

27th Annual Report

2015 - 2016



MARDA COMMERCIAL & HOLDINGS LIMITED



Corporate Information

BOARD OF DIRECTORS

Mr. Daulat Ram Agarwala	<i>Managing Director</i>
Mr. Lalit Agarwal	<i>Non-Executive Director</i>
Mr. Jitendra Kumar Goyal	<i>Non-Executive Independent Director</i>
Mr. Rajesh Kumar Singhi	<i>Non-Executive Independent Director</i>
Ms. Kamlesh Gupta (Appointed on 09.02.2016)	<i>Additional Non-Executive Independent Director</i>

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

REGISTRAR & SHARE 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

L65929WB1990PLC048280

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MARDA COMMERCIAL & HOLDINGS LIMITED

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

Phone: 91 33 2248 5664, Fax: 91 33 2243 9601

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

CIN: L65929WB1990PLC048280

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Company will be held at Mercantile Building, 9/12 Lal Bazar Street, Block-E, 2nd Floor, Kolkata – 700 001, on Wednesday, the 28th September, 2016 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with Director's and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal (DIN: 00109920) being a Non Executive, Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution as **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s Mamraj & Co., Chartered Accountants (Registration No. 006396N), be and is hereby ratified for a year until the conclusion of 28th Annual General Meeting to be held in the year 2017 and authorize the Board of Directors to fix their remuneration."

SPECIAL BUSINESS :

4. To Appoint Ms. Kamlesh Gupta (DIN: 07243898), as an Independent Director of the Company.

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 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulation, Ms. Kamlesh Gupta (DIN: 07243898), appointed as an Additional Non Executive Independent Director of the Company pursuant to Section 161 and who holds office up to the date of this Annual General Meeting in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director , who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 32nd Annual General Meeting to be held in calendar year 2021."

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

5. Re-appointment of Mr. Daulat Ram Agarwala (DIN 00586956), as Managing Director of the Company.

Consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution** :

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Daulat Ram Agarwala, as a Managing Director of the Company, for a period of four years with effect from May 30, 2016 on the terms and condition including aggregate monthly remuneration of Rs. 50,000(Rupees Fifty Thousand) only as set out in the statement annexed to the notice convening this meeting and he shall have the right to manage the day-today business and affairs of the Company



subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Daulat Ram Agarwala shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as they may consider necessary, proper or expedient to give effect to the aforesaid resolution.

By Order of the Board
Marda Commercial & Holdings Ltd

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 : 13th August, 2016

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 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.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, shareholding and relationships between directors inter-se stipulated under Listing Regulation with the Stock Exchanges :

Name of Director	Daulat Ram Agarwala	Lalit Agarwal	Kamlesh Gupta
Date of Birth	29/01/1990	07/10/1960	08/12/1976
Date of Appointment	16/04/2002	05/04/2000	09/02/2016
Qualification	B.Com (Hons)	B.Com (Hons)	B.Com
Directorship in other Public Limited Companies	01	02	Nil
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil	02	Nil
Share holding of Director in the Company	512500	350000	Nil

Only Audit Committee and Stakeholders Relationship Committee have been considered

4. The Register of members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive).



5. 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.
6. 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.
7. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
8. 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 produce 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.
9. 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.
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. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. 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
13. 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 order to 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.
14. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company and/or its Registrars & Share Transfer Agents.
15. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2016 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



16. **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 25th September, 2016 at 9:00 a.m. (IST) and ends on 27th September, 2016 (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 21st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under :
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the 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).
 - (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 21st September, 2016. 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. 21st September, 2016, 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 of 21st September, 2016 date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. 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 and 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 Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Calcutta Stock Exchange Limited, where the company shares are listed.

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 : 13th August, 2016

By Order of the Board
Marda Commercial & Holdings Ltd

Radhika Maheshwari
Company Secretary

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

ITEM No. 4

Ms. Kamlesh Gupta was appointed as an Independent Additional Director of the Company as provided under the Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013 by the Board of Directors in its meeting held on February 9, 2016. She holds office up to the date of this ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Kamlesh Gupta for the office of Director of the Company.

The Board feels that presence of Ms. Kamlesh Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Ms. Kamlesh Gupta is interested in the Resolution mentioned at Item No. 4 of the Notice with regard to her appointment. Other than Ms. Kamlesh Gupta no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

ITEM No.5

Mr. Daulat Ram Agarwala was re-appointed as Managing Director as per the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, by the Board of Directors in its meeting held on 30th May, 2016 on the recommendation of nomination and remuneration committee He holds office up to the date of this ensuing Annual General Meeting.

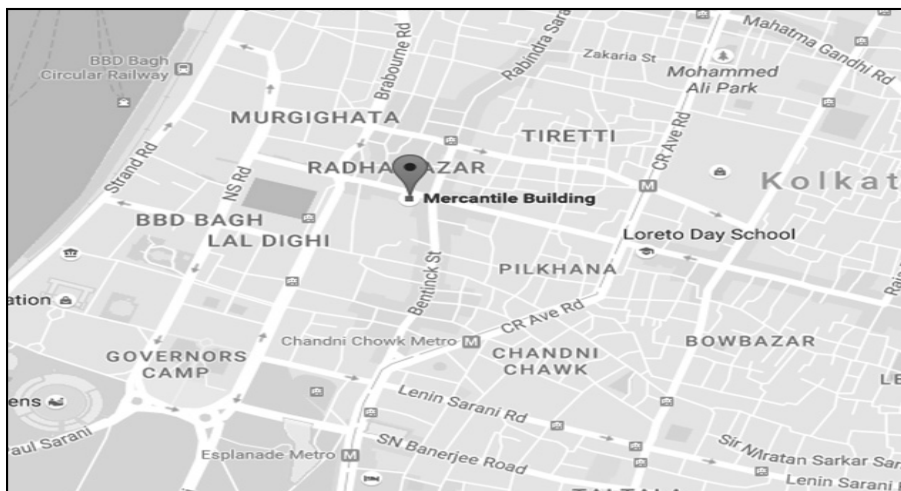
The Board feels that presence of Mr. Daulat Ram Agarwala on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption.

Mr. Daulat Ram Agarwala will be paid remuneration by way of salary Rs. 50,000 Per Month for the services that he will render as Managing Director. Mr. Daulat Ram Agarwala will discharge all duties and responsibility as is normally done by a person of his designation in other organization.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

Mr. Daulat Ram Agarwala is interested in the Resolution mentioned at Item No. 5 of the Notice with regard to his appointment. Other than Mr. Daulat Ram Agarwala no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

ROUTE MAP OF AGM VENUE





DIRECTORS' REPORT

To,
The Members,

Your directors have pleasure in presenting their Twenty-seventh 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, 2016.

Financial Highlights

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

(in ₹)

Financial Result	Year Ended 31.03.2016	Year Ended 31.03.2015
Total Revenue	69219247.63	61310996.03
Profit /(Loss) Before Tax	9709096.09	8458530.63
Less: Tax Expenses	2580875	2458372.00
Profit /(Loss) After Tax	7128221.09	6000158.63
Transfers To Statutory provision	(93685)	(506.00)
Transfers to Statutory Reserve	1425644	1200032
Balance carried to Balance Sheet	5796262.09	4800632.63
Balance transferred to Balance Sheet	78403228.47	73602595.84

Operating & Financial Performance

Gross revenues increased to Rs. 69219247.63/- a growth of around 12.90% against Rs. 61310996.03/- in the previous year. Profit before taxation was Rs. 9709096.09/- against Rs. 8458530.63/- in the previous year. The percentage of profit has increased by 14.78% .

Dividend

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

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.

Material Changes & Commitments occurring after the end of Financial Year

No material changes and/or commitments affecting the financial position of the Company occurred between the end of the financial year to which the attached financial statements relate to and up to the date of this report.



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, 2016 was Rs. 10,00,06,000. During the year under review the company has not issued any shares or any convertible instruments.

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

During the year under review, at the meeting of the Board of Directors of the Company held on 9th February, 2016, on the recommendation of Nomination and Remuneration Committee, Miss Kamlesh Gupta (DIN : 07243898) was proposed to be appointed as an additional, non-executive, independent woman director of the Company with effect from that date to hold office upto the date of ensuing Annual General Meeting. Your Company has received notices from shareholders along with requisite deposits proposing the candidature of Miss Kamlesh Gupta for her appointment as Director at the ensuing Annual General Meeting.

In the Board Meeting held on 30th May, 2016 the Board of Directors of the Company propose to re-appoint Mr Daulat Ram Agarwala (DIN : 00586956) as a Managing Director on the recommendation of the Nomination & Remuneration Committee subject to shareholder approval at ensuing Annual General Meeting.

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 PERSONNEL

On recommendation of the Nomination and remuneration Committee of the Company, Mr Aashish Agarwal was appointed as the CFO with effect from 31.07.2015 Company. Ms. Radhika Maheshwari is the Company Secretary, Compliance officer and KMP under Section 203 of the Companies Act 2013. Mr. Daulat Ram Agarwala is the Managing Director of the Company.

Listing Agreement

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of Capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within Six Months from the Effective date. The Company entered into new Listing Agreement with CSE Ltd during the financial year.



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 2015-16 Six (6) 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.

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

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 31.03.2016 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 arms 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 obligations 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 2015-16 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. The manner of performance evaluation followed by the Board is provided in Corporate Governance Report.

Corporate Governance

Report on Corporate Governance along with the certificate thereon as obtained from M/s. MAMRAJ & Co., Chartered Accountants is separately attached as **Annexure-II** and forms a part of the Directors' Report.

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 the mechanism. Any employee may report such incident without fear to the Vigilance Officer or alternatively to 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: 006396E), 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 32nd Annual General Meeting to be held in the year 2017. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.



The Auditors report for fiscal 2016 does not contain any qualification, reservation or adverse remark. 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 to the Board's report. The auditor's certificate for fiscal 2016 does not contain any qualification, reservation or adverse remark.

Secretarial Audit

Mr. Anand Khandelia, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In terms of the provisions of Section 204(1) of the Company 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.

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.

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 2015-2016 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.

Business Responsibility Reporting

The provisions of the Business Responsibility reporting under the Regulation 34(2)(f) of SEBI(Listing Obligations and Disclosures Regulations) 2015.



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 Harrassment

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 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 Directors' 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 statements

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.

On behalf of the Board
For **Marda Commercial & Holdings Limited**

Place: Kolkata
Date: 30/05/2016

Daulat Ram Agarwala
Managing Director
(DIN 00586956)

Lalit Agarwal
Director
(DIN 00109920)



MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY TREND AND DEVELOPMENT

It is encouraging to note that World Bank and other authorities projected India's GDP to expand to 7.6% or above in the current financial year i.e. 2015-16 compared to 7.2% in 2014-15 on account of increased economic activity and greater stability. However, acceleration in growth is conditional on the development of social and economic conditions of the Country. 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 favourable conditions prevailed in the market which have been reflected in the profitability of the Company. Non-banking financial companies (NBFCs) is expected to grow 16-18 per cent in the current fiscal year on the back of rising demand in the new commercial vehicle segment and also given the general pick-up in business environment, according to a report by ICRA.

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. The Company keeps an eye on the global events and there relative impact on the Indian economy viz a viz on the interests (Investments) of the company and at the same time impact of interest rate changes.

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 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 transaction 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.

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 increased by 10.64 % as compared to the last financial year, However, interest income from lending activities has fallen by 12.63%, 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 positive growth since, Revenue from operations has increased by 10.64 % as compared to the last financial year, However, interest income from lending activities has fallen by 12.63%, 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 healthy relation 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**

Daulat Ram Agarwala
Managing Director
(DIN 00586956)

Place : Kolkata
Date : 30/05/2016



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 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

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

In accordance with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'SEBI Listing Regulations'] read with the disclosure requirements relating to the Corporate Governance Report contained in Schedule V of the SEBI Listing Regulations which came into effect from 1 December 2015 and Clause 49 of the erstwhile Listing Agreement entered into with the Stock Exchanges in India, the details of compliance by the Company with the norms on Corporate Governance are as under:

COMPANY'S PHILOSOPHY

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.

ETHICS POLICIES

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

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 strength of the Board of Directors during the financial year 2015-16 was five, whose composition is given below:

As on 31st March, 2016 the Company's Board comprised of five directors out of which one is Managing Director, One is Non-Executive Director, one additional 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 attendance and number of other Directorship and Committee Membership of each Director is given below:-



Name of the Directors	Category	Financial Year 2015–2016		Attendance at the Last AGM	No. of Directorship in other Public Limited Companies incorporated in India *	No. of Committee positions held in other public Companies **	
		Board Meeting held	Board Meeting attended			Chairman	Member
Mr. Daulat Ram Agarwala	Managing Director	6	6	Yes	01	Nil	Nil
Mr. Lalit Agarwal	Non–Executive Director	6	6	Yes	02	01	01
Mr. Rajesh Kumar Singhi	Non–Executive Independent Director	6	6	Yes	00	Nil	Nil
Mr. Jitendra Kumar Goyal	Non–Executive Independent Director	6	6	Yes	04	03	03
Ms. Kamlesh Gupta***	Additional Non–Executive Independent Women Director	2	2	No	00	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.

*** Ms. Kamlesh Gupta appointed w.e.f 9th February, 2016.

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

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 2016, Six Board meetings were held on 30th May 2015, 31st July 2015, 13th August 2015, 14th November 2015, 9th February 2016 and 2nd March, 2016. 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.

Separate Meeting of Independent Directors

During the year 2015-2016, 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 9th February, 2016 without the presence of the non-independent directors and the members of the management. These meetings were conducted in an informal manner to enable the Independent Directors to discuss and review the performance of non-independent directors and the Board as a whole, performance of the Chairman of the Company and for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board. The Independent Directors also met the non-executive Chairman to discuss their issues and concerns, if any, and for providing their inputs in this regard.

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 Wholetime 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, 2016 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 2016, 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, 2016 the Audit Committee comprised of two Independent Director 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 30.05.2015, 12.08.2015, 13.11.2015 and 08.02.2016. 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	4
Mr. Lalit Agarwal	Non-Executive Non-Independent 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 29, 2015

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;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses.

NOMINATION & REMUNERATION COMMITTEE

As on 31st March, 2016 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 held three meetings during the year 31st July, 2015, 9th February, 2016 and 2nd March, 2016.

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 Non-Independent Director	3	3
Mr. Jitendra Kumar Goyal	Non-Executive-Independent Director	3	3
Mr. Rajesh Kumar Singhi	Non-Executive Independent Director	3	3

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 criteri.

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, 2016

Name of the Director	Category	No. of Meetings held
Mr. Daulat Ram Agarwala	Non-Independent	512500
Mr. Lalit Agarwala	Non-Independent	350000
Mr Jitendra Kumar Goyal	Independent	-
Mr. Rajesh Kumar Singhi	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 9th February, 2016.

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 Non-Independent Director	1	1
Mr. Rajesh Kumar Singhi	Non-Executive Independant 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 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, 2016.

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 31.03.2016.

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.



SUBSIDIARY COMPANY

The Company has no subsidiary during the financial year.

COMPLIANCE OFFICER

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

Mr. 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 , 2016.

GENERAL BODY MEETINGS

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

For the year ended	Location	Date	Time	Special resolutions transacted
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
March 31, 2013	Mercantile Building, Block-E, 2nd Floor, 9/12, Lalbazar Street, Kolkata-700001	30.09.2013	11.00 A.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

- i) 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.
- ii) There are no significant transactions with Related Parties, which may have a potential conflict with the interests of the Company.
- iv) 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.
- v) 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.
- vi) 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.



- vii) 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
- viii) The Company's Remuneration Policy was adopted by the Nomination & Remuneration Committee and has been placed on the Company's website.
- ix) 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 (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, 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

27th AGM to be held on Wednesday, 28th September, 2016 at 11.00 A.M. at Mercantile Building, 9/12 Lal Bazar Street, Kolkata – 700 001.

Book Closure

The Register of Members and Share Transfer Register will remain closed from Thursday 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive).

Financial calendar

Financial year: April 1, 2015 to March 31, 2016



The Board Meetings for approval of financial results for financial year 2015-16 were held on the following dates:

First quarter results	August 13, 2015
Second quarter results	November 14, 2015
Third quarter results	February 9, 2016
Fourth quarter and annual results	May 30, 2016

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, 2016
Second quarter results	On or before November 14, 2016
Third quarter results	On or before February 14, 2017
Fourth quarter and annual results	On or before May 30, 2017

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 share of the Company on Stock Exchange during the financial year 2015-2016

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, 2016

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, 2016**

Share Holding	Shareholders' Number	Percentage of Share-holders	No. of Shares	Percentage of Shares
1 to 500	–	–	–	–
501 to 1000	–	–	–	–
1001 to 5000	–	–	–	–
5001 to 10000	–	–	–	–
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**

A. 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.

B. 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.

C. 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.

D. 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 at the Companies Website.

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, 2016 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 31.03.2016.

For and on behalf of the Board
For Marda Commercial & Holdings Limited

Daulat Ram Agarwala
Managing Director
DIN 00586956

Place: Kolkata
Date: 30.05.2016



CEO / CFO CERTIFICATION

To,
The Board of Directors
Marda Commercial & Holdings Limited

Re: Financial Statement for the Financial Year 2015-2016 – Certification by Managing Director

We, Daulat Ram Agarwala, Managing Director and Ashish 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, 2016 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, 2016 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

Place : Kolkata
Date : 30.05.2016

Daulat Ram Agarwala
Managing Director
DIN : 00586956

Aashish Agarwal
CFO



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

To the Members of
Madra Commercial & Holdings Limited

We have examined the compliance of conditions of corporate governance by **Marda Commercial & Holdings Limited**, for the year ended on 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement (upto 30th November 2015) and Schedule V of Listing Regulation (with effect from 1st December, 2015).

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 and Regulations.

We 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
Firm Regn No. 006396N

(Parveen Gupta)
Proprietor
Membership No.: 093403

Place: Kolkata
Date: 30/05/2016



ANNEXURE - III

Form No. MR-3

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

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

To,
The Members,
Marda Commercial & Holdings Limited
"Mercantile Building", Block-E, 2nd Floor
9/12, Lal Bazaar Street, Kolkata-700001

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, 2016 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, 2016 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, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) 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;



- (f) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
- (g) The SEBI (Delisting of Equity Shares) Regulations, 2009.
- (h) The SEBI (Buy Back of Securities) Regulations, 2009.
- (v) (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, 2014 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, 2014 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 other 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 : 30.05.2016

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



ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Marda Commercial & Holdings Limited
“Mercantile Building”, Block-E, 2nd Floor,
9/12, Lal Bazaar Street, Kolkata-700001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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 : 30.05.2016

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



ANNEXURE – IV

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2016**

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

I. REGISTRATION AND OTHER DETAILS

1.	CIN	L65929WB1990PLC048280
2.	Registration Date	29th January, 1990
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, 2nd 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	96.61%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

SL. No.	Name of the Company	Address of the Company	CIN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
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) Central Government									
	c) State Government									
	d) Bodies Corporate	1943400	0	1943400	19.433	1943400	0	1943400	19.433	0.000
	e) Banks / Financial Institutions									
	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)	244700	3800000	4044700	40.445	244700	3800000	4044700	40.445	0.000



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	
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	244700	3800000	4044700	40.445	244 700	3800000	4044700	40.445	0.000
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	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.	Category of Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in share-holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	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 Promoters' Shareholding

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	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



SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
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
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
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



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
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 Directors and KMP	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)				
	At the beginning of the year	350000	3.490	350000	3.490
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	[NO CHANGES DURING THE YEAR]			
	At the end of the year			350000	3.490
2.	Mr. Daulat Ram Agarwala (MD)				
	At the beginning of the year	512500	5.12		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	[NO CHANGES DURING THE YEAR]			
	At the end of the year			512500	5.12
	TOTAL	862500	8.615	862500	8.615

**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	129492662	NIL	129492662
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	8596704	NIL	8596704
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	119406332	NIL	119406332
ii) Interest due but not paid	NIL	1489626	NIL	1489626
iii) Interest accrued but not due	NIL		NIL	
Total (i+ii+iii)	NIL	120895958	NIL	120895958

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in ₹)
		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	600,000
	(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	600,000



B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		—	—	—	
1	Independent Directors	N I L			
	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 Act				

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross salary		Radhika Maheshwari	Ashish Agarwal (w.e.f 31.07.2015)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		₹ 1,80,000	₹ 4,00,000	₹ 6,80,000
	(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	₹ 4,00,000	₹ 6,80,000



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]	Appeal made, if any (give Details)
A.	COMPANY	NIL				
	Penalty					
	Punishment					
	Compounding					
B.	DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
C.	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					



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 DIRECTORS

Sl. No.	Name of the Director	Title	Remuneration in FY 2015-16 (Rs.)	Remuneration in FY 2014-15	Shares/Stock held	% Increase of Remm in 15-16 Against 14-16	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remuneration to Revenues In 2016 (Note - 1)	Ratio of Remuneration to Net Profit 2015 (Note - 1)
1.	Mr. DAULAT RAM AGARWALA	MANAGING DIRECTOR	600000	600000	512500	NIL	1.97%	2.48%	0.009	0.08.
2.	Mr. LALIT AGARWAL	NON EXECUTIVE DIRECTOR	NIL	NIL	350000	NIL	NIL	NIL	NIL	NIL
3.	Mr. RAJESH KUMAR SINGHI	NON EXECUTIVE INDEPENDANT DIRECTOR	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
4.	Mr. JITENDRA KUMAR GOYAL	NON EXECUTIVE INDEPENDANT DIRECTOR	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
5.	Ms. KAMLESH GUPTA	ADDITIONAL NON EXECUTIVE INDEPENDANT WOMEN DIRECTOR Appointed on 9th February, 2016	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2) REMUNERATION PAID TO KMP

Sl. No.	Name of the Key Managerial Personnel	Title	Remuneration in FY 2015-16 (Rs.) (Note - 2)	Remuneration in FY 2014-15	Shares/Stock held	% Increase of Remm in 14-15 Against 13-14	Ratio of Remm to MRE (Excl MD)	Ratio of Remm to MRE (Excl MD) (Note - 1)	Ratio of Remuneration to Revenues in 2016	Ratio of Remuneration to Net Profit 2015
1.	AASHISH AGARWAL (appointed on 31/07/2015)	CFO	400000	NIL	NIL	NIL	1.97	2.48	0.009	0.080
1.	Ms. RADHIKA MAHESHWARI	COMPANY SECRETARY	180000	84600	NIL	NIL	0.59	0.74	0.003	0.025

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. 3,04,220 in the financial year 2015-16.
- The Median Remuneration of Employees (MRE) excluding Managing Directors (MD) was Rs.2,42,110 in the financial year 2015-16.



- F. The number of permanent employees in the rolls of the company as on 31.03.2016 and 31.03.2015 were 3 and 2 respectively.
- G. The revenue growth during the Financial year 2015-16 was 12.89% over the Financial year 2014-15 and net profit Increased by 18.80% over last year.
- H. The aggregate remuneration of employees excluding Managing Director grew by 115.18 %, and, the aggregate remuneration of employees including Managing Director grew by 45.52%.
- I. The Company being listed in CSE Ltd and has the following market capitalizations :
 - 1. 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 2015-16 no employee received remuneration in excess of the highest paid Director.



INDEPENDENT AUDITORS' REPORT

To,
The Members of
Marda Commercial & Holdings Limited

Report on the Standalone 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, 2016, 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, 2016, 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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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.

For **MAMRAJ AND CO.**
Chartered Accountants
FRN: 006396N

PRAVEEN GUPTA
(Partner)
Membership No. 093403

Place: New Delhi
Date : 30.05.2016



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 4 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. 15,92,97,520. The maximum amount outstanding during the year was Rs. 17,83,81,936.
 - 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, 2016 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, 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. Based upon the audit procedures performed and the information and explanations given by the management, 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.
- 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 not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **MAMRAJ AND CO.**
Chartered Accountants
FRN: 006396N

PRAVEEN GUPTA
(Partner)
Membership No. 093403

Place: New Delhi
Date : 30.05.2016



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, 2016 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 authorisations 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 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, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MAMRAJ AND CO.**
Chartered Accountants
FRN: 006396N

PRAVEEN GUPTA
(Partner)
Membership No. 093403

Place: New Delhi
Date : 30.05.2016

**BALANCE SHEET** as at 31 March 2016

(Amount in ₹)

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
Equity and Liabilities			
Shareholders' Funds			
Share Capital	2	100,006,000.00	100,006,000.00
Reserves and Surplus	3	105,635,436.56	98,413,530.47
		205,641,436.56	198,419,530.47
Current Liabilities			
Short-term borrowings	4	120,895,958.00	129,492,662.00
Other current liabilities	5	4,350,840.00	3,588,270.73
Short-term provisions	6	20,218,644.00	17,742,444.00
Total		145,465,442.00	150,823,376.73
		351,106,878.56	349,242,907.20
Assets			
Non-current assets			
Fixed assets			
Tangible assets	7	53,037.00	53,037.00
Non-current investments	8	57,299,104.00	14,474,107.00
Deferred tax assets (net)	9	102,046.00	113,036.00
Long-term loans and advances	10	94,368,397.00	83,856,950.00
		151,822,584.00	98,497,130.00
Current assets			
Inventories	11	1,998,021.50	5,800,000.00
Trade receivables	12	7,266.66	1,615.92
Cash and bank balances	13	25,590,880.94	27,818,279.82
Short-term loans and advances	10	171,688,125.46	217,125,881.46
Total		199,284,294.56	250,745,777.20
		351,106,878.56	349,242,907.20
Notes 1 to 21 form an integral part of these financial statements			

As per our report of even date

For and on behalf of the Board of Directors

For **MAMRAJ & CO.**
 CHARTERED ACCOUNTANTS
 Firm Regn No. 006396N

DAULAT RAM AGARWALA
Managing Director
 DIN: 00586956

LALIT AGARWAL
Director
 DIN: 00109920

PARVEEN GUPTA
(Partner)
 Membership No. 093403

Date : 30.05.2016
 Place : Kolkata

RADHIKA MAHESHWARI
Company Secretary

**STATEMENT OF PROFIT AND LOSS** for the year ended 31st March, 2016

(Amount in ₹)

Particulars	Notes	Year Ended 31 March 2016	Year Ended 31 March 2015
Revenue			
Revenue from operations	14	66,871,500.63	60,437,792.84
Other income	15	2,347,747.00	873,203.19
Total revenue		69,219,247.63	61,310,996.03
Expenses			
Purchases of traded goods	15	38,685,849.39	36,370,451.72
Changes in inventories of finished goods, work-in-progress and traded goods	16	3,801,978.50	(1,741,553.73)
Employee benefit expenses	17	1,443,517.00	992,000.00
Finance costs	18	14,897,743.04	14,068,136.77
Depreciation and amortisation expense	19	–	31,983.00
Other expenses	20	681,063.61	3,131,447.64
Total expenses		59,510,151.54	52,852,465.40
Profit before tax		9,709,096.09	8,458,530.63
Tax expense			
Current tax		2,569,885.00	2,455,326.00
Excess/ (Short) provision of Income tax for earlier years		–	–
Deferred tax		10,990.00	3,046.00
Profit for the year		7,128,221.09	6,000,158.63
Less: Transfer to/(from) Statutory Provision		(93,685.00)	(506.00)
Less: Transferred to Statutory reserve		1,425,644.00	1,200,032.00
		5,796,262.09	4,800,632.63
Earnings per equity share of Face Value (Rs. 10/- each)			
Basic & Diluted		0.71	0.60

As per our report of even date

For and on behalf of the Board of Directors

For **MAMRAJ & CO.**
 CHARTERED ACCOUNTANTS
 Firm Regn No. 006396N

DAULAT RAM AGARWALA
 Managing Director
 DIN: 00586956

LALIT AGARWAL
 Director
 DIN: 00109920

PARVEEN GUPTA
 (Partner)
 Membership No. 093403

Date : 30.05.2016
 Place : Kolkata

RADHIKA MAHESHWARI
 Company Secretary

**CASH FLOW STATEMENT** for the year ended 31st March 2016

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	9,709,096.09	8,458,530.63
Adjustment for :		
Depreciation	–	31,983.00
Interest Paid	14,897,743.04	14,066,919.00
	24,606,839.13	22,557,432.63
Adjustment for :		
Dividend Received	1,698,746.00	789,588.25
		2,33,47,20.88
Interest Received	–	–
Miscellaneous Income-Provisins Written Back	–	–
Profit/(Loss) on Sale/Retirement of Fixed Assets	–	–
	26,305,585.13	23,347,020.88
Operating Profit before Working Capital Changes		
Adjustment for :		
Current Assets	38,733,626.76	(3,770,563.17)
Current Liabilities	3,238,769.27	3,245,346.73
Cash generated from Operating Activities	68,277,981.16	22,821,804.44
Interest paid	(14,897,743.04)	(14,066,919.00)
Deferred Tax Asset	(10,990.00)	(3,046.00)
Taxes paid	(2,569,885.00)	(2,455,326.00)
Cash Flow before Extraordinary items	50,799,363.12	6,296,513.44
Extraordinary Items	93,684.63	506.00
Net Cash from operating activities (A)	50,893,047.15	6,297,019.44
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale/(Purchase) of Investments	–	–
Purchase of investments	(42,824,997.00)	(2,575,507.00)
Dividend Received	(1,698,746.00)	(789,588.25)
Net Cash used in investing activities (B)	(44,523,743.00)	(3,365,095.25)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from/of Borrowings	(8,596,704.00)	12,638,098.00
Net Cash from Financing activities (C)	(8,596,704.00)	12,638,098.00
Net increase in Cash and Cash equivalents (A+B+C)	(2,227,399.25)	15,570,022.19
Cash and Cash equivalents at the beginning of the year	27,818,280.19	12,248,258.00
Exchange fluctuation on translation of foreign currency	–	–
Cash and Cash equivalents at the close of the year	25,590,880.94	27,818,280.19

As per our report of even date

For and on behalf of the Board of Directors

For **MAMRAJ & CO.**
CHARTERED ACCOUNTANTS
Firm Regn No. 006396N

PARVEEN GUPTA
(Partner)
Membership No. 093403

Date : 30.05.2016
Place : Kolkata

DAULAT RAM AGARWALA

Managing Director
DIN: 00586956

LALIT AGARWAL

Director
DIN: 00109920

RADHIKA MAHESHWARI
Company Secretary

AUDITORS'S CERTIFICATE

We have examined the above cash flow statement of Marda Commercial & Holdings Limited for the year ended 31.03.2016. The statement has been prepared by the management in accordance with the listing requirements of stock exchange in India and is based on and derived from the audited financial statement of the company for the year ended 31.03.2016.

Date : 30.05.2016
Place : Kolkata



SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. 1

A. Significant Accounting Policies

1. 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.

2. 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.

3. 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.

4. 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

5. Investments :

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

6. 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 or 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.

7. 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 reassure realization.

Significant accounting policies form integral part of the financial Statements for the year ended on 31.03.2016

In terms of our separate Audit Report of even date attached.

For and on behalf of the Board of Directors

For **MAMRAJ & CO.**

CHARTERED ACCOUNTANTS

Firm Regn No. 006396N

PARVEEN GUPTA

(Partner)

Membership No. 093403

Date : 30.05.2016

Place : Kolkata

DAULAT RAM AGARWALA

Managing Director

DIN: 00586956

LALIT AGARWAL

Director

DIN: 00109920

RADHIKA MAHESHWARI

Company Secretary



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016

(Amount in ₹)

Particulars	31st March 2016		31st March 2015	
	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 of the company

Particulars	31st March 2016		31st March 2015	
	% 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

Particulars	31st March 2016		31st March 2015	
	Number	Amount	Number	Amount
Equity Shares with voting rights				
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.

Particulars	31st March 2016		31st March 2015	
	Number	Amount	Number	Amount
3. Reserves and Surplus				
Surplus in the statement of profit and loss				
Balance as per last financial statements		78,403,228.47		73,602,595.84
Add : Profit for the year		5,796,262.09		4,800,632.63
Net Surplus in the statement of profit and loss		84,199,490.56		78,403,228.47
Statutory Reserve				
Balance as per last financial statements		20,010,302.00		18,810,270.00
Add: During the year		1,425,644.00		1,200,032.00
		21,435,946.00		20,010,302.00
Total Reserves and surplus		105,635,436.56		98,413,530.47



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
4. Short Term Borrowings		
Unsecured		
– From Related Party	120,895,958.00	129,492,662.00
– From Others	–	–
Total borrowings	120,895,958.00	129,492,662.00

Particulars	31st March 2016	31st March 2015
5. Other current liabilities		
Expenses Payable	4,350,840.00	3,588,270.73
	4,350,840.00	3,588,270.73

Particulars	31st March 2016		31st March 2015	
6. Short Term Provisions				
Statutory Provision				
Opening Balance	708,224.00		708,730	
Add : Transfer from/(to) Profit & Loss A/c	(93,685.00)	614,539.00	(506)	708,224.00
Provision for taxation		19,604,105.00		17,034,220.00
		20,218,644.00		17,742,444.00

7. Tangible assets

(Amount in ₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	AS AT 01st APRIL, 2015	ADDITIONS DURING THE YEAR	DELETIONS DURING THE YEAR	AS AT 31st MARCH, 2016	UP TO 31st MARCH, 2015	FOR THE YEAR	ADJUSTMENTS FOR DELETIONS DURING THE YEAR	OTHER ADJUSTMENTS	TOTAL UP TO 31st MARCH, 2016	AS AT 31st MARCH, 2016	AS AT 31st MARCH, 2015
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	975,715.00	31,983.00	–	–	1,007,698.00	53,037.00	85,020.00



NOTES TO FINANCIAL STATEMENTS for the year ended 31st March 2016

(Amount in ₹)

Particulars	31st March 2016		31st March 2015	
	Quantity	Trade	Quantity	Trade
8. Non-Current Investment				
Other investments				
Investment in Unquoted equity shares				
Advance Hightech Agro Products Limited (Face Value Rs. 10/-)	50000	150,000.00	50000	150,000.00
Tirupati Structurals Limited (Face Value Rs. 10/- each)	1447900	748,600.00	1447900	748,600.00
		898,600.00		898,600.00
Unquoted Preference Shares				
Farsight Securities Limited (Face Value Rs. 100/- each)	15000	1,500,000.00	15000	1,500,000.00
		1,500,000.00		1,500,000.00
Investment in Mutual Fund (Units)				
JM Core (Face Value Rs. 10/- each)	250000	2,500,000.00	250000	2,500,000.00
Reliance Capital Assets MGM, Co Ltd	4190465	44,000,000.00		-
Aditya Birla P Equity (Face Value Rs. 10/- each)	79930	8,400,504.00	79930	9,575,507.00
		54,900,504.00		12,075,507.00
Aggregate amount of Investment		57,299,104.00		14,474,107.00
Break Up Value of Unquoted equity shares		85,166,931.00		76,165,430.00
Break Up Value of Unquoted Preference shares		1,500,000.00		1,500,000.00
NAV of Units of Mutual Fund		52,989,320.86		9,617,000.00
		139,656,251.86		87,282,430.00

Particulars	31st March 2016	31st March 2015
9. Deferred tax Assets (Net)		
Timing difference on tangible assets depreciation and impairment	102,046.00	113,036.00
Net deferred tax asset / (liability)	102,046.00	113,036.00

Particulars	31st March 2016	31st March 2015
10. Loans and advances		
Loans Term		
– Unsecured, considered good		
– To Related Party	94,368,397.00	83,856,950.00
	94,368,397.00	83,856,950.00
Short Term		
Other loans and advances		
– Unsecured, considered good		
– To Related Party	64,929,123.00	43,827,806.00
– To Others	25,813,875.00	95,000,000.00
Advances recoverable in Cash or Kind or value to be Received	60,704,287.26	60,604,884.26
Income Tax & TDS	20,240,840.20	17,693,191.20
	171,688,125.46	217,125,881.46

- 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 2016

(Amount in ₹)

Particulars	31st March 2016		31st March 2015	
	No. of Shares / Units	Value ₹	No. of Shares / Units	Value ₹
11. Inventories : (Valued at cost or lower of net realisable value)				
Quoted Shares				
GOLDEN GOENKA FINCORP Ltd.	-	-	950,000.00	3,800,000.00
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		
ICICI BANK LTD	660.00	146,784.00		
MARUTI SUZUKI LTD	50.00	183,023.40		
ONGC LTD	650.00	134,290.00		
SUN PHARMA IND LTD	510.00	430,949.90		
TECH MAHINDRA LTD	390.00	179,595.00		
		2,005,580.35		3800000.00
Less: Devaluation In Stock (as per Market Price)		8,052.85		-
		1,997,527.50		38,00,000.00
Mutual Funds				
GOLDMAN SACHS MUTUAL FUND LIQUID BEES	0.49	494.00	2,104.32	2,000,000.00
Total		1,998,021.50		5,800,000.00
Market Value of Quoted Equity Shares		1,997,527.50		3,923,500.00
Market Value of Units of Mutual Fund		494.00		2,104,718.00

Particulars	31st March 2016	31st March 2015
12. Trade receivables :		
Other debts		
Unsecured considered good	7,266.66	1,615.92
Total Trade Receivables	7,266.66	1,615.92

Particulars	31st March 2016	31st March 2015
13. Cash and bank balances :		
Cash and cash equivalents		
Cash in hand (As Certified By Management)	96,773.60	82,620.60
Balances with banks		
- in current accounts	1,587,747.34	22,509,127.22
FDR With Scheduled Bank	22,500,000.00	5,000,000.00
Interest accrued on FDR	1,406,360.00	226,532.00
Total	25,590,880.94	27,818,279.82

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 2016

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
14. Revenue :		
Revenue from operations		
Interest	25,038,004.00	28,656,875.00
Sale of Shares	34,512,504.43	27,671,112.80
Sale of MF units	7,320,992.20	4,109,805.04
Revenue from operations (Net)	66,871,500.63	60,437,792.84

Particulars	31st March 2016	31st March 2015
15. Other Income :		
Dividend	1,698,746.00	789,588.25
Interest on Debentures	438,477.00	-
Profit from sale of Mutual Fund	210,524.00	-
Misc income	-	83,614.94
	2,347,747.00	873,203.19

Particulars	31st March 2016	31st March 2015
16. Purchases		
Purchase of shares	33,485,847.39	30,167,049.15
Purchase of MF units	5,200,002.00	6,203,402.57
	38,685,849.39	36,370,451.72

Particulars	31st March 2016	31st March 2015
17. Changes in inventories		
Opening stock		
Shares & Securities (A)	5,800,000.00	4,058,446.27
Closing stock		
Shares & Securities (B)	1,998,021.50	5,800,000.00
(A) - (B)	3,801,978.50	(1,741,553.73)

Particulars	31st March 2016	31st March 2015
18. Employee benefit expense		
Salaries, wages and bonus	843,517.00	392,000.00
Director's Remuneration	600,000.00	600,000.00
	1,443,517.00	992,000.00

Particulars	31st March 2016	31st March 2015
19. Finance costs		
Interest expenses	14,896,265.00	14,066,919.00
Bank charges	1,478.04	1,217.77
	14,897,743.04	14,068,136.77

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March 2016

(Amount in ₹)

Particulars	31st March 2016	31st March 2015
20. Depreciation and amortisation expense		
Depreciation of tangible assets (Also, refer note 7)	–	31,983.00
	–	31,983.00

Particulars	31st March 2016	31st March 2015
21. Other Expenses		
Payments to auditors		
- Audit Fees	57,250.00	56,180.00
- Tax Audit Fees	17,175.00	16,854.00
- Internal Audit Fees	20,000.00	20,000.00
Advertisement	19,006.00	19,324.00
Bad Debts	–	2,500,000.00
Demat Charges	6,150.06	7,279.64
Depository Charges	105,330.00	73,034.00
Filing Fees	12,700.00	7,200.00
General & Other Charges	11,774.17	3,150.00
Legal & Professional Charges	121,800.00	111,915.00
Listing Fees	39,326.00	39,326.00
Postage	1,906.00	1,679.00
Profession Tax	2,500.00	2,500.00
Printing and stationery	17,647.00	8,085.00
Computer software	18,000.00	–
Rent	108,000.00	108,000.00
RTA Fees	25,608.00	20,248.00
STT Charges	67,991.38	52,058.00
Travelling & Conveyance Charges	16,400.00	5,816.00
Vehicle running and maintenance	12,500.00	78,799.00
	681,063.61	3,131,447.64

**NOTES TO FINANCIAL STATEMENTS** for the year ended 31st March 2016

(Amount in ₹)

(B) Other Notes on Financial Statements

- 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	2015-2016	2014-2015
Audit Fees	50,000.00	50,000.00
Tax Audit Fees	15,000.00	15,000.00
Service Tax	9,425.00	8,034.00
Total	74,425.00	73,034.00

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	59,040,607.00	NIL	NIL
Tirupati Structural Limited (Common Control)	Loan Given	94,368,397.00	NIL	NIL
Kaveri Tubes (Common Control)	Loan Given	54,72,932.00	NIL	NIL
TSB Tubes & Tanks (Common Control)	Loan Given	4,15,584.00	NIL	NIL
Advance Enterprises (P)Ltd (Common Control)	Loan Taken	45,060.133.00	NIL	NIL
Vishal Equity Services(P) Ltd (Common Control)	Loan Taken	68,972,174.00	NIL	NIL
Radhika Maheshwari, (Company Secretary)	Salary Paid	1,80,000.00	NIL	NIL
Aashish Agarwal (CFO)	Salary Paid	4,00,000.00	NIL	NIL
Daulat Ram Agarwala, (Managing Director)	Director's Remuneration	6,00,000.00	NIL	NIL

- Other income include Rs.1698746.00 on account of dividend (P.Y. Rs.789588.25)
- Deferred Tax Asset amounting to Rs. 10,990.00 has been reversed and provision is made accordingly as per AS- 22.
- Special Reserve has been created @ 20 % of Profit after Tax as per RBI Guidelines.
- Contingent Provisions against Standard Assets has been maintained @ 0.25 % of the Outstanding Standard as per RBI Directions
- 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.
- Loans and Advances are subject to confirmation by respective parties.
- The Company has reclassified previous year figures to conform to this year's classification.
- Contingent Liabilities & Contracts on Capital Account – NIL.



12. Calculation of EPS :	31.03.2015	31.03.2015
Profit After Tax (A)	7,128,221.09	6,000,158.63
No of Equity Shares (B)	10,000,600	10,000,600
Earnings per Share (A/B)	0.71	0.60

Signature to notes 1 to 22

In terms of our separate Audit Report of even date attached.

For and on behalf of the Board of Directors

For **MAMRAJ & CO.**
CHARTERED ACCOUNTANTS
Firm Regn No. 006396N

DAULAT RAM AGARWALA
Managing Director
DIN: 00586956

LALIT AGARWAL
Director
DIN: 00109920

PARVEEN GUPTA
(Partner)
Membership No. 093403

Date : 30.05.2016
Place : Kolkata

RADHIKA MAHESHWARI
Company Secretary



SCHEDULE TO THE BALANCE SHEET OF MARDA COMMERCIAL & HOLDINGS LIMITED AS ON 31.03.2016 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2015

LIABILITIES SIDE

(₹ IN LACS)

PARTICULARS		AMOUNT OUTSTANDING	AMOUNT OVERDUE
1.	LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID:		
a)	DEBENTURES		
	• SECURED	NIL	NIL
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSITS*)	1208.96	1208.96
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

PARTICULARS		AMOUNT OUTSTANDING
2.	BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW:	
	• SECURED	NIL
	• UNSECURED	2458.16
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	
	• 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	19.98
	PREFERENCE	NIL



PARTICULARS		AMOUNT OUTSTANDING
	• DEBENTURES AND BONDS	NIL
	• UNITS OF MUTUAL FUNDS	0.05
	• GOVERNMENT SECURITIES	NIL
	• 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	549.01
	• 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		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	1592.98	NIL
2.	OTHER THAN RELATED PARTIES	NIL	865.18	523.29
	TOTAL	NIL	2458.16	523.29



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	851.67	8.99
	c) OTHER RELATED PARTIES	NIL	NIL
2.	OTHER THAN RELATED PARTIES	564.87	583.98
	TOTAL	1416.54	592.97
7. OTHER INFORMATION:			
PARICULARS			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:

- As defined in paragraph 2 (1) (xii) of the **Non – Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.**
- 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.**
- 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.

Registered 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*	Folio No.
Client ID*	No. of Shares

I hereby record my presence at the 27th Annual General Meeting of the Company at "Mercantile Building", 2nd Floor, 9/12, Lal Bazar Street, Block-E, Kolkata - 700 001, on Wednesday, the 28th September, 2011 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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CIN: L65929WB1990PLC048280

FORM NO. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 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 shares of the above company, hereby appoint.

- (1) Name Address
E-mail id Signature or failing him
- (2) Name Address
E-mail id Signature or failing him
- (3) Name Address
E-mail id Signature or failing him

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company at "Mercantile Building", 2nd Floor, 9/12, Lal Bazar Street, Block-E, Kolkata - 700 001, on Wednesday, the 28th September, 2011 at 11.00 A.M. in respect of such resolutions as are indicated overleaf :



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

Resolution No.	Resolutions	Optional	
		For	Against
	Ordinary Business :		
1.	Ordinary Resolution to be passed to receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 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 herself for re-appointment.		
3.	Ordinary Resolution to ratify the appointment of auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 33rd AGM and to fix their remuneration.		
	SPECIAL BUSINESS		
4.	Ordinary Resolution to appoint Ms. Kamlesh Gupta (DIN- 07243898) as an Independent Director of the Company.		
5.	Ordinary Resolution to re-appoint Mr. Daulat Ram Agarwala (DIN- 00586956) as an Managing Director of the Company for a further Term of Four (4) Years .		

Signed this day of 2016

Signature of Shareholder(s) Signature of Proxy(s)

Affix
Revenue
Stamp

Notes :

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 35th 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.



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