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Corporate Information

BOARD OF DIRECTORS

Sri Daulat Ram Agarwala	Managing Director
Sri Lalit Agarwal	Non-Executive Director
Sri Rajesh Kumar Singhi	Non-Executive Independent Director
Sri Jitendra Kumar Goyal	Non-Executive Independent Director
Ms. Kamlesh Gupta	Non-Executive Independent Director

COMPANY SECRETARY CUM COMPLIANCE OFFICER

CS Radhika Maheshwari

CHIEF FINANCIAL OFFICER

Mr. Aashish Agarwal

BANKER

Citi Union Bank Limited
Axis Bank
Federal Bank

STATUTORY AUDITORS

MAMRAJ & Co.
Chartered Accountants
Apartment No. 301 & 302, 10159
Padam Singh Road, Karol Bagh,
Delhi - 110005

SECRETARIAL AUDITOR

Mr. Anand Khandelwa
7/1A, Grant Lane, 2nd Floor,
Room No. 206, Kolkata - 700012

REGISTRAR & TRANSFER AGENT

Niche Technologies Private Limited
D511, Bagree Market, 5th Floor
71, B.R.B. Basu Road, Kolkata 700001
Phone No. : 91 33 2235 7270/7271
Fax: 91 33 2215 6823
Email: nichetechpl@nichetechpl.com

REGISTERED OFFICE

Mercantile Building,
Block-E, 2nd Floor,
9/12, Lalbazar Street,
Kolkata 700 001
Tel: 91 33 2248 5664
Fax: 91 33 2243 9601
E-mail: info@mchl.co.in
Website: www.mchl.co.in

CORPORATE IDENTIFICATION NUMBER

L65929WB1990LC048280

AUDIT COMMITTEE

Sri Jitendra Kumar Goyal	Chairman, Non-Executive Independent Director
Sri Lalit Agarwal	Non-Executive Director
Sri Rajesh Kumar Singhi	Non-Executive Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Sri Jitendra Kumar Goyal	Chairman, Non-Executive Independent Director
Sri Lalit Agarwal	Non-Executive Director
Sri Rajesh Kumar Singhi	Non-Executive Independent Director

NOMINATION & REMUNERATION COMMITTEE

Sri Lalit Agarwal	Chairman, Non-Executive Director
Sri Jitendra Kumar Goyal	Non-Executive Independent Director
Sri Rajesh Kumar Singhi	Non-Executive Independent Director



MARDA COMMERCIAL & HOLDINGS LTD

Regd. Office: "Mercantile Building" Block E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700 001

Email: info@mchl.co.in; Website: www.mchl.co.in

CIN: L65929WB1990PLC048280

NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held at Mercantile Building, 9/12 Lalbazar Street, Block-E, 2nd Floor, Kolkata 700 001, on Saturday, the 23rd September, 2017 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal (DIN: 00109920) 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 Statutory Auditor :**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Nagar Goel & Chawala, Chartered Accountants (Firm Registration No. 009933N) be and are hereby appointed as the Statutory Auditors of the Company (in place M/s. Mamraj & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of Twenty-Eight Annual General Meeting upto the conclusion of Thirty-Third Annual General Meeting of the company to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses etc. As may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

**By Order of the Board
Marda Commercial & Holdings Limited**

Registered Office:

Mercantile Building,
Block-E, 2nd Floor, 9/12, Lalbazar Street,
Kolkata 700001
CIN: L65929WB1990PLC048280
Phone: 91 33 2248 5664
Fax: 91 33 2243 9601
E-mail: info@mchl.co.in
Website: www.mchl.co.in
Date: 30.05.2017

Radhika Maheshwari
Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective must be lodged with the Company's Registered Office at least 48 hours before the commencement of the Meeting.
2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 133 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



MARDA COMMERCIAL & HOLDINGS LTD.

3. Members/ Proxies/ Authorised Representatives are requested to bring the attendance slip(s) duly filled in for attending the AGM. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their folio number on the attendance slip for attending the AGM and hand over the duly filled attendance slip(s) at the entrance to the venue.
4. A statement giving additional details of the Directors seeking appointment as set out in the Resolution in Item No. 2. is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours upto the date of the Meeting.
6. The Cut-off date of eligible shareholders for dispatching / Emailing of Notice & Form is 28.07.2017.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 18th September, 2017 to 23rd September, 2017. (both days inclusive)
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. Members holding shares in physical form are requested to intimate changes in their registered address mentioning full address in block letters with Pin Code of the Post Office, E-mail Id, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
10. Members desirous of making a nomination in respect of their shareholding, as permitted by section 72 of the Companies Act, 2013, are requested to write to the Registrar and Transfer Agent of the Company for the prescribed form.
11. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
12. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
13. Members/Proxies are requested to kindly take note of the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting.
 - (iii) Entry to the venue will be strictly on the basis of production of duly completed and signed Attendance Slip; and
 - (iv) In all correspondences with the Company and/or the R & T Agent, Folio No. must be quoted.
14. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
15. Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Niche Technologies Pvt. Ltd.
D-511 Bagree Market, 5th Floor
71, B.R.B. Basu Road, Kolkata 700001
Phone No.: 033 22357270/71; Telefax: 033 22156823
Email: nichetechpl@nichetechpl.com
16. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In view of the above, shareholders are requested to update their e-mail address with the RTA of the Company, if shares are held in physical form and with their Depository Participants (DP), if the shares are held in Dematerialized form.
17. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.mchl.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during



normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: **info@mchl.co.in**

18. 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 Listing Regulation, 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 **20th September, 2017 at (9:00 a.m. IST)** and ends on **22nd September, 2017 (inclusive of both days) at (5:00 p.m. IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **16th September, 2017**, 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 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 "**Marda Commercial & Holdings 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 **akkhandelia@rediffmail.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 in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).



MARDA COMMERCIAL & HOLDINGS LTD.

(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 16th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
- 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. 16th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
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 of 16th September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Anand Khandelia, Practicing Company Secretary, (Membership No. 5803 and CP No. 5841) of 7/1A, Grant Lane, 2nd Floor, Room No. 206, Kolkata 700 012 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mchl.co.in 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 Calcutta Stock Exchange Limited where the company's share are listed.

**By Order of the Board
Marda Commercial & Holdings Limited**

Registered Office:

Mercantile Building,
Block-E, 2nd Floor, 9/12, Lalbazar Street,
Kolkata 700001
CIN: L65929WB1990PLC048280
Phone: 91 33 2248 5664
Fax: 91 33 2243 9601
E-mail: info@mchl.co.in
Website: www.mchl.co.in
Date: 30.05.2017

**Radhika Maheshwari
Company Secretary**



ANNEXURE TO THE NOTICE

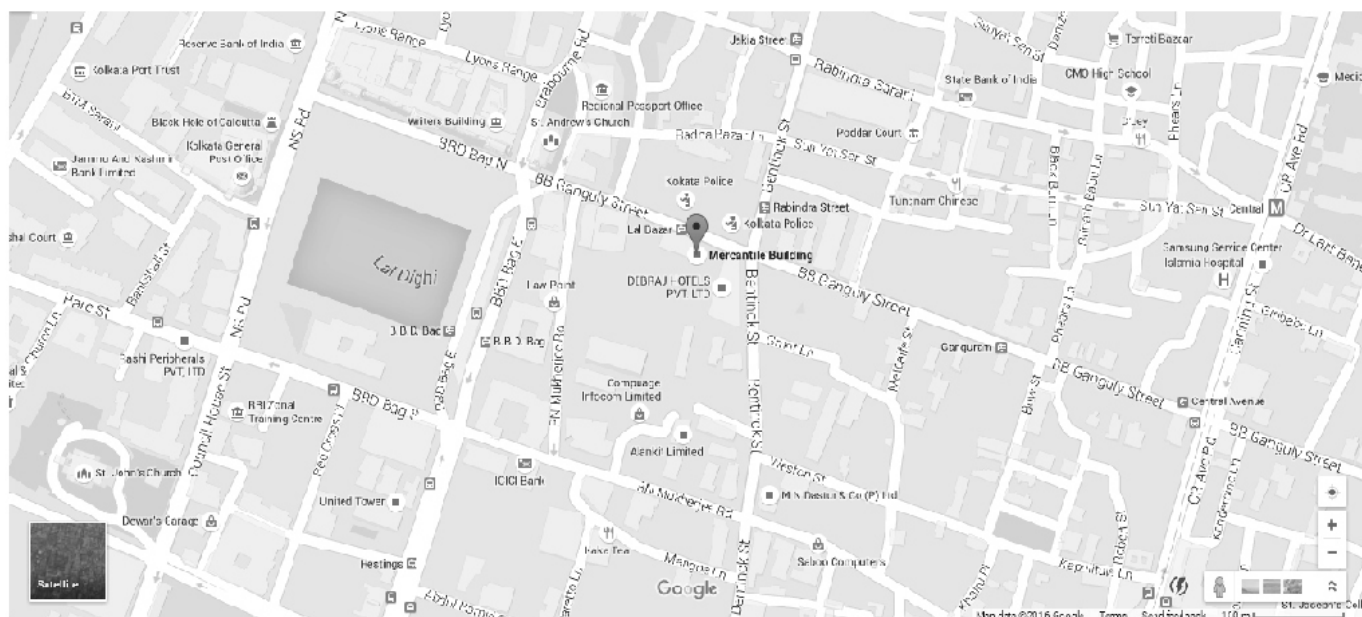
Brief resume of director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No 2: Information about the Director, Lalit Agarwal

Name of the Director	Mr. Lalit Agarwal
Director Identification Number (DIN)	0109920
Date of Birth	07/10/1960
Nationality	Indian
Date of Appointment on Board	05/04/2000
Qualification	B.com (Hons)
Expertise in specific functional area	He has experience and versatile knowledge in field of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market operations and related activities.
Shareholding in Marda Commercial & Holdings Ltd.	350000
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	1. Advance Steel Tubes Limited 2. Sophia Exports Limited
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Marda Commercial & Credit Limited	3-Membership 1- Chairmanship

MAP SHOWING LOCATION OF THE VENUE OF THE 28th ANNUAL GENERAL MEETING

Venue: Mercantile Building" Block E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700 001



Landmark : Opposite to Lalbazar Police Station.



DIRECTORS' REPORT

To,

The Members,

Your directors have pleasure in presenting their Twenty-Eighth Annual Report on the business and operations of Marda Commercial & Holdings Limited (the "Company") together with the audited Statement of Accounts for the year ended 31st March, 2017.

Financial Highlights

During the year under review, performance of your company as under:

(in ₹)

Financial Result	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Revenue	49,373,809.60	69219247.63
Profit /(Loss) Before Tax	11,958,098.53	9709096.09
Less: Tax Expenses	3060248.00	2580875.00
Profit /(Loss) After Tax	8897850.53	7128221.09
Transfers To / From Statutory Provision	(21,156.00)	(93685.00)
Transfers to Statutory Reserve	1,779,570.00	1425644.00
Balance carried to Balance Sheet	7,139,436.53	5796262.09

Operating & Financial Performance

Gross revenues decreased to Rs. 49,373,809.60 /- around 28.67% against Rs. 69,219,247.63 /- in the previous year. Profit before taxation was Rs. 11,958,098.53/- against Rs. 9,709,096.09/- in the previous year. The percentage of profit has increased by 23.16%.

Material Changes & Commitments

No material changes and commitments have occurred from the date of closure of the financial year till the date of this Report, which affected the financial position of the Company.

Dividend

With the view to conserve the resources of the company your directors regret to recommend no dividend for the period under review.

Transfer to Reserves

Your Directors propose to transfer nil amount to the General Reserves.

Change in the nature of business, if any

There is no change in the nature of the business of the Company.

Statutory & Legal Matters

There has been no significant and/or material order(s) passed by any Regulators/Courts/Tribunals impacting the going concern status and the Company's operations in future.

Financial Liquidity

Cash and cash equivalent as on March 31, 2017 was Rs. 33,063,902.11 previous year was Rs. 25,590,880.94. The Company's working capital management is based on a well-organized process of continuous monitoring and controls.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**Subsidiary / Joint Ventures / Associates**

The Company had no subsidiary or Associate Company during the financial year. In accordance with Section 129(3) of the Companies Act, 2013, the Company was not required to prepare a consolidated financial statement as a part of the Annual Report. In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone financial statement has been placed on the website of the Company www.mchl.co.in.

Share Capital

The paid up Equity Share Capital as on March 31, 2017 was Rs. 10,00,06,00. During the year under review the company has not issued any shares or any convertible instruments.

Deposits

The Company being a Non deposit taking NBFC has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

Risk Management

Although the company has long been following the principle of risk minimization as the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

Directors and Key Managerial Personnel

In accordance with the provisions of Companies Act, 2013 Mr. Lalit Agarwal (DIN: 00109920), Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Key Managerial Personnels

The Key Managerial Personnels's (KMPs) of the Company in accordance with the provisions of section 2(51) and section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment(s) for the time being in force) are as follows:

S. No.	Name of KMPs	Designation
1.	Mr. Daulat Ram Agarwala	Managing Director
2.	Mr. Ashish Agarwal	Chief Financial Officer
3.	Ms. Radhika Maheshwari	Company Secretary

Declaration by Independent Director(s)

The Board of Directors hereby certifies that the Independent Directors appointed on the Board, meet the criteria pursuant to Section 149(6) of the Companies Act, 2013.

Further, all Independent Directors have furnished their Declarations meeting the criteria under Section 149(7) of the Companies Act, 2013 and Regulation 25 SEBI (Listing and Disclosure Requirement) Regulations, 2015.

Meetings of Board

During the Financial Year 2016-17 four (4) meetings of the Board of Directors of the Company were held. The details of which are given in the Corporate Governance Report. The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

Board Induction, Training and Familiarisation programme for Independent Directors

At the time of appointment of the Director, a formal letter of appointment is given to him which inter-alia explains the role, functions, and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the various compliances required from him as a Director under the various provisions of the Companies Act 2013, Regulation 25 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2011, the Code of Conduct of the Company and other relevant regulations. The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business



drivers, they are updated through presentations at Board Meetings about the Financials of the Company and also about the new product launches. They are also provided booklets about the business and operations of the company.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and to fix their remuneration. The Company's Remuneration Policy is available on the Company's website at www.mchl.co.in and forms a part of this Report of the Directors as **Annexure -I**

Directors' Responsibility Statement

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, for the year ended on 31.03.2017 and state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (vi) The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Related Party Transactions

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company during the year that would have required shareholder approval under Regulation 23 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. All related party transactions are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and/ or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. The Policy on Related Party transactions as approved by the Board has been uploaded on the Company's Website and may be accessed at the link: http://www.mchl.co.in/policy/DOC_169090.MARDA_RPT-policy_2015.pdf

The details of the transactions with related parties during 2016-17 are provided in the accompanying financial statements.

None of the Directors had any pecuniary relationship or transactions with the Company during the year under review.

Performance Evaluation

The Nomination and Remuneration Committee of the Company formulated and laid down criteria for performance evaluation of the Board including the Committee and the individual director (including Independent Directors) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, covering inter-alia the following parameters namely :

1. Board Evaluation - degree of fulfillment of key responsibilities; Board culture and dynamics
2. Board Committee Evaluation - effectiveness of meetings; committee dynamics.
3. Individual Director Evaluation (including Ids) - contribution at Board Meetings.

Further, the Chairman and Managing Director is evaluated on key aspects of the role which includes inter-alia effective leadership to the Board and adequate guidance to the CEOs/



Board Evaluation

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 SEBI(Listing and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

Whistleblower Mechanism

Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Company has a strong and effective Whistleblower Policy which aims to deter and detect actual or suspected misconduct.

This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism. Any employee may report such incident without fear to the Vigilance Officer or alternatively to the Chairman of the Audit Committee.

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Committee has, in its Report, affirmed that no personnel have been denied access to the Audit Committee. The details of whistle blower policy is posted on the website of the Company and can be accessed at **www.mchl.co.in**

Corporate Social Responsibility

The Net worth of the Company was below Rs. 500 Crore, the Turnover of the company was below Rs. 1000 Crore and the Net Profit of the Company was below Rs. 5 crore in any of the preceding three financial year, hence, provisions of section 135(1) of the Companies Act 2013 read with CSR rules 2014 issued in this behalf are not attracted on the Company.

Listing

The shares of the Company are listed on The Calcutta Stock Exchange Limited. The Company's shares are compulsorily traded in the dematerialized form. The ISIN allotted is **INE912C01014**.

Statutory Audit

M/s. Mamraj & Co. Chartered Accountants (FRN : 006396N), were appointed as Statutory Auditors of the Company from the conclusion of the Annual General Meeting held on 29.09.2014 until the conclusion of 28th Annual General Meeting to be held in the year 2017. The term of appointment of M/s. Mamraj & Co Chartered Accountants will complete at the conclusion of the forthcoming AGM. The Board took on record its appreciation of service rendered by them during their tenure as Statutory Auditors of the Company.

M/s. Nagar Goel & Chawala, Chartered Accountants have been proposed to be appointed as statutory auditors of the Company at the ensuing Annual General Meeting for a period of five years from the conclusion of the ensuing 28th AGM till the conclusion of 33rd AGM of the Company. The said firm has given its consent and declared that they are not disqualified to be appointed as statutory auditors.

Report of M/s. Mamraj & Co., Chartered Accountants, and Statutory Auditor's Report does not contain any qualifications, reservations or adverse remarks. The Auditor's Report is enclosed with the financial statements in this Annual Report.

Auditor's Certificate on Corporate Governance

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the auditor's certificate on corporate governance is enclosed as Annexure II to the Board Report.

Secretarial Audit

Mr. Anand Khandelwa, Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In terms of the provisions of Section 204(1) of the Companies Act, 2013 a Secretarial Audit Report in Form MR-3 given by Secretarial Auditor is annexed to this Report (**Annexure-III**).

The Report confirms that the Company had complied with the statutory provision listed under Form MR-3 and the



Company also has proper board processes and compliance mechanism. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Board Induction, Training and Familiarisation programme for Independent Directors

At the time of appointment of the Director, a formal letter of appointment is given to him which inter-alia explains the role, functions, and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the various compliances required from him as a Director under the various provisions of the Companies Act 2013, Regulation 25 SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015, SEBI(Prohibition of Insider Trading) Regulations, 2011, the Code of Conduct of the Company and other relevant regulations.

The Director, upon appointment, is formally inducted to the Board. In order to familiarize the Independent Directors about the business drivers, they are updated through presentations at Board Meetings about the Financials of the company and also about the company's background. They are also provided booklets about the business and operations of the company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors.

Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "Code of Business Conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.mchl.co.in.

All the Board Members, the Senior Management personnel and personnel one level below the Board have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

Loans, guarantees and investments

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The detail of the investments made by the Company are given in the notes to the financial statements.

Conservation of Energy, Technology Absorption

Since the Company does not own any manufacturing facility, being an Investment Company, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

Foreign Exchange Earning and Outgo

There is no foreign exchange earnings and outgo during the year under review.

Extract of Annual Return

The extract of Annual Return as for the financial year 2016-2017 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is set out as an annexure to this Report. **(Annexure IV).**

Managerial Remuneration

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached here as **Annexure V** and forms a part of the Directors' Report.

There are no employees who are in receipt of remuneration in excess of the limit specified under section 134(3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RBI Guidelines for Non-Banking Financial Companies

The Company has observed all the prudential norms prescribed by the Reserve Bank of India. The Schedule as required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015 is annexed with the financial statements.

Provisions of Sexual Harassment

The provisions of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013 is not attracted on the Company, However the Company has a voluntary policy towards Prevention of Sexual



MARDA COMMERCIAL & HOLDINGS LTD.

Harassment of Women employees of the Company and has set up a mechanism for registering and prompt Redressal of complaints received from all permanent and temporary employees and staffs.

Cautionary Note

The statements forming part of the Director's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statement.

General Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of Sweat equity shares.
- Your Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- There was no revision in the Financial Statements.
- There was no change in the nature of business.

Acknowledgement

Your Directors take the opportunity of placing their sincere appreciation to the Central Government, State Government, Banks, Financial Institutions, employees, associates, consultants and members of the company for their valuable guidance and support. The Board expects to receive their continuous support in future also.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 30/05/2017

Daulat Ram Agarwal
Managing Director
(DIN 00586956)

Lalit Agarwal
Director
(DIN 00109920)



MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY TREND AND DEVELOPMENT

India's economic growth is estimated to slow 7.1 percent in the current fiscal year compared to 7.6 percent last year, the first indicator of the impact of demonetization. However, acceleration in growth is conditional to the development of social and economic conditions of the country. Moreover, with the banking system clearly constrained in terms of expanding their lending activities, the role of NBFCs becomes even more important now, especially when the government has a strong focus on promoting entrepreneurship so that India can emerge as a country of job creators instead of being one of job seekers. Innovation and diversification are the important contributors to achieve the desired objective. The Company's principal business being investment in shares and securities, the Company looks forward to increased activities in this segment. However the Management will continue to review the business strategy from time to time depending on the changes in the policy of Government and Reserve Bank of India. During the year under review favorable conditions prevailed in the market which have been reflected in the profitability of the Company.

OPPORTUNITIES AND THREATS

With the positive attitude of the Government and RBI it appears that new opportunities may open up for sustained growth of Investment Companies. However, the Management is not complacent about the future growth of the Company and constantly reviews the ups and downs of the market particularly bearing in mind that the Company is a small sized NBFC and there are plenty of obstacles which may hinder its growth.

In the past few years, the increased competition from banks in the retail finance segment has led to excess diversification by NBFCs from their core business activities. The sector has witnessed introduction of various innovative products such as used vehicles financing, small personal loans, three-wheeler financing, IPO financing, finance for tyres & fuel, asset management, mutual fund distribution and insurance advisory, etc. Besides, NBFCs are aspiring to emerge as a one-stop shop for all financial services

OUTLOOK

As earlier stated, not only World Bank but other authorities also appear to be optimistic about the growth potential of India's economy. The financial results of the year under review have improved and it is expected that the current year may produce even better results barring unforeseen circumstances.

Your company is fully aware that the opportunities in the infrastructure and real estate will be many and diverse in nature. While this provides impetus for our sustainable growth, your company is also duly careful that amongst the multiple choices of attractive businesses available we always make the right choice. Your company's business model and its risk management policies and mechanism are being constantly reviewed and upgraded to ensure this.

RISK AND CONCERN

As stated earlier, the Company's business is very much dependent on economic and fiscal policies of the Government and RBI. The Management critically examines the ups and downs of the Market and this is a matter of constant concern for the Management. The business strategy needs to be reviewed and corrected suitably to meet the changed situation.

INTERNAL CONTROL SYSTEMS AND THERE ADEQUECY

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company has effective system in place for achieving efficiency in operations, optimum and affective utilization of resources, monitoring thereof and compliance with applicable laws. Comprehensive audit of functional areas and operations of the Company are undertaken to examine the adequacy of and compliance with policies, plans and statutory requirements. Significant observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

The Audit Committee of the Board of Directors comprising Independent Directors also review the system at regular intervals.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The overall Revenue from Operations has decreased by 33.47% as compared to the last financial year. Also, interest income from lending activities has fallen by 4.89%, but the other segments of the operation have shown positive growth in revenue generation.



INDUSTRY STRUCTURE & DEVELOPMENTS

The Company continues to be a Non Deposit Taking, Systemically not important, Non CIC Non Banking Financial Company and holds the RBI certificate in this behalf. The company has followed the RBI Norms as applicable and has complied with all the statutory obligations.

HUMAN RESOURCE DEVELOPMENT

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is working continuously to create and nurture an atmosphere which is highly motivated and result oriented.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance of the company has seen a negative growth since. Revenue from Operations has decreased by 33.46 % as compared to the last financial year. Also, interest income from lending activities has fallen by 4.89%, but the other segments of the operation have shown positive growth in revenue generation. The Management expects to maintain the growth rate in the Coming quarters as well.

MATERIAL DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

The Management maintains a healthy relationship with its employees at all levels. However the number of employees in the company is low but with the positive growth of operations, the management believes the employee base to grow.

CAUTIONARY STATEMENT

Statements made in this Management Discussion and Analysis describing the Company's current position and expectations for the future may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operation include the downtrend in the industry global or domestic or both, significant changes in political and economic environment in India.

**By Order of the Board of Directors
For Marda Commercial & Holdings Limited**

Place: Kolkata
Date: 30/05/2017

**Daulat Ram Agarwala
Managing Director
(DIN 00586956)**



ANNEXURE -I

NOMINATION & REMUNERATION POLICY
of Marda Commercial & Holdings Limited

INTRODUCTION

The Company considers human resources as its invaluable assets. This policy on nomination & remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, Key Managerial Personnel (KMPs) and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

OBJECTIVE

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

DEFINITIONS

- **“Board”** means Board of Directors of the Company.
- **“Company”** means **“Marda Commercial & Holdings Limited “**
- **“Independent Director”** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **“Key Managerial Personnel” (KMP)** means
 - (i) CEO or the Managing Director or the Manager
 - (ii) Company Secretary
 - (iii) Whole-time Director
 - (iv) CFO
 - (v) Such other officer as may be prescribed
- **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- **“Policy or This Policy”** means, “Nomination and Remuneration Policy.”
- **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- **“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all the functional heads.

POLICY FOR APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time.
2. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but



such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

3. A whole-time KMP of the Company shall not hold office in more than one Company except in its subsidiary company at the same time.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval.

POLICY RELATING TO REMUNERATION FOR DIRECTORS, KMPs AND OTHER EMPLOYEES

General

1. The remuneration/compensation/commission etc. to the Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration & commission paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.

Remuneration to Non-Executive/Independent Directors

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case



ANNEXURE-II

CORPORATE GOVERNANCE

The Director present the Company Report on Corporate Governance for the year ended March 31, 2017.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is always committed to good Corporate Governance and application of best management practices for safeguarding the interest of all stakeholders. Strict adherence to the principles of fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, are pre-requisites for attaining sustainable growth in this competitive corporate world. Your company seeks to focus on regulatory compliances, complying with all the provisions of Listing Agreement and applicable Corporate Governance Norms with all the modifications within the prescribed time, thereby giving stress on essential pre-requisites of corporate governance.

A Report on compliance with the principles of Corporate Governance as prescribed in The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

ETHICS POLICY

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code for Board of Directors and Board Committees
- Code of Business Conduct and Ethics for Directors / Management Personnel
- Code of Conduct for Prohibition of Insider Trading

BOARD OF DIRECTORS (BOARD)

Introduction

In keeping with the commitment of the management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board. The main role of Board is to take right decision to safeguard and enhance shareholders value. The Board periodically evaluates the need for change in its composition and size and selects members to fill Board vacancies and nominating candidates for election by the members at the Annual General Meeting.

Composition

As on 31st March, 2017 the Company's Board comprised of five directors out of which one is Managing Director, one is Non-Executive Director, one woman Non - Executive Independent Director & two are Non - Executive Independent Directors. Management of the Company is headed by Sri Daulat Ram Agarwala, Managing Director, subject to general supervision, control and direction of the Board.

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Reg. 17 of SEBI Listing Regulations.

The details of attendance of the Directors at the Board Meeting during the year and at the last Annual General Meeting held on 28th September, 2016 and also the number of other directorships, committee memberships/chairmanships as on 31st March 2017, the date of joining is given below. All the Directors are compliant with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and "SEBI Regulations" in this regard.



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Name of the Director & DIN No	Category	Relation-ship with other Directors	Financial Year 2016-2017		Attendance at the Last AGM	Number of Director ship(s) held in India public listed companies (including Marda Commercial & Holdings Limited)*	No. of Committee Positions held in other Public Limited Companies **	
			Board Meeting held during the tenure of directorship	Board Meeting attended			Chairman	Member
Mr. Daulat Ram Agarwala (DIN: 00586956)	Managing Director	---	4	4	No	01	NIL	NIL
Mr. Lalit Agarwal (DIN: 00109920)	Non- Executive Director	---	4	4	No	03	03	01
Mr. Rajesh Kumar Singhi (DIN:01210804)	Non- Executive Independent Director	----	4	4	Yes	01	02	NIL
Mr. Jitendra Kr. Goyal (DIN: 00468744)	Non- Executive Independent Director	----	4	4	Yes	05	03	05
Ms Kamlesh Gupta (DIN: 07243898)	Non- Executive Independent Director	---	4	4	Yes	01	NIL	NIL

* Excludes Directorship in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Alternate Directorship.

** Only Audit Committee and Stakeholders Relationship Committee have been considered.

None of the Directors on the Board is a member in more than ten Board-level Statutory Committees or Chairman of more than five such Committees.

All Independent Directors have confirmed their Independence to the Company.

The Non- Executive Directors have no pecuniary relationship for transactions with the Company in their personal capacity

Board Meetings

A calendar of Board and Committee Meetings is agreed and circulated in advance to the Directors. Additional meetings are held, when necessary. During the year ended 31 March 2017, four (4) Board meetings were held on 30th May 2016, 13th August 2016, 12th November 2016 and 14th February 2017. The gap between any two consecutive meetings did not exceed one hundred and twenty days.

Board Agenda

The meetings of the Board are governed by a structured agenda. The agenda papers are circulated in advance before each meeting to all the Directors. All Board members have access to accurate, relevant and timely information to fulfill their responsibilities. The Board members in consultation with the Chairman may bring up other matters for consideration at the Board Meetings.

Information placed before the Board

Necessary information as required under the Companies Act and the Listing Agreement/SEBI Listing Regulations as applicable have been placed before and reviewed by the Board from time to time. The Board also periodically reviews compliance by the Company with the applicable laws/statutory requirements concerning the business and affairs of the Company.

FAMILIARIZATION PROGRAMMES FOR BOARD MEMBERS

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and



risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at www.mchl.co.in

CODE AND POLICIES

The Board has adopted all applicable codes and policies as per the requirement of the Companies Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Listing Agreement/SEBI Listing Regulations. The requisite codes and policies are posted on the Company's website at www.mchl.co.in and references to these codes and policies have been given elsewhere in this Report.

CODES OF CONDUCT

As a member of the Marda Commercial & Holdings Limited, the Company had adopted Marda Code of Ethics as the Code of Conduct for all its employees including its Wholtime Directors. Marda Code of Ethics anchors ethical and legal behaviour within the organisation. The Board of Directors laid down a separate Code for the Non-Executive Directors of the Company. The aforesaid Codes are available on the Company's website at http://www.mchl.co.in/code_conduct.php. All Directors and Senior Management personnel of the Company as on 31st March, 2017 have individually affirmed their compliance with the applicable Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report. The Code of Conduct for the Non-Executive Directors is in line with the provisions of Section 149(8) and Schedule IV of the Companies Act, 2013 and contains brief guidance for professional conduct by the Non-Executive Independent Directors.

During the year, pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of the Company formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure timely and adequate disclosure of price sensitive information to the Stock Exchange(s). The same is also posted on the website of the Company at www.mchl.co.in.

COMMITTEES OF THE BOARD

As on 31st March 2017, the Company had three committees of the Board of Directors Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The minutes of all Board and Committee Meetings are placed before the Board and noted by the Directors at the Board Meetings. The role, composition and terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee including the number of meetings held during the year ended and the related attendance are as follows:

AUDIT COMMITTEE

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulation with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

As on 31st March, 2017 the Audit Committee comprised of two Independent Directors and one Non Executive Director. Mr. Jitendra Kumar Goyal is the Chairman and Mr. Lalit Agarwal & Mr. Rajesh Kumar Singhi are the other two members of the Committee. All the members of the Committee have accounting or related financial management expertise.

During the year under review, four meetings of the committee were held on 28.05.2016, 12.08.2016, 11.11.2016, and 13.02.2017. The composition of the committee and attendance at its meeting is given below:

Name of the Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Jitendra Kumar Goyal	Chairman-Non-Executive Independent Director	4	3
Mr. Lalit Agarwal	Non-Executive Director	4	4
Mr. Rajesh Kumar Singhi	Non-Executive Independent Director	4	4

Ms. Radhika Maheshwari, Company Secretary is the secretary to the Committee.

The representatives of Statutory Auditors are permanent invitees to the Audit Committee Meeting.

Mr. Jitendra Kumar Goyal, the Chairman was duly present in Annual General Meeting held on September 28, 2016

All the meetings were held in such time that the gap between any two meetings did not exceed four months; thereby complying with the Companies Act, 2013.

The Committee acts as a link between the management, auditors and the Board of Directors of the Company and has full access to financial information.

The functions of the Committee include:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Statutory Auditors of the company;
3. Approval of payment to Statutory Auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft Audit Report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory auditor internal adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Vigil Mechanism and Whistle Blower Mechanism;
19. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Regulating Internal Financial Control system.
22. Reviewing the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;



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- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses.
- Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor.

NOMINATION & REMUNERATION COMMITTEE

As on 31st March, 2017 the Nomination & Remuneration Committee comprised of three Non Executive Directors out of which two are Independent Directors. Mr. Lalit Agarwal is the Chairman and Mr. Jitendra Kumar Goyal & Mr. Rajesh Kumar Singhi are the other two members of the Committee.

The Committee had its meeting on 30th May, 2016 where the committee discussed and recommended the Board for reappointment of Mr. Daulat Ram Agarwala as Managing Director.

Mr. Lalit Agarwal, Chairman of the Committee was not able to attend the Annual General Meeting held on September 28, 2016 and leave of absence was granted to him.

The composition of the committee and attendance at its meeting is given below:

Name of the Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Lalit Agarwal	Chairman-Non-Executive Director	1	1
Mr. Jitendra Kumar Goyal	Non-Executive-Independent Director	1	1
Mr. Rajesh Kumar Singhi	Non-Executive Independent Director	1	1

Terms of Reference of the Committee, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

Remuneration to the Managing Director:

Mr Daulat Ram Agarwala, the Managing Director, is paid a fixed quantum of salary and perquisites as recommended by the Board of Directors within the overall limits permissible under the Companies Act and as approved by the Shareholders.

Name and Designation	REMUNERATION
Daulat Ram Agarwal Managing Director	6,00,000 (Aggregate Salary inclusive of perquisites)

Shares held by the Directors as on 31st March, 2017

Name of the Director	Category	No. of Equity Shares held
Mr. Daulat Ram Agarwala	Managing Director	512500
Mr. Lalit Agarwala	Non- Executive Director	350000
Mr Jitendra Kumar Goyal	Independent	-
Mr. Rajesh Kumar Singhi	Independent	-
Ms Kamlesh Gupta	Independent	-

STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year under review, the Stakeholders Relationship Committee comprised of three Directors. The present Members of the Committee are Mr. Jitendra Kumar Goyal, Chairman Mr. Rajesh Kumar Singhi and Mr. Lalit Agarwal.

Ms. Radhika Maheshwari, Company Secretary acts as the Secretary to the Committee.

The Committee held one meeting during on 14th February, 2017.



MARDA COMMERCIAL & HOLDINGS LTD.

The composition of the committee and attendance at its meeting is given below:

Name of the Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Jitendra Kumar Goyal	Chairman-Non-Executive Independent Director	1	1
Mr. Lalit Agarwal	Non-Executive Director	1	1
Mr. Rajesh Kumar Singhi	Non-Executive Independent Director	1	1

Terms of Reference of the Committee, inter alia, includes the following:

- To approve all transfers (including transmission, transposition, remat) requests received.
- To review action taken on shareholders' grievances and to advise if any further action is to be taken.
- To ensure that correspondence with the shareholders are promptly dealt with by the Company and no cases were pending as on 31st March, 2017.

Shares received for transfer are processed promptly, approved by the Committee and ratified at the following Board Meeting.

The Company did not receive any complaint from any shareholder during the year and no complaint was pending as on 31.03.2017.

Pursuant to Listing Agreement, the Company has opened email-id info@mchl.co.in for Grievance Redressal purpose where complaint can be lodged by the Shareholders.

Separate Meeting of Independent Directors

During the year 2016-2017, as per the requirement of Schedule IV of the Companies Act, 2013 and the Listing Agreement/SEBI Listing Regulations, one separate meeting of Independent Directors was held on 14th February, 2017 which was attended by all the Independent Directors.

Mr. Jitendra Kuamr Goyal was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further reviewed the performance of the Chairperson of the company taking into account the views of Executive Directors and Non-Executives Director and assessed the quality, quantity and the timeliness of flow of information between the Management and the Board.

SUBSIDIARY COMPANY

The Company has no subsidiary during the financial year.

COMPLIANCE OFFICER

The Company has designated Ms. Radhika Maheshwari, Company Secretary of the Company as Compliance Officer.

Ms. Radhika Maheshwari, Company Secretary

Address: "Mercantile Building"

9/12, Lal Bazar Street, 2nd Floor,

Block-E, Kolkata - 700 001

Phone Nos.: (033) 2248-5664

Fax : (033) 2243-9601

Email: info@mchl.co.in

Website: www.mchl.co.in

CORPORATE SOCIAL RESPONSIBILITY

Provision of Section 135 of the Companies Act, 2013 i.e. Corporate Social Responsibility is not applicable to the company as it does not have the requisite net worth, turnover or net profit as laid down by the said section as on 31st March, 2017.

GENERAL BODY MEETINGS

The location and time of the last three Annual General Meetings and special resolutions passed therein are as follows:



MARDA COMMERCIAL & HOLDINGS LTD.

for the Year ended	Location	Date	Time	Special resolutions transacted
March 31, 2016	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001	28.09.2016	11.00 A.M	None
March 31, 2015	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001	29.09.2015	02.00 P.M.	None
March 31, 2014	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001	30.09.2014	03.00 P.M.	None

Note: i) No resolution was required to be passed through Postal Ballot.

ii) No Extra -Ordinary General Meeting was held during the year under report.

DISCLOSURES

- The financial statements are prepared following the Accounting Standards issued by the Institute of Chartered Accountants Of India and there is no deviation from it in general.
- There are no significant transactions with Related Parties, which may have a potential conflict with the interests of the Company.
- There were no cases of non-compliance by the Company and no penalties / strictures imposed on the Company by any Statutory Authority on any matter.
- There were no instances of non-compliance of any matter related to the capital market during the last three years. Nor were there any fine or penalty imposed by the said Authorities.
- The Company has complied with all the mandatory requirements of Listing Regulations, 2015 the revised Clause 49 of the Listing Agreement. Compliance Status about the non mandatory requirements of the Listing Regulations, 2015 are disclosed separately elsewhere.
- The Company has adopted a policy on dealing with related party transactions and the same is disclosed at the Company's website at http://www.mchl.co.in/policy/DOC_169090.MARDA_RPT-policy_2015.pdf
- The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been placed on the Company's website.
- The Audit Committee had recommended to the Board the Whistle Blower Policy / Vigil Mechanism which was posted on the Company's Website i.e. www.mchl.co.in

MEANS OF COMMUNICATION

Quarterly / Annual results

The unaudited quarterly and annual audited results are regularly published in a leading English Daily Newspaper (Business Standard) and a Bengali Daily (Kalantar /Newz Bangla / Duranta Barta) whereas the printed Annual Report containing statement of audited accounts and notice convening the Annual General Meeting are mailed to the shareholders and also displayed on the Company's Website www.mchl.co.in

Website

The Company's corporate website www.mchl.co.in contains comprehensive information about the company. An exclusive section is for Investors wherein annual reports, quarterly / half-yearly financial results, notices, shareholding patterns among others are available for reference or download.

Annual Report

The Annual Report containing inter alia audited Annual Accounts, Reports of the Auditors and Directors, Chairman's Statement, Management Discussion and Analysis Report and other important information is circulated to the members and displayed on the Company's website.

Designated exclusive email-id

The Company has designated email-id exclusive for investor services info@mchl.co.in

Intimation to Stock Exchange

The Company intimates the Stock Exchanges about all price sensitive information or such other matters which in its opinion are material and of relevance to the shareholders

**GENERAL SHAREHOLDER INFORMATION****Annual General Meeting**

28th AGM to be held on Saturday, 23rd September, 2017 at 11.00 A.M. at Mercantile Building, 9/12 Lalbazar Street, Kolkata 700 001.

Book Closure

The Register of Members and Share Transfer Register will remain closed from Monday 18th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive).

Financial calendar

Financial year: April 1, 2016 to March 31, 2017.

The Board Meetings for approval of financial results for financial year 2016-17 were held on the following dates:

First quarter results	August 13, 2016
Second quarter results	November 12, 2016
Third quarter results	February 14, 2017
Fourth quarter and annual results	May 30, 2017

The tentative dates of the Board meetings for consideration of quarterly and annual financial results for the financial year 2016-17 are as follows:

First quarter results	On or before August 14, 2017
Second quarter results	On or before November 14, 2017
Third quarter results	On or before February 14, 2018
Fourth quarter and annual results	On or before May 30, 2018

Registered Office:

"Mercantile Building", Block-E, 2nd Floor,
9/12, Lal Bazaar Street, Kolkata-700 001

Listing of Equity Shares:

The Calcutta Stock Exchange

Annual Listing Fee has been duly paid

Demat ISIN Number for NSDL & CDSL:

INE 912C01014

Market Price Data

There has been no trading in the shares of the Company on Stock Exchange during the financial year 2016-2017.

Name and Address of the Registrar and Share Transfer Agent (RTA)

M/s. Niche Technologies Pvt. Ltd.
D-511, Bagri Market, 71, B.R.B.B. Road,
Kolkata-700 001

Address for Investors' Correspondence

Shareholders can correspond with the RTA and also direct to the Registered Office of the Company.

Shareholding Pattern as on 31st March, 2017

Category	No. of Shares	% of holding
Promoter & Promoter Group	5220900	52.21
Domestic Companies	4044700	40.44
Indian Public	735000	7.35
Total	10000600	100.00

**Distribution of Shareholding as on 31st March, 2017**

Share Holding	Shareholders' Number	Percentage of Shareholders	No of Shares	Percentage of Shares
1 to 500	0	0.00	0	0.00
501 to 1000	0	0.00	0	0.00
1001 to 5000	0	0.00	0	0.00
5001 to 10000	0	0.00	0	0.00
10001 to 50000	2	6.06	75000	0.75
50001 to 100000	4	12.12	343000	3.43
100001 and above	27	81.82	9582600	95.82
Total	33	100.00	10000600	100.00

Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity

None

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

In accordance with the requirements for a listed Company, as stipulated by SEBI, a Reconciliation of Share Capital Audit is conducted by a firm of Company Secretaries for the purpose of inter alia, reconciliation and confirmation of the total admitted equity share capital with the depositories and in the physical form with the total issued / paid up equity share capital of the company as listed on the exchange.

Certificate issued in this regard are placed before the Board of Directors and forwarded to exchange where the shares of the company are listed.

OTHER DISCLOSURES**Related-party transactions**

The Company has adopted a policy on dealing with related party transactions and the same is disclosed at the Company's website at www.mchl.co.in

There are no significant transactions with Related Parties, which may have a potential conflict with the interests of the Company.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

During the year under review there was no cases of non-compliance by the Company and no penalties/strictures were imposed on the Company by any Statutory Authority on any matter.

Vigil Mechanism

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also put up on the Website of the Company i.e. www.mchl.co.in.

Accounting treatment in preparation of financial statements

The Company followed the guidelines as laid down in the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, for the preparation of the financial statements and there is no deviation from it in general.

The Company has adopted a policy for determining material subsidiaries and the same is disclosed at the Company's website at www.mchl.co.in

The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been attached in Director's Report.

The Audit Committee had recommended to the Board the Whistle Blower Policy / Vigil Mechanism which was posted on the Company's Website i.e. www.mchl.co.in

CEO (Managing Director)/CFO certification

The CEO certification as required by Regulation 17(8) of SEBI (Listing and Disclosure Requirement) Regulations, 2015, is enclosed at the end of the Report.



Report on Corporate Governance

The Quarterly Compliance Report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the prescribed format as per SEBI Regulation duly signed by the Company Secretary or Managing Director.

Compliance

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause are as below:

Mandatory requirements

The Company was fully compliant with mandatory requirements of Listing Regulation

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

This is to confirm that a Code of Conduct for the Board Members and Senior Management Personnel including the Managing Director and Executive Directors of the Company has been adopted by the Board and the same was also circulated and posted on the website of the Company. The Company received declarations affirming Compliance of the Code from the persons concerned for the year ended 31st March, 2017 and the same has also been noted by the Board.

For the purpose of this declaration, Senior Management means Chief Financial Officer and Company Secretary as on 31.03.2017.

For Marda Commercial & Holdings Limited

**Place: Kolkata
Date: 30/05/2017**

**Daulat Ram Agarwala
Managing Director
(DIN 00586956)**



MARDA COMMERCIAL & HOLDINGS LTD.

CEO / CFO CERTIFICATION

To,
The Board of Directors
M/s Marda Commercial & Holdings Limited

Re: Financial Statement for the Financial Year 2016-2017-Certification

We, Daulat Ram Agarwala, Managing Director and Aashish Agarwal Chief Financial Officer of M/s Marda Commercial & Holdings Limited on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2017 and that to the best of my knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 which is fraudulent, illegal or violative of Company's Code of Conduct.
4. We accept responsibility of establishing and maintaining internal control systems of the Company pertaining the financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
 - i. There have been no significant changes in internal control over financial reporting during the period.
 - ii. There have been no significant changes in accounting policies during the period.
 - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.
 - iv. That there were no deficiencies in the design or operations of Internal controls that could adversely affect the company's ability to record, process, summarize and report financial data including any corrective actions.
 - v. That there are no material weaknesses in the Internal controls over financial reporting.

For Marda Commercial & Holdings Limited

Daulat Ram Agarwala	Aashish Agarwal
Managing Director	CFO
(DIN 00586956)	

Place: Kolkata
Date: 30/05/2017



**CERTIFICATE OF THE AUDITORS IN RESPECT OF
COMPLIANCE OF CORPORATE GOVERNANCE**

To the Members of
Marda Commercial & Holdings Limited

We have examined the compliance of conditions of corporate governance by **Marda Commercial & Holdings Limited**(" the Company"), for the year ended on 31st March, 2017, stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with stock exchange

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

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

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

For MAMRAJ & Co.
Chartered Accountants
FRN.006396N

Place: Kolkata
Date: 30.05.2017

Mamraj Agarwal
Proprietor
MembershipNo.: 084944



ANNEXURE-III

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017**

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

To,
The Members,
Marda Commercial & Holdings Limited

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

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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) Foreign Exchange Management Act, 1999 and the rules and regulations thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as amended from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, , as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - (h) The SEBI (Delisting of Equity Shares) Regulations, 2009.
 - (i) The SEBI (Buy Back of Securities) Regulations, 2009.
- (vi) Other laws applicable specifically to the Company namely:
 - (a) Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2015.



- (b) The Reserve Bank of India Act, 1934(Chapter IIIB), sec 45IA.
- (c) Non-Banking Financial Companies (Reserve Bank Directions), 1998.
- (d) Master Circular dated 1st July, 2014 on Know Your Customer (KYC) Guidelines Anti Money Laundering standards (AML) Prevention of Money Laundering Act, 2002.
- (e) Master Circular dated 1st July, 2015 on Know Your Customer (KYC) Guidelines Anti Money Laundering Standards (AML) Prevention of Money Laundering Act, 2002.
- (f) Master Circular dated 1st July, 2014 on Miscellaneous Instructions to NBFC ND SI.
- (g) Master Circular dated 1st July, 2015 on Fair Practice Code.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Regulation entered into by the Company with The Calcutta Stock Exchange Ltd.

I further report that

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

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have recorded.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

Place: Kolkata
Date: 30.05.2017

(Anand Khandelia)
Practicing Company Secretary
FCS No. 5803/ CP No. 5841



ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,

Marda Commercial & Holdings Limited

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

Place: Kolkata
Date: 30.05.2017

(Anand Khandelia)
Practicing Company Secretary
FCS No. 5803/ CP No. 5841

**MARDA COMMERCIAL & HOLDINGS LTD.****ANNEXURE IV****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on Financial Year ended on 31.03.2017

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

1. CIN	L65929WB1990PLC048280
2. Registration Date	29-Jan-90
3. Name of the Company	Marda Commercial & Holdings Ltd.
4. Category/Sub-category of the Company	NBFC /Public Company/Limited by shares
5. Address of the Registered office & contact details	Mercantile Building, 2 nd Floor, Block –E 9/12, Lal Bazar Street, Kolkata – 700001 E-mail – info@mchl.co.in Website – www.mchl.co.in Contact No. – 033-2248-5664 Fax – 033-2243-9601
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D511, Bagree Market, 5th Floor 71, B.R.B. Basu Road, Kolkata – 700001 Phone No. : 91 33 2235 7270/7271 Fax : 91 33 2215 6823 Email : nichetechpl@nichetechpl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products / services	NIC Code of the Product/Service	% to total turnover of the Company
1	Trading & Investment Activities	64990	99.88%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NOT APPLICABLE



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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	700000	2577500	3277500	32.773	700000	2577500	3277500	32.773	0.000
b) Centran Government									
c) State Government									
d) Bodies Corporate	1943400	0	1943400	19.433	1943400	0	1943400	19.433	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	2643400	2577500	5220900	52.206	2643400	2577500	5220900	52.206	0.000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2643400	2577500	5220900	52.206	2643400	2577500	5220900	52.206	0.000
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
B) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	244700	3800000	4044700	40.445	244700	3800000	4044700	40.445	0.000
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh									



MARDA COMMERCIAL & HOLDINGS LTD.

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	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	0	735000	735000	7.350	0	735000	735000	7.350	0.000
c) Others Specify									
1. NRI									
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members									
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	244700	4535000	4779700	47.794	244700	4535000	4779700	47.794	0.000
Total Public Shareholding (B) = (B)(1)+(B)(2)	244700	4535000	4779700	47.794	244700	4535000	4779700	47.794	0.000
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	2888100	7112500	10000600	100.000	2888100	7112500	10000600	100.000	0.000

(II). Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	Aashish Agarwal	150000	1.500	0.000	150000	1.500	0.000	0.000
2	Advance Ispat (India) Ltd	1943400	19.433	0.000	1943400	19.433	0.000	0.000
3	D N Agarwal (karta of Huf)	175000	1.750	0.000	175000	1.750	0.000	0.000
4	Daulat Ram Agarwal	512500	5.125	0.000	512500	5.125	0.000	0.000
5	Kannu Priya Agarwal	325000	3.250	0.000	325000	3.250	0.000	0.000
6	Lalit Agrwal	350000	3.500	0.000	350000	3.500	0.000	0.000
7	Laxmi Agarwal	440000	4.400	0.000	440000	4.400	0.000	0.000
8	Romil Agarwal	200000	2.000	0.000	200000	2.000	0.000	0.000
9	Sadanand Agarwal	160000	1.600	0.000	160000	1.600	0.000	0.000
10	Sanmukh Agarwal	270000	2.700	0.000	270000	2.700	0.000	0.000
11	Shalini Agarwal	150000	1.500	0.000	150000	1.500	0.000	0.000
12	Sneha Agarwal	545000	5.450	0.000	545000	5.450	0.000	0.000
	TOTAL	5220900	52.206	0.000	5220900	52.206	0.000	0.000



(iii). Change in Promoter's Shareholding

SI No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	AASHISH AGARWAL				
	a) At the Beginning of the Year	150000	1.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	1.500
2	ADVANCE ISPAT (INDIA) LTD				
	a) At the Beginning of the Year	1943400	19.433		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1943400	19.433
3	D N AGARWAL (KARTA OF HUF)				
	a) At the Beginning of the Year	175000	1.750		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			175000	1.750
4	DAULAT RAM AGARWAL				
	a) At the Beginning of the Year	512500	5.125		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			512500	5.125
5	KANNU PRIYA AGARWAL				
	a) At the Beginning of the Year	325000	3.250		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			325000	3.250
6	LALIT AGRWAL				
	a) At the Beginning of the Year	350000	3.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			350000	3.500
7	LAXMI AGARWAL				
	a) At the Beginning of the Year	440000	4.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			440000	4.400
8	ROMIL AGARWAL				
	a) At the Beginning of the Year	200000	2.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			200000	2.000
9	SADANAND AGARWAL				
	a) At the Beginning of the Year	160000	1.600		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			160000	1.600
10	SANMUKH AGARWAL				
	a) At the Beginning of the Year	270000	2.700		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			270000	2.700



MARDA COMMERCIAL & HOLDINGS LTD.

SI No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
11	SHALINI AGARWAL				
	a) At the Beginning of the Year	150000	1.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150000	1.500
12	SNEHA AGARWAL				
	a) At the Beginning of the Year	545000	5.450		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			545000	5.450
	TOTAL	5220900	52.206	5220900	52.206

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	FARSIGHT BROKERS (P) LTD.				
	a) At the Beginning of the Year	225000	2.250		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			225000	2.250
2	FARSIGHT SECURITIES LTD.				
	a) At the Beginning of the Year	375000	3.750		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			375000	3.750
3	GEEFCEE FINANCE LTD.				
	a) At the Beginning of the Year	500000	5.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			500000	5.000
4	I M SECURITIES PVT. LTD.				
	a) At the Beginning of the Year	500000	5.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			500000	5.000
5	K K CAPITAL SERVICES (P) LTD.				
	a) At the Beginning of the Year	250000	2.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	2.500



MARDA COMMERCIAL & HOLDINGS LTD.

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
6	LOVE-KUSH SECURITIES PVT. LTD.				
	a) At the Beginning of the Year	450000	4.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			450000	4.500
7	REEBOK ADVERTISING & MARKETING (P) LTD.				
	a) At the Beginning of the Year	250000	2.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	2.500
8	SHANTI ASSOCIATES (P) LTD.				
	a) At the Beginning of the Year	250000	2.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			250000	2.500
9	SHIV PURE WATER POINT PVT. LTD.				
	a) At the Beginning of the Year	400000	4.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			400000	4.000
10	SHRIDHAR FINANCIAL SERVICES LTD.				
	a) At the Beginning of the Year	450000	4.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			450000	4.500
	TOTAL	3650000	36.498	3650000	36.498

(V) (A) Shareholding of Directors and Key Managerial Personnel

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Lalit Agarwal (Director)				
	a) At the Beginning of the Year	350000	3.490	350000	3.490
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			350000	3.490
2	DAULAT RAM AGARWAL(MD)				
	a) At the Beginning of the Year	512500	5.125		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			512500	5.125
	TOTAL	862500	8.615	862500	8.615



MARDA COMMERCIAL & HOLDINGS LTD.

V. (B) 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	NIL	1,208,959.58	NIL	1,208,959.58
ii) Interest due but not paid	NIL		NIL	
iii) Interest accrued but not due	NIL		NIL	
Total (i+ii+iii)	NIL		NIL	
Change in Indebtedness during the financial year				
* Addition	NIL		NIL	
* Reduction	NIL	11,266,017.00	NIL	11,266,017.00
Net Change	NIL		NIL	
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	96,770,186.00	NIL	96,770,186.00
ii) Interest due but not paid	NIL	12,859,755.00	NIL	12,859,755.00
iii) Interest accrued but not due	NIL		NIL	
Total (i+ii+iii)	NIL	109,629,941.00	NIL	109,629,941.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/MTD/Manager				Total Amount (in Rs.)
		Daulat Ram Agarwala, Managing Director	—	—	—	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000				6,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	
3	Sweat Equity	-	-	-	-	
4	Commission					
	- as % of profit					
	- others, specify...					
5	Others, please specify	-				
	Total (A)	6,00,000				6,00,000



MARDA COMMERCIAL & HOLDINGS LTD.

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)				
1	Independent Directors	NIL								
	Fee for attending board committee meetings									
	Commission									
	Others, please specify									
	Total (1)									
2	Other Non-Executive Directors									
	Fee for attending board committee meetings									
	Commission									
	Others, please specify									
	Total (2)									
	Total (B)=(1+2)									
	Total Managerial									
	Remuneration									
Overall Ceiling as per the Act11% of Net Profit calculated under section 198 of the Companies Act, 2013										

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTB

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (in Rs.)
		CEO	CS Radhika Maheshwari	CFO Aashish Agarwal	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		1,80,000	6,00,000	7,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total		1,80,000	6,00,000	7,80,000



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]
A.	COMPANY				
	Penalty				
	Punishment				
	Compounding				
	B. DIRECTORS				
	Penalty				
	Punishment				
	Compounding				
	C. OTHER OFFICERS IN DEFAULT				
	Penalty				
	Punishment				
	Compounding				

NIL



ANNEXURE V
PARTICULARS OF EMPLOYEES

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

A) Information as per Rule 5(1) of chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1) REMUNERATION PAID TO DIRECTOR

SL No.	Name of The Director	Title	Remuneration in F.Y 2016-17 (₹)	Remuneration in F.Y 2015-16	Shares/Stock Held	% Increase of Remm in 16-17 Against 15-16	Ratio of Remuneration to MRE (including MD)	Ratio of Remuneration to MRE (excluding MD)	Ratio of Remuneration to Revenues in 2017 (note - 1)	Ratio of Remuneration to Net Profit 2017 (note - 1)
1.	Mr. Daulat Ram Agarwala	Managing Director	600000	600000	512500	NIL	1.21	1.62	0.012	0.07
2.	Mr. Lalit Agarwal	Non Executive Director	Nil	Nil	350000	NIL	NIL	NIL	NIL	NIL
3.	Mr. Rajesh Kumar Singhi	Non Executive Independent Director	Nil	Nil	Nil	NIL	NIL	NIL	NIL	NIL
4.	Mr. Jitendra Kumar Goyal	Non Executive Independent Director	Nil	Nil	Nil	NIL	NIL	NIL	NIL	NIL
5.	Ms. Kamlesh Gupta	Non Executive Independent Women Director	Nil	Nil	Nil	NIL	NIL	NIL	NIL	NIL

2) REMUNERATION PAID TO KMP

SL No.	Name of The Director	Title	Remuneration in F.Y 2016-17 (₹)	Remuneration in F.Y 2015-16	Shares/Stock Held	% Increase of Remm in 16-17 Against 15-16	Ratio of Remuneration to MRE (including MD)	Ratio of Remuneration to MRE (excluding MD)	Ratio of Remuneration to Revenues in 2017 (note - 1)	Ratio of Remuneration to Net Profit 2017 (note - 1)
1.	Aashish Agarwal	CFO	600000	Nil	Nil	Nil	1.21	1.62	0.012	0.07
2.	Ms. Radhika Maheshwari	Company Secretary	180000	Nil	Nil	Nil	0.36	0.05	0.004	0.02

Notes:-

- Calculation based on annualized salary.
- Salary includes bonus amount.
- No remuneration is paid to any Non Executive director during the period
- The Median Remuneration of Employees (MRE) including Managing Directors (MD) was Rs. 4,98,392 in the financial year 2016-17.
- The Median Remuneration of Employees (MRE) excluding Managing Directors (MD) was Rs.3,69,196 in the financial year 2016-17.



- F. The number of permanent employees in the rolls of the company as on 31.03.2017 and 31.03.2016 were 3 and 3 respectively.
- G. The revenue has decreased during the Financial year 2016-17 by 33.47% over the Financial year 2015-16 and Net Profit Increased by 24.83% over last year.
- H. The aggregate remuneration of employees excluding Managing Director grew by 24.38 %, and, the aggregate remuneration of employees including Managing Director grew by 14.25%.
- I. The Company being listed in CSE Ltd and at CSE the market capitalization stands at Rs. 100,006,000 (Divided into 10,000,600 Equity Shares @ Rs. 10 each). The shares of the company were last traded for Rs. 2.05 on 11/07/2005. The growth in market capitalization remained stagnant.
- J. The company has a Nomination & Remuneration Policy in place, and it is strictly followed for fixation and payment of remuneration to the managerial personnel and other employees of the company. The policy has been developed with adherence to the Companies Act, 2013 and all other statutes as applicable.
- K. During the Financial year 2016-17 no employee received remuneration in excess of the highest paid Director.



Independent Auditor's Report

To
The Members of
M/S MARDA COMMERCIAL AND HOLDINGS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. MARDA COMMERCIAL AND HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:



- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its 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.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

For MAMRAJ AND CO.
Chartered Accountants
FRN: 006396N

Place:-Kolkata
Date: 30/05/2017

Mamraj Agarwal
(PARTNER)
Membership No.084944



Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

- i. a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- c. The title deeds of immovable properties are held in the name of the company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. The company has granted loans to 3 parties covered in the register maintained under section 189 of the Companies Act, 2013 wherein the balance receivable as at the year-end is Rs. 14,92,07,623. The maximum amount outstanding during the year was Rs. 16,22,62,923.
 - a. The terms and conditions of the grant of such loans are not prejudicial to the company's interest;
 - b. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand with interest.
 - c. Since the term of arrangement do not stipulate any repayment schedule and the loans are repayable on demand, no question of overdue amounts will arise in respect of the loans granted to the parties listed in the register maintained under section 189 of the Act.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2017 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there is no amount payable in respect of income tax (except for the A.Y. 2014 - 2015 mentioned in notes to accounts) service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.
- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore clause (xii) of the order is not applicable to the company.



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- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The Company is a Non Deposit taking systematically not important NBFC and is duly resigtered under Section 45-1A of the Reserve Bank of India Act, 1934.

For MAMRAJ AND CO.
Chartered Accountants
FRN: 006396N

Place:-Kolkata
Date: 30/05/2017

MAMRAJ AGARWAL
(PARTNER)
Membership No.084944



Annexure'B'

Report on Internal Financial Controls over Financial Reporting

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/S. MARDA COMMERCIAL AND HOLDINGS LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not



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be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MAMRAJ AND CO.
Chartered Accountants
FRN: 006396N

Place: Kolkata
Date: 30/05/2017

Mamraj Agarwal
(PARTNER)
Membership No.084944



BALANCE SHEET as at 31 March 2017

(Amount in ₹)

Particulars	Notes	As at 31.03.2017	As at 31.03.2016
Equity and liabilities			
Shareholders' funds			
Share capital	2	100,006,000.00	100,006,000.00
Reserves and surplus	3	114,554,443.09	105,635,436.56
		214,560,443.09	205,641,436.56
Current liabilities			
Short-term borrowings	4	109,629,941.00	120,895,958.00
Other current liabilities	5	3,119,515.61	4,350,840.00
Short-term provisions	6	3,615,137.00	20,218,644.00
		116,364,593.61	145,465,442.00
Total		330,925,036.70	351,106,878.56
Assets			
Non-current assets			
Fixed assets			
Tangible assets	7	53,037.00	53,037.00
Non-current investments	8	54,877,897.00	57,299,104.00
Deferred tax assets (net)	9	92,705.00	102,046.00
Long-term loans and advances	10	84,542,115.00	94,368,397.00
		139,565,754.00	151,822,584.00
Current assets			
Inventories	11	2,224,002.62	1,998,021.50
Trade receivables	12	23,006.71	7,266.66
Cash and bank balances	13	33,063,902.11	25,590,880.94
Short-term loans and advances	10	156,048,371.26	171,688,125.46
		191,359,282.70	199,284,294.56
Total		330,925,036.70	351,106,878.56

Notes 1 to 21 form an integral part of these financial statements

As per our report of even date

For MAMRAJ & CO.
Chartered Accountants
Firm Regn No - 006396N

MAMRAJ AGARWAL
(Partner)
Mem No. 084944
Date : 30.05.2017
Place : Kolkata

For and on behalf of the Board

Daulat Ram Agarwal
(Managing Director)

Lalit Agarwal
(Director)

Radhika Maheswari
(Company Secretary)

Aashish Agarwal
(CFO)



STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue			
Revenue from operations	14	44,492,564.51	66,871,500.63
Other income	15	4,881,245.09	2,347,747.00
Total revenue		49,373,809.60	69,219,247.63
Expenses			
Purchases of traded goods	16	20,631,074.02	38,685,849.39
Changes in inventories of finished goods, work-in-progress and traded goods	17	(225,981.12)	3,801,978.50
Employee benefit expenses	18	1,649,196.00	1,443,517.00
Finance costs	19	12,861,900.50	14,897,743.04
Depreciation and amortisation expense	20	-	-
Other expenses	21	2,499,521.67	681,063.61
Total expenses		37,415,711.07	59,510,151.54
Profit before tax		11,958,098.53	9,709,096.09
Tax expense			
Current tax		3,021,754.00	2,569,885.00
Excess/ (Short) provision of Income tax for earlier years		29,153.00	-
Deferred tax		9,341.00	10,990.00
Profit for the year		8,897,850.53	7,128,221.09
Less: Transfer to/(from) Statutory Provision		(21,156.00)	(93,685.00)
Less: Transferred to Statutory reserve		1,779,570.00	1,425,644.00
		7,139,436.53	5,796,262.09
Earnings per equity share of Face Value (Rs 10 each)			
Basic & Diluted		0.89	0.71

As per our report of even date

For MAMRAJ & CO.

Chartered Accountants

Firm Regn No - 006396N

MAMRAJ AGARWAL

(Partner)

Mem No. 084944

Date : 30.05.2017

Place : Kolkata

For and on behalf of the Board

Daulat Ram Agarwal

(Managing Director)

Lalit Agarwal

(Director)

Radhika Maheswari

(Company Secretary)

Aashish Agarwal

(CFO)



CASH FLOW STATEMENT for the year 2016-17

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax	119,58,098.53	97,09,096.09
<i>Adjustment for :</i>		
Depreciation	-	-
Interest paid	128,61,900.50	148,97,743.04
	248,19,999.03	246,06,839.13
<i>Adjustment for :</i>		
Dividend Received	30,44,503.42	16,98,746.00
	278,64,502.45	263,05,585.13
Interest Received	--	--
Miscellaneous Income-Provisions Written Back	--	--
Profit/(Loss) on Sale/Retirement of Fixed Assets	--	--
	278,64,502.45	263,05,585.13
Operating Profit before Working Capital changes		
<i>Adjustment for :</i>		
Current Assets	252,24,315.03	387,33,626.76
Current Liabilities	(178,34,831.39)	32,38,769.27
Cash generated from operating activities	(352,53,986.09)	(682,77,981.16)
Interest paid	(128,61,900.50)	(148,97,743.04)
Deferred tax asset	(9,341.00)	(10,990.00)
Taxes Paid	(30,50,907.00)	(25,69,885.00)
Cash Flow Before Extraordinary Items	193,31,837.59	507,99,363.12
Extraordinary Items	30,497.00	93,684.63
Net Cash from operating activities	193,62,334.59	508,93,047.75
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of Investments	--	--
Purchase of Investments	24,21,207.00	(428,24,997.00)
Dividend Received	(30,44,503.42)	(16,98,746.00)
Net Cash used in investing activities	(6,23,296.42)	(445,23,743.00)

**CASH FLOW STATEMENT** for the year 2016-17

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/Repayment) from / of Borrowings	(112,66,017.00)	(85,96,704.00)
Net Cash from Financing Activities	(112,66,017.00)	(85,96,704.00)
Net Increase in cash & cash equivalents	74,73,021.17	(22,27,399.25)
Cash and Cash Equivalent at the beginning	255,90,880.94	278,18,280.19
Exchange fluctuation on translation of foreign currency	--	—
Cash and Cash Equivalent at the end of the yeara	330,63,902.11	255,90,880.94

In terms of our attached report of even date.

For MAMRAJ & CO.

Chartered Accountants
Firm Regn No - 006396N

For and on behalf of the Board

MAMRAJ AGARWAL
(Partner)

Mem No. 084944

Date : 30.05.2017

Place : Kolkata

Daulat Ram Agarwal
(Managing Director)

Lalit Agarwal
(Director)

Radhika Maheswari
(Company Secretary)

Aashish Agarwal
(CFO)



SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. : 1

Significant Accounting Policies

Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

Revenue Recognition :-

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of securities. Dividend income is recognized on receipt basis. Interest Income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Depreciation :-

Depreciation on Fixed Assets has not been provided as the useful life of the asset as prescribed in Schedule II to the Companies Act, 2013 is over and the asset is stated at five percent of the original cost

Investments :-

Investments have been valued at cost. Provision for diminutions in the value is not considered unless such shortfall is permanent in nature.

Inventories :-

Inventories are valued as per standards prescribed under ICDS VIII as per which securities held as stock in Trade shall be valued at actual cost initially recognized as net realizable value at the end of that previous year, whichever is lower. The comparison has been done on category wise and not individual security wise.

Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassess realization.

Significant accounting policies form integral part of the financial statements for the year ended 31.03.2017

In terms of Our Separate Audit Report of Even Date Attached.

For MAMRAJ & CO.

Chartered Accountants
Firm Regn No - 006396N

MAMRAJ AGARWAL

(Partner)

Mem No. 084944

Date : 30.05.2017

Place : Kolkata

For and on behalf of the Board

Daulat Ram Agarwall

(Managing Director)

Lalit Agarwal

(Director)

Radhika Maheswari

(Company Secretary)

Aashish Agarwal

(CFO)



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

Particulars	31st March 2017		31st March 2016	
	Number	Amount	Number	Amount
2 Share capital				
Authorised share capital				
Equity shares of ₹ 10 each	10,100,000	101,000,000	10,100,000	101,000,000
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	10,000,600	100,006,000	10,000,600	100,006,000
Total issues, subscribed and fully paid up share capital	10,000,600	100,006,000	10,000,600	100,006,000

a.Details of shareholders holding more than 5% shares in the company

Name of Shareholder	31st March 2017		31st March 2016	
	% of shares	No. of shares	% of shares	No. of shares
Advance Ispat(India) Ltd.	19.43	1,943,400	19.43	1,943,400
Daulat Ram Agrawal	5.13	512,500	5.13	512,500
Sneha Agarwal	5.45	545,000	5.45	545,000

b. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares with voting rights

Particulars	31st March 2017		31st March 2016	
	Number	Amount	Number	Amount
At the beginning of the year	10,000,600	100,006,000	10,000,600	100,006,000
Outstanding at the end of the year	10,000,600	100,006,000	10,000,600	100,006,000

c. Equity shares carry voting rights at the General Meetings of the Company, and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

(Amount in ₹)

3 Reserves and Surplus	31st March 2017		31st March 2016	
Surplus in the statement of profit and loss				
Balance as per last financial statements		84,199,490.56		78,403,228.47
Add : Profit for the year		7,139,436.53		5,796,262.09
Net Surplus in the statement of profit and loss		91,338,927.09		84,199,490.56
Statutory Reserve				
Balance as per last financial statements		21,435,946.00		20,010,302.00
Add: During the year		1,779,570.00		1,425,644.00
		23,215,516.00		21,435,946.00
Total Reserves and surplus		114,554,443.09		105,635,436.56



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

4 Short Term Borrowings		31st March 2017		31st March 2016	
Unsecured					
- From Related Party			109,629,941.00		120,895,958.00
- From Others			-		-
Total borrowings			109,629,941.00		120,895,958.00
5 Other current liabilities					
Expenses payable			3,119,515.61		4,350,840.00
			3,119,515.61		4,350,840.00
6 Short Term Provisions					
Statutory Provision					
Opening Balance		614,539.00		708,224	
Add : Transfer from/(to) Profit & Loss A/c.		(21,156.00)	593,383.00	(93,685)	614,539.00
Provision for taxation			3,021,754.00		19,604,105.00
			3,615,137.00		20,218,644.00

Notes to the financial statements for the year ended 31 March 2017

7 Tangible assets		(Amount in Rupees)									
Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As At 01st April, 2016	Additions During The Year	Deletions During The Year	As At 31st March, 2016	Up To 31st March, 2016	For The Year	Adjustments For Deletions During The Year	Other Adjustments	Total Up To 31st March, 2016	As At 31st March, 2017	As At 31st March, 2016
Car	1,060,735.00	-	-	1,060,735.00	1,007,698.00	-	-	-	1,007,698.00	53,037.00	53,037.00
Total	1,060,735.00	-	-	1,060,735.00	1,007,698.00	-	-	-	1,007,698.00	53,037.00	53,037.00
Previous Year	1,060,735.00	-	-	1,060,735.00	1,007,698.00	-	-	-	1,007,698.00	53,037.00	53,037.00



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

8. Non-Current Investments

(Amount in ₹)

Particulars	As at 31.03.2017		As at 31.03.2016	
	Quantity	Trade	Quantity	Trade
Other investments				
Investment in Unquoted equity shares				
Advance Hightech Agro Products Limited (Face Value Rs. 10/-)	50000	150,000	50000	150,000
Tirupati Structurals Limited (Face Value Rs. 10/- each)	1447900	748,600	1447900	748,600.00
		898,600.00		898,600.00
Unquoted Preference Shares				
Farsight Securities Limited (Face Value Rs. 100/- each)	15000	1,500,000	15000	1,500,000
		1,500,000		1,500,000
Investment in Mutual Fund (Units)				
JM Core MF (Face Value Rs. 10/- each)		-	250,000	2,500,000
Reliance Capital Assets MGM, Co Ltd.	4428671	46,500,000	4,190,465	44,000,000
Aditya Birla P Equity (Face Value Rs. 10/- each)	46307	5,979,297	79,930	8,400,504
		52,479,297		54,900,504
Aggregate amount of Investment		54,877,897		57,299,104
Break Up Value of Unquoted equity shares		92,613,200		85,166,931
Break Up Value of Unquoted Preference shares		1,500,000		1,500,000
NAV of Units of Mutual Fund		46,920,445.28		52,989,320.86
		141,033,645.28		139,656,251.86

Particulars	31st March 2017	31st March 2016
9 Deferred tax Assets (Net)		
Timing difference on tangible assets depreciation and impairment	92,705.00	102,046.00
Total	92,705.00	102,046.00
Net deferred tax asset / (liability)	92,705.00	102,046.00
10 Loans and advances		
Loan Term		
- Unsecured, considered good		
- To Related Party	84,542,115.00	94,368,397.00
	84,542,115.00	94,368,397.00
Short Term		
Other loans and advances		
- Unsecured, considered good		
- To Related Party	64,665,508.00	64,929,123.00
- To Others	22,440,000.00	25,813,875.00
Advances recoverable in Cash or Kind or value to be Received	65,705,505.26	60,704,287.26
Income Tax & TDS (net of provisions)	3,237,358.00	20,240,840.20
	156,048,371.26	171,688,125.46

- a. Management believes that, the loans and advances have a value on realization in the ordinary course of business at least equal to the amount stated in the Balance Sheet and provisions for all the known liabilities have been made.



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

11 Inventories (valued at cost or lower of net realisable value)

Particulars	As at 31.03.2017		As at 31.03.2016	
	No. of shares	Value ₹	No. of shares	Value ₹
Mutual Funds				
ETF LIQUIDBEES	370.51	370,246.87	0.49	494.00
Quoted Shares				
Bharat Electronics Limited	900.00	138,744.90		
Biocon Limited	115.00	122,894.70		
Cadila Health care Ltd			520.00	176,885.40
Emami LTD			540.00	510,925.00
GRANUALS INDIA LTD			2,040.00	243,127.65
Hindal Co Industries Limited	540.00	106,320.60		
HPCL	275.00	146,836.25		
Hindustan Zinc Limited	325.00	101,632.90		
ICICI BANK LTD			660.00	146,784.00
IOCL	390.00	146,277.30		
IGL	110.00	101,668.60		
Kotak Mahindra Bank Limited	205.00	149,071.90		
L & T	95.00	139,946.20		
Maruti Suzuki Ltd			50.00	183,023.40
MCX India Limited	135.00	161,177.05		
NBCC India Limited	427.00	79,754.40		
ONGC LTD			650.00	134,290.00
Pidlite Industries Limited	200.00	141,102.00		
SUN Pharma Ind Limited			510.00	430,949.90
Tata Steel Limited	200.00	100,992.00		
The Federal Bank Ltd	2,000.00	149,840.00		
Tech Mahindra Ltd			390.00	179,595.00
Vedanta Limited	375.00	99,352.50		
		2,255,858.17		2,006,074.35
Less: Devaluation In Stock(as per Market Price)		31,855.55		8,052.85
		2,224,002.62		1,998,021.50
Market Value of Quoted Equity Shares		1,945,298.55		1,997,527.50
Market Value of Units of Mutual Fund		370,509.00		494.00



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017 (Amount in ₹)

Particulars	31st March 2017	31st March 2016
12 Trade receivables		
Other debts		
Unsecured considered good	23,006.71	7,266.66
	23,006.71	7,266.66
Total Trade Receivables	23,006.71	7,266.66
13 Cash and bank balances		
Cash and cash equivalents		
Cash in hand (As Certified By Management)	52,703.60	96,773.60
Balances with banks		
- in current accounts	13,415,046.51	1,587,747.34
FDR With Scheduled Bank	18,795,767.00	22,500,000.00
Interest accrued on FDR	800,385.00	1,406,360.00
Total	33,063,902.11	25,590,880.94

Management believes that, the current assets have a value on realization in the ordinary course of business at least equal to the amount stated in the Balance Sheet and provisions for all the known liabilities have been made.



NOTES TO FINANCIAL STATEMENTS

for the year ended 31st March 2017
(Amount in ₹)

Particulars	31st March 2017	31st March 2016
14 Revenue		
Revenue from operations		
Interest	23,813,171.00	25,038,004.00
Sale of Shares	20,679,393.51	34,512,504.43
Sale of MF units	-	7,320,992.20
	44,492,564.51	66,871,500.63
Revenue from operations (Net)	44,492,564.51	66,871,500.63
15 Other income		
Dividend	3,044,503.42	1,698,746.00
Interest on Debentures	219,547.00	438,477.00
Profit from sale of Listed Equity Shares	1,561,802.00	210,524.00
Misc income	55,392.67	-
	4,881,245.09	2,347,747.00
16 Purchases		
Purchase of shares	20,631,074.02	33,485,847.39
Purchase of MF units	-	5,200,002.00
	20,631,074.02	38,685,849.39
17 Changes in inventories		
Opening stock		
Shares & Securities (A)	1,998,021.50	5,800,000.00
Closing stock		
Shares & Securities (B)	2,224,002.62	1,998,021.50
(A) - (B)	(225,981.12)	3,801,978.50
18 Employee benefit expense		
Salaries, wages and bonus	1,049,196.00	843,517.00
Director's Remuneration	600,000.00	600,000.00
	1,649,196.00	1,443,517.00
19 Finance costs		
Interest expenses	12,859,755.00	14,896,265.00
Bank charges	2,145.50	1,478.04
	12,861,900.50	14,897,743.04
20 Depreciation and amortisation expense		
Depreciation of tangible assets (Also, refer note 7)	-	-
	-	-



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2017

(Amount in ₹)

Particulars	31st March 2017	31st March 2016
21 Other expenses		
Payments to auditors		
- Audit Fees	57,500.00	57,250.00
- Tax Audit Fees	17,250.00	17,175.00
- Internal Audit Fees	25,000.00	20,000.00
Advertisement	20,103.00	19,006.00
Demat Charges	4,236.94	6,150.06
Depository Charges	104,425.00	105,330.00
Filing Fees	8,600.00	12,700.00
General & Other Charges	13,409.87	11,774.17
Legal & Professional Charges	151,443.00	121,800.00
Listing Fees	40,075.00	39,326.00
Postage	6,660.00	1,906.00
Profession Tax	2,500.00	2,500.00
Profession Tax For Employees	3,720.00	-
Printing and stationery	23,975.00	17,647.00
Computer software	-	18,000.00
Loss on sale of Mutual Fund	727,900.00	-
Loss on sale on Unlisted Shares	1,082,452.00	-
Rent	108,000.00	108,000.00
RTA Fees	22,989.25	25,608.00
STT Charges	38,307.61	67,991.38
Travelling & Conveyance Charges	18,885.00	16,400.00
Vehicle running and maintenance	22,090.00	12,500.00
	2,499,521.67	681,063.61



Other Notes on Financial Statements

1. The company's main business is Finance and Investment activities falling under one business head. Hence, Segmental Reporting as per AS 17 is not applicable to the company.

2. Payments to Auditors:

Auditors Remuneration	2016-2017	2015-2016
Audit Fees	50,000.00	50,000.00
Tax Audit Fees	15,000.00	15,000.00
Service Tax	9,750.00	9,425.00
Total	74,750.00	74,425.00

3. Related Party Transaction

Disclosure in relation of Transactions with Related Parties as per AS-18

Name of Related Party (Nature of Relationship)	Nature of Transactions	Volume of Transactions	Provisions for doubtful debts due from such parties at that date	Amount written off or written back in the period in respect of debts due from or to related parties
Advance Steel Tubes Ltd. (Common Control)	Loan Given	5,85,02,986.00	NIL	NIL
Tirupati Structurals Limited (Common Control)	Loan Given	8,45,42,115.00	NIL	NIL
Kaveri Tubes (Common Control)	Loan Given	61,62,522.00	NIL	NIL
Advance Enterprises (P)Ltd. (Common Control)	Loan Taken	3,30,04,927.00	NIL	NIL
Vishal Equity Services(P) Ltd. (Common Control)	Loan Taken	7,64,21,168.00	NIL	NIL
RadhikaMaheshwari (Company Secretary)	Salary Paid	1,80,000.00	NIL	NIL
Ashish Agarwal (CFO)	Salary Paid	6,00,000.00	NIL	NIL
Daulat Ram Agarwal (Managing Director)	Director's Remuneration	6,00,000.00	NIL	NIL

4. Other income includes Rs.30,44,503.42 on account of dividend (P.Y. Rs.16,98,746.00)
5. Deferred Tax Asset amounting to Rs. 9,341.00 has been reversed and provision is made accordingly as per AS- 22.
6. There are a pending demand under section 143(3) for the Assessment Year 2014-15 of Rs. 15,07,270/-, the case is under appeal after payment of Rs 2,26,091/- e.g. 15 % of total demand.
7. Special Reserve has been created @ 20 % of Profit after Tax as per RBI Guidelines.
8. Contingent Provisions against Standard Assets has been maintained @ 0.25 % of the Outstanding Standard as per RBI Directions
9. As required in terms of paragraph 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2015, issued by RBI, We enclose in the annexure the required Schedule to the Balance Sheet of a Non Banking Finance Company.
10. Loans and Advances are subject to confirmation by respective parties.
11. The Company has reclassified previous year figures to conform to this year's classification.
12. Contingent Liabilities & Contracts on Capital Account NIL.

**MARDA COMMERCIAL & HOLDINGS LTD.**

13. Calculation of EPS	31.03.2017	31.03.2016
Profit After Tax (A)	88,97,850.53	71,28,221.09
No of Equity Shares (B)	10,000,600	10,000,600
Earnings per Share (A/B)	0.89	0.71

14. The details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are as follows :

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	180 x 500	Nil	90,000/-
(+) Permitted receipts	Nil	Nil	Nil
(-) Permitted payments	Nil	Nil	Nil
(-) Amount deposited in Banks	180 x 500	Nil	90,000/-
Closing cash in hand as on 30.12.2016	Nil	Nil	Nil

Signature to notes 1 to 22

In terms of our separate audit Report of even dated attached.

For MAMRAJ & CO.
Chartered Accountants
Firm Regn No - 006396N
MAMRAJ AGARWAL
(Partner)
Mem No. 084944

For and on behalf of the Board

Daulat Ram Agarwall
(Managing Director)

Lalit Agarwal
(Director)

Date : 30.05.2017
Place : Kolkata

Radhika Maheswari
(Company Secretary)

Aashish Agarwal
(CFO)



MARDA COMMERCIAL & HOLDINGS LTD.

SCHEDULE TO THE BALANCE SHEET OF MARDA COMMERCIAL & HOLDINGS LIMITED AS ON 31.03.2017 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2015

(IN LAKHS)

LIABILITIES SIDE

Loans And Advances Availed By The Nbfcs Inclusive of Interest Accrued Thereon But Not Paid:	Amount Outstanding	Amount Overdue
1		
a Debentures		
• Secured	Nil	Nil
• Unsecured (other Than Falling Within The Meaning of Public Deposits*)	1096.29	1096.29
b Deferred Credits	Nil	Nil
c Term Loans	Nil	Nil
d Inter Corporate Loans And Borrowings	Nil	Nil
e Commercial Paper	Nil	Nil
f Other Loans (Specify Nature)	Nil	Nil

*Please see note -1 below

ASSETS SIDE

Break Up of Loans and Advances Including Bills Receivables other than Those Included In (4) Below:	Amount Outstanding
2 • Secured	Nil
• Unsecured	2373.53
3 Break Up of Leased Assets and Stock on Hire and Other Assets Counting Towards AFC Activities	Nil
a Lease Assets Including Lease Rentals Under Sundry Debtors	
• Financial Lease	Nil
• Operating Lease	Nil
b Stock on Hire Including Hire Charges Under Sundry Debtors	Nil
• Assets on Hire	Nil
• Repossessed Assets	Nil
c Other Loans Counting Towards Afc Activities	Nil
• Loans Where Assets Have Been Repossessed	Nil
• Loans Other Than (a) Above	Nil
4 Break Up of Investments:	
Current Investments	
1. Quoted	
• Shares	
Equity	18.54
Preference	Nil
• Debentures And Bonds	Nil
• Units of Mutual Funds	3.70
• Government Securities	Nil



MARDA COMMERCIAL & HOLDINGS LTD.

• Others	Nil
2. Unquoted	
• Shares	
(i) Equity	Nil
(ii) Preference	Nil
• Debentures And Bonds	Nil
• Units of Mutual Funds	Nil
• Government Securities	Nil
• Others	Nil
Long Term Investments	Nil
1. Quoted	
• Shares	
(i) Equity	Nil
(ii) Preference	Nil
• Debentures And Bonds	Nil
• Units of Mutual Funds	524.79
• Government Securities	Nil
• Others	Nil
2. Unquoted	
• Shares	
(i) Equity	8.99
(ii) Preference	15.00
• Debentures And Bonds	Nil
• Units of Mutual Funds	Nil
• Government Securities	Nil
• Others	Nil

5 Borrower Group Wise Classification of Assets Financed as in (2) and (3) above: Please Note 2 below

Category	Amount Net of Provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies In The Same Group	Nil	Nil	Nil
(c) Other Related Parties	Nil	1492.08	1492.08
2. Other Than Related Parties	Nil	881.45	881.45
Total	Nil	2373.53	2373.53

6 Investor Group Wise Classification of All Investments (current and Long Term) in Shares and Securities (both Quoted and Unquoted): Please See Note 3 Below as Per Accounting Standard of ICAI

Category	Market Value / Break Up or Fair Value or Nav	Book Value (net of Provision)
1. Related Parties **		
(a) Subsidiaries	Nil	Nil
(b) Companies In The Same Group	926.13	8.99
(c) Other Related Parties	Nil	Nil
2. Other Than Related Parties	507.36	526.03
TOTAL	1433.49	571.02

**7 Other Information:**

Particulars	Amount
i Gross Non- Performing Assets	
(a) Related Parties	Nil
(b) Other Than Related Parties	Nil
ii Net Non- Performing Assets	
(a) Related Parties	Nil
(b) Other Than Related Parties	Nil
iii Assets Acquired In Satisfaction Of Debts	Nil

NOTES:

1. As defined in paragraph 2 (1) (xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning Norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve bank) Direction, 2015
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other assets as also assets acquired in satisfaction of debts. However, Market value in respect of quoted investment and break up / fair value/ NAV in respect on unquoted investment should be disclosed irrespective of whether they are classified as long term or current in (4) above .

**MARDA COMMERCIAL & HOLDINGS LTD.**

Regd. Office: "Mercantile Building" Block E,
2nd Floor, 9/12, Lalbazar Street, Kolkata-700 001
Email: info@mchl.co.in; Website: www.mchl.co.in
CIN: L65929WB1990PLC048280

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters)

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

I hereby record my presence at the 28th Annual General Meeting of the Company at Mercantile Building, 9/12 Lal Bazar Street, Block-E, 2nd Floor, Kolkata 700 001, on Saturday, the 23rd September, 2017 at 11.00 A.M.

Signature of Shareholder.....

Signature of Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

* Applicable for investors holding shares in electronic form

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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]

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of ____ equity share of the above mentioned 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:.....

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held at Mercantile Building, 9/12 Lalbazar Street, Block-E, 2nd Floor, Kolkata 700 001, on Saturday, the 23rd September, 2017 at 11.00 A.M. In respect of the such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Ordinary Resolution to be passed to receive and adopt the Audited Accounts of the Company for the year ended 31 st March, 2017 along with Director's and Auditor's report thereon.		
2.	Ordinary Resolution to appoint a Director in place of Mr. Lalit Agarwal (DIN: 00109920), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to appoint Statutory Auditors of the Company.		

Signed this _____ day of _____ 2017

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

Note:

The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.

For the Resolutions, explanatory statements and notes please refer to the Notice of the 28th Annual General Meeting.

* This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will entitled to vote in the manner as he/she thinks appropriate.