

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of **Kalyani Commercials Limited** will be held on Wednesday, 30th September, 2015 at 11:00 a.m. at the Registered Office of the Company at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 to transact the following business:

Ordinary Business

1. To Consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Nitesh Gupta-[DIN NO. 02768050], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. Appointment of Mrs. Manushree Agarwal-[DIN NO. 06620217], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
4. Ratification of Appointment of M/s. M.C. Bhandari & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration as may be agreed by the Board of Directors of the Company.

Special Business:

5. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass, the following resolution, with or without modification, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association (as prescribed under Table F of the Companies Act, 2013), be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to this resolution(s)."

6. **TO APPOINT MR. MUKESH JOSHI (DIN- 06697613) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mukesh Joshi (DIN- 06697613), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, and who is eligible for appointment as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from the date of meeting."

7. **TO APPOINT MR. ALOK KUMAR GUPTA (DIN- 02168376) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Alok Kumar Gupta (DIN- 02168376), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, and who is eligible for appointment as an Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years with effect from the date of meeting."

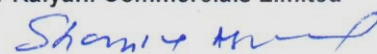
**8. TO ALTER THE TERMS OF THE APPOINTMENT OF THE MR. SOURABH AGARWAL (DIN : 02168346),
WHOLETIME DIRECTOR**

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

"RESOLVED THAT in partial modification of the earlier resolution in relation to appointment of Mr. Sourabh Agarwal (DIN : 02168346) as Whole-time Director ("WTD") of the Company and subject to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under or any statutory modifications or re-enactment thereof and subject to such consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded to vary the resolution passed by the members of the Company on 29th August, 2011 in relation to appointment of Mr. Sourabh Agarwal(DIN : 02168346) to the limited purpose of complying with the provisions of Section 152 of the Act by making him liable to retire by rotation in terms of Section 152(6) of the Act, however not causing a break in the continuity of office for the unexpired period of his appointment and all other terms and conditions of his appointment remaining the same including payment of remuneration till his remaining tenure of appointment.

FURTHER RESOLVED THAT Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution."

For Kalyani Commercial Limited
By the order of the Board
For Kalyani Commercial Limited



Director **Shankar Lal Aggarwal**
Managing Director
DIN: 01341113

Add: BG-223, Sanjay Gandhi
Transport Nagar, GT Karnal Road,
Delhi-110042

Date: 03rd September, 2015
Place: New Delhi

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary and special resolutions for the items is annexed hereto. The said Resolutions and Explanatory Statement are being sent for approval of the Shareholders, whose name appears in the Register of Members on 31st August, 2015.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. **IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.
4. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting
5. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
6. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
7. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
8. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Monday, September 28, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of Annual General Meeting.
9. The ISIN of the Equity Shares of Rs.10/- each is INE610E01010.

10. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits listed companies to send notice of Annual General Meeting along with Annual Report, comprising of Financial Statements, Board's Report, etc. via electronic mode to its members. Therefore, Electronic copy of the Notice of Annual General Meeting and Annual Report 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2014-15 is being sent in the permitted mode.
11. Register of Members under section 88 of the Companies Act, 2013, Register of Charges under section 85 of the Companies Act, 2013, Register of contracts with related party and contracts and body Corporate etc. in which Directors are interested under section 189 of the Companies Act, 2013, Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.
12. Members are requested to notify change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
13. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
14. Members/proxies are requested to bring their copies of annual reports to the meeting.
15. For security reasons, no article/baggage will be allowed at the venue of the meeting.
16. Members holding shares in demat form are requested to furnish their Permanent Account Number (PAN) details to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.
17. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
18. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice. Also, Route map to the venue of meeting is enclosed.
19. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
20. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
21. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 23rd September, 2015, then the member may obtain Login ID and other e-Voting related details from the Company.
22. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

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

ITEM NO. 5 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. year 1985. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 03rd September, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day.

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

ITEMS NO. 6 & 7: APPOINTMENT OF INDEPENDENT DIRECTORS IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of independent Directors which is consistent with the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Mukesh Joshi and Mr. Alok Kumar Gupta, being eligible, offers themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Mr. Mukesh Joshi and Mr. Alok Kumar Gupta, non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made there under for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Brief Resume of Independent Directors is as under:

Name	Mukesh Joshi	Alok Kumar Gupta
Age	38 Years	58 Years
Qualification	B.com	B.com
Experience	Rich Experience in management and administration	Rich Experience in Financial management
Date of appointment	30 th September, 2013	29 th September, 2008
Terms & Conditions	Reappointed as Non-executive independent director	Reappointed as Non-executive independent director
Remuneration:	Nil	Nil
Name of the other Companies in which Directorship held	None	None
Name of the other Companies in which Committee Membership held	None	None
Shareholding in the Company	300 Equity Shares	Nil

Except these Directors, being an appointee none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Items no. 6 and 7.

ITEM NO. 8: TO ALTER THE TERMS OF THE APPOINTMENT OF THE MR. SOURABH AGARWAL, WHOLETEIME DIRECTOR

In the Companies Act, 1956, at least two third of the Board of Directors ("the Board") of the Company including independent Directors were liable to retire by rotation.

Section 149 of the Companies Act, 2013 has been effective from April 1, 2014 and the provisions of said section makes Independent Directors out of the purview of Directors who are liable to retire by rotation. As a result, the number of Directors whose office is liable to retire by rotation falls below two-thirds of total number of Directors as required under Section 152 of

the said Act. In order to comply with the provisions of Section 152 of the said Act, the Board has proposed to alter the terms of appointment of Mr. Sourabh Agarwal, Whole-time Director of the Company whereby making Mr. Sourabh Agarwal liable to retire by rotation from being a non - rotational Director. The alteration in terms of appointment of Mr. Sourabh Agarwal shall not be deemed to constitute as break in his tenure of Whole Time Director and he will be eligible to continue as Whole Time Director of the Company.

The alteration in the terms of appointment, as aforesaid, of the Director is subject to the approvals by the Company in a General Meeting in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act. The resolution(s) set out in the notice are intended for this purpose.

Mr. Sourabh Agarwal is interested in the resolution set out at Item Nos. 8 of the Notice, which pertain to alteration in terms of appointment.

Except Mr. Sourabh Agarwal, none of Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in this resolution.

By the order of the Board Limited
For Kalyani Commercials Limited

Shankar Lal Aggarwal
Director

Shankar Lal Aggarwal
Managing Director
DIN: 01341113

Date: 03rd September, 2015
Place: New Delhi

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Kalyani Commercials Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Wednesday, the 30th September, 2015 at 11:00 A.M.

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

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

- Commencement of e-Voting: 27th September, 2015 at 9:00 A.M.
- End of e-Voting: 29th September, 2015 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 23rd September, 2015

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 03rd September, 2015 for the Annual General Meeting scheduled to be held on 30th September, 2015. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Kalyani Commercials Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to a.jaindia1@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

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

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Kalyanicommercialslimited@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xiii. Mr. Alok Jain, Company Secretary (Membership No. 30369) and Partner of M/s. Grover Ahuja & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

Form No. MGT-11
Proxy Form

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

CIN: L51909DL1985PLC021453

Name of the Company: Kalyani Commercials Limited

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

Date and Time: 30th September, 2015 at 11:00 A.M.

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

1. Name: Address:
E-mail ID: Signature:, or failing him/her

2. Name: Address:
E-mail ID: Signature:, or failing him/her

3. Name: Address:
E-mail ID: Signature:, or failing him/her

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 30th September, 2015 at 11.00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS:				
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon			
2.	Appointment of director in place of Mr. Nitesh Gupta, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment			
3.	Appointment of director in place of Mr. Manushree Agarwal, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment			
4.	Ratification of the appointment of M/s M.C. Bhandari & Co., as Statutory Auditors.			
SPECIAL BUSINESS:				
5.	Adoption of new set of Articles of Association of company inter-alia pursuant to the companies act, 2013.			
6.	To appoint Mr. Mukesh Joshi as an Independent director in terms of section 149 of the companies act, 2013.			
7.	To appoint Mr. Alok Kumar Gupta as an Independent director in terms of section 149 of the companies act, 2013.			
8.	To alter the terms of the appointment of the Mr. Sourabh Agarwal, Whole-Time Director making him liable to retire by rotation.			

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

Signed this Day of 2015

Signature of shareholder.....

Signature of Proxy holder(s)

Note:

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

Affix One
Rupee
Revenue
Stamp

ELECTRONIC VOTING PARTICULARS

EVEN(Electronic Voting Event Number)	PASSWORD	USER ID	NO. OF SHARES

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

Commencement of e-voting	From 09.00 a.m. on September 27 th , 2015
End of e-voting	Upto 05.00 p.m. on September 29 th , 2015

The cut-off date for the purpose of e-voting is 23rd September, 2015

----- TEAR HERE -----

ATTENDANCE SLIP

I/We hereby record my presence at the Annual General Meeting Wednesday, the 30th September, 2015 at 11:00 A.M. at BG-223, Sanjay Gandhi Transport Nagar, GT Karnal Road, Delhi-110 042.

Name of the Shareholders or Proxy (In Block Letters) _____

No. of Shares Held _____

Regd. Folio No. /DPID-CLID _____

Signature of the Shareholder/Proxy

Note: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

Route Map for AGM of Kalyani Commercials Limited to be held on Wednesday, 30th Day of September, 2015 at 11:00 A.M.



If undelivered please return to:

KALYANI COMMERCIAL LIMITED

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

E-mail: Kalyanicommercialslimited@gmail.com

BOARD'S REPORT

To,
The Members
Kalyani Commercial Limited,

Your Directors are pleased to present the 30th Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended 31st March, 2015.

1. BACKGROUND

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

2. STATE OF COMPANY'S AFFAIR

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

3. FINANCIAL HIGHLIGHTS

During the year under review, the revenue reported was Rs. 319.39 Crores as compared to Rs. 265.99 Crores in previous year the ultimate increase in revenue of 20.07%; Profit before tax for the current year is Rs. 0.68 Crores as compared to Rs. 0.77 Crores in previous year the ultimate change in PBT of 12.02%; Profit after tax for the current year is Rs. 0.48 Crores as compared to Rs. 0.53 Crore in the previous year, the ultimate change in PAT of 9.43%.

4. SUMMARY OF FINANCIAL RESULTS

The Company's financial results are as under:

Particulars	For the year ended	
	31 st March, 2015 (Rs.)	31 st March, 2014 (Rs.)
Total Revenue (I)	3,193,935,633	2,659,965,335
Total Expenses (II)	3,187,081,094	2,652,173,462
Profit Before Tax & Extraordinary Item	6,854,539	7,791,872.92
Tax Expenses		
- Current Tax	2,814,000	2,325,000
- Deferred Tax Liability(Net)	(880,975)	139487
- Income Tax Earlier Year	92,283.74	0
Profit After Tax	4,829,230.26	5,327,385.92

Profit/(Loss) transferred to Balance Sheet	4,829,230.26	5,327,385.92
Earning Per Share (Rs.)	4.83	5.33

5. RESERVE FUND

The Board has transferred profit after tax of Rs. 4,829,230 to Reserves for the financial year ended as on 31st March, 2015.

6. DIVIDEND

As the Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2014-15.

7. BUSINESS RISK MANAGEMENT

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

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

8. INTERNAL CONTROL SYSTEMS

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

9. VIGIL MECHANISM / WHISTLE BLOWER POLICY

To review the matters relating to fraud risk, including corrective and remedial actions as regards people and processes, the Company has formed a vigil mechanism policy which is in direct control of the Audit Committee of the Company.

10. HUMAN RESOURCES

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

11. DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the year. There is no unclaimed or unpaid deposit lying with the Company.

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

LIST OF DIRECTORS AS ON 31ST MARCH, 2015:

S. No.	Name	Designation	Date of Appointment	Change
1.	Shankar Lal Agarwal	Managing Director	13-Sep-01	–
2.	Sourabh Agarwal	Whole-time Director	29-Aug-11	Appointed as CFO on 31 st March, 2015. Proposed to be appointed as Rotational Whole Time Director
3.	Manushree Agarwal	Director	18-Jun-13	Proposed to be re-appointed as Non-Executive Director retire by rotation in the ensuing AGM
4.	Nitesh Gupta	Director	29-Aug-11	Proposed to be re-appointed as Non-Executive Director retire by rotation in the ensuing AGM
5.	Alok Kumar Gupta	Director	29-Sep-08	Proposed to be appointed as Independent Director in the ensuing AGM
6.	Mukesh Joshi	Director	30-Sep-13	Proposed to be appointed as Independent Director in the ensuing AGM

Brief resume of the Directors proposed to be appointed in ensuing Annual General Meeting, nature of their expertise in functional areas and the name of the public companies in which they hold the Directorship and the Chairmanship/Membership of the Committees of the Board are given as Annexure to the Notice convening the Annual General Meeting.

LIST OF KEY MANAGERIAL PERSONNEL (KMP) AS ON 31ST MARCH, 2015:

S. No.	Name	Designation	Date of Appointment	Change
1.	Shankar Lal Agarwal	Managing Director	13-Sep-01	-
2.	Sourabh Agarwal	Chief Financial Officer	31-Mar-15	-
3.	Kavita Bhargava	Company Secretary and Compliance Officer	31-Mar-15	-

Ms. Kavita Bhargava resigned from the post of Company Secretary w.e.f. 20th May, 2015. The Board appreciates the efforts and works done by her during her tenure. We wish all the best for her successful career. The Company further appointed Ms. Arti Verma as the Company Secretary and Compliance Officer on 25th June, 2015, who currently holds the post of Company Secretary of the Company.

13. DECLARATION GIVEN BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company which are proposed to be appointed in the forthcoming General Meeting, confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committees and Shareholders Grievance Committee meeting. The manner in which the evaluation has been carried out is based on the criteria as specified by the management of the Company i.e. No. of meetings attended, quality suggestion accepted by the Board from the individual Director, participation of Directors in Board discussion, etc. has been mentioned in the Board evaluation policy adopted by the Board.

15. MEETINGS HELD DURING THE F.Y. 2014-2015

The agenda and Notice of the Meetings is prepared and circulated in advance to the Directors. During the year under review, 8 (Eight) Board Meetings, 4 (Four) Audit Committee Meetings, 4 (Four) Shareholder's Grievance Committee Meetings and 1 (One) Independent Directors Meeting were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

16. COMPOSITION OF COMMITTEES OF THE BOARD AS ON 31.03.2015:

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

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

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

b) **NOMINATION AND REMUNERATION COMMITTEE:**

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

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

S. No.	Name of Member	Designation	Non-Executive/ Executive
1.	Alok Kumar Gupta	Chairman	Non- Executive
2.	Shankar Lal Agarwal	Member	Executive

3.	Nitesh Gupta	Member	Non-Executive
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17. PARTICULARS OF EMPLOYEES

The information as per Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. However, as per the provisions of Section 136 of the Act, the Report and Accounts are being sent to all the members excluding the information on particulars of employees which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

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

No directors/employees of the Company was in receipt of amount exceeding a salary of Rs.5,00,000/-per month or Rs. 60,00,000/- per annum or more when employed for whole of the year, under the provisions of Rule 5 (2) & (3) of The Companies (Appointment And Remuneration) Rules, 2014.

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

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in Form No. AOC -2 ("**Annexure A**").

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

During the year under review, Your Company has not given any Loans, Guarantees or made any Investments covered under the provisions of Section 186 of the Companies Act, 2013 (the Act).

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

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

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

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

23. CHANGE IN THE NATURE OF BUSINESS

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

24. STATUTORY AUDITORS

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

25. STATUTORY AUDITORS' REPORT

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

26. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Grover Ahuja & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report as per Form MR-3 is annexed herewith as “**Annexure B**”.

27. SECRETARIAL AUDITORS' REPORT

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

Remark 1: As required under Section 149, Company is already having Two Independent Directors who were appointed under Companies Act, 1956 but the same Directors has not been Re-designated as Independent Directors as per terms and conditions required to be fulfilled under Companies Act, 2013.

Board Clarification: The Board had received the declaration of independence under Section 149(6) of the Companies Act, 2013 from Independent Directors. In the upcoming Annual general meeting, the Board will re-designate its directors to comply with all the applicable rules and provisions of the Companies Act, 2013.

Remark 2: The Company has made delayed submissions under some clauses of the listing agreement to Delhi Stock Exchange.

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

Remark 3: The Company is not having its website as on date as required under Clause 54 of the Listing Agreement.

Board Clarification: The management unintentionally bypassed the compliance of clause 54 of the Listing Agreement. The Board assures that the Company will comply with provisions of the Listing Agreement in future.

Remark 4: The Company has not provided E-voting facility to its members for the Annual General Meeting held on 30th September, 2014 held during the period under review as required under Clause 35B.

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

Remark 5: The Company has made delayed submission of some periodic and event based returns/disclosures to RBI as required to be filed under Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

Board Clarification: The Company has made delayed submission of some periodic and event based returns/disclosures to RBI. The Board assures that the Company will comply with all applicable regulations and prudential norms of NBFC in future.

Remark 6: The Company has not created provisions for Standard Assets for the financial Year ended on 31st March, 2015 as required under Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Board Clarification: The Management had transferred its net profits for the f.y. 2014-2015 to Reserves and not created provisions for Standard Assets for the financial Year ended on 31st March, 2015. The Board assures that the Company will comply with Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 in future.

Remark 7: The Company has not transferred the minimum 20% of the profits to reserve fund for the financial year ended on 31st March, 2015 as required under Section 45-IC of the RBI Act, 1934.

Board Clarification: The Board was unable to create required statutory reserves under Section 45-IC of the RBI Act, 1934. The Board assures that the Company will comply with all the provisions of the Section 45-IC of the RBI Act, 1934 in future.

Remark 8: The Company has not attached the NBFC schedule to the Balance Sheet for the financial year ended on 31st March, 2015 as required under Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

Board Clarification: The management inadvertently bypassed the required compliance. The Board assures that the Company will comply with all the provisions of the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 in future.

28. EXTRACT OF ANNUAL RETURN

Pursuant to sub section (3) of section 92 of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT- 9 is annexed herewith as “**Annexure C**”.

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

The Board confirms that no complaints/ cases has been filed / pending with the Company under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year 2014-15.

30. DETAILS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

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

31. CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

32. CORPORATE GOVERNANCE

Disclosure related to corporate governance during the financial year under Clause 49 of the Listing Agreement is not applicable as Company is not covered under the criteria mentioned under said clause.

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

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

34. DIRECTORS RESPONSIBILITY STATEMENT

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

- a.) that in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b.) that the directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2015 and of the profit and loss of the Company for that period;
- c.) that the directors have taken proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d.) that the directors have prepared the annual accounts on a going concern basis;
- e.) that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f.) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

35. ACKNOWLEDGMENT AND APPRECIATION

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

**By the order of the Board
For Kalyani Commercials Limited**

Sd/-

**Shankar Lal Agarwal
(Managing Director)**

DIN: 01341113

Address: AE-166, Shalimar Bagh,
New Delhi- 110088

Sd/-

**Sourabh Agarwal
(Whole Time Director)**

DIN: 02168346

Address: Ganganagar House, AE- 166,
Shalimar Bagh, New Delhi- 110088.

Date: 03.09.2015

Place: New Delhi

Form No. AOC-2

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

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

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

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

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

S. No.	Particulars	Details of the Parties			
a)	Name(s) of the related party and nature of relationship	Kota Trucks Private Limited	Kota Trucks Private Limited	Sourabh Agarwal	Mala Agarwal
b)	Nature of contracts/arrangements/transactions	Purchases	Sales	Payment of Lease Rent	Payment of Lease Rent
c)	Duration of the contracts / arrangements/transactions	1 Year	1 Year	60 Months	60 Months
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On Purchase order Basis	On order Basis	As per the Lease agreement	As per the Lease agreement
e)	Date(s) of approval by the Board, if any	30 th May, 2014	30 th May, 2014	30 th May, 2014	30 th May, 2014
f)	Amount paid as advances, if any	-	-	-	-

For Kalyani Commercials Limited

Sd/-

Sd/-

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

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

Place: New Delhi

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
 The Members,
Kalyani Commercials Limited
 BG 223, sanjay Gandhi Transport Nagar,
 GT Karnal Road,
 New Delhi-110 042

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

Based on our verification of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Kalyani Commercials Limited** for the financial year ended on **31st March, 2015** according to the provisions of:

- (i). The Companies Act, 1956 and the rules made under that Act, the Companies Act, 2013 and the rules made there under (hereinafter called the Act).
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **(Not applicable to the Company during the Audit Period)**

(v) Other laws applicable to the Company as per representations made by the Company.

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with **Delhi Stock Exchange Limited**.

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

a) Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made there under are as follows:

- As required under Section 149, Company is already having Two Independent Directors who were appointed under Companies Act, 1956 but the same Directors has not been redesignated as Independent Directors as per terms and conditions required to be fulfilled under Companies Act, 2013.
- The Chief Financial Officer, Company Secretary and Internal Auditor of the Company were appointed on 31st March, 2015.

b) Observations/ Non Compliance/ Adverse Remarks/ Qualifications in respect of compliance with the Listing Agreement entered with Delhi Stock Exchange are as follows:

- The Company has made delayed submission of periodic results for two quarters as required under Clause 41.
- Company is not having its website as on date as required under Clause 54 of the Listing Agreement.
- The Company has not provided E-voting facility to its members for the Annual General Meeting held on 30th September, 2014 for the period under review as required under Clause 35B.

c) Observations/ Non Compliance/ Adverse Remarks/ Qualifications under the RBI Act, 1934 and the Notifications, Directions or Circulars issued there under as applicable on the Company:

- The Company has made delayed submission of some periodic and event based returns/disclosures to RBI as required to be filed under Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- The Company has not created provisions for Standard Assets for the financial Year ended on 31st March, 2015 as required to be filed under Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- The Company has not transferred the minimum 20% of the profits to reserve fund for the financial year ended on 31st March, 2015 as required under Section 45-IC of the RBI Act, 1934.
- The Company has not attached the NBFC schedule to the Balance Sheet for the financial year ended on 31st March, 2015 as required under Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

We further report that:

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

We further report that based on the information received and records maintained by the Company, 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.

**For GROVER AHUJA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Sd/-

**YOGESH PAHUJA
ACS No. 25524
C. P. No.: 12026**

Date:

Place: New Delhi

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

To,
The Members,
Kalyani Commercials Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

**For GROVER AHUJA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Sd/-

**YOGESH PAHUJA
ACS No. 25524
C. P. No.: 12026**

**Date:
Place: New Delhi**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
(As on financial year ended on 31.03.2015)

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

I REGISTRATION & OTHER DETAILS:

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

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
i.	Vehicles and Vehicle Body	9962281	94.09%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NOT APPLICABLE				

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% change during the year
A. Promoters									
(1) Indian									
a) *Individual/HUF	0	531400	531400	53.14	0	531400	531400	53.14	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
*SUB TOTAL:(A) (1)	0	531400	531400	53.14	0	531400	531400	53.14	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
*Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	531400	531400	53.14	0	531400	531400	53.14	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0

SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporate									
i) Indian	0	1800	1800	0.18	0	1800	1800	0.18	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i)* Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	397500	397500	39.75	0	397500	397500	39.75	0
ii)* Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	69300	69300	6.93	0	69300	69300	6.93	0
c) Others (HUF)	0	0	0	0	0	0	0	0	0
*SUB TOTAL (B)(2):	0	468600	468600	46.86	0	468600	468600	46.86	0
*Total Public Shareholding (B) = (B)(1)+(B)(2)	0	468600	468600	46.86	0	468600	468600	46.86	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
*Grand Total (A+B+C)	0	1000000	1000000	100	0	1000000	1000000	100	0

(ii) Shareholding of promoters

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of Shares	% of total Shares of the Company	% of shares Pledged encumbered	No of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	
1	Shankar Lal Agarwal	418000	41.80	0	418000	41.80	0	0.00
2	Mala Agarwal	45000	4.50	0	45000	4.50	0	0.00
3	Shankar Lal Agarwal (HUF)	40000	4.00	0	40000	4.00	0	0.00
4	Sourabh Agarwal	28400	2.84	0	28400	2.84	0	0.00

	Total	531400	53.14	0	531400	53.14	0	0.00
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(iii) Change in Promoters' Shareholding (specify if there is no change)

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

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

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

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

SI. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
	For Each of the Directors & KMP				
1	Shankar Lal Agarwal	418000	41.8	418000	41.8
2	Sourabh Agarwal	28400	2.84	28400	2.84

3	Mukesh Joshi	300	0.03	300	0.03
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(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	365673213.66	0.00	0.00	365673213.66
ii) Interest due but not paid	3000190.72	0.00	0.00	3000190.72
iii) Interest accrued but not due		0.00	0.00	0.00
Total (i+ii+iii)	368673404.38	0.00	0.00	368673404.38
Change in Indebtedness during the financial year				
Additions	5284092717.66	21900000.00	0.00	5305992717.66
Reduction	5268855421.56	10000000.00	0.00	5278855421.56
Net Change	15237296.10	11900000.00	0.00	27137296.10
Indebtedness at the end of the financial year				
i) Principal Amount	383910700.48	11900000.00	0.00	395810700.48
ii) Interest due but not paid	2808737.20	93756	0.00	2902492.70
iii) Interest accrued but not due	0.00		0.00	0.00
Total (i+ii+iii)	386719437.68	11993756	0.00	398713193.18

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

SI. No.	Name of the MD/WTD/Manager			Total Amount
1	Gross salary	Shankar Lal Agarwal	Sourabh Agarwal	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	0	600000	600000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0

	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
	Sweat Equity	0	0	0
	Commission as % of profit	0	0	0
	others (specify)	0	0	0
	Others, please specify	0	0	0
	Total (A)	0	600000	600000
	Ceiling as per the Act	N.A.	5% of Net Profit	11% of Net profit

B. Remuneration to other Directors:

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

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

SI. No.	Particulars of Remuneration	Key Managerial Personnel			Total
	Gross Salary	CEO	Company Secretary	CFO	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	0	300

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as % of profit others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	0	0

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

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

For Kalyani Commercials Limited

Sd/-

Sd/-

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

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

Place: New Delhi
Dated: 03.09.2015

M.C. Bhandari & Co.
Chartered Accountants
38, Shopping Centre,
KOTA - 324007 (RAJ.)

Phone: 07444-2361530

Dated.

AUDITORS REPORT

To

The Members of
KALYANI COMMERCIALS LIMITED

Report on the Financial Statement

1. We have audited the accompanying standalone financial statements of KALYANI COMMERCIALS LIMITED ('the Company') which comprise the Balance Sheet as at 31 March, 2015. The Statement of Profit and Loss, the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's responsibility

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



5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
 - a) in the case of balance sheet, of the state of affairs of the Company as at 31st March, 2015,
 - b) in the case of the statement of profit and loss of the profit for the year ended on that date.
- in the case of the cash flow statement, of the cash flow for the year ended on that date.



Report on Other Legal and Regulatory Requirement

9. As required by the companies (Auditor's Report) order, 2015 vide order dated 10th April 2015 issued by the Central Govt. of India in terms of Section 143(11) of the Act. The matter which on which reporting are required under CARO 2015 Audit Report as per Annexure-A.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The stand alone financial statements dealt with by this Report are in agreement with the books of account
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. (as amended)
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its standalone financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Place: 38, Shopping Center,
Kota (Raj.)
Dated: 30.05.2015

[CA S.K. Mahipal]
Partner
M.No.70366



ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of the independent Auditor's Report on the Accounts of KALYANI COMMERCIALS LIMITED ("The Company") for the year ended on 31st March 2015.

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

- (i) In respect of fixed assets :
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets were physically verified during the year by the management in accordance with a program of verification, the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification as compared to books records.
- (ii)(a) As explained to us, the inventory of the Company has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) According to the information and explanation given to us, in our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- © On the basis of our examination of records of inventory, we are of the opinion, that , the Company is maintaining proper records of inventories . The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt within the books of accounts.
- (iii) Accounting to information and explanations given to us, during the year the company has not granted any loans , secured or unsecured, to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

In view of above, paragraphs (iii) (a) and (b) of the order are not applicable.



- (iv) There is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventories and fixed assets and with regard to the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) The company has not accepted any deposits except from director of the company. The company has also complied with the provisions of the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, and the Rules framed there under. As per information's and explanations given to us, no order under the aforesaid sections has been passed by the company law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the company.
- (vi) According to the information and explanation given to us, maintenance of cost records have not been specified by the Central Government under section (1) of section 148 of the Companies Act,.
- (vii)(a) According to the records of the company, the company has generally been regular in depositing undisputed statutory dues in respect of income tax, Sales Tax, Service Tax, ESI & PF and other statutory dues applicable to it with the appropriate authorities during the year. We are informed that there are no undisputed statutory dues as at the year end outstanding for a period of more than six months from the date they became payable.
- (b) According to information and explanation given to us, no undisputed amount of statutory dues in respect of income tax, Sales Tax, Service Tax, ESI & PF and other statutory dues outstanding as at 31.03.2015 for a period more than 6 months from the date on which they became payable.

According to the information and explanations given to us and the records of the company examined by us, details of the following disputed dues that were not deposited with the appropriate authorities.

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in Lacs.)	Period to which the amount relates
Rajasthan Sales Tax Act, 1954	Sale Tax	Commissioner (Appeal)	25.71	0.00	2011-12




Income Tax Act, 1961	Income Tax	CIT (Appeal)	3.73	0.00	2010-11
Income Tax Act, 1961	Income Tax	CIT (Appeal)	1.75	0.00	2009-10

Note: 1) Amount as per demand orders including interest and penalty wherever Quantified in the order.

- © According to the records of the company, the company is not required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act. and rules made there under.
- (viii) The Company does not have accumulated losses as at 31st March 2015 and has not incurred cash losses during the financial year ended on that date or in the immediately preceding financial year ended March 31, 2014.
- (ix) In our opinion and according to the information and explanation given to us the company has not defaulted in repayment of dues to financial institution, bank or to debenture holders during the year.
- (x) On the basis of the information given to us, the company has given guarantees for loans taken by other from banks or financial institutions during the year which is not prejudice to the interest of the company.
- (xi) To the best our knowledge and belief and according to the information's and explanations given to us, in our opinion, the term loans were applied for the purpose for which these loans were obtained.
- (xii) According to the information and explanations given to us, during the year, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Place: 38, Shopping Center,
Kota (Raj.)
Dated: 30.05.2015


[CA S.K. Mahipal]
Partner
M.No.70366

KALYANI COMMERCIALS LIMITED
Balance Sheet as at 31 st March, 2015

Particulars	Note No.	As At 31.03.2015 (Rs.)	As at 31.03.2014 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	10000000.00	10000000.00
(b) Reserves and Surplus	2.2	44328288.96	40191393.60
Sub Total		54328288.96	50191393.60
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.3	15771562.00	0.00
(b) Deferred tax liabilities (Net)		0.00	208882.00
Sub Total		15771562.00	208882.00
(4) Current Liabilities			
(a) Short-term borrowings	2.4	382719437.68	368478582.43
(b) Trade payables	2.5	37555799.18	12610035.74
(c) Other current liabilities	2.6	18366306.16	15511558.19
(d) Short Term Provision	2.7	27525.56	0.00
Sub Total		438669068.58	396600176.36
Total		508768919.54	447000451.96
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.8	64807026.25	59355753.31
(ii) Intangible assets		157358.26	65122.26
(iii) Capital Work in Progress		0.00	2966196.00
Sub Total		64964384.51	62387071.57
(b) Non-current investments	2.9	2503000.00	2503000.00
(c) Deferred tax Assets (Net)	2.10	672093.00	
(d) Long term loans and advances	2.11	1632555.52	1723796.26
(e) Other non-current assets	2.12	3534381.00	3385728.00
Sub Total		73306414.03	69999595.83
(2) Current assets			
(a) Inventories	2.13	232580265.72	155677167.07
(b) Trade receivables	2.14	161081043.70	203787446.70
(c) Cash and Bank Balances	2.15	38750981.15	10167653.12
(d) Short-term loans and advances	2.16	3050214.94	7368589.24
Total		435462505.51	377000856.13
		508768919.54	447000451.96

Notes to the accounts

1&2

0.00

0.00

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

Signed in terms of our report of even date annexed

For M. C. Bhandari & Co.

Firm's Registration No. 303002E
Chartered Accountants

S. K. Mahipal
Partner
M.No.70366

Place : Kota
Dated : 30/05/2015

For and on behalf of Board of Directors
Kalyani Commercials Ltd.

S.L. AGARWAL
M. Director
DIN: 1341113

MUKESH JOSHI
Director
DIN: 6697613

SOURABH AGARWAL
CFO
DIN: 2168346

KALYANI COMMERCIALS LIMITED
Statement of Profit and Loss for the year ended 31st March , 2015

Particulars	Note No	2014-15	2013-14
Revenue from operations	2.17	3191456559.68	2658472877.38
Other Income	2.18	2479073.50	1492457.34
Total Revenue		3193935633.18	2659965334.72
<u>Expenses:</u>			
Purchase of Stock-in-Trade	2.19	3110374539.53	2471975956.72
Changes in inventories of finished goods and Stock-in-Trade	2.20	-76903098.65	56795305.62
Employee benefit expense	2.21	27906419.14	25690117.68
Financial costs	2.22	35523769.28	31511120.83
Depreciation and amortization expense		8101731.86	6152428.33
Other expenses	2.23	82077733.02	60048532.62
Total Expenses		3187081094.18	2652173461.80
Profit before tax		6854539.00	7791872.92
Tax expense:			
(1) Current tax	2.24	2814000.00	2325000.00
(2) Deferred tax liability (Net)		-880975.00	139487.00
(3) Income Tax Earlier Year		92283.74	0.00
Profit/(Loss) for the period		4829230.26	5327385.92
Earning per equity share:			
(1) Basic		4.83	5.33
(2) Diluted		4.83	5.33

Signed in terms of our report of even date annexed

For M. C. Bhandari & Co.
Firm's Registration No. 303002E
Chartered Accountants

For and on behalf of Board of Directors
Kalyani Commercials Ltd.

S. K. Mahipal
Partner
M.No.70366

S.L. AGARWAL MUKESH JOSHI SOURABH AGARWAL
M Director Director CFO
DIN: 1341113 DIN: 6697613 DIN: 2168346

Place : Kota
Dated : 30/05/2015

KALYANI COMMERCIALS LIMITED

Cash Flow Statement for the year ended on 31st March 2015

S.No.	Particulars	Year Ended	
		31.03.2015	31.03.2014
1	<u>Cash Flow from Operating Activities</u>		
A	Net Profit before Taxation and Extraordinary Items	6762255.26	7791872.92
	<u>Add:-</u>		
	Depreciation	8101731.86	6152428.33
	Interest and Bank Charges	35523769.28	31511120.83
	Loss on Sales of Fixed Assets	0.00	0.00
	Loss on Sales of Long Term Investment	0.00	0.00
	Dividend Paid	0.00	0.00
	Preliminary Expenses w/off	124800.00	31200.00
		50512556.40	45486622.08
	<u>Less:-</u>		
	Interest Receipt	483305.67	446818.74
	Profit on Sale of Fixed Assets	12454.69	983739.20
	Profit on Sale of Long Term Investment	0.00	0.00
		495760.36	1430557.94
B	Operating Profit before Working Capital Changes	50016796.04	44056064.14
	<u>Adjustment for:</u>		
	Decrease/(Increase) in Receivables	42706403.00	-48521436.65
	Decrease/(Increase) in Inventories	-76903098.65	56795305.62
	Decrease/ (Increase) in Loans and Advances	4317742.30	-2365102.46
	Increase/(Decrease) in Payables	27800511.41	-77564145.79
	Increase/ (Decrease) in Other Payable	0.00	0.00
		47938354.10	-27599315.14
	<u>Less:-</u>		
	Income Tax Paid	2694601.70	2347653.74
	Net Cash flow from Operating Activities (A)	45243752.40	-29946968.88



2	<u>Cash Flow from Investing Activities</u>		
	Sale of Fixed Assets	41170.00	1635215.00
	Purchase of Fixed Assets	-11400095.00	-15076563.00
	Investments (Mutual Fund)	0.00	-2500000.00
	Interest Received	483305.67	446818.74
	Net Cash used in Investing activities (B)	-10875619.33	-15494529.26
3	<u>Cash Flow from Financial Activities</u>		
	Interest and Bank Charges	-35523769.28	-31511120.83
	Secured Loan as Term Loan	3777806.00	-232779.32
	Secured Loan as Working Capital	14240855.25	100724190.32
	Proceed from calls in arrear	0.00	291500.00
	Unsecured Loans	-11993756.00	-24300483.00
	Sales Tax Paid	0.00	0.00
	Net Cash Flow from / used in Financing Activities (C)	-5511352.03	44815307.17
	<u>Increase/ (Decrease) in Cashhand Cash Equivalents</u>		
A	Cash Flow from Operating Activites	45243752.40	-29946968.88
B	Cash Flow from Investing Activities	-10875619.33	-15494529.26
C	Cash Flow from Financial Activities	-5511352.03	44815307.17
	Net Increase / Decrease in Cash Flow During the Year	28856781.02	-626190.97
	Cash and cash equivalents as at beginning of the year	13428581.12	14054772.08
	Cash and cash equivalents as at end of the year	42285362.15	13428581.12
		42285362.15	13428581.12
		0.00	0.00

For M. C. Bhandari & Co.
Firm's Registration No. 303002E
Chartered Accountants

S. K. Mahipal
Partner
M.No.70366

For and on behalf of Board of Directors
Kalyani Commercials Limited

S.L. Agarwal
Managing Director
DIN: 1341113

Mukesh Joshi
Director
DIN: 6697613

Sourabh Agarwal
CFO
DIN: 2168346

KALYANI COMMERCIALS LIMITED

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31.03.2015, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE

Note -1

A.) Company Overview:

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

B.) STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

1.1 **BASIS OF PREPARATION:**

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

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

1.2 **REVENUE RECOGNITION:**

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

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

All the revenue Income is accounted for on accrual basis.

B) **EXPENSES:**

Expenses are generally accounted for on accrual basis except claims.

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



1.4 Depreciation

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

1.5 Expenditure on New project and substantial expansion

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss. Income earned during construction period is deducted from the total of the indirect expenditure.

1.6 Valuation of Inventories:

Inventories are valued as follows: -

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

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

1.7 Investments:

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



1.8 Retirement & other Employee Benefits:

- a) Retirement benefit in the form of provident fund is a defined benefit obligation of the company and the contributions are charged to the statement of profit and loss of the year when the contributions to the funds are due. The company is liable to meet the Shortfall, if any, in payment of intent at the rates declared by the central Government, and such liability is recognized in the year of shortfall.
- b) **Gratuity :**
Gratuity liability is a defined benefit obligation of the company. The Company provides for gratuity to all eligible employees. The benefit is in the form of Lump sum payments to vested employees on resignation, retirement, on death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable to each completed year of services. Vesting occurs upon completion of 5 years of services. The company has taken a policy with LIC to cover the gratuity liability of the employees and contribution paid to the LIC is charged to statement of Profit & Loss.
- c) **Leave Salaries:**
Liabilities for privilege leave benefits, in accordance with the rules of the company is provided for, as prevailing salary rate for the entire un-availed leave balance as at the balance sheet date. The privilege leave are compensated in leave and Accumulated leaves are equals to 40 then en cashed. Actuarial valuation for the liabilities has not been taken from the certified valuer.

1.9 TAXATION :

(a) Current & Deferred Tax

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

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

1.10 Impairment of assets:

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

1.11 Provisions and Contingent Liabilities and Assets:



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

1.12 Earning per Share:

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

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

1.13 Use of Estimate:

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

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

1.15 Cash flow statement

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



KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Balance Sheet as at 31/03/2015

Particulars	As at 31.03.2015 (Rs.)	As at 31.03.2014 (Rs.)
SHARE CAPITAL :		Note - 2.1
Authorized :		
40,00,000 Equity Share Of Rs.10/- each	40000000.00	40000000.00
Issued, Subscribed & Paid Up :		
10,00,000 Equity Share Of Rs.10/- each (Fully paid up in cash)	10000000.00	10000000.00
	10000000.00	10000000.00

Notes :

The company has a single class of equity shares. Each share holder is eligible for one Vote per share held. The dividend proposed by the board of Directors is subject to the approval of the share holders. In the event of liquidation , the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts , in proportion to their share holding.

(2) The details of Share holders holding more than 5 % equity shares as at 31.03.2015 & 31.03.2014

Share Holder	No. of Share as on 31.03.2015	Ownership Interest % as on 31.03.2015	No. of Share as on 31.03.2014	Ownership Interest % as on 31.03.2014
Shankar Lal Agarwal	418000.00	41.80%	418000.00	41.80%
	418000.00	41.80%	418000.00	41.80%

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

(3) The reconciliation of the number of shares outstanding as at March 31, 2015 and March 31, 2014 is set out below:

Particulars	As at 31.03.2015	As at 31.03.2014
Number of shares at the beginning	1000000.00	1000000.00
Number of shares at the end	1000000.00	1000000.00

Reserves and Surplus :

Surplus as per statement of Profit & Loss		Note - 2.2
Opening Balance	40191393.60	34864007.68
Less: Adjustment to Fixed Assets (Refer Note No 2.8)	692334.90	0.00
Add. Net Profit after Tax Transferred from statement of Profit and Loss	4829230.26	5327385.92
Surplus (Closing Balance)	44328288.96	40191393.60



KALYANI COMMERCIALS LIMITED
Notes annexed to and forming part of Balance Sheet as at 31/03/2015

Particulars	As at 31.03.2015 (Rs.)	As at 31.03.2014 (Rs.)		
LONG TERM BORROWINGS			Note - 2.3	
Secured Loans :	Non Current	Current Maturity	Non Current	Current Maturity
TERM LOAN				
From NBFC - TATA MOTORS FINANCE LTD. (See note No.1)	0.00	0.00	0.00	194821.95
From ICICI Bank Limited (See note No.2)	3777806.00	222194.00	0.00	0.00
Unsecured Loans:				
Inter Corporate Deposits and Director's (See note No.3)	11993756.00	0.00	0.00	0.00
	15771562.00	222194.00	0.00	194821.95

NOTES:

1. Secured by way of Hypothecation of Vehicle

2. Name of Bank	Terms of Repayment	Rate of interest	Amount O/s including Current Maturity 31.03.2015	Security
ICICI Bank	Repayable to ICICI from May 2015 in 120 Monthly installments of Rs. 53193.00	10.15%	40.00 Lacs	Secured by Equitable mortgage of House Property (Flat No. 502 , 5th Floor Plot no. 120,Shakti Nagar ,Dadabnari ,KOTA).

3. Inter Corporate Deposit and directors deposit repayable in next 3 to 4



KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Balance Sheet as at 31/03/2015

Particulars	As at 31.3.2015 (Rs.)	As at 31.3.2014 (Rs.)
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SHORT TERM BORROWINGS

Note - 2.4

Secured:

Working Capital Loan

From HDFC Bank Limited (See note No.1)	149082962.89	207714450.92
From Other Banks (See note No.2)	153979995.77	136885465.63
From NBFC'S (See note No.2)	79656479.02	23878665.88
	382719437.68	368478582.43

NOTES:

and all related accessories, Spare Parts & components, current assets and book debts etc. and further secured by way of equitable mortgage of factory land & Building located at Kota and also personal guaranteed of Directors i.e. shankar lal agarwal and Sourabh agarwal of the Company.

2. Secured by way of Hypothecation on book debts and PDC From Axis Bank Limited by Rs. 430.93 Lacs, State Bank of India by Rs.363.92 Lacs and Indusind Bank Limited by Rs. 744.93 Lacs

3. Rate Of Interest : Base Rate (10 % + 2 to 3 %)

Note - 2.5

Trade Payables

A - Micro, small and Medium enterprises Development Act, 2006 for goods & others	0.00	0.00
B - Other Trade Creditors	37555799.18	12610035.74
	37555799.18	12610035.74

Note - 2.6

Other Current Liabilities

Current Maturity of Long Term Borrowings	222194.00	194821.95
Other Payables		
Government dues (Taxes)	3241027.16	973400.24
Advances From customer	10426338.00	9708290.00
Creditors for expenses & other	4476747.00	4635046.00
	18366306.16	15511558.19

Note - 2.7

Short Term Provision

Provision For Income Tax (Net)	27525.56	0.00
	27525.56	0.00



KALYANI COMMERCIALS LIMITED
NOTE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET As At 31st March, 2015
Fixed Assets

(Note - 2.8)
(Amount in Rupees)

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	AS AT 31.3.2014	ADDITION During the year	SALES/ Adjustment	AS AT 31.3.2015	AS AT 31.3.2014	During The YEAR	Adjustment to Fixed Assets	Deduction	AS AT 31.3.2015
Tangible Assets									
Leasehold Land	2879425.00	0.00	0.00	2879425.00	0.00	0.00	0.00	0.00	2879425.00
Agriculture Land	1246397.00	0.00	0.00	1246397.00	0.00	0.00	0.00	0.00	1246397.00
Commercial Land	11657836.00	0.00	0.00	11657836.00	0.00	0.00	0.00	0.00	11657836.00
Building	46127651.38	12856103.00	0.00	58983754.38	16771183.16	2955465.68	0.00	0.00	19728648.84
Plant & Machinery	20111322.15	532685.00	0.00	20644007.15	10139662.22	3143821.44	1066685.91	0.00	14352169.57
Furniture & Fixture	6933449.37	91953.00	0.00	7025442.37	4387758.52	895189.50	46963.00	0.00	5329911.02
Computer	8264027.61	42250.00	0.00	8306277.61	7702234.93	292410.49	-152715.41	0.00	7841930.01
Vehicles	3757718.72	490927.00	56003.00	4192642.72	2621275.09	554707.75	-270597.29	27289.00	2878096.55
Sub Total:-	100977867.23	14013918.00	56003.00	114935782.23	41622113.92	7841594.86	692334.90	27289.00	50128755.98
Intangible Assets									
Computer Software	136200.00	352373.00	0.00	488573.00	71077.74	260137.00	0.00	0.00	331214.74
Sub Total	136200.00	352373.00	0.00	488573.00	71077.74	260137.00	0.00	0.00	331214.74
Work In Progress									
Building	2966196.00	1672270.00	4638466.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub Total:-	2966196.00	1672270.00	4638466.00	0.00	0.00	0.00	0.00	0.00	2966196.00
GRAND Total :	104080263.23	16038561.00	4694469.00	115424355.23	41693191.66	8101731.86	692334.90	27289.00	50459970.72
Figures for Prev. year	92232210.23	15155355.00	3307302.00	104080263.23	38117797.53	6152428.33	0.00	2577034.20	41693191.66

Note:

(a) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and Depletion. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to 6.92 Lacs

Place : Kota,
Date : 30.05.2015



For Kalyani Commercial Limited
Shankar Lal Agarwal
Shankar Lal Agarwal
M. Director
DIN: 1341113

Mukesh Joshi
Mukesh Joshi
Director
DIN: 6697613

Sourabh Agarwal
Sourabh Agarwal
CFO
DIN: 2168346

KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Balance Sheet as at 31/03/2015

Particulars	As at 31.3.2015 (Rs.)	Figures as at 31.3.2014 (Rs.)
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Non Current Investment

Note - 2.9

**LONG TERM
INVESTMENTS**

(at cost):	Nos Shares	Face Value		
National Saving Certificate (Deposit with Sales Tax Deptt.)			3000.00	3000.00
Ganganagar Automobile Private Limited	250000.00	10.00	2500000.00	2500000.00
			2503000.00	2503000.00

Note

Aggregate value of investments	Quoted	0.00	0.00
	Unquoted	25.00	25.00
	Market price -quoted	0.00	0.00

Deferred Tax Assets (Net)

Note - 2.10

The company has recognized deferred taxes, which result from timing difference between the book profit and tax profit. The details of which are as under :-

Particulars	Balance as at 31.03.2014	Arising during the year	Balance as at 31.03.2015
A. Deferred Tax Assets			
Depreciation and amortization	-208882.00	880975.00	672093.00
Net Deferred tax Assets	-208882.00	880975.00	672093.00

Long term Loans & Advances

Note - 2.11

Unsecured, Considered good unless otherwise stated

Deposits	1481427.00	1480795.00
Income taxes paid(Net)	151128.52	243001.26
	1632555.52	1723796.26

Note:

Due in related party	0.05	0.05
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Note - 2.12

Other Non Current Assets

Unsecured, Considered good unless otherwise stated

Preliminary Exp.

MISCELLANEOUS EXPENDITURE

(To the extent not written off or adjusted opening Balance

Opening Balance	124800.00	156000.00
Less: Written off	124800.00	31200.00
	0.00	124800.00

Non Current Assets

Fixed Deposit with Banks	3534381.00	3260928.00
	3534381.00	3385728.00



KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Balance Sheet as at 31/03/2015

INVENTORIES

Note - 2.13

Trade Goods

Vehicles	188604152.37	121764446.08
Spare Parts	41690870.08	30795706.69
Oil & Lubricants	81979.57	60491.74
Petrol (MS)	701633.42	502534.46
Diesel (HSD)	1126154.32	2229413.11
Battery Water & Acid	1390.00	902.50
Accessories	374085.96	323672.49

232580265.72	155677167.07
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Trade Receivable

Note - 2.14

(Unsecured considered good except to the extent stated)

Outstanding for a period exceeding 6 months from the date they are due for payment	3817329.53	2271465.13
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Other debtors - Considered Goods	157263714.17	201515981.57
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161081043.70	203787446.70
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Note Includes dues from companies where Directors are interested (Rs. in Lacs)

27.85	75.55
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KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Balance Sheet as at 31/03/2015

Particulars	As at 31.3.2015 (Rs.)	As at 31.3.2014 (Rs.)
Note - 2.15		
CASH AND BANK BALANCES		
CASH AND CASH EQUIVALENTS		
Balances with Banks		
On Current Account	36816383.45	7794146.43
Cash on Hand	1934597.70	2373506.69
	38750981.15	10167653.12
Others		
In term deposit account		
With maturity more than 12 months at inception	3534381.00	3260928.00
Total	42285362.15	13428581.12
Amount disclosed under non current assets	3534381.00	3260928.00
	38750981.15	10167653.12
A Note		
I Earmarked balance (In term deposit account)	35.34	32.60

Short Term Loans and Advances

(Unsecured, Considered good unless otherwise stated)

Others

Advances

Prepaid Expenses	690571.00	520911.00
For supply of Goods and rendering of services	1297391.94	1468219.52
Advance for capital Goods	0.00	3600000.00
Balances with Revenue Authority	0.00	956909.72
Advance to Staff	1062252.00	822549.00
	3050214.94	7368589.24

Note - 2.16



KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Statement of Profit & Loss year ended on 31/03/2015

Particulars	TOTAL 2014-15 (Rs.)	As at 31-03-14 (Rs.)
Revenue From Operation		
Turnover :		
Vehicles and Vehicle Body	2859792109.03	2356896801.61
Spares Parts & Accessories	145454413.27	126530018.76
Oil & Lubricants	0.00	102757.56
HSD (Diesel)	148764460.39	134930725.66
MS (Petrol)	9315360.83	10728983.26
Others Sales	95224.98	135000.00
Inter Branch Sale/ Purchases	0.00	0.00
	3163421568.50	2629324286.85
Service:		
Job Work (Labour Charges)	24165319.50	23690887.12
Commission Received	3869671.68	3976703.41
Incentive & TRC Receipt	0.00	1481000.00
	28034991.18	29148590.53
	3191456559.68	2658472877.38

Other Income:

Interest Received	483305.67	446818.74
Rent Receipt	1980000.00	36000.00
Miscellaneous Income	3313.14	25899.40
Profit on Sale of Fixed Assets	12454.69	983739.20
	2479073.50	1492457.34

Purchase of Stock in Trade (Trading)

Purchases Vehicle	2818038005.59	2211754520.49
Purchased Motor Body	608571.42	1620890.00
Purchases Spare Parts & Accessories	130734013.71	108546282.52
Purchase Petro Product	154822359.57	143753932.04
Purchase Used Vehicle	18000.00	0.00
Transportation Cost	6153589.24	6300331.67
	3110374539.53	2471975956.72



KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Statement of Profit & Loss year ended on 31/03/2015

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Changes in Inventories of Stocks:		
		Note - 2.20
Opening Stock:		
Vehicles	121764446.08	185667127.29
Spare Parts	30795706.69	24933739.73
Oil & Lubricants	60491.74	25560.60
Petrol (MS)	502534.46	273964.12
Diesel (HSD)	2229413.11	1468599.16
Battery Water and Acid	902.50	621.66
Accessories	323672.49	102860.13
	155677167.07	212472472.69
Closing Stock:		
Vehicles	188604152.37	121764446.08
Spare Parts	41690870.08	30795706.69
Oil & Lubricants	81979.57	60491.74
Petrol (MS)	701633.42	502534.46
Diesel (HSD)	1126154.32	2229413.11
Battery Water and Acid	1390.00	902.50
Accessories	374085.96	323672.49
	232580265.72	155677167.07
INCREASE (DECREASE) IN STOCKS:	-76903098.65	56795305.62

Employees Benefit Expenses:

Note - 2.21		
Salaries, Wages, Bonus and Allowances etc.	24869792.00	22605494.00
Contribution of PF, ESI	1846326.00	1347332.00
Gratuity	175123.00	491447.00
Employee Welfare Exp.	1015178.14	1245844.68
	27906419.14	25690117.68

Financial Cost:

Note - 2.22		
Bank charges	505530.09	385838.55
Interest paid	35018239.19	31125282.28
	35523769.28	31511120.83



KALYANI COMMERCIALS LIMITED

Notes annexed to and forming part of Statement of Profit & Loss year ended on 31/03/2015

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
		Note - 2.23
<u>Other Expenses</u>		
<u>Trading & Job / Servicing Expenses</u>		
Job and other work exp.	8212098.74	8065551.66
Consumable store	331825.80	215958.98
<u>Repairs & Maintenance</u>		
a) To Machinery	760662.60	1005976.20
b) To Building	663557.00	2339126.00
Insurance Expenses	616090.50	982570.35
	10584234.64	12590193.19
<u>Establishment and Selling Exp.</u>		
Remuneration to directors	600000.00	1020000.00
Rent	3129407.00	3434940.00
Electricity & Water	1840259.00	1657157.00
Freight & Forwarding	304557.00	335058.00
Trade Certificate & TRC Charges	160200.00	137118.00
Telephone, telex and postage	851045.32	917947.60
Travelling and conveyance expenses	1097064.98	748187.92
Legal, consultancy, retainership, professional arbitration & Technical expenses	891692.00	799917.60
Vehicle running & maintenance	1170628.58	1255137.44
Miscellaneous expenses	2146885.11	2513593.70
Repair & Maintenance (other)	259086.00	103378.00
Audit fees	68400.00	60000.00
Advertisement	67859.00	117018.00
Sales Promotion	15556873.62	385991.00
Claims / rebate and discount exp.	43241175.77	33459395.17
Sales Commission	108365.00	513500.00
	71493498.38	47458339.43
	82077733.02	60048532.62

* Rent paid to related Parties

3.70 4.60

Current Tax:
Provision for Income Tax

Note - 2.24

2814000.00	2325000.00
2814000.00	2325000.00



KALYANI COMMERCIALS LIMITED

2.25 CONTINGENT LIABILITIES (NOT PROVIDED FOR) IN RESPECT OF: (RS. IN LACS)

S. No.	Particulars	As at 31.03.2015	As at 31.03.2014
i)	Outstanding bank guarantee *	30.00	30.00
ii)	Other Claims against the Company not acknowledged a debt relating to supplies and service matters	74.63	80.53
iii)	show cause/demand/notices by excise deptt., service tax, income tax authorities being disputed by the company. (See note no 2.31 below.)(Net)	31.19	31.19
iv)	Outstanding amount against corporate guarantee given to bank on account of loans given by such bank. (***)	900.00	900.00

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

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

Name of Company	Rs. In Lac	
	Corporate 2015	Corporate 2014
Kota Trucks Pvt Ltd	900 Lac.	900 Lac.

2.27 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous year RS 55 Lacs)

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

During the year, the company entered into transactions with the related parties. Those transactions along with related balance as at 31st March 2015 and for the year ended are presented in the following tables.



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

(a) **Related parties and Relationship:**

(i) **Key Management Personnel:**

Mr. Shankar Lal Agarwal
Mr. Sourabh Agarwal

Managing Director
Chief Financial officer

(ii) **Enterprises over which key management personnel have Significant:**

M/s Mool chand & Brothers
M/s Kota Trucks Pvt Ltd.
M/s Ganganagar Motors Ltd.
M/s Ganganagar Automobile Private Ltd.

(iii) **Relative of Key management persons:**

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

(b) **Transactions with related parties:**

S.N.	Name	Nature of Transaction	2014-15	2013-14
1.	M/s Mool Chand & Brothers	Opening (Dr.)	0.00	0.00
		Transaction During the year	0.00	
		Purchases	0.00	0.00
		Sales	0.00	24718.00
		Outstanding at the year end (Dr.)	0.00	0.00
2	M/s Kota Trucks Pvt. Ltd.	Opening Balance(Dr.)	7555543.00	13711999.46
		Opening SD A/c	0.00	5000000.00
		Transaction During the year		
		Security Refunded Dr	0.00	5000000.00
		Purchases	4377972.00	3878077.00
		Sales	12620058.00	60236463.00
		Outstanding at the year end (Dr.)	2785722.00	7555543.00
3.	Ganganagar Motors Ltd.	Opening Balance Dr.	10570.00	359007.00
		Amount Received	10570.00	348437.00
		Outstanding Balance(Dr.)	0.00	10570.00
4.	Ganganagar Automobile Private Limited	Opening Balance Dr.		
		Shares Opening Balance	2500000.00	
		Investment Purchase	0.00	2500000.00
		Shares closing Balance	2500000.00	2500000.00
	<u>Key Management</u>			
1.	Shankar Lal Agarwal	Opening Balance (Cr.)	0.00	378000
		Amount Received	2500000.00	420000.00
		Interest Paid	685.00	0.00



		TDS Deducted	69.00	0.00
		Outstanding at the year end	2500616.00	0.00
2.	Sourabh Agarwal	Opening Balance (Cr.)	0.00	203201.00
		Rent Paid	324000.00	0.00
		Director Remuneration	600000.00	600000.00
		Amount Received	10900000.00	0.00
		Interest Paid	93115.00	0.00
		TDS Deducted	9312.00	0.00
		Amount Paid	10000000.00	0.00
		Loan account cr. Balance	983803.00	
d.	<u>Relatives to the Key Management:</u>			
1	Smt. Babita Agarwal	Opening	0.00	0.00
		Rent Paid	0.00	450000.00
		Outstanding at the year end	0.00	0.00
2	Smt. Mala Agarwal	Opening	9600.00	0.00
		Rent Paid	9600.00	9600.00
		Outstanding at the year end	19200.00	9600.00
3	Shankar Lal Agarwal (HUF)	Opening Balance (Cr.)	0.00	14160481.00
		Interest Paid	0.00	912245.00
		Outstanding Balance	0.00	0.00

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

2.29 **Segment Reporting:**

(a) **Primary Segment: Business Segment**

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

(b) **Secondary Segment: Geographical segment:**

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

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



(Rs. In Lacs)		
Particulars	2014-15	2013-14
Revenue from domestic Market	31914.56	26584.72
Revenue from Overseas Market	0.00	0.00
Total	31914.56	26584.72

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

© **Segment accounting polices:**

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

- i) **Segment revenue & expenses:**
Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.
- ii) **Segment assets and liabilities:**
Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowance and provisions, which are reported as direct off sets in the balance sheet. Segment Liabilities include all operating Liabilities and consist principally of creditors & accrued liabilities. Segment assets and liabilities do not include deferred income taxes except in the Ganganagar Motors (A division of Commercials Vehicles). While most of the assets/liabilities directly attributed to individual segments.
- iii) **Inter segment sales:**
Inter segment revenues between operating segments are accounted for at market price. These transactions are eliminated in consolidation. The main division is Ganganagar Motors (A division of Commercials Vehicles) and funds provided by the Ganganagar Motors to other division and interests on such balances are not charged.



d) Information about business segments :
for the year ending as on 31st March 2015

(Rs. In Lacs)

	Particulars	Comm. Vehicles		BPCL Outlet		YAMAHA 2W		Total	
		Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year
(1)	Segment Revenue :								
	External sales/income (Net)	29594.55	24744.28	1589.39	1457.62	450.27	382.83	31634.22	26584.73
	Other receipt	287.50	8.29	0.00	3.88	17.64	2.75	305.14	14.92
	Total Revenue	29882.05	24752.57	1589.39	1461.50	467.91	385.58	31939.36	26599.65
(2)	Segment Results :								
	Segments results	51.24	67.43	15.19	15.98	2.11	-5.49	68.55	77.92
	Unallocated expenses (Net)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Operation profit before Interest	406.27	381.91	15.21	16.37	2.31	-5.24	423.78	393.04
	Financial exp.	355.03	314.47	0.01	0.39	0.20	0.25	355.24	315.11
	Income tax current/Earlier Year	29.06	23.25	0.00	0.00	0.00	0.00	29.06	23.25
	Less: Deferred tax Liability	-8.81	1.39	0.00	0.00	0.00	0.00	-8.81	1.39
	Net Profit	30.99	42.80	15.19	15.98	2.11	-5.49	48.29	53.29
3 (i)	Other Information :								
	Segment Assets	4996.74	4400.40	96.45	80.86	-5.49	-11.26	5087.69	4470.00
	Inter Branch	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Unallocated assets								
	Total Assets	4996.74	4400.40	96.45	80.86	-5.49	-11.26	5087.69	4470.00
(ii)	Segment Liabilities :								
	Share Capital	100.00	100.00	0.00	0.00	0.00	0.00	100.00	100.00
	Reserve & Surplus	360.96	336.90	96.06	80.86	-13.73	-15.85	443.28	401.91
	Secured & Unsecured Loan	3984.91	3684.79	0.00	0.00	0.00	0.00	3984.91	3684.79
	Segment liabilities	550.59	276.64	0.39	0.00	8.24	4.58	559.22	281.22
	Unallocated liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax liabilities	0.00	2.09	0.00	0.00	0.00	0.00	0.00	2.09
	Total Liabilities	4996.46	4400.42	96.45	80.86	-5.49	-11.27	5087.41	4470.01
(iii)	Capital Expenditure	142.44	144.94	0.00	0.00	1.22	6.61	143.66	151.55
	Depreciation	81.02	56.24	0.00	0.98	0.00	4.30	81.02	61.53



2.30 **Earning Per Share:**

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
Net Profit or Loss after Tax attributable to share holders	4829230	5327386
Weighted average no. Of ordinary shares for basic EPS	Nos. 1000000	Nos. 1000000
Basis EPS	4.83	5.33

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

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Demand Amount (Rs. in Lacs.)	Amount paid under protest (Rs. in Lacs.)	Period to which the amount relates
Rajasthan Sales Tax Act, 1954	Sale Tax	Commissioner (Appeal)	25.71	0.00	2011-12
Income Tax Act, 1961	Income Tax	CIT (Appeal)	3.73	0.00	2010-11
Income Tax Act, 1961	Income Tax	CIT (Appeal)	1.75	0.00	2009-10

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

The amount of lease rentals paid of Rs. 31.29 Lacs (P.Y. Rs. 34.35 Lacs) has been charged under the head "Rent" in Note 2.23

2.33 Based on the information available with the company, the balance due to Micro, Small and Medium Enterprises as defined under the "Micro, Small and Medium Enterprises development Act. 2006" is Rs. Nil (2013-14 Rs. Nil) further no Interest during the year has been paid or is payable under the terms of the "Micro, Small and Medium Enterprises development Act. 2006".

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



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

Particulars	2014-15		2013-14	
	Qty. Nos	Qty. Nos	Qty. Nos	Amount (Rs.)
Opening Stock (Vehicles)	69	116713273	115	181690166
Opening Stock (Old Vehicles)	0	0	0	0
Opening Stock (Two Wheelers)	98	5051172	73	3976961
Opening Stock (MS)	6730	502534	3975	273964
Opening Stock (HSD)	39011	2229413	29657	1468599
Purchases (Vehicles)	1708	2781436137	1462	2179412382
Purchases (old vehicles)	1	18000	0	0
Purchase(Two Wheelers Vehicle)	627	36888860	568	32342138
Purchases (MS)	137633	9369148	142168.56	9911815
Purchases(HSD and Speed Diesel)	2560833	144687422	2506068.43	133722641
Sales (Vehicles)	1679	2820888876	1508	2323390286
Sales (Old Vehicles)	1	17561	0	0
Sales (Two Wheeler vehicle)	632	38903233	543	33506514
Sales (MS)	132320	9315361	139413.56	10728983
Sales (HSD and Speed Diesel)	2576908	148764460	2496714.43	134930725
Closing Stock (New Vehicle)	98	183292211	69	116713273
Closing Stock (Old Vehicle)	0.00	0.00	0	0
Closing Stock(Two Wheeler Vehicle)	93	5311941	98	5051172
Closing Stock (MS)	10976	701633	6730	502534
Closing Stock (HSD)	20956	1126154	39011	2229413
Shortages (MS)	1066.97		243.88	
Shortages (HSD)	1979.48		899.03	

(ii) Other additional information:

S.No.	Particulars	Current Year	Previous year
I	C.I.F. Value of Imports		
	Raw Material	0	0
	Capital Goods	0	0
ii	EXPENDITURE IN FOREIGN CURRENCY (PAID OR PROVIDED)	0	0
	Capital	0	0
	Traveling	0	0
	Consultancy	0	0
iii)	Income in Foreign Currency	0	0



	(Sales)		
iv)	Net dividend remitted in foreign currency	0	0
	No. of NRI share holders	0	0
	No of shares held by them	0	0
	Dividend paid (Rs. In Lacs)	0	0
	Year to which dividend relates	0	0

(iii) VALUE OF RAW MATERIAL & STORES AND COMPONENTS CONSUMED:

(Rs. In Lacs)				
Particulars	2015	%	2014	%
Raw Material				
Imported	0	0	0	0
Indigenous	0	0	0	0
Total :-	0	0	0	0
Stores & Spares	-	-	-	-
Imported	-	-	0	-
Indigenous	0	0	0	0

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

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

SIGNED FOR IDENTIFICATION

For M. C. BHANDARI & CO.

For and behalf of board of director

CHARTERED ACCOUNTANTS

KALYANI COMMERCIALS LTD.

(CA S.K. MAHIPAL)
PARTNER

(S.L. Agarwal)
M. Director
DIN: 1341113

(Mukesh Joshi)
Director
DIN: 6697613

(Sourabh Agarwal)
CFO
DIN: 2168346

38, SHOPPING CENTRE
KOTA (RAJ.)
DATED: 30/05/2015