Company.

c) Details of the Stakeholder's Relationship Committee Meetings Held :

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
13.04.2017	Three
16.08.2017	Three
16.10.2017	Three

No complaints have been received during the year regarding transfer of shares and/or non receipt of balance sheet etc.

**The terms of reference to this committee include:**

- Review, on periodic basis, status of grievances relating to transfer, transmission of shares, issue of duplicate shares.
- Monitor expeditious redressal of Investors grievances.
- Review instances of non-receipt of Annual Report.
- Consider all matters related to all security holders of the Company.

6. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company laid down the procedure to inform Board members about the risk assessment and minimisation procedures. The Board framed, implemented and monitored, the Company's risk management practices and activities at regular interval. At present the Board has not identified any element of risk which may threaten the existence of the company.

### **7. General Body Meetings:**

a) **Location, Place and time where last three Annual General Meetings were held are given below:-**

Financial Year	Date of AGMs	Location	Time
2016-2017	20th September 2017	A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001.	4.00 P.M
2015-2016	26th September 2016	A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001.	1.00 P.M
2014-2015	26th September 2015	Jalan Sadan, E-947, Chittranjan Park, New Delhi	1.00 P.M

b) **Special Resolutions passed at previous three AGMs:-**

i) AGM on 20th September 2017

No Special Resolution was passed at this AGM.

ii) AGM on 26th September 2016

In the AGM held on 27th September, 2014, a Special Resolution was passed for adopting the new set of Article of Association in terms of the provisions of section 14 of the Companies Act, 2013. in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

## **DHANVERDHI EXPORTS LIMITED**

### iii) AGM on 26th September 2015

No Special Resolution was passed at this AGM.

c) No Extraordinary General Meeting of the members was held.

### **8. Disclosures:**

#### **a) Disclosures on materially significant related party transaction:**

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. There are no related party transactions that may have potential conflict with the interest of the Company at large. There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

#### **b) Details of non-compliance(s) by the Company:**

No penalties have been imposed or strictures have been issued by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years against the non compliance relating to the matter aforesaid.

#### **c) Whistle Blower Policy/ Vigil Mechanism**

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no employee has been denied access to the Audit Committee.

d) The adoption of the other non-mandatory requirements set out in Listing Regulation is under consideration.

#### **e) Disclosure of Accounting Treatment**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

### **9. Means of Communication:**

The quarterly Unaudited Financial Results and the Audited Financial Results as approved and taken on record by the Board are sent to the Stock Exchanges where the Company's shares are listed and then published generally in "Political Business Daily" (English editions) and "Sukhabar" (Bengali editions). The results are also posted on the Company's website [www.dhanverdhiexports.com](http://www.dhanverdhiexports.com). However, these are not sent individually to shareholders.

Management Discussion and Analysis Report is an integral part of annual report.

### **10. Management Discussion & Analysis Report:**

The Company's performance is up beating. The Company does not foresee any threat in terms of investment policy and return on instrument as such the company is taking all its offers to overcome such unforeseen threat and to exceed in the concerned fora. The management is hopeful in achieving a better result in future.

### **11. CEO and CFO Certification**

The CEO and CFO certification of the financial statements for the year has been submitted to the Board of Directors in its meeting held on May, 30, 2018 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations.

### **12. General Shareholders Information:**

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

<b>DHANVERDHI EXPORTS LIMITED</b>
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**Date** : 27th September, 2018.  
**Time** : 4.00 PM  
**Venue** : Registered Office;  
**A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001.**

- b) Financial year of the Company : 1st April 2017 to 31st March 2018  
c) Book Closure Date : 21st September, 2018 to 27th September, 2018  
(Both day inclusive)  
d) Dividend payment date (if any) : Not recommended  
e) Listing on Stock Exchanges :

The Company has listed its shares at – Stock Exchanges as stated below:

Sl.No.	Name of Stock Exchanges
01.	Delhi Stock Exchange Ltd.

ISIN No. for Dematerialisation of shares : INE171S01013

- f) Market Price Data : Company's Shares are not frequently traded in the Stock Exchange.

- g) Registrar and share transfer Agent (for Both: Physical and Dematerialized share transfers) : S.K.Infosolutions Pvt.Ltd  
34/1A, Sudhir Chatterjee Street,  
Kolkata- 700 001.  
Email: contact@skcinfo.com

**h) Share Transfer System:**

Subject to documentation being in order, transfer requests of equity shares in physical form lodged with the Company/ Registrars are processed within 15 days from the date of receipt.

**i) Distribution of Shareholding as on 31.03.2018:-**

No. of Equity Shares held	No. of Share-Holders	% of Share-holders	No. of Share held	% of Share holdings
Upto 500	79	80.61	641	0.06
501-1000	0	0.00	0	0
1001-3000	0	0.00	0	0
3001-5000	0	0.00	0	0
5001-10000	0	0.00	0	0
10001-50000	16	16.33	649359	64.94
50001-100000	1	1.02	71250	7.13
100001 & above	2	2.04	278750	27.87
	<b>98</b>	<b>100.00</b>	<b>1000000</b>	<b>100.00</b>

**j) Categories of Shareholders as on 31.03.2018 :-**

Category	No. of Share-Holders	% of Share-holders	No. of Share held	% of Share held
Promoters	02	2.04	121250	12.13
Bodies Corporate	13	13.27	78750	77.87
Public	83	84.69	100000	10.00
	<b>98</b>	<b>100.000</b>	<b>1000000</b>	<b>100.00</b>

**j) Dematerialization and Rematerialisation:**

Request for Dematerialization and Rematerialisation should be sent either to the Company's Registrar and Share Transfer Agents or to the Share Department of the Company.

**k) Dematerialization of Shares and liquidity:**

5,00,000 Equity Shares (50.00%) have been dematerialized upto 31st March, 2018.

**DHANVERDHI EXPORTS LIMITED**

**l) Address for Correspondence:**

**Registered Office**

A-402, Mangalam,

24/26 Hemanta Basu Sarani, Kolkata- 700 001.

Phone: (033)2243-6242/6243, Fax : (033)2231-0835

E-Mail Id: dhanverdhiexports@gmail.com

13. Compliance of Listing Regulation pertaining to mandatory requirements & Auditors Certificate on Corporate Governance:

The Company has complied with all the mandatory requirements on Corporate Governance as specified in the Listing Regulation.

As required in the Listing Regulation , the Auditor's Certificate on compliance of the Corporate Governance norms is attached.

For and on Behalf of the Board

Registered Office: A-402, Mangalam,  
24/26 Hemanta Basu Sarani,  
Kolkata - 700001.

Dated: The 13th day of August, 2018

(Sudha Agarwalla)  
Managing Director  
DIN: 00938365

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIORMANAGEMENT PERSONNE WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2018.

For and on Behalf of the Board

Place:Kolkata  
Dated: The 13th Day of August ,2018

(Sudha Agarwalla)  
Managing Director  
DIN: 00938365

**DHANVERDHI EXPORTS LIMITED**

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.**

To,  
The Members of Dhanverdhi Exports Limited,  
Kolkata

We have examined the compliance of conditions of Corporate Governance by **Dhanverdhi Exports Limited** ("the Company"), for the year ended on 31 March, 2018, as stipulated in the Listing Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulation.

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

**For V. M. D. & Associates**  
Chartered Accountants  
Firm's Registration No.326120E

Place:Kolkata  
Dated:13/08/2018

**(Vinay Kumar Tiwari)**  
Partner  
Membership Number: 063887

## **DHANVERDHI EXPORTS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS**

#### **Report on the Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **DHANVERDHI EXPORTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Sec 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, 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 and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS financial statements that give 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 standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the

## DHANVERDHI EXPORTS LIMITED

standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) on the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
  - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - (g) with respect to the other matters 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 litigations on its financial positions in its financial statements, if any.
    - ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For V. M. D. & Associates**  
Chartered Accountants  
Firm's Registration No.326120E

**(Vinay Kumar Tiwari)**  
Partner  
Membership Number: 063887

Place: Kolkata  
Dated: 30/05/2018

## **DHANVERDHI EXPORTS LIMITED**

### **ANNEXURE- A TO THE AUDITOR'S REPORT**

(Referred to in paragraph 1 of our report of even date)

- i) The Company does not have any kind of Fixed assets and so the Company does not maintain records. Thus, paragraph 3(I) of the Order is not applicable to the Company.
- ii) The Company does not have any kind of Inventories during and at the end of the year and so it does not hold any physical inventory. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii) The company has not granted loans, secured or unsecured, to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, provisions of clause (iii) (a) (b) and (c) of the said order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantee and security made, where ever applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company during the year under review.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess, Goods & Service Tax and other material statutory dues, wherever applicable, have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.  
b) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute except a demand of Rs.8.46 Lakh from Income Tax for the year 2006-07 which is disputed before the Income Tax Authorities.
- viii) The Company does not have any loans or borrowing from any financial institutions, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- viii) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer and has not taken any term loan. Other loans from bank were applied for the purpose for which these were obtained.

**DHANVERDHI EXPORTS LIMITED**

- ix) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company by its officers/ employee has been noticed or reported during the course of our audit.
- x) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xi) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiii) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- xv) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For V. M. D. & Associates**  
Chartered Accountants  
Firm's Registration No.326120E

**(Vinay Kumar Tiwari)**  
Partner  
Membership Number: 063887

Place : Kolkata  
Dated: 30/05/2018

<b>DHANVERDHI EXPORTS LIMITED</b>
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**ANNEXURE-B TO THE AUDITOR'S REPORT****Report on the Internal Financial Controls under Clause(l) of the sub-section 3 of Section 143 of the Companies Act, 2013(' the Act")**

We have audited the internal financial controls over financial reporting of DHANVERDHI EXPORTS LIMITED ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the

## **DHANVERDHI EXPORTS LIMITED**

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V. M. D. & Associates**  
Chartered Accountants  
Firm's Registration No.326120E

**(Vinay Kumar Tiwari)**  
Partner  
Membership Number: 063887

Place : Kolkata  
Dated: 30/05/2018

**DHANVERDHI EXPORTS LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2018**

(Amount in ₹)

	AS AT	AS AT	AS AT
NOTES	31ST MARCH, 2018	31ST MARCH, 2017	1ST APRIL, 2016
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Financial Assets			
(i) Investments	2 <b>28,031,780.00</b>	10,509,788.00	9,237,800.00
<b>Total Non-Current Assets</b>	<b>28,031,780.00</b>	10,509,788.00	9,237,800.00
<b>Current assets</b>			
Financial Assets			
(i) Investments	3 <b>9,784,851.61</b>	9,810,995.72	9,230,005.59
(ii) Cash and Cash Equivalents	4 <b>958,066.91</b>	879,160.40	615,203.44
(iii) Others Financial Assets	5 <b>-</b>	-	370,000.00
Current Tax Assets (Net)	6 <b>16,811.00</b>	34,950.00	-
Other Current Assets	7 <b>87,132.00</b>	50,332.00	50,332.00
<b>Total Current Assets</b>	<b>10,846,861.52</b>	10,775,438.12	10,265,541.03
<b>Total Assets</b>	<b>38,878,641.52</b>	21,285,226.12	19,503,341.03
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	8 <b>10,000,000.00</b>	10,000,000.00	10,000,000.00
Other Equity	9 <b>23,465,896.16</b>	10,021,667.62	8,664,950.59
<b>Total Equity</b>	<b>33,465,896.16</b>	20,021,667.62	18,664,950.59
<b>Non-Current Liabilities</b>			
Provisions	10 <b>21,091.00</b>	566.00	13,593.00
Deferred Tax Liabilities (Net)	11 <b>5,299,791.36</b>	1,182,773.50	713,439.44
<b>Total Non-Current Liabilities</b>	<b>5,320,882.36</b>	1,183,339.50	727,032.44
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Other Financial Liabilities	12 <b>67,100.00</b>	43,700.00	63,413.00
Other Current Liabilities	13 <b>970.00</b>	970.00	-
Provisions	14 <b>23,793.00</b>	35,549.00	10,330.00
Current Tax Liabilities (Net)	15 <b>-</b>	-	37,615.00
<b>Total Current Liabilities</b>	<b>91,863.00</b>	80,219.00	111,358.00
<b>Total Equity and Liabilities</b>	<b>38,878,641.52</b>	21,285,226.12	19,503,341.03

Significant Accounting Policies

1

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

**For VMD & Associates**

**For and on behalf of Board**

Firm Registration Number-326120E

Chartered Accountants

**(Vinay Kumar Tiwary)**

Partner

Membership Number 063887

Place: Kolkata

Date: 30th May, 2018

**Sudha Agarwalla**

Managing Director

DIN : 00938365

**Uttam Banerjee**

Director

DIN : 00607337

**Bhagwan Singh**

Director

DIN : 00607390

**Deba Prosad Banerjee**

CFO

## DHANVERDHI EXPORTS LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	NOTES	(Amount in ₹) For the Year 2017 - 2018	Amount in ₹) For the Year 2016 - 2017
<b>INCOME</b>			
Revenue from Operations		-	-
Other Income	16	571,992.40	981,748.09
<b>Total Revenue</b>		<b>571,992.40</b>	<b>981,748.09</b>
<b>EXPENSES</b>			
Employee Benefits Expenses	17	199,463.00	171,821.00
Others expenses	18	250,207.00	234,753.00
<b>Total Expenses</b>		<b>449,670.00</b>	<b>406,574.00</b>
<b>Profit/(Loss) Before Tax</b>		<b>122,322.40</b>	<b>575,174.09</b>
<u>Tax Expense:</u>			
Current Tax		(83,189.00)	(15,050.00)
Deferred Tax		137,766.46	(77,905.84)
Short Provision for Income Tax		(64.00)	(971.00)
<b>Profit/(Loss) for the Period</b>		<b>176,835.86</b>	<b>481,247.25</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Statement of Profit and Loss. Equity Instruments through other comprehensive income			
		17,521,992.00	1,271,988.00
Income tax on investments measured at FVTOCI		(4,254,528.05)	(393,001.03)
Remeasurement of defined benefit plans		185.00	(5,090.00)
Income tax relating to remeasurement of defined benefit plans		(256.27)	1,572.81
<b>Total Other Comprehensive Income/Loss</b>		<b>13,267,392.68</b>	<b>875,469.78</b>
<b>Total Comprehensive Income</b>		<b>13,444,228.54</b>	<b>1,356,717.03</b>
<b>Earning Per equity Share-Basic &amp; Diluted</b>	19	<b>0.18</b>	<b>0.48</b>
<b>Face Value Per Share (In Rs.)</b>		<b>10.00</b>	<b>10.00</b>
Significant Accounting Policies	1		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

**For VMD & Associates**

Firm Registration Number-324666E

Chartered Accountants

**For and on behalf of Board**

**(Vinay Kumar Tiwary)**

Partner

Membership Number 063887

Place: Kolkata

Date: 30th May, 2018

**Sudha Agarwalla**

Managing Director

DIN : 00938365

**Uttam Banerjee**

Director

DIN : 00607337

**Bhagwan Singh**

Director

DIN : 00607390

**Deba Prosad Banerjee**

CFO

**DHANVERDHI EXPORTS LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	(Amount in ₹) YEAR ENDED ON 31ST MARCH, 2018	(Amount in ₹) YEAR ENDED ON 31ST MARCH, 2017
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	122,322.40	575,174.09
Addition:		
Interest Received	-	-
Re-measurement gains/(losses) on employee defined benefit plans	(71.27)	(3,517.19)
Profit/Loss on sale of property, plant and equipment	-	-
<b>Cash Flow from Operating Activities before Working Capital changes</b>	<b>122,251.13</b>	<b>571,656.90</b>
<b>Adjustments:</b>		
Decrease/(increase) in Deferred Tax	4,117,017.86	469,334.06
Decrease/(increase) in trade receivables	-	-
Decrease/(increase) in other financial and non financial assets	(18,661.00)	335,050.00
Increase/(decrease) in trade payables	-	-
Increase/(decrease) in other financial and non financial liabilities	32,169.00	(44,166.00)
<b>Cash Generated From Operation</b>	<b>4,252,776.99</b>	<b>1,331,874.96</b>
Taxes Paid	54,513.46	(93,926.84)
<b>Cash Flow from Operating Activities</b>	<b>4,307,290.45</b>	<b>1,237,948.12</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Increase/Decrease in Investments	(4,228,383.94)	(973,991.16)
Interest Received	-	-
<b>Net Cash Flow from Investing Activities</b>	<b>(4,228,383.94)</b>	<b>(973,991.16)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/Decrease in Borrowings	-	-
Increase/Decrease in Share Capital	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>NET CHANGE IN CASH &amp; CASH EQUIVALENT</b>	<b>78,906.51</b>	<b>263,956.96</b>
Opening Balance of Cash & Cash Equivalent	879,160.40	615,203.44
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENT</b>	<b>958,066.91</b>	<b>879,160.40</b>

## Notes:

1 The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounts) Rules, 2014

2 Figures of the previous period has been rearranged/ regrouped where ever considard necessary.

**For VMD & Associates**

Firm Registration Number-324666E

Chartered Accountants

**(Vinay Kumar Tiwary)**

Partner

Membership Number 063887

Place: Kolkata

Date: 30th May, 2018

**Sudha Agarwalla**

Managing Director

DIN : 00938365

**For and on behalf of Board****Uttam Banerjee**

Director

DIN : 00607337

**Bhagwan Singh**

Director

DIN : 00607390

**Deba Prosad Banerjee**

CFO

## DHANVERDHI EXPORTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2018

#### **NOTE - 1**

##### **CORPORATE INFORMATION**

Unique Organics Limited ('the Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in one stock exchanges in India. The registered office of the company is located in A-402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata - 700001. The company is primarily engaged in trading of feed, food and spices products.

##### **SIGNIFICANT ACCOUNTING POLICIES**

###### **a)Statement of Compliance**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act with effect from 1st April, 2017. These are the first Ind-AS financial statements of the company, wherein the Company has restated its Balance Sheet as at April 1, 2016 and financial statements for the year ended and as at March 31, 2017 as per Ind-AS.

Upto the year ended 31st March, 2017, the financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014. The date of transition to Ind AS is 1st April, 2016.

###### **b)Basis of Preparation of Financial Statements**

These financial statements have been prepared on a going concern basis, using the historical cost conventions and on an accrual method of accounting except for certain assets and liabilities that are required to be measured at fair value by Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act

###### **c)Use of Estimates**

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

###### **d)Inventories**

Stock in Trade are valued at the lower of cost and net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on item-by-item basis. Cost of inventories include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on a first-in-first-out basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Packing materials are valued at cost computed on weighted average basis.

###### **e)"Classification of Assets and Liabilities as Current and Non CurrentNon-Current"**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

## **DHANVERDHI EXPORTS LIMITED**

An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

An liability is treated as current when, It is expected to be settled in normal operating cycle, It is held primarily for the purpose of trading, It is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### **f) Financial Instruments**

#### **(i) Initial recognition and measurement**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are subsequently measured at fair value through profit or loss are recognised immediately in the statement of profit or loss.

#### **(ii) Subsequent measurement**

##### **A. Financial Assets**

Financial assets are classified into the specified categories:

##### **a) Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

##### **b) Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **c) Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company,s management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

##### **B. Financial Liabilities**

After initial measurement at fair value, the financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method where the time value of money is significant, except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

## **DHANVERDHI EXPORTS LIMITED**

### **(iii) Impairment of financial assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to lifetime expected credit losses is recognised if the credit risk has significantly increased since initial recognition.

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis.

### **(iv) Derecognition of Financial Instruments**

The company derecognises a financial assets only when the contractual rights to the cash flows from the assets expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

The company derecognises a financial liabilities only when the company's obligations are discharged, cancelled or they expire.

### **g) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the buyer and the amount of revenue can be reliably measured and recovery of the consideration is probable.

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using effective interest rate.

### **h) Employee Benefits**

(i) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the Profit & Loss Account. The company has no obligation, other than the contribution payable to the provident fund. The company also contributes to the employees state insurance fund maintained under the "Employees State Insurance Scheme" of the Central Government and same is also charged to the profit & loss account.

(ii) Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contribute to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in other comprehensive income. The current service cost and net interest on the net defined benefit liability/(asset) is treated as an expense and is recognised in the statement of profit or loss.

### **l) Income Taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amount used for taxation purpose (tax base), at the tax rates and law that are enacted or substantively enacted as on the balance sheet date.

## DHANVERDHI EXPORTS LIMITED

### **j) Provisions, Contingent Assets and Contingent Liabilities**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are not recognised but disclosed in the financial statements.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

### **k) Earnings Per Share**

Basic and Diluted Earnings per shares are calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

### **l) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **m) Operating Segment**

Operating Segments are reported in a manner consistent with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole. The analysis of geographical segments is based on the areas in which customers of the company are located.

### **n) Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

## DHANVERDHI EXPORTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2018

(Amount in ₹)

#### **NOTE - 2**

	<u>AS AT</u> <u>31ST MARCH, 2018</u>	<u>AS AT</u> <u>31ST MARCH, 2017</u>	<u>AS AT</u> <u>1ST APRIL, 2016</u>
<b>NON-CURRENT INVESTMENTS</b>			
<b>Equity Instruments measured at cost</b>			
<b>(unless stated otherwise) -</b>			
(Face Value: Rs.10/- each fully paid up)			
<b>Quoted</b>			
<b>In Associates</b>			
2,45,000 (P.Y.: 2017 - 2,45,000; 2016 - 2,45,000)			
Equity Share of Valley Magnesite Co. Ltd	<b>788,700.00</b>	788,700.00	788,700.00
<b>Unquoted</b>			
<b>In Associates</b>			
72,000 ( P.Y.: 2017 - 72,000; 2016 - 72,000)			
Equity Share of Superlight Finance Pvt Ltd	<b>640,000.00</b>	640,000.00	640,000.00
<b>In Other Company</b>			
20,000 ( P.Y.: 2017 - 20,000; 2016 - 20,000)			
Equity Share of Windsor Mercantiles Pvt Ltd	<b>200,000.00</b>	200,000.00	200,000.00
40,000 ( P.Y.: 2017 - 40,000; 2016 - 40,000)			
Equity Share of Core Mercantiles Pvt Ltd	<b>400,000.00</b>	400,000.00	400,000.00
27,000 ( P.Y.: 2017 - 27,000; 2016 - 27,000)			
Equity Share of Bright Finance Pvt Ltd	<b>270,000.00</b>	270,000.00	270,000.00
<b>Sub-Total</b>	<b>2,298,700.00</b>	2,298,700.00	2,298,700.00
<b>Equity Instruments measured at fair value</b>			
<b>though Other Comprehensive Income</b>			
(Face Value: Rs.10/- each fully paid up)			
<b>Quoted</b>			
57,7,000 (P.Y.: 2016 - 7,57,000 and P.Y. :2017 - 7,57,000)			
Equity Share of Ganodaya Finlease Ltd.	<b>984,100.00</b>	984,100.00	984,100.00
4,76,400 (P.Y.: 2016 - 4,76,400 and P.Y. :2017 - 4,76,400)			
Equity Share of Saumya Consultants Ltd.	<b>24,748,980.00</b>	7,226,988.00	5,955,000.00
<b>Sub-Total</b>	<b>25,733,080.00</b>	8,211,088.00	6,939,100.00
	<b>28,031,780.00</b>	10,509,788.00	9,237,800.00
Aggregate book value of quoted investments	<b>26,521,780.00</b>	<b>8,999,788.00</b>	<b>7,727,800.00</b>
Aggregate market value of quoted investments	<b>28,947,480.00</b>	<b>11,425,488.00</b>	<b>10,001,600.00</b>
Aggregate book value of unquoted investments	<b>1,510,000.00</b>	<b>1,510,000.00</b>	<b>1,510,000.00</b>
Aggregate amount of impairment in value of investments	-	-	-

#### **NOTE - 3**

##### **Mutual Funds valued at fair value through statement of Profit and Loss**

##### **Unquoted**

17564.217 ( P.Y.: 2017 - 17564.217; 2016 - Nil )			
units of Reliance Regular Savings Fund -Balanced Plan G	<b>936,787.51</b>	835,301.47	-

## DHANVERDHI EXPORTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2018

#### NOTE - 3 (Contd...)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
361462.071 (P.Y: 2017 - 446255.141; 2016 - )			
units of HDFC Corporate Debt Opportunities Fund 120584.748(P.Y: 2017 - 120584.748; 2016 - 120584.748)	<b>5,208,957.61</b>	6,050,327.20	5,476,353.84
units of Reliance Corporate Bond Fund Nil (P.Y.: 2017 - 253.834; 2016 - 432.308)	<b>1,688,885.86</b>	1,587,594.68	1,427,783.71
units of Reliance Money Manager Fund Growth Plan G Nil (P.Y.: 2017 - Nil; 2016 - 21153.002)	-	569,234.68	896,978.14
units of Reliance Monthly Income Plan-G 383.075 (P.Y.: 2017 - 33920.99; 2016 - 33920.99)	-	-	728,390.93
units of Reliance Regular Savings fund-Debt Plan 33765.722 (P.Y.: 2017 - Nil; 2016 - Nil)	<b>9,268.58</b>	768,537.69	700,498.97
units of HDFC Equity Savings Fund 62490.724 (P.Y.: 2017 - Nil; 2016 - Nil)	<b>1,166,673.23</b>	-	-
units of Reliance Equity Savings Fund	<b>774,278.82</b>	-	-
	<b>9,784,851.61</b>	9,810,995.72	9,230,005.59

#### NOTE - 4

##### CASH & CASH EQUIVALENTS

Balances with bank:			
On Current Accounts	<b>27,368.65</b>	90,156.14	49,490.18
Cash in hand (As certified by the management)	<b>930,698.26</b>	789,004.26	565,713.26
	<b>958,066.91</b>	879,160.40	615,203.44

#### NOTE - 5

##### OTHER FINANCIAL ASSETS - CURRENT

Advances recoverable in cash			
To Related Parties	-	-	-
To Others	-	-	370,000.00
	-	-	370,000.00

#### NOTE - 6

##### CURRENT TAX ASSETS (NET)

Advance Income Tax (net of provisions)	<b>16,811.00</b>	34,950.00	-
	<b>16,811.00</b>	34,950.00	-

#### NOTE - 7

##### OTHER CURRENT ASSETS

Balances with Government Authorities	<b>87,132.00</b>	50,332.00	50,332.00
	<b>87,132.00</b>	50,332.00	50,332.00

#### NOTE - 8

##### EQUITY SHARE CAPITAL

###### Authorised Shares:

10,00,000 (P.Y: 2017 - 10,00,000; 2016 - 10,00,000)			
Equity Shares of Rs.10/-each	<b>10,000,000.00</b>	10,000,000.00	10,000,000.00
Issued, Subscribed & fully Paid - up Shares			
10,00,000 (P.Y: 2017 - 10,00,000; 2016 - 10,00,000)			
Equity Shares of Rs.10/-each	<b>10,000,000.00</b>	10,000,000.00	10,000,000.00

## DHANVERDHI EXPORTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2018

AS AT                      AS AT                      AS AT  
**31ST MARCH, 2018**    **31ST MARCH, 2017**    **1ST APRIL, 2016**

**a) Terms/rights attached to equity shares.**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

No. of Shares% Holding    No. of Shares% Holding    No. of Shares% Holding

**b) Equity Shares of Rs.10 each fully paid up**

	AS AT		AS AT		AS AT	
	<b>31ST MARCH, 2018</b>		<b>31ST MARCH, 2017</b>		<b>1ST APRIL, 2016</b>	
Swagtam Distributors Pvt. Ltd.	138,750	13.88%	138,750	13.88%	138,750	13.88%
Arun Kumar Agarwalla (HUF)	50,000	5.00%	50,000	5.00%	50,000	5.00%
Vidyut Dealers Pvt Ltd	140,000	14.00%	140,000	14.00%	140,000	14.00%
Arun Kumar Agarwalla	71,250	7.13%	71,250	7.13%	71,250	7.13%

**c) The reconciliation of the number of shares outstanding is set out below:**

Particulars	AS AT 31ST MARCH, 2018 No. of Shares	AS AT 31ST MARCH, 2017 No. of Shares	AS AT 1ST APRIL, 2016 No. Of Shares
<b>Equity Shares</b>			
Equity Shares at the beginning of the year	<b>1,000,000</b>	1,000,000	1,000,000
Equity shares at the end of the year	<b>1,000,000</b>	1,000,000	1,000,000

**NOTE - 9**

**OTHER EQUITY**

**RESERVE AND SURPLUS**

Retained Earnings	5,954,682.26	5,777,846.41	5,296,599.16
	<b>5,954,682.26</b>	<b>5,777,846.41</b>	<b>5,296,599.16</b>

**OTHER COMPREHENSIVE INCOME**

*Net Gain/(Loss) on Equity Instruments measured at fair value*

through other omprehensive income	17,514,899.09	4,247,435.14	3,368,448.17
Remeasurement of Defined Benefit Plans	<b>(3,685.20)</b>	<b>(3,613.93)</b>	<b>(96.74)</b>
	<b>17,511,213.89</b>	<b>4,243,821.21</b>	<b>3,368,351.43</b>
	<b>23,465,896.16</b>	<b>10,021,667.62</b>	<b>8,664,950.59</b>

**NOTE - 10**

**PROVISIONS - NON CURRENT**

Provision for employee benefits	21,091.00	566.00	13,593.00
	<b>21,091.00</b>	<b>566.00</b>	<b>13,593.00</b>

**NOTE - 11**

**DEFERRED TAX LIABILITIES/ASSETS (NET)**

**Deferred Tax Liability**

Investmnet at FVTPL	414,703.54	485,515.82	327,023.73
Investment at Fair Value through OCI	<b>6,153,868.27</b>	<b>1,899,340.22</b>	<b>1,506,295.93</b>
	<b>6,568,571.80</b>	<b>2,384,856.04</b>	<b>1,833,319.66</b>

<b>DHANVERDHI EXPORTS LIMITED</b>
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**Notes to Financial Statements for the year ended 31st March, 2018**

**NOTE -11**

	AS AT <u>31ST MARCH, 2018</u>	AS AT <u>31ST MARCH, 2017</u>	AS AT <u>1ST APRIL, 2016</u>
<b>Deferred Tax Asset</b>			
MAT Credit Entitlement	686,882.00	603,693.00	588,643.00
Losses carried forward	570,228.60	587,230.00	531,237.22
On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	10,310.04	9,543.47	-
Remeasurement of Defined Benefit Obligation	1,359.80	1,616.07	-
	<b>1,268,780.44</b>	<b>1,202,082.54</b>	<b>1,119,880.22</b>
	<b>5,299,791.36</b>	<b>1,182,773.50</b>	<b>713,439.44</b>

**NOTE - 12**

**OTHER FINANCIAL LIABILITIES - CURRENT**

Sundry Creditors for Expenses & Others	67,100.00	43,700.00	63,413.00
	<b>67,100.00</b>	<b>43,700.00</b>	<b>63,413.00</b>

**NOTE - 13**

**OTHER CURRENT LIABILITIES**

Statutory Dues	970.00	970.00	-
	<b>970.00</b>	<b>970.00</b>	<b>-</b>

**NOTE - 14**

**PROVISIONS - CURRENT**

Provision for employee benefits	23,793.00	35,549.00	10,330.00
	<b>23,793.00</b>	<b>35,549.00</b>	<b>10,330.00</b>

**NOTE - 15**

**CURRENT TAX ASSETS (NET)**

Provision for Taxation (net of advances)	-	-	37,615.00
	<b>-</b>	<b>-</b>	<b>37,615.00</b>

<b>(Amount in ₹)</b>	<b>(Amount in ₹)</b>
<b>For the year</b>	<b>For thr year</b>
<b><u>2017- 2018</u></b>	<b><u>2016- 2017</u></b>

**NOTE - 16**

**OTHER INCOME**

Profit/(Loss) on Sale of Investments	117,504.91	98,210.04
Net Gain/(Loss) on investments carried at fair value through Statement of Profit or Loss	452,573.49	882,780.09
Interest Received on Income Tax Refund	1,914.00	-
Other Income	-	757.96
	<b>571,992.40</b>	<b>981,748.09</b>

**NOTE - 17**

**EMPLOYEE BENEFITS EXPENSES**

Salaries,Wages & Bonus	190,509.00	164,719.00
Gratuity	8,954.00	7,102.00
	<b>199,463.00</b>	<b>171,821.00</b>

## DHANVERDHI EXPORTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2018

	(Amount in ₹) For the year 2017- 2018	(Amount in ₹) For thr year 2016- 2017
<b>NOTE - 18</b>		
<b>OTHER EXPENSES</b>		
Payment to Auditor (Refer details below)	35,400.00	34,500.00
Advertisement Charge	8,163.00	10,887.00
Travelling & Conveyance	27,857.00	11,162.00
Miscellaneous Expenses	51,676.00	25,929.00
Car Hire Charges	18,391.00	5,415.00
Printing & Stationary Charge	13,170.00	6,390.00
Depository Charges	16,250.00	13,367.00
Legal & Professional charges	56,300.00	100,876.00
Registrar Fees	17,000.00	16,450.00
Internal Audit Fees	6,000.00	6,000.00
Interest on Income Tax	-	3,777.00
	250,207.00	234,753.00
<b>Payment to Auditor</b>		
As Auditor (Including Service Tax)		
Statutory Audit Fee	35,400.00	34,500.00
	35,400.00	34,500.00
<b>NOTE - 19</b>		
<b>EARNINGS PER SHARE(EPS)</b>		
Net profit/(loss) after tax as per statement of Profit and Loss attributable to Equity Shareholders	176,835.86	481,247.25
Weighted average number of equity shares used as denominator for calculating EPS	1,000,000.00	1,000,000.00
Basic & Diluted Earning Per Share	0.18	0.48
<b>NOTE - 20</b>		
As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act,2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this regard.		
<b>NOTE - 21</b>		
<b>RELATED PARTY DISCLOSURE</b>		
There is no transaction or balance outstanding at the end of the period with the related parties in terms of the provisions as per Indian Accounting Standard - 24, hence no disclosures of transactions with the related parties are given.		
<b>NOTE - 22</b>		
<b>EMPLOYEE BENEFITS</b>		
<b>A.The defined benefit plans expose the company to a number of actuarial risks such as :</b>		
Investment Risk, Interest Risk, Longevity Risk and Salary Risk		
Longevity Risk : The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.		

## DHANVERDHI EXPORTS LIMITED

### **Notes to Financial Statements for the year ended 31st March, 2018**

Salary Risk : The present value of the defined benefit liability is calculated by reference to future salaries of participants. As such, an increase in the salary of the participants will increase the liability.

#### **B. Details of Plans are as follows:**

	<u>For the Year</u> <b>2017-2018</b>	<u>(Amount in ₹)</u> <u>For the Year</u> 2016-2017
<b>(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year</b>		
(i) Current Service Cost	6173.00	5,308.00
(ii) Net Interest Expenses	2781.00	1,794.00
(iii) Expenses recognised during the year	8954.00	7,102.00
<b>(b) Expenses Recognised in Other Comprehensive Income during the year</b>		
(i) Expected return on Plan Assets	0.00	-
(ii) Actuarial (gain) / Losses on obligation	(185.00)	5,090.00
(iii) Net (Income)/Expenses Recognised during the year	(185.00)	5,090.00
<b>(c) Amount Recognized in Balance Sheet</b>		
(i) Present value of obligation as at end of the year	0.00	-
(ii) Fair value of Plan Assets as at end of the year	0.00	-
(iii) Amount Recognized in Balance Sheet	0.00	-
<b>(d) Change in Present Value of obligation</b>		0.00
(i) Obligation as at the beginning of the year	36115.00	23,923.00
(ii) Current Service Cost	6173.00	5,308.00
(iii) Interest Cost	2781.00	1,794.00
(iv) Actuarial (Gain) / Losses	(185.00)	5,090.00
Arising from Changes in Experience Adjustments		
Arising from Changes in Financial Assumptions		
(v) Benefits Paid	0.00	-
(vii) Obligation as at the end of the year	44884.00	36,115.00
<b>(e) Changes in Fair Value of Plan Assets</b>		
(i) Fair Value of Plan Assets as at the beginning of the year	0.00	-
(ii) Expected return on Plan Assets	0.00	-
(iii) Contributions by the employer	0.00	-
(iv) Benefits Paid	0.00	-
(v) Actuarial (Gain) / Losses	0.00	-
(vi) Fair Value of Plan Assets as at the end of the year	0.00	-
<b>(f) Actuarial Assumption</b>		
(i) Discount Rate	7.70%	7.50%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	0.00	10 Years
(v) Mortality Table	IALM 2006-2008 Projected Unit Credit	Method

<b>DHANVERDHI EXPORTS LIMITED</b>
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**Notes to Financial Statements for the year ended 31st March, 2018**

	<b>(Amount in ₹)</b>	
	For the Year 2017-2018	For the Year 2016-2017
<b>C. Sensitivity Analysis :</b>		
A quantitative analysis for significant assumptions are as follows :		
(a)Effect of 1% change in assumed discount rate		
1% increase	24,692.00	-
1% decrease	24,692.00	-
(b)Effect of 1% change in assumed salary escalation rate		
1% increase	24,692.00	-
1% decrease	24,692.00	-
c)Effect of 1% change in assumed inflation rate		
1% increase	24,692.00	-
1% decrease	24,692.00	-

**NOTE - 23**

**INCOME TAX EXPENSES**

(i)Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2018 and for the year ended March 31, 2017 are:

Particulars

Current Tax	83,189.00	15,050.00
Adjustments/(credits) related to previous year - Net		
Current Tax	64.00	971.00
Deferred Tax Charge/(Credit)	(137,766.46)	77,905.84
Total Income Tax Expense recognised in Statement of Profit & Loss	(54,513.46)	93,926.84

(ii)Reconciliation of effective tax rate:

Profit before Tax	122,322.40	575,174.09
Enacted Tax Rate in India (under section 115JB)	19.055	19.055
Expected Tax Expenses	23,309.00	109,599.00
Ind AS transition Adjustments	59,880.00	(94,549.00)
Tax Relating to earlier years	64.00	971.00
Deferred Tax	(54,577.46)	92,955.84
MAT Credit Entitlement	(83,189.00)	(15,050.00)
Income Tax Expenses	(54,513.46)	93,926.84

**DHANVERDHI EXPORTS LIMITED**

**Notes to Financial Statements for the year ended 31st March, 2018**

(Amount in ₹)

**NOTE - 24**

**FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES**

**(a) Capital Management**

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

**(b) Categories of Financial Instruments**

(Amount in ₹)

The carrying value and fair value of financial instruments by categories is as follows :

Particulars	As At 31st March, 2018		As At 31st March, 2017		As At 1st April, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>						
<b>Measured at Fair Value through Profit or Loss</b>						
Mutual Funds	9784852	9784852	9810995.72	9810995.72	9230005.59	9230006
<b>Measured at Fair Value through Other Comprehensive Income</b>						
Equity Investments	25733080	25733080	8211088	8211088	6939100	6939100
<b>Sub-total</b>						
<b>Measured at Amortised Cost</b>						
Equity Shares	2298700	4724400	2298700	4724400	2298700	4572500
Cash and cash Equivalents	958067	958067	879160	879160	615203	615203
Other Financial Assets	0	0	0	0	370000	370000
<b>Financial Liabilities</b>						
<b>Measured at Amortised Cost</b>						
Other Financial Liabilities	67100	67100	43700	43700	63413	63413

**(c) Fair Value Measurement and Fair Value Hierarchy**

Fair Value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

## DHANVERDHI EXPORTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2018

#### NOTE - 24

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(Amount in ₹)

Particulars	Fair Value Hierarchy	AS AT	AS AT	AS AT
		31st March, 2018	31st March, 2017	1st April, 2016
<b>Financial Assets</b>				
<b>Measured at Fair Value through Profit or Loss</b>				
Mutual Funds	1	9784852	9810996	9230006
<b>Measured at Fair Value through Other Comprehensive Income</b>				
Equity Shares	1	25733080	8211088	6939100
Measured at Amortised Cost				
Equity Shares	3	2298700	2298700	2298700

"The management assessed that loans, cash and cash equivalents, trade receivables, borrowings, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments."

#### **(d) Financial Risk Management**

The Company's financial liabilities comprise short-term borrowings and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include cash and cash equivalents and other financial assets.

#### **(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, etc.

#### **(b) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

## **DHANVERDHI EXPORTS LIMITED**

### **Notes to Financial Statements for the year ended 31st March, 2018**

The carrying amount of financial assets represents the maximum credit exposure.

#### **(c)Liquidity Risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### **NOTE - 25**

Balances of some of the advances given and taken and Sundry Debtors & Creditors are subject to the confirmations from the respective parties.

#### **NOTE - 26**

##### **FIRST TIME ADOPTION OF IND AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with 1st April, 2016 as the transition date and generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 as the previous GAAP.

"The accounting policies set out in Note No. 1 have been applied in preparing the financial statements for the year ended 31-03-2018, the comparative information presented in these financial statements for the year ended 31-03- 2017 and in the preparation of opening Ind AS balance sheet as at 01-04-2016 (The Company's date of transition).In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the previous Indian GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position and financial performance is set out in the following tables and notes :"

##### **A.Mandatory exceptions to retrospective application**

The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 101 "First Time Adoption of Indian Accounting Standards".

##### **(I) Estimates**

On assessment of estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise such estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

##### **(ii)Classification and measurement of financial assets**

The classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

##### **B.Transition to Ind AS - Reconciliations**

"The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards".(I) Reconciliation of total equity as at April 1, 2016 and March 31, 2017.(ii) Reconciliation of total comprehensive income for the year ended March 31, 2017.(iii) Reconciliation of statement of cash flows for the year ended March 31, 2017.Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS."

## DHANVERDHI EXPORTS LIMITED

### (i) Reconciliation of total equity

A reconciliation of the total equity to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows:

Particulars	Notes	(Amount in ₹)	
		As at 31-Mar-17	As at 1-Apr-16
Total equity under previous GAAP		14,084,850.42	13,976,553.92
Add/(Less): Impact of adjustments as follows :-			
Fair Value of Investments though Profit or Loss		1,571,248.60	1,058,329.23
Fair Value of Investments though OCI		6,146,732.10	4,874,744.10
Deferred Tax Adjustments		(1,781,163.50)	(1,244,676.66)
Total Equity under Ind-AS		20,021,667.62	18,664,950.59

### NOTE - 26

### (ii) Reconciliation of total comprehensive income

A reconciliation of the total comprehensive income to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows:

Particulars	As at
	31-Mar-17
Net Profit as per Previous GAAP	108,296.50
Adjustments required:	
Fair Value of Investments through Profit or Loss	882,780.09
Re-measurements on defined employees benefits (net of taxes)	3,517.19
Others	(369,860.72)
Tax Adjustments	(143,485.81)
Net Profit as per Ind AS	481,247.25
Other comprehensive income/(loss)	
Re-measurements on defined employees benefits (net of taxes)	(3,517.19)
Fair Value of Investments through OCI (net of taxes)	878,986.97
Total comprehensive income/(loss) as per Ind AS	1,356,717.03

#### Note:

"Both under Previous GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Previous GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus, the employee benefit cost is decreased by Rs.3685.20 (net of taxes) and remeasurement gains/ losses (net of taxes) on defined benefit plans has been recognized in the Other Comprehensive Income."

#### (iii) Reconciliation of statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

As per our report of even date

#### For VMD & Associates

Firm Registration Number-324666E

Chartered Accountants

**(Vinay Kumar Tiwary)**

Partner

Membership Number 063887

Place: Kolkata

Date: 30th May, 2018

#### For and on behalf of Board

**Sudha Agarwalla**

Managing Director

DIN : 00938365

**Uttam Banerjee**

Director

DIN : 00607337

**Bhagwan Singh**

Director

DIN : 00607390

**Deba Prosad Banerjee**

CFO

## **DHANVERDHI EXPORTS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS**

#### **Report on the Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of **DHANVERDHI EXPORTS LIMITED** (“the Holding Company”), and its associates (the holding and its associates together referred to as “Group”) comprise the consolidated Balance Sheet as at 31st March, 2018, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Cash Flow and the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management’s Responsibility for the Financial Statements**

The Holding Company’s Board of Directors is responsible for the matters stated in Sec 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the group are responsible for adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 consolidated Ind AS financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

## **DHANVERDHI EXPORTS LIMITED**

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: of the consolidated state of affairs of the group as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 and the reports of other auditors;
  - (c) the consolidated Balance Sheet, Statement of consolidated Profit and Loss including Other Comprehensive Income, the consolidated Statement of Cash Flow and the consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) on the basis of written representations received from the directors of the holding company as on 31st March 2018, and taken on record by the Board of Directors of the holding company, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
  - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - (g) with respect to the other matters 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 consolidated Ind As financial statement has disclosed the impact of pending litigations on its consolidated financial positions in its consolidated financial statements, if any.
    - ii) Provisions has been made in the consolidated financial statement, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

#### **For VMD & Associates**

Firm Registration Number-326120E

Chartered Accountants

**Vinay Kumar Tiwari**

Partner

Membership Number 063887

Place : Kolkata

Date: 30/05/2018

<b>DHANVERDHI EXPORTS LIMITED</b>
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**Annexure - A to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the group we have audited the internal financial controls over financial reporting of DHANVERDHI EXPORTS LIMITED ("the group Company") as of and for the year ended 31 March 2018 which is incorporated in India, as of that date.

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

The Respective Board of Directors of the Company and its associate companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

## **DHANVERDHI EXPORTS LIMITED**

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

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

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

### **Opinion**

In our opinion, the Holding Company and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid report under Section 143(3)(l) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one associate company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company.

#### **For VMD & Associates**

Firm Registration Number-326120E

Chartered Accountants

**Vinay Kumar Tiwari**

Partner

Membership Number 063887

Place : Kolkata

Date: 30/05/2018

**DHANVERDHI EXPORTS LIMITED**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018 (Amount in ₹)**

	NOTES	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Financial Assets				
(i) Investments	2	<b>38,497,318.24</b>	17,205,179.69	14,414,797.95
<b>Total Non-Current Assets</b>		<b>38,497,318.24</b>	17,205,179.69	14,414,797.95
<b>Current assets</b>				
Financial Assets				
(i) Investments	3	<b>9,784,851.61</b>	9,810,995.72	9,230,005.59
(ii) Cash and Cash Equivalents	4	<b>958,066.91</b>	879,160.40	615,203.44
(iii) Others Financial Assets	5	-	-	370,000.00
Current Tax Assets (Net)	6	<b>16,811.00</b>	34,950.00	-
Other Current Assets	7	<b>87,132.00</b>	50,332.00	50,332.00
<b>Total Current Assets</b>		<b>10,846,861.52</b>	10,775,438.12	10,265,541.03
<b>Total Assets</b>		<b>49,344,179.76</b>	27,980,617.81	24,680,338.98
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	8	<b>10,000,000.00</b>	10,000,000.00	10,000,000.00
Other Equity	9	<b>33,931,434.41</b>	16,717,059.31	13,841,948.55
<b>Total Equity</b>		<b>43,931,434.41</b>	2,67,17,059.31	23,841,948.55
<b>Non-Current Liabilities</b>				
Provisions	10	<b>21,091.00</b>	566.00	13,593.00
Deferred Tax Liabilities (Net)	11	<b>5,299,791.36</b>	1,182,773.50	713,439.44
<b>Total Non-Current Liabilities</b>		<b>5,320,882.36</b>	1,183,339.50	727,032.44
<b>Current Liabilities</b>				
Financial Liabilities				
(i) Other Financial Liabilities	12	<b>67,100.00</b>	43,700.00	63,413.00
Other Current Liabilities	13	<b>970.00</b>	970.00	-
Provisions	14	<b>23,793.00</b>	35,549.00	10,330.00
Current Tax Liabilities (Net)	15	-	-	37,615.00
<b>Total Current Liabilities</b>		<b>91,863.00</b>	80,219.00	111,358.00
<b>Total Equity and Liabilities</b>		<b>49,344,179.76</b>	27,980,617.81	24,680,338.99
Significant Accounting Policies	1			

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

**For VMD & Associates**

**For and on behalf of Board**

Firm Registration Number-324666E

Chartered Accountants

**(Vinay Kumar Tiwary)**

**Sudha Agarwalla**

**Uttam Banerjee**

**Bhagwan Singh**

Partner

Managing Director

Director

Director

Membership Number 063887

DIN : 00938365

DIN : 00607337

DIN : 00607390

Place: Kolkata

Date: 30th May, 2018

**Deba Prosad Banerjee**

CFO

## DHANVERDHI EXPORTS LIMITED

### CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

	NOTES	(Amount in ₹) For the Year 2017 - 2018	Amount in ₹) For the Year 2016 - 2017
<b>INCOME</b>			
Revenue from Operations		-	-
Other Income	16	571,992.40	981,748.09
Total Revenue		571,992.40	981,748.09
<b>EXPENSES</b>			
Employee Benefits Expenses	17	199,463.00	171,821.00
Others expenses	18	250,207.00	234,753.00
Total Expenses		449,670.00	406,574.00
<b>Profit/(Loss) Before Tax</b>		122,322.40	575,174.09
<b>Tax Expense:</b>			
Current Tax		(83,189.00)	(15,050.00)
Deferred Tax		137,766.46	(77,905.84)
Short Provision for Income Tax		(64.00)	(971.00)
<b>Share of Profit of Associates</b>		1,155,392.20	1,329,558.35
Profit/(Loss) for the Period		1,332,228.06	1,810,805.60
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
- Equity Instruments through other comprehensive income		17,521,992.00	1,271,988.00
- Income tax on investments measured at FVTOCI		(4,254,528.05)	(393,001.03)
- Remeasurement of defined benefit plans		185.00	(5,090.00)
- Income tax relating to remeasurement of defined benefit plans		(256.27)	1,572.81
- Share of OCI in Associates		2,614,754.36	188,835.38
<b>Total Other Comprehensive Income/Loss</b>		15,882,147.04	1,064,305.16
<b>Total Comprehensive Income</b>		17,214,375.10	2,875,110.76
Earning Per equity Share-Basic & Diluted	19	1.33	1.81
Face Value Per Share (In Rs.)		10.00	10.00
Significant Accounting Policies	1		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

**For VMD & Associates**

Firm Registration Number-324666E

Chartered Accountants

**(Vinay Kumar Tiwary)**

Partner

Membership Number 063887

Place: Kolkata

Date: 30th May, 2018

**For and on behalf of Board**

**Sudha Agarwalla**

Managing Director

DIN : 00938365

**Uttam Banerjee**

Director

DIN : 00607337

**Bhagwan Singh**

Director

DIN : 00607390

**Deba Prosad Banerjee**

CFO

**DHANVERDHI EXPORTS LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	(Amount in ₹) YEAR ENDED ON 31ST MARCH, 2018	(Amount in ₹) YEAR ENDED ON 31ST MARCH, 2017
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	122,322.40	575,174.09
<b>Addition:</b>		
Interest Received	-	-
Re-measurement gains/(losses) on employee defined benefit plans	(71.27)	(3,517.19)
Profit/Loss on sale of property, plant and equipment	-	-
<b>Cash Flow from Operating Activities before Working Capital changes</b>	122,251.13	571,656.90
<b>Adjustments:</b>		
Decrease/(increase) in Deferred Tax	4,117,017.86	469,334.06
Decrease/(increase) in trade receivables	-	-
Decrease/(increase) in other financial and non financial assets	(18,661.00)	335,050.00
Increase/(decrease) in trade payables	-	-
Increase/(decrease) in other financial and non financial liabilities	32,169.00	(44,166.00)
<b>Cash Generated From Operation</b>	4,252,776.99	1,331,874.96
Taxes Paid	54,513.46	(93,926.84)
<b>Cash Flow from Operating Activities</b>	4,307,290.45	1,237,948.12
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>		
Increase/Decrease in Investments	(4,228,383.94)	(973,991.16)
Interest Received	-	-
<b>Net Cash Flow from Investing Activities</b>	(4,228,383.94)	(973,991.16)
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/Decrease in Borrowings	-	-
Increase/Decrease in Share Capital	-	-
<b>Net Cash Flow from Financing Activities</b>	-	-
<b>NET CHANGE IN CASH &amp; CASH EQUIVALENT</b>	78,906.51	263,956.96
Opening Balance of Cash & Cash Equivalent	879,160.40	615,203.44
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENT</b>	958,066.91	879,160.40

Notes:

1 The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounts) Rules, 2014

2 Figures of the previous period has been rearranged/ regrouped where ever considered necessary.

**For VMD & Associates**

Firm Registration Number-324666E

Chartered Accountants

**(Vinay Kumar Tiwary)**

Partner

Membership Number 063887

Place: Kolkata

Date: 30th May, 2018

**Sudha Agarwalla**

Managing Director

DIN : 00938365

**Uttam Banerjee**

Director

DIN : 00607337

**For and on behalf of Board**

**Bhagwan Singh**

Director

DIN : 00607390

**Deba Prosad Banerjee**

CFO

## **DHANVERDHI EXPORTS LIMITED**

**Notes to Consolidated Financial Statements for the year ended 31st March, 2018**

### **NOTE - 1**

#### **CORPORATE INFORMATION**

Dhanverdhi Exports Limited ('the Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in one stock exchanges in India. The registered office of the company is located in A-402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata - 700001. The company is primarily engaged in investment in shares and securities.

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **a)Statement of Compliance**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act with effect from 1st April, 2017. These are the first Ind-AS financial statements of the company, wherein the Company has restated its Balance Sheet as at April 1, 2016 and financial statements for the year ended and as at March 31, 2017 as per Ind-AS.

Upto the year ended 31st March, 2017, the financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014. The date of transition to Ind AS is 1st April, 2016.

##### **b)Basis of Preparation of Financial Statements**

These financial statements have been prepared on a going concern basis, using the historical cost conventions and on an accrual method of accounting except for certain assets and liabilities that are required to be measured at fair value by Ind AS.

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

##### **c)Principals of Consolidation**

The Consolidated Financial Statements consist of Dhanverdhi Exports Limited ("the Company") and its Associates companies (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

- i)Investment in associates where the Company directly or indirectly holds more than 20% of equity, are accounted for using equity method as per Indian Accounting Standard 28 – Investments in Associates and Joint Ventures notified by The Companies (Indian Accounting Standards) Rules, 2015. The financial statements of the associates used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2018;
- ii)The difference between the cost of investment in the associates and the Group's share of net assets at the time of acquisition of share in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- iii)The Group accounts for its share of post acquisition changes in net assets of associates, through its

## DHANVERDHI EXPORTS LIMITED

Consolidated Statement of Profit and Loss and Consolidated Other Comprehensive Income, to the extent such change is attributable to the associates' Statement of Profit and Loss and Other Comprehensive Income and through its reserves for the balance based on available information.

iv) Name of the Associates and their percentage shareholding :

	<u>2017-2018</u>	<u>2016-2017</u>
Superlight Finance Pvt Ltd	31.99%	31.99%
Valley Magnesite Company Limited	23.33%	23.33%

### **d) Use of Estimates**

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

### **e) Inventories**

Stock in Trade are valued at the lower of cost and net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on item-by-item basis. Cost of inventories include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on a first-in-first-out basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale. Packing materials are valued at cost computed on weighted average basis.

### **f) "Classification of Assets and Liabilities as Current and Non Current Non-Current"**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

An liability is treated as current when, It is expected to be settled in normal operating cycle, It is held primarily for the purpose of trading, It is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **DHANVERDHI EXPORTS LIMITED**

### **g) Financial Instruments**

#### **(i) Initial recognition and measurement**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are subsequently measured at fair value through profit or loss are recognised immediately in the statement of profit or loss.

#### **ii) Subsequent measurement**

##### **A. Financial Assets**

Financial assets are classified into the specified categories:

##### **a) Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

##### **b) Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **c) Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company's management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

##### **B. Financial Liabilities**

After initial measurement at fair value, the financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method where the time value of money is significant, except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

##### **(iii) Impairment of financial assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For financial assets whose credit risk has not significantly increased since initial recognition, loss

## **DHANVERDHI EXPORTS LIMITED**

allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to lifetime expected credit losses is recognised if the credit risk has significantly increased since initial recognition.

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis.

### **(iv) Derecognition of Financial Instruments**

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

The company derecognises a financial liability only when the company's obligations are discharged, cancelled or they expire.

### **h) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the buyer and the amount of revenue can be reliably measured and recovery of the consideration is probable.

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using effective interest rate.

### **i) Employee Benefits**

(i) The company contributes to the employee's provident fund maintained under the Employees Provident Fund Scheme of the Central Government and the same is charged to the Profit & Loss Account. The company has no obligation, other than the contribution payable to the provident fund. The company also contributes to the employees state insurance fund maintained under the "Employees State Insurance Scheme" of the Central Government and same is also charged to the profit & loss account.

(ii) Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contribute to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in other comprehensive income. The current service cost and net interest on the net defined benefit liability/(asset) is treated as an expense and is recognised in the statement of profit or loss.

### **j) Income Taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and

## **DHANVERDHI EXPORTS LIMITED**

liabilities and the amount used for taxation purpose (tax base), at the tax rates and law that are enacted or substantively enacted as on the balance sheet date.

### **k)Provisions, Contingent Assets and Contingent Liabilities**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are not recognised but disclosed in the financial statements.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

### **l)Earnings Per Share**

Basic and Diluted Earnings per shares are calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

### **m)Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **n)Operating Segment**

Operating Segments are reported in a manner consistent with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole. The analysis of geographical segments is based on the areas in which customers of the company are located.

### **o)Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

## DHANVERDHI EXPORTS LIMITED

### Notes to Consolidated Financial Statements for the year ended 31st March, 2018

NOTE - 2	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	(Amount in `) AS AT 1ST APRIL, 2016
<b>NON-CURRENT INVESTMENTS</b>			
<b>Equity Instruments measured at fair value though Other Comprehensive Income</b>			
<b>Face Value: Rs.10/- each fully paid up)</b>			
<b>Quoted</b>			
<b>In Associates</b>			
2,45,000 (P.Y: 2017 - 2,45,000; 2016 - 2,45,000)			
Equity Share of Valley Magnesite Co. Ltd	<b>788,700.00</b>	788,700.00	788,700.00
(excluding ` 7259284.29 (p.y- 7259284.29) of capital reserve arising on consolidation)			
Add : Share of post acquisition profit(net of losses)	<b>7,069,630.30</b>	5,934,895.70	4,608,042.78
	<b>7,858,330.30</b>	6,723,595.70	5,396,742.78
<b>In Other Company</b>			
7,57,000 (P.Y: 2016 - 7,57,000 and P.Y. :2017 - 7,57,000)			
Equity Share of Ganodaya Finlease Ltd.	<b>984,100.00</b>	984,100.00	984,100.00
4,76,400 (P.Y: 2016 - 4,76,400 and P.Y. :2017 - 4,76,400)			
Equity Share of Saumya Consultants Ltd.	<b>24,748,980.00</b>	7,226,988.00	5,955,000.00
	<b>25,733,080.00</b>	8,211,088.00	6,939,100.00
<b>Sub-Total</b>	<b>33,591,410.30</b>	14,934,683.70	12,335,842.78
<b>In Associates</b>			
72,000 ( P.Y.: 2017 - 72,000; 2016 - 72,000)			
Equity Share of Superlight Finance Pvt Ltd	<b>640,000.00</b>	640,000.00	640,000.00
(excluding ` 524797.09 (p.y-524797.09 ) of capital reserve arising on consolidation)			
Add : Share of post acquisition profit(net of losses)	<b>3,395,907.94</b>	760,495.99	568,955.17
	<b>4,035,907.94</b>	1,400,495.99	1,208,955.17
<b>In Other Company</b>			
20,000 ( P.Y.: 2017 - 20,000; 2016 - 20,000)			
Equity Share of Windsor Mercantiles Pvt Ltd	<b>200,000.00</b>	200,000.00	200,000.00
40,000 ( P.Y.: 2017 - 40,000; 2016 - 40,000)			
Equity Share of Core Mercantiles Pvt Ltd	<b>400,000.00</b>	400,000.00	400,000.00
27,000 ( P.Y.: 2017 - 27,000; 2016 - 27,000)			
Equity Share of Bright Finance Pvt Ltd	<b>270,000.00</b>	270,000.00	270,000.00
	<b>870,000.00</b>	870,000.00	870,000.00
<b>Sub-Total</b>	<b>4,905,907.94</b>	2,270,495.99	2,078,955.17
<b>Total</b>	<b>38,497,318.24</b>	17,205,179.69	14,414,797.95
Aggregate book value of quoted investments	<b>33,591,410.30</b>	<b>14,934,683.70</b>	<b>12,335,842.78</b>
Aggregate market value of quoted investments	<b>28,947,480.00</b>	<b>11,425,488.00</b>	<b>10,001,600.00</b>
Aggregate book value of unquoted investments	<b>4,905,907.94</b>	<b>2,270,495.99</b>	<b>2,078,955.17</b>
Aggregate amount of impairment in value of investments	-	-	-

## DHANVERDHI EXPORTS LIMITED

### Notes to Consolidated Financial Statements for the year ended 31st March, 2018

<b>NOTE - 3</b>	AS AT <b>31ST MARCH, 2018</b>	AS AT <b>31ST MARCH, 2017</b>	(Amount in ₹) AS AT <b>1ST APRIL, 2016</b>
<b>CURRENT INVESTMENTS</b>			
<b>Mutual Funds valued at fair value through statement of Profit and Loss</b>			
<b>Unquoted</b>			
17564.217 ( P.Y.: 2017 - 17564.217; 2016 - Nil )			
units of Reliance Regular Savings Fund -Balanced Plan G	<b>936,787.51</b>	835,301.47	-
361462.071 (P.Y.: 2017 - 446255.141; 2016 - )			
units of HDFC Corporate Debt Opportunities Fund 120584.748(P.Y.: 2017 - 120584.748; 2016 - 120584.748)	<b>5,208,957.61</b>	6,050,327.20	5,476,353.84
units of Reliance Corporate Bond Fund Nil (P.Y.: 2017 - 253.834; 2016 - 432.308)	<b>1,688,885.86</b>	1,587,594.68	1,427,783.71
units of Reliance Money Manager Fund Growth Plan G Nil (P.Y.: 2017 - Nil; 2016 - 21153.002)	-	569,234.68	896,978.14
units of Reliance Monthly Income Plan-G 383.075 (P.Y.: 2017 - 33920.99; 2016 - 33920.99)	-	-	728,390.93
units of Reliance Regular Savings fund-Debt Plan 33765.722 (P.Y.: 2017 - Nil; 2016 - Nil)	<b>9,268.58</b>	768,537.69	700,498.97
units of HDFC Equity Savings Fund 62490.724 (P.Y.: 2017 - Nil; 2016 - Nil)	<b>1,166,673.23</b>	-	-
units of Reliance Equity Savings Fund	<b>774,278.82</b>	-	-
	<b>9,784,851.61</b>	9,810,995.72	9,230,005.59
<b>NOTE - 4</b>			
<b>CASH &amp; CASH EQUIVALENTS</b>			
Balances with bank:			
On Current Accounts	<b>27,368.65</b>	90,156.14	49,490.18
Cash in hand (As certified by the management)	<b>930,698.26</b>	789,004.26	565,713.26
	<b>958,066.91</b>	879,160.40	15,203.44
<b>NOTE - 5</b>			
<b>OTHER FINANCIAL ASSETS - CURRENT</b>			
Advances recoverable in cash			
To Related Parties	-	-	-
To Others	-	-	370,000.00
	-	-	370,000.00
<b>NOTE - 6</b>			
<b>CURRENT TAX ASSETS (NET)</b>			
Advance Income Tax (net of provisions)	<b>16,811.00</b>	34,950.00	-
	<b>16,811.00</b>	34,950.00	-
<b>NOTE - 7</b>			
<b>OTHER CURRENT ASSETS</b>			
Balances with Government Authorities	<b>87,132.00</b>	50,332.00	50,332.00
	<b>87,132.00</b>	50,332.00	50,332.00

## DHANVERDHI EXPORTS LIMITED

### Notes to Consolidated Financial Statements for the year ended 31st March, 2018

	(Amount in `)		
	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
<b>NOTE - 8</b>			
<b>EQUITY SHARE CAPITAL</b>			
<b>Authorised Shares:</b>			
10,00,000 (P.Y: 2017 - 10,00,000; 2016 - 10,00,000)			
Equity Shares of Rs.10/-each	<b>10,000,000.00</b>	10,000,000.00	10,000,000.00
Issued, Subscribed & fully Paid - up Shares			
10,00,000 (P.Y: 2017 - 10,00,000; 2016 - 10,00,000) Equity Shares of Rs.10/-each	<b>10,000,000.00</b>	10,000,000.00	10,000,000.00

**a) Terms/rights attached to equity shares.**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

**b) Details of equity shareholders holding more than 5% shares in the company**

	Shares Holding	Shares %Holding	No. of Shares	% Holding
Equity Shares of Rs.10 each fully paid up				
Swagtam Distributors Pvt. Ltd.	<b>138,750</b>	<b>13.88%</b>	138,750	13.88%
Arun Kumar Agarwalla (HUF)	<b>50,000</b>	<b>5.00%</b>	50,000	5.00%
Vidyut Dealers Pvt Ltd	<b>140,000</b>	<b>14.00%</b>	140,000	14.00%
Arun Kumar Agarwalla	<b>71,250</b>	<b>7.13%</b>	71,250	7.13%

**c) The reconciliation of the number of shares outstanding is set out below:**

**Equity Shares**

Equity Shares at the beginning of the year	<b>1,000,000</b>	1,000,000	1,000,000
Equity shares at the end of the year	<b>1,000,000</b>	1,000,000	1,000,000

**NOTE - 9**

**OTHER EQUITY**

**RESERVE AND SURPLUS**

Retained Earnings	<b>10,892,460.87</b>	9,560,232.82	7,749,427.21
	<b>10,892,460.87</b>	9,560,232.82	7,749,427.21

**OTHER COMPREHENSIVE INCOME**

Net Gain/(Loss) on Equity Instruments measured at fair value			
through other omprehensive income	<b>23,044,506.59</b>	7,161,478.77	6,092,618.07
Remeasurement of Defined Benefit Plans	<b>(5,533.05)</b>	(4,652.27)	(96.74)
	<b>23,038,973.53</b>	7,156,826.49	6,092,521.33
	<b>33,931,434.41</b>	16,717,059.31	13,841,948.55

<b>DHANVERDHI EXPORTS LIMITED</b>
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**Notes to Consolidated Financial Statements for the year ended 31st March, 2018**

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
	(Amount in `)		
<b>NOTE - 10</b>			
<b>PROVISIONS - NON CURRENT</b>			
Provision for employee benefits	21,091.00	566.00	13,593.00
	<b>21,091.00</b>	566.00	13,593.00
<b>NOTE - 11</b>			
<b>DEFERRED TAX LIABILITIES/ASSETS (NET)</b>			
<b>Deferred Tax Liability</b>			
Investmnet at FVTPL	414,703.54	485,515.82	327,023.73
Investment at Fair Value through OCI	6,153,868.27	1,899,340.22	1,506,295.93
	<b>6,568,571.80</b>	2,384,856.04	1,833,319.66
<b>Deferred Tax Asset</b>			
MAT Credit Entitlemen	686,882.00	603,693.00	588,643.00
Losses carried forward	570,228.60	587,230.00	531,237.22
On expenditures charged to the statement of profit & loss but allowable for tax purpose on payment basis	10,310.04	9,543.47	-
Remeasurement of Defined Benefit Obligation	1,359.80	1,616.07	-
	<b>1,268,780.44</b>	1,202,082.54	1,119,880.22
	<b>5,299,791.36</b>	1,182,773.50	713,439.44
<b>NOTE - 12</b>			
<b>OTHER FINANCIAL LIABILITIES - CURRENT</b>			
Sundry Creditors for Expenses & Others	67,100.00	43,700.00	63,413.00
	<b>67,100.00</b>	43,700.00	63,413.00
<b>NOTE - 13</b>			
<b>OTHER CURRENT LIABILITIES</b>			
Statutory Dues	970.00	970.00	-
	<b>970.00</b>	970.00	-
<b>NOTE - 14</b>			
<b>PROVISIONS - CURRENT</b>			
Provision for employee benefits	23,793.00	35,549.00	10,330.00
	<b>23,793.00</b>	35,549.00	10,330.00
<b>NOTE - 15</b>			
<b>CURRENT TAX ASSETS (NET)</b>			
Provision for Taxation (net of advances)	-	-	37,615.00
	-	-	37,615.00

**DHANVERDHI EXPORTS LIMITED****Notes to Consolidated Financial Statements for the year ended 31st March, 2018**

	(Amount in `)	
<b>NOTE - 16</b>	<b>For the Year</b>	<b>For the Year</b>
	<b>2017-18</b>	<b>2016-17</b>
<b>OTHER INCOME</b>		
Profit/(Loss) on Sale of Investments	<b>117,504.91</b>	98,210.04
Net Gain/(Loss) on investments carried at fair value through Statement of Profit or Loss	<b>452,573.49</b>	882,780.09
Interest Received on Income Tax Refund	<b>1,914.00</b>	-
Other Income	-	757.96
	<b>571,992.40</b>	<b>981,748.09</b>
<b>NOTE - 17</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries,Wages & Bonus	<b>190,509.00</b>	164,719.00
Gratuity	<b>8,954.00</b>	7,102.00
	<b>199,463.00</b>	<b>171,821.00</b>
<b>NOTE - 18</b>		
<b>OTHER EXPENSES</b>		
Payment to Auditor (Refer details below)	<b>35,400.00</b>	34,500.00
Advertisement Charge	<b>8,163.00</b>	10,887.00
Travelling & Conveyance	<b>27,857.00</b>	11,162.00
Miscellaneous Expenses	<b>51,676.00</b>	25,929.00
Car Hire Charges	<b>18,391.00</b>	5,415.00
Printing & Stationary Charge	<b>13,170.00</b>	6,390.00
Depository Charges	<b>16,250.00</b>	13,367.00
Legal & Professional charges	<b>56,300.00</b>	100,876.00
Registrar Fees	<b>17,000.00</b>	16,450.00
Internal Audit Fees	<b>6,000.00</b>	6,000.00
Interest on Income Tax	-	3,777.00
	<b>250,207.00</b>	<b>234,753.00</b>
Payment to Auditor As Auditor (Including Service Tax) Statutory Audit Fee	<b>35,400.00</b>	34,500.00
	<b>35,400.00</b>	<b>34,500.00</b>
<b>NOTE - 19</b>		
<b>(i) EARNINGS PER SHARE(EPS)</b>		
Net profit/(loss) after tax as per statement of Profit and Loss attributable to Equity Shareholders	<b>1,332,228.06</b>	1,810,805.60
Weighted average number of equity shares used as denominator for calculating EPS	<b>1,000,000.00</b>	1,000,000.00
Basic & Diluted Earning Per Share	<b>1.33</b>	1.81

## DHANVERDHI EXPORTS LIMITED

### Notes to Consolidated Financial Statements for the year ended 31st March, 2018

#### NOTE - 19

(ii) Investments in Associates considered in the preparation of these Consolidated Financial Statements are :-

Name	Country of Incorporation	Percentage of Ownership Interest as at 31st March, 2018	Percentage of Ownership Interest as at 31st March, 2017	Percentage of Ownership Interest as at 1st April, 2016
Valley Magnesite Company Limited	India	31.99%	31.99%	31.99%
Superlight Finance Private Limited	India	23.33%	23.33%	23.33%

(iii) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 :

Name of the Entity	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or (Loss)	Amount	As % of Consolidated OCI	Amount	As % of Consolidated Total Comprehensive Income	Amount
<b>Parent</b>								
Dhanverdhi Exports Limited	72.93%	32037196	13.27%	176836	83.54%	13267393	78.10%	13444229
<b>Associates</b>								
Valley Magnesite Company Limited	17.89%	7858330	85.24%	1135544	-0.01%	(810)	6.59%	1134735
Superlight Finance Private Limited	9.19%	403590	81.49%	19848	16.47%	2615564	15.31%	2635412

#### NOTE - 20

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act, 2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this regard.

## DHANVERDHI EXPORTS LIMITED

### Notes to Consolidated Financial Statements for the year ended 31st March, 2018

#### **NOTE - 21**

##### **RELATED PARTY DISCLOSURE**

There is no transaction or balance outstanding at the end of the period with the related parties in terms of the provisions as per Indian Accounting Standard - 24, hence no disclosures of transactions with the related parties are given.

#### **NOTE - 22**

##### **EMPLOYEE BENEFITS**

A.The defined benefit plans expose the company to a number of actuarial risks such as : Investment Risk, Interest Risk, Longevity Risk and Salary Risk

Longevity Risk : The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.

Salary Risk : The present value of the defined benefit liability is calculated by reference to future salaries of participants. As such, an increase in the salary of the participants will increase the liability.

	(Amount in ₹)	
	For the Year 2017-2018	For the Year 2016-2017
<b>B.Details of Plans are as follows:</b>		
<b>(a)Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year</b>		
(i)Current Service Cost	6173.00	5,308.00
(ii)Net Interest Expenses	2781.00	1,794.00
(iii)Expenses recognised during the year	8954.00	7,102.00
<b>(b)Expenses Recognised in Other Comprehensive Income during the year</b>		
(i)Expected return on Plan Assets	0.00	-
(ii)Actuarial (gain) / Losses on obligation	(185.00)	5,090.00
(iii)Net (Income)/Expenses Recognised during the year	(185.00)	5,090.00
<b>(c)Amount Recognized in Balance Sheet</b>		
i)Present value of obligation as at end of the year	0.00	-
(ii)Fair value of Plan Assets as at end of the year	0.00	-
(iii)Amount Recognized in Balance Sheet	0.00	-
<b>(d)Change in Present Value of obligation</b>	0.00	
(i)Obligation as at the beginning of the year	36115.00	23,923.00
(ii)Current Service Cost	6173.00	5,308.00
(iii)Interest Cost	2781.00	1,794.00
(iv)Actuarial (Gain) / Losses	(185.00)	5,090.00
Arising from Changes in Experience Adjustments		
Arising from Changes in Financial Assumptions		
(v)Benefits Paid	0.00	-
(vi)Obligation as at the end of the year	44884.00	36,115.00

<b>DHANVERDHI EXPORTS LIMITED</b>
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**Notes to Consolidated Financial Statements for the year ended 31st March, 2018**

**NOTE - 22**

	(Amount in ₹)	
	<u>For the Year</u> 2017-2018	<u>For the Year</u> 2016-2017
<b>(e) Changes in Fair Value of Plan Assets</b>		
(i) Fair Value of Plan Assets as at the beginning of the year	0.00	-
(ii) Expected return on Plan Assets	0.00	-
(iii) Contributions by the employer	0.00	
(iv) Benefits Paid	0.00	-
(v) Actuarial (Gain) / Losses	0.00	-
(vi) Fair Value of Plan Assets as at the end of the year	0.00	-
<b>(f) Actuarial Assumption</b>		
(i) Discount Rate	7.70%	7.50%
(ii) Expected return on Plan Assets	0.00%	0.00%
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	0.00	10 Years
(v) Mortality Table	IALM 2006-2008	Projected Unit Credit Method

**C. Sensitivity Analysis :**

A quantitative analysis for significant assumptions are as follows :

	(Amount in ₹)	
	<u>For the Year</u> 2017-2018	<u>For the Year</u> 2016-2017
<b>(a) Effect of 1% change in assumed discount rate</b>		
1% increase	24,692.00	-
1% decrease	24,692.00	-
<b>(b) Effect of 1% change in assumed salary escalation rate</b>		
1% increase	24,692.00	-
1% decrease	24,692.00	-
<b>(c) Effect of 1% change in assumed inflation rate</b>		
1% increase	24,692.00	-
1% decrease	24,692.00	-

**DHANVERDHI EXPORTS LIMITED****Notes to Consolidated Financial Statements for the year ended 31st March, 2018****NOTE-23****INCOME TAX EXPENSES****(i) Income Tax Expense**

The major components of income tax expenses for the year ended March 31, 2018 and for the year ended March 31, 2017 are:

<u>Particulars</u>	(Amount in ₹)	
	<u>For the Year</u> <u>2017-2018</u>	<u>For the Year</u> <u>2016-2017</u>
Current Tax	83,189.00	15,050.00
Adjustments/(credits) related to previous year - Net		
Current Tax	64.00	971.00
Deferred Tax Charge/(Credit)	(137,766.46)	77,905.84
Total Income Tax Expense recognised in Statement of Profit & Loss	<u>(54,513.46)</u>	<u>93,926.84</u>
(ii) Reconciliation of effective tax rate:		
Profit before Tax	122,322.40	575,174.09
Enacted Tax Rate in India (under section 115JB)	19.055	19.055
Expected Tax Expenses	23,309.00	109,599.00
Ind AS transition Adjustments	59,880.00	(94,549.00)
Tax Relating to earlier years	64.00	971.00
Deferred Tax	(54,577.46)	92,955.84
MAT Credit Entitlement	(83,189.00)	(15,050.00)
Income Tax Expenses	<u>(54,513.46)</u>	<u>93,926.84</u>

**NOTE - 24****FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES****(a) Capital Management**

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

## DHANVERDHI EXPORTS LIMITED

### (b) Categories of Financial Instruments

(Amount in ₹)

The carrying value and fair value of financial instruments by categories is as follows :

Particulars	As At 31st March, 2018		As At 31st March, 2017		As At 1st April, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets Measured at Fair Value through Profit or Loss Mutual Funds	9784852	9784852	9810995.72	9810995.72	9230005.59	9230006
Measured at Fair Value through Other Comprehensive Income Equity Investments - Quoted Equity Shares - Unquoted	33591410.3 4905907.939	33591410.3 4905907.939	14934683.7 2270495.991	14934683.7 2270495.991	12335842.78 2078955.169	12335842.78 2078955.16

NOTE - 24 (Contd...)

(Amount in ₹)

Particulars	As At 31st March, 2018		As At 31st March, 2017		As At 1st April, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Measured at Amortised Cost Cash and cash Equivalents Other Financial Assets Financial Liabilities Measured at Amortised Cost Other Financial Liabilities	958067 0 67100	958067 0 67100	879160 0 43700	879160 0 43700	615203 370000 63413	615203 370000 63413

### **C Fair Value Measurement and Fair Value Hierarchy**

Fair Value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

**DHANVERDHI EXPORTS LIMITED****Notes to Consolidated Financial Statements for the year ended 31st March, 2018****NOTE - 24**

(Amount in ₹)

Particulars	Fair Value Hierarchy	AS AT	AS AT	AS AT
		31st March, 2018	31st March, 2017	1st April, 2016
Financial Assets Measured at Fair Value through Profit or Loss				
Mutual Funds	1	9784852	9810996	9230006
Financial Assets Measured at Fair Value through Other Comprehensive Income				
Equity Shares - Quoted	1	33591410	14934684	12335843
Equity Shares - Unquoted	3	4905908	2270496	2078955

"The management assessed that loans, cash and cash equivalents, trade receivables, borrowings, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments."

**(d) Financial Risk Management**

The Company's financial liabilities comprise short-term borrowings and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include cash and cash equivalents and other financial assets. (a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, etc.

**(b) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure.

**(c) Liquidity Risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**NOTE - 25**

Balances of some of the advances given and taken and Sundry Debtors & Creditors are subject to the confirmations from the respective parties.

**NOTE - 26****FIRST TIME ADOPTION OF IND AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

**Notes to**

## DHANVERDHI EXPORTS LIMITED

### **Consolidated Financial Statements for the year ended 31st March, 2018**

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with 1st April, 2016 as the transition date and generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 as the previous GAAP

"The accounting policies set out in Note No. 1 have been applied in preparing the financial statements for the year ended 31-03-2018, the comparative information presented in these financial statements for the year ended 31-03- 2017 and in the preparation of opening Ind AS balance sheet as at 01-04-2016 (The Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the previous Indian GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position and financial performance is set out in the following tables and notes :"

A. Mandatory exceptions to retrospective application

The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 101 "First Time Adoption of Indian Accounting tandards".

#### **(i) Estimates**

On assessment of estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise such estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

#### **(ii) Classification and measurement of financial assets**

The classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

#### **B. Transition to Ind AS - Reconciliations**

"The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards". (i) Reconciliation of total equity as at April 1, 2016 and March 31, 2017. (ii) Reconciliation of total comprehensive income for the year ended March 31, 2017. (iii) Reconciliation of statement of cash flows for the year ended March 31, 2017. Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS."

#### **(i) Reconciliation of total equity**

A reconciliation of the total equity to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows:

#### **(i) Reconciliation of total equity**

A reconciliation of the total equity to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows: (Amount in `)

Particulars	Notes	As at 31-Mar-17	As at 1-Apr-16
Total equity under previous GAAP		17,580,332.58	16,429,168.95
Add/(Less): Impact of adjustments as follows :-			
Fair Value of Investments though Profit or Loss		1,571,248.60	1,058,329.23
Fair Value of Investments though OCI		6,146,732.10	4,874,744.10
Others		3,199,909.53	2,724,382.93
Deferred Tax Adjustments		(1,781,163.50)	(1,244,676.66)
Total Equity under Ind-AS		26,717,059.31	23,841,948.55

**DHANVERDHI EXPORTS LIMITED****Notes to Consolidated Financial Statements for the year ended 31st March, 2018****NOTE - 26**

(ii) Reconciliation of total comprehensive income

A reconciliation of the total comprehensive income to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarized as follows:

(Amount in ₹)

Particulars	As at 31-Mar-17
Net Profit as per Previous GAAP	1,151,163.63
Adjustments required:	
Fair Value of Investments through Profit or Loss	882,780.09
Re-measurements on defined employees benefits (net of taxes)	3,517.19
Share of Profit of Associates	475,526.60
Others	(369,860.72)
Tax Adjustments	(143,485.81)
Net Profit as per Ind AS	1,999,640.99
Other comprehensive income/(loss)	
Re-measurements on defined employees benefits (net of taxes)	(3,517.19)
Fair Value of Investments through OCI (net of taxes)	878,986.97
Total comprehensive income/(loss) as per Ind AS	2,875,110.76

Note:

"Both under Previous GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Previous GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurements comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus, the employee benefit cost is decreased by Rs.5533.05 (net of taxes) and remeasurement gains/ losses (net of taxes) on defined benefit plans has been recognized in the Other Comprehensive Income."

(iii) Reconciliation of statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

As per our report of even date

**For VMD & Associates**

**For and on behalf of Board**

Firm Registration Number-324666E

Chartered Accountants

**(Vinay Kumar Tiwary)**

**Sudha Agarwalla**

**Uttam Banerjee**

**Bhagwan Singh**

Partner

Managing Director

Director

Director

Membership Number 063887

DIN : 00938365

DIN : 00607337

DIN : 00607390

Place: Kolkata

Date: 30th May, 2018

**Deba Prosad Banerjee**

CFO

**DHANVERDHI EXPORTS LIMITED**

(CIN:L52110WB1985PLC217048)

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata – 700 001.

Phone:033-22436242, Fax:-033-22310835

Email: dhanverdhiexports@gmail.com ; Website: www.dhanverdhiexports.com

**ATTENDANCE SLIP**

33rd Annual General Meeting- 27th September, 2018.

(To be presented at the entrance)

Name of the attending Member( In Block Letters)
Folio :
DP ID CLIENT ID No.:
No.of Shares Held :
Name of PROXY (In Block Letters , to be filled in if Proxy Attends instead of the Member)

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Thursday , 27th September, 2018 at 4.00 P.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001

Signature of the Member/Proxy

(to be signed at the time of handing over this slip)

--

## DHANVERDHI EXPORTS LIMITED

(CIN:L52110WB1985PLC217048)

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata – 700 001.

Phone:033-22436242, Fax:-033-22310835

Email: dhanverdhiexports@gmail.com ; Website: www.dhanverdhiexports.com

**Form No. MGT 11**

### PROXY FORM

(30rd Annual General Meeting – 27th September, 2018)

**[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies  
(Management and Administration) Rules, 2014]**

Name of the Member(s)	
Registered Address	
Folio No./DP ID-Client ID	
E-Mail ID	
No.of Shares	

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

1.Name:	
Address:	
Email Id	Signature
or failing him	
2.Name:	
Address:	
Email Id	Signature
or failing him	
3.Name:	
Address:	
Email Id	Signature

as my proxy to attend and vote for me/us and on my/our behalf at the 30rd Annual General Meeting of the Company , to be held on Thursday , the 27th September, 2018 at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl.No.	Resolution	For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements of the Company for the year ended 31st March, 2018 together with the Director's & Auditors Report thereon.		
2.	Ratification of Appointment of M/s A.K.Meharia & Associates, Chartered Accountants as Statutory Auditors of the Company .		
3.	To appoint a Director in place of Mr. Bhagwan Singh who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this \_\_\_ day of \_\_\_\_\_ 2018

Revenue  
Stamp

Signature of Member

Signature of proxy

Notes:1) The proxy form to be effective should be duly completed , dated, signed , stamped and deposited at the registered office of the company at least 48 hours before the time fixed for holding the meeting.

(2) Please bring your copy of Annual Report to the Meeting.

--

**Form No. MGT-12**  
**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration ) Rules, 2014]

<b>Name of the Company :</b> Dhanverdhi Exports Ltd. <b>Registered Office:</b> A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001. <b>CIN:</b> L52110WB1985PLC217048
--

**BALLOT PAPER**

Name sole /First Named Shareholder (In Block Letters)			
Postal Address		1.	
Registered Folio No/ Client ID No.		No.of. Shares Held	

I hereby exercise my vote in respect Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sl.No.	Resolution	I/We assent to the resolution <b>For</b>	I/We dissent to the resolution <b>Against</b>
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements of the Company for the year ended 31st March, 2018 together with the Director's & Auditors Report thereon.		
2.	Ratification of Appointment of M/s A.K.Meharia & Associates, Chartered Accountants as Statutory Auditors of the Company .		
3.	To appoint a Director in place of Mr. Bhagwan Singh who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this \_\_\_ day of \_\_\_\_\_ 2018

Place \_\_\_\_\_

Signature of Shareholder(s)  
.....

Note: Please read the instructions overleaf before exercising your vote.

--

## DHANVERDHI EXPORTS LIMITED

### INSTRUCTIONS

1. This ballot paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper, who does not have access to e-voting facility and / or who have not voted through e-voting , so that they can also participate in voting process through physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting by Ballot Paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system as well as the votes received through physical Ballot Papers from member(s) at the venue of AGM for declaring the final result for each of the Resolutions forming part of **30rd AGM** Notice of Company.

### Process and Manner for Members opting to vote by using the Ballot Paper.

1. Please complete and sign this Ballot Paper and drop in the locked Ballot Box provided in the meeting hall of this AGM for voting purpose.
2. This Ballot Paper should be signed by the Member as per the specimen signature registered with Registrar and Share Transfer Agent of the Company viz. M/s S.K.Infosolutions Pvt.Ltd. or by their proxy(ies) duly authorized by the Member. In case of Joint holding , the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder or by their proxy(ies) duly authorised by any Joint Holder(s). A power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an duly attested / notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies etc . the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution / Authorization document(s).
4. Votes should be cast in case of each resolution separately either in favour or against by putting (✓) mark in the respective column provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on **Thursdat, 20th September, 2018** and each such share carries one voting right.
6. A member may request Ballot Paper from the Company or they can download the same from the website of the Company viz: [www.dhanverdhiexports.com](http://www.dhanverdhiexports.com) , if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is torned , defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified with the available records.
8. The decision of the Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final and binding.
9. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website i.e [www.dhanverdhiexports.com](http://www.dhanverdhiexports.com) within 3 working days of the conclusion of this AGM and on the website of CDSL whenever they upload, and will simultaneously be forwarded to the Stock Exchange(s) where the Company's shares are listed.

## Route Map to AGM Venue

