

DHANLEELA INVESTMENTS & TRADING CO LTD.



35th ANNUAL REPORT

FOR THE YEAR ENDED

31ST MARCH, 2015

DHANLEELA INVESTMENTS & TRADING CO LTD.

DIRECTORS:

Mr. Avinash M. Khire

Mr.Pramodkumar Harlalka

Mr. Vipul Dangi

Mrs. Varsha Dangi

BANKERS:

KOTAK MAHINDRA BANK LTD

AUDITORS:

MANISHA & CO.

Chartered Accountants

REGISTERED OFFICE:

**573,J.S.S.Road,2nd Floor,Chira Bazar,Next to Sharda Hotel,
Opp.Chandan Wadi,Mumbai-400002.**

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.

E-2, Ansa Industrial Estate, Saki Vihar Road,

Saki Naka, Andheri (E), Mumbai 400 072.

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the shareholders of the Company will be held on 28th September, 2015 at 10.00 A.M at The Maharaja Business Hotel, Kohinoor Complex, Service Road, Western Express Highway, Rawalpada Dahisar(East), Mumbai-400068.to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Vipul Dangi (DIN: 01191514), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company."

- 3 To ratify the appointment of M/s Manisha & Co, Chartered Accountants, Mumbai as Statutory Auditors of the Company by passing following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s. Manisha & Co, Chartered Accountants, Mumbai as the Statutory Auditor of the Company for the financial year ending 31st March, 2016.

**By Order of the Board of Directors
For Dhanleela Investments And Trading Co Ltd.**

Sd/-

**Vipul Dangi
(Managing Director)**

**Place: Mumbai
Date: 02nd September 2015**

NOTES:

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) 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. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 22nd September 2015 to 28th September 2015 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Bigshare Services Pvt Ltd** E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai Maharashtra 400072. and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at www.dhanleelainvestments.com

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.
9. Members are requested to bring their copy of Annual report to the meeting.

10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.

11. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Vipul Dangi	Varsha Dangi	Avinash Khire	Pramod Bajrang Harlalka
Age	41 years	34 years	73 years	54 years
Qualification	B.Com	B.Com	B.com	B.Com
Nature of Expertise	Marketing, Export Marketing, Finance Strategic Planning.	Human Resource Development,	Marketing And Banking	Finance, Taxation & Accounts.
No of years of Experience in the industry	17 years	12 years	37 years	27 years.
Name of the Companies in which also holds Directorship	Gurukirpa Finvest Limited	Gurukirpa Finvest Limited	Kosha Investments Limited Millenium Caribonum Limited	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil

E voting:

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):

3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 25th September 2015, 09A.M till 27th September 2015, and 05.P.M.
6. *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 28th September, 2015.
7. The Board of Directors at their meeting have appointed Mr.Harsh Gor, Proprietor of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

Process of E voting:

1. The voting period begins on 25th September 2015,9A.M and ends on 27th September 2015. P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable

	number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant Dhanleela Investments & Trading Company Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com.

Registered Office:

573, J.S.S.Road, 2nd Flr, Chira Bazar,
Next to Sharda Hotel, Opp. Chandan Wadi,
Mumbai- 400002.

By the order of the Board of Directors

For Dhanleela Investments & Trading Co.Ltd

Sd/-
Vipul Dangi
(Managing Director)

DIRECTORS' REPORT**1. INTRODUCTION**

Your Directors are elated in presenting the 35th Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2015.

The Annual report presented to you pertains to financial year before April 2015 so the contents within are governed by the relevant provisions/schedules/rules of the Companies Act, 2013, in compliance with General Circular No. 08/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs.

2. FINANCIAL RESULTS**(Amount in Rs)**

Particulars	Current Financial Year (2014-2015)	Previous Financial Year (2013-2014)
Net Profit Before Depreciation and Tax	1,802,396	5,984,862
Depreciation	NIL	NIL
Profit before Tax	1,802,396	5,984,862
Provision for Tax	553,944	1,775,641
Profit after Tax	1,248,452	4,209,222
Less:- Income Tax - Earlier Years	118563	13,91,595
Balance Brought forward	(20,676,808)	(23,494,434)
Balance carried to Balance Sheet	(19,546,919)	(20,676,808)

3. BUSINESS OVERVIEW

Due to adverse market situations, the Net Profit of the Company has declined from Rs. 59,84,862/- to Rs. 18,02,396/-. The Company's policy of management has provided cushion effect to the adversities of the market on the performance of Company. The Board of Directors look towards the future performance with a positive approach.

4. DIVIDEND

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and with a view to conserve the resources, they do not recommend any dividend for the year ended 31st March, 2015.

5. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

6. STATUTORY AUDITORS

M/s. Manisha & Co, Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the company last year 2014, for five consecutive years, subject to ratification at every Annual General Meeting. Accordingly, their appointment is proposed to be ratified in the ensuing AGM. They have given their eligibility & consent for the proposed ratification.

7. SECRETARIAL AUDITORS

M/s. H V Gor & Co, Practicing Company Secretaries have been appointed in the Board Meeting held on 30th March, 2015 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under Annexure IV.

8. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualification, reservation or adverse remark made by the Auditors in their report.

The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in his Secretarial Audit Report are furnished as under:

1. The Company has been inviting the applications for the post of Company Secretary in whole time employment of the Company by issuing classifieds in the newspapers. However, the Company has failed to receive application from a suitable candidate for the aforementioned responsibilities.

9. DIRECTORS

There was no change in the Board of Directors of the Company during the financial year under review.

10. DECLARATION BY THE INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

11. BOARD MEETINGS

During the financial year under review, the Board of Directors met Five Times.

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

13. INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

14. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

No of complaints received:	Nil
No of complaints disposed off:	Nil

15. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have 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 as at 31st March, 2015 and of its Profit for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. They have prepared the annual accounts for the year ended 31st March, 2015 on a 'going concern' basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

17. DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES.

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

18. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

19. ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

20. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

21. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

22. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014:

The Company has an adequate Internal financial control system, commensurate with the size of its business operations.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

24. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "MGT-9".

25. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members;

- a. Mr. Avinash Khire
- b. Mr. Pramod Harlalka
- c. Mrs. Varsha Dangi

The above composition of the Audit Committee consists of independent Directors viz., Mr. Avinash Khire and Mr. Pramod Harlalka who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

26. CORPORATE GOVERNANCE:

Your Company is committed to adopting the best Corporate Governance practices. It believes that proper corporate governance is not just a regulatory compliance nut also a facilitator for enhancement of stakeholder's value. Reports on Corporate Governance and Management Discussions & Analysis are annexed and form part of this report.

27. APPRECIATION AND ACKNOWLEDGEMENT

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the Company's business.

Your directors are grateful towards all members for supporting and sustaining us during the intricate days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

By Order of the Board of Directors
For Dhanleela investments And Trading Co Ltd.
Sd/-
Vipul Dangi
(Managing Director)

Place: Mumbai
Date: 2nd September 2015

REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. At board are committed to meet the aspirations of all our stakeholders and believe in adopting best corporate practices for ethical conduct of business. The Board of Directors is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholder and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board of Directors and keep our governance practices under continuous review.

BOARD OF DIRECTORS

▪ **Composition:**

The composition of the Board of your Company is in conformity with Clause 49 of the Listing Agreement, as amended from time to time. The Board of the Company presently consists of four directors. The Board comprises of 50-50% strength i.e. two Executive Director and two Non-Executive Directors. The board also comprises of Independent Directors which brings in independent judgment in the Board's deliberations and decisions. The Composition of Board of Directors is as under:

Sr	Name	Designation	KMP Position
1	Mr.Vipul Dangi	Managing Director	Chief Executive Officer
2	Mrs.Varsha Dangi	Chairperson	Chief Financial Officer
3	Mr. Avinash Madhav Khire	Independent Director	-
4	Mr. Pramod Bajranglal Harlalka	Independent Director	-

▪ **Attendance of each Director at the Board Meeting and the last AGM**

Details of Attendance, Number of other Companies or Committees the Director (Being a Director as on the date of the Directors' Report) is a Director/Chairman)

Name of Director	Category of Directorship	No. of Board Meetings Attended	No. of other Companies in which Director	No. of Committees (other than the Company)	Attendance at the last AGM
Mr. Vipul Dangi	Managing Director & Chief Executive Officer	5	01	00	Yes
Mrs. Varsha Dangi	Chairperson & Chief financial Officer	4	01	00	Yes
Mr. Avinash Madhav Khire	Independent Director	2	02	00	yes
Mr. PramodKumar Bajranglal Harlalka	Independent Director	3	00	00	yes

- Board meetings of the Company**

The Board has duly complied with the Secretarial Standard 1 and Clause 49 of the Listing agreement for holding the Board meetings of the Company. The meetings were held within a gap of three months and all the procedures were duly accorded and maintained while the meeting was held.

Five Board Meetings were held in the Financial Year 2014-2015. The dates on which the said meetings were held are as follows:

Board Meetings	
29 th May, 2014	12 th August 2014
13 th November 2014	13 th February 2015
30 th March 2015	

- Directors Remuneration/ Compensation:**

Sr No.	Name of the Director	Designation	Sitting Fees Rs.	Salaries, Commission Etc.	Total
1	Mr. Vipul Dangi	Managing Director & CEO	N.A	2,64,000/-	2,64,000/-
2	Mrs. Dangi Varsha	Chairperson & CFO	N.A	N.A	N.A
3	Mr. Mr. Avinash Madhav Khire	Independent Director	N.A	N.A	N.A
4	Mr. PramodKumar Bajranglal Harlalka	Independent Director	N.A	N.A	N.A

2. COMMITTEES OF THE BOARD

The Board has total three Committees namely,

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee

A) AUDIT COMMITTEE:

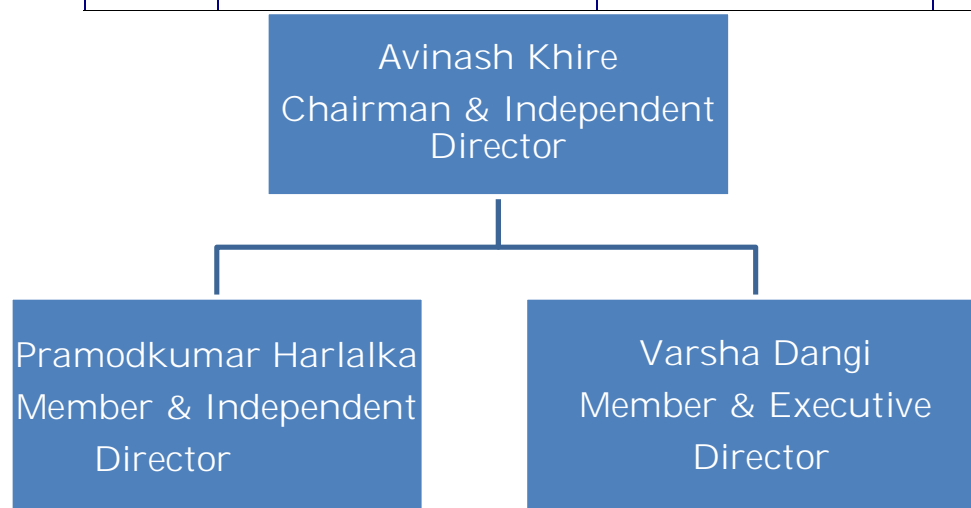
The Audit Committee comes into force, to comply with the provisions of the Corporate Governance of Listing Agreement which will bring more and more transparency and efficiency in the Board Procedures and in the operations of the Company

The audit committee is expected to review the company's financial reporting process and its financial statement, review the accounting and financial policies and practices, review the efficiency of the internal control mechanism and monitor the management of risk, review policies adopted by the company and ensure compliance with the regulating guidelines, review reports furnished by the statutory auditors and ensure that suitable follow ups are taken.

The terms of reference of the audit committee includes the powers as laid out in clause 49 II (C) of the listing agreement and role as stipulated in clause 49 II (D) of the listing agreement.

The Audit Committee was constituted with Mr. Avinash Khire as the Chairman and Mr. Vipul Dangi and Mrs. Varsha Dangi as the Members of the Committee. The Committee underwent restructuring in previous year, after the restructuring of the entire Board of Directors of the Company and present members of the Committee are as follows:

Sr. No.	Name of the Director	Category	Designation
1.	Avinash Khire	Independent Director	Chairman
2.	Pramodkumar Harlalka	Independent Director	Member
3.	Varsha Dangi	Executive Director	Member



i. Powers of the audit committee includes:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers Necessary.
5. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

ii. The scope of committee includes:

1. Review of Company's financial reporting process and the financial statement.
2. Review internal control systems and functioning of internal audit process.
3. 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 system of a material nature and reporting the matter to the board.
4. Post audit review with statutory auditors.
5. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

iii. Number of Audit Committee Meetings held and the dates :

The Audit Committee meetings were held on the following dates:

DATES	MATTERS TAKEN UP IN THE MEETING
29 th May 2014	Approval of drafted audited financial results for quarter ended March 31 st 2014 Review and approval of Annual Accounts. Approval Of The Auditors Report On The Annual Accounts For The Year Ended 31 st March 2014
12 th August 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended June 30 th , 2014 Limited review report
13 th November 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended September 30 th , 2014 Limited review report Review of internal control system
13 th February 2015	Consideration of the Draft Un-Audited Financial Results for the Quarter ended December 31 st , 2014. Limited review report

iv. Efficiency and effectiveness of operations :

1. Safeguarding of assets and adequacy of provisions for all liabilities.
2. Reliability of financial and other management information and adequacy of disclosures
3. Compliance with all relevant statutes.

B) NOMINATION & REMUNERATION COMMITTEE:

The Remuneration Committee renamed as Remuneration & Nomination Committee as on 12th August 2014 to comply with new Companies Act 2013 and the provisions of the listing agreement of the Corporate Governance. The following action has brought in more transparency, precision and efficiency within the Board and its process and in the operations of the Company.

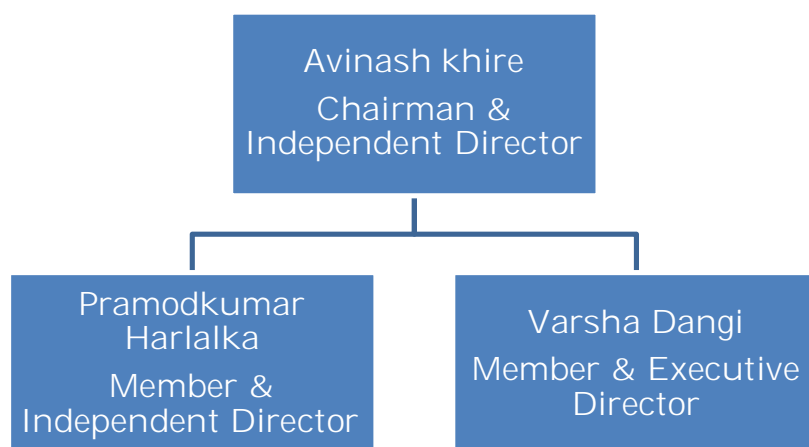
❖ The role of the remuneration committee primarily includes the following:-

1. Examining and suggesting the remuneration policy for executive directors
2. Examining; reviewing and modifying the human resources development policy including all personnel related matters.

❖ Composition:

The Remuneration Committee was constituted with Mr. Avinash Khire as the Chairman and Mr. Pramod Harlalka and Mrs. Varsha Dangi as the Members of the Committee.

The remuneration committee consists of the following Three Directors:



During the year under review a Remuneration Committee Meeting was held on 13.08.2014 and in the same meeting it was decided to give Mr. Vipul Dangi a salary of Rs. 22000/- P.M.

C) STAKEHOLDERS RELATIONSHIP COMMITTEE

On 12th August, 2014 the Board also re-constituted and renamed Share Transfers And Investors/Shareholders Grievance Committee as Stakeholders Relationship Committee in terms of the provisions of Companies Act 2013 read with revised Clause 49 of the Listing Agreement as follows: This helped the Company to improvise the services to be provided to the shareholders and to redress the complaints, transfer of shares etc related matter.

During the year under review, Shareholders committee met four times where all the members were present.

- 29th May, 2014
- 13th August, 2014
- 13th November, 2014
- 13th February, 2015

Queries during the year:

Total number of queries received during the year - Nil

Total number of queries solved during the year - Nil

Total number of queries pending as on 31st March, 2015 - Nil

During the year, the company resolved all the complaints within the time frame prescribed by the SEBI/Stock Exchanges except the disputed matters.

The Shares received for transfer are generally approved by the committee, once in the fortnight, and are given effect by the Registrar and Share Transfer Agent the details of which are noted by the board.

4. GENERAL BODY MEETING:

Details of the location of the last three AGMs & EGMs and the details of the resolution passed or to be passed by Postal Ballot.

Year Ended	AGM/E GM	Date of Meetings	Place of meeting	Special Resolution passed	Time
2011-12	AGM	28/06/2012	Shop No. 114, First Floor, Shagun Arcade Premises Co- Op. Soc. Ltd., Gen A K Vaidya Marg, Malad (E), Mumbai -400097.	1) Change of Name of the Company. 2) Increase In Authorised Share Capital. 3) Alteration of Memorandum of Association of the Company with respect to Increase in Authorised Share Capital. 4) Alteration of Articles of	4.30.PM

				Association of the company with respect to Increase In Authorised Share Capital. 5) Issue of Equity shares on preferential basis in the Company.	
2012-13	EGM	17/08/2012	Shop No. 114, First Floor, Shagun Arcade Premises Co- Op. Soc. Ltd., Gen A K Vaidya Marg, Malad (E), Mumbai -400097.	1) Issue of Equity shares on preferential basis in the Company. 2) Appointment of Mr. Tejas Gala and Mr. Gaurav Bahety as the Director of the company.	4.30.PM
2012-13	EGM	17/08/2012	Shop No. 114, First Floor, Shagun Arcade Premises Co- Op. Soc. Ltd., Gen A K Vaidya Marg, Malad (E), Mumbai -400097.	1) Issue of Equity shares on preferential basis in the Company. 2) Appointment of Mr. Tejas Gala and Mr. Gaurav Bahety as the Director of the company.	4.30.PM
2012-13	AGM	11/09/2013	Conference hall 1st Floor, Gokul Anand Hotel Pvt Ltd Ashokvan, Shiv vallabh Road, W.E Highway, Dahisar(East), Mumbai-400068.	1. Appointment of Mr. Pramodkumar Bajranglal Harlal Ka as Director. 2. Appointment of Mr. Vipul Dangi as Chairman and Managing Director. 3. Appointment of Mr. Avinash Khire. 4. Appointment of Varsha Dangi as Executive director. 5. Split of Equity Shares. 6. Alteration of AOA.	9.30 AM
2013-14	AGM	27/09/2014	The Maharaja Business Hotel, Kohinoor Complex, Service Road, Western Express Highway, Rawalpada Dahisar(east), Mumbai-400068	1. Appointment of Independent Directors 2. Appointment of MD & CEO 3. Appointment of Chairman & CFO 4. Adoption of Articles of Association as per Table F of Schedule I of the Companies Act, 2013	10.00 A.M.

All the resolutions including special resolutions set out in the respective Notices of the meetings aforesaid were passed by the Shareholders of the Company at the respective meetings.

5. NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT:

The details of Directors to be Appointed/re-appointed at the ensuing Annual General Meeting are produced below in terms of Clause 49 of the Listing Agreement:

Name	Varsha Dangi	Vipul Dangi	Pramodkumar Bajranglal Harlalka	Avinash Madhav Khire
Age	34	41	52	73
Qualification	B.COM	B.COM	B.COM	B.COM
Nature of Expertise	Human Resource Development, Communication, Public Relations, Art and Publicity	Marketing , Export Marketing,	Communication, Public Relations	Marketing & Banking
Name of the Companies in which also holds Directorship	Guru Kirpa Finvest Limited	Guru Kirpa Finvest Limited	N.A	Millenium Caribonum Ltd
Name of the Companies in committees of which also holds Membership/ Chairmanship	N.A	N.A	N.A	N.A
Shareholding in the Company	N.A	N.A	N.A	N.A

6. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. NIL

Details of non-compliance by the Company, penalties, imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter. NIL

7. MEANS OF COMMUNICATION:

The quarterly and half-yearly unaudited financial results during the year were published through vide circular in the local newspaper as per clause 41 of Listing Agreement.

8. GENERAL SHAREHOLDERS INFORMATION:

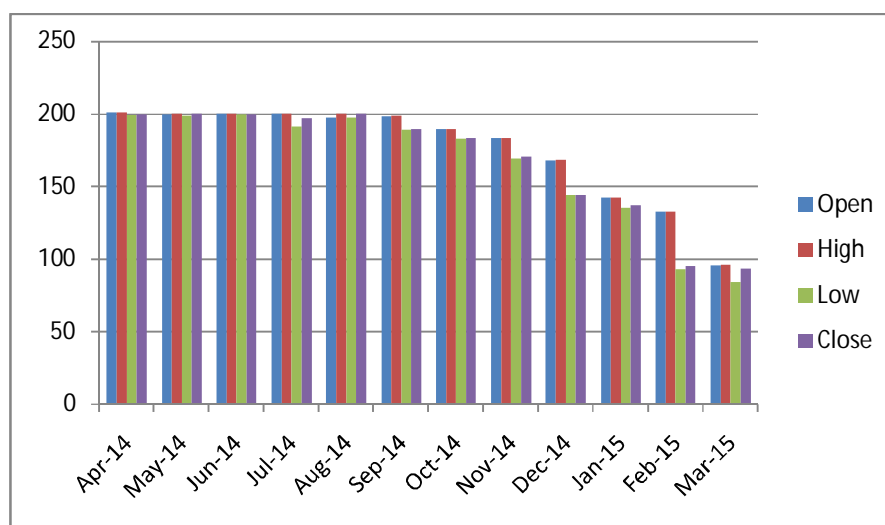
i.	Annual General Meeting	Date : 28 th September 2015 Time : 10.00 AM Address: The Maharaja Business hotel, Kohinoor Complex,Service Road,Western Express Highway Rawalpada, Dahisar (East), Mumbai-400068
ii.	Financial Calendar	a) April to March b) 1st Quarter Results - within 45 days from the end of the Quarter c) 2nd Quarter Results- within 45 days from the end of the Quarter d) 3rd Quarter Results - within 45 days from the end of the Quarter e) 4th Quarter Results - within 60 days from the end of the Quarter
iii.	Date of Book Closure	22 nd September 2015 to 28 th September 2015 (both days inclusive)
iv.	Listing on Stock Exchanges	The Bombay Stock Exchange, Mumbai
v.	ISIN Number forCDSL/NSDL	INE683D01027
vi.	BSE Scrip Code	503637
vii.	Registrar and Transfer Agents	Bigshare Services Pvt. Ltd, E-2/3,Anasa Industrial Estate, Saki Vihar Raod,Saki Naka, Andheri(E), Mumbai,Maharashtra,400072. Contact: 022-28470652 Fax : 022-28475207 Email: - info@bigshareonline.com Website:-www.bigshareonline.com
viii.	Registered Office	573,J.S.S.Road, 2 nd Floor, Chira Bazar Next to Sharda Hotel,Opposite Chandan Wadi,Mumbai-400002 Email: ratniinvestments@gmail.com Website:www. dhanleelainvestments.com

xi. Listing of Equity Shares:

The securities of your Company are listed at BSE and securities of the Company remain active at Bombay Stock Exchange Ltd. the Company has paid the listing fees for the year 2015-2016 to BSE.

x. Market Price Data: High, Low during each month during the last financial year:

Month*	Price of Dhanleela Investments & Trading Co Ltd, on Bombay Stock Exchange Limited (Price in Rs.)			
	Open	High	Low	Close
Apr-14	201.00	201.00	199.05	199.40
May-14	199.50	200.10	198.70	199.80
Jun-14	199.85	200.10	199.30	199.60
Jul-14	199.65	199.90	191.00	196.95
Aug-14	197.40	200.10	197.40	199.70
Sept-14	198.00	198.65	188.95	189.35
Oct-14	189.40	189.40	182.90	183.10
Nov-14	183.10	183.40	169.00	170.55
Dec-14	167.85	168.30	144.00	144.00
Jan-15	142.00	142.00	135.00	136.80
Feb-15	132.50	132.80	92.70	95.10
Mar-15	95.50	95.60	84.25	93.40



Share Prices During The Financial Year Under Review

xi. Buy-Back Of Shares:

There was no buy-back of shares during the year under review.

xii. Share Transfer System:

All the transfer received are processed by the Share Transfer Agent –

BIGSHARE SERVICES PVT LTD,

E-2/3, Ansa Industrial Estate,

Saki Vihar Road, Saki Naka,

Andheri (East), Mumbai-400072.

and approved by the Board/Committee and returned well within the stipulated period from the date of receipt.

xiii. Distribution Of Shareholding As On 31.03.2015:

Distribution of Shares	No. of Shareholders	Percentage to Total No. of Shareholders	Shareholding (Rs.)	Percentage to total Share Capital
01- 5000	137	30.8559	91460	0.0966
5001-10000	41	9.2342	315458	0.3333
10001-20000	40	9.0090	579448	0.6122
20001-30000	26	5.8559	645664	0.6822
30001-40000	18	4.0541	640418	0.6766
40001-50000	9	2.0270	408104	0.4312
50001-100000	35	7.8829	2575422	2.7210
100001 & Above	138	31.0811	89394026	94.4469
Total	444	100.00	94650000	100.00

xiv. Shareholding pattern as on 31.03.2015 is as follows:

Category	No. of Shares held	Holding Strength %
Insurance Cos./Banks	0.00	0.00
U.T.I.	0.00	0.00
NRIs	0.00	0.00
Clearing Members	168206	0.36
Resident Indians/other public shareholding	33636042	71.07
Bodies Corporate (Non Institution)	13520752	28.57
Promoters/Directors and their relatives	0.00	0.00
Total	47325000	100.00

xv. Dematerialization of shares

The total equity share Capital of the Company is 4, 73,25,000 as on 31st March 2015, of which 46,836,125 equity shares i.e. 98.97% of the total paid up equity capital are traded in electronic form. Further from total electronically traded shares 22340971 Equity shares were held in electronic form with National Securities Depository Limited (NSDL) and 24495154 Central Depository Services (India) Limited (CDSL) and remaining 488875 Equity shares are in Physical form. All the demat requests were generally processed and confirmed within 7 days of receipt.

xvi. Address for correspondence:**DHANLEELA INVESTMENTS & TRADING COMPANY LTD**

573, 2nd Floor, JSS Road, Chira Bazar,
Next to Sharda Hotel, Opp Chandan Wadi,
Mumbai- 400002.

Email Id: ratniinvestments@gmail.com

Website: www.dhanleelainvestments.com

Shareholders correspondence may be directed to the Company's Registrar and Share Transfer Agents whose address is given below:

BIGSHARE SERVICES PVT LTD.

E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka, Andheri (East),
Mumbai-400072

Phone: 022 - 28470652

Fax: 022 - 28475207.

Email: info@bigshareonline.com

Website: www.bigshareonline.com

xvii. Secretarial Audit Report

As stipulated by the Securities and Exchange Board of India, Secretarial Audits have been carried out, by Firm of Practicing Company Secretary, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the board of directors. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Declaration under Clause 49(I)(D) of the Listing Agreement for compliance with the Code of Conduct

In terms of the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, it is hereby declared that the Members of the Board of Directors of the Company have affirmed the compliance with the Code of conduct for the year ended 31st March, 2015.

**By Order of the Board of Directors
For Dhanleela Investments And Trading Co Ltd.**

Sd/-

**Vipul Dangi
(Managing Director)**

Place: Mumbai

Date:02nd September 2015

ANNEXURE XI

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2015

[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:

CIN	:	L65990MH1980PLC022268
Registration Date	:	27/02/1980
Name of the Company	:	DHANLEELA INVESTMENTS & TRADING COMPANY LIMITED
Category / Sub-Category of the Company	:	Company having Share capital
Address of the Registered office and contact details	:	573, J.S.S.Road, 2ndFloor, Chira Bazar, Next to Sharda Hotel, Opposite Chandan Wadi,Mumbai-40000
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	BIGSHARE SERVICES PVT. LTD , E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East),Mumbai-400072. Tel no.022-28470652, Fax no. 022 – 28475207 Email:- info@bigshareonline.com Webmail:- www.bigshareonline.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	Wholesale of Textiles, Fabrics, yarn, Household linen, Articles of Clothing	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of TotalEquity):**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	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Individual/HUF	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total(A)(1):	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(2) Foreign									
a) NRIs - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Other - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (A)(2):								N.A	N.A
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
B. Public Shareholding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(1) Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Mutual Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Insurance Companies	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
g) FIIs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
h) Foreign Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (B)(1):	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(2) Non-Institutions									
a) Bodies Corp.	8439654	N.A	8439654	17.83	13520752	N.A	13520752	28.57	N.A
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1382096	97625	1479721	3.13	930158	108875	1039033	2.20	N.A
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	36587829	595000	37182829	78.57	32217009	380000	32597009	68.88	N.A
c) Others Clearing Members	222796	N.A	222796	0.47	168206	N.A	168206	0.36	N.A
Sub-total(B)(2):									
Total Public Shareholding (B)=(B)(1)+(B)(2)	46632375	692625	47325000	100	46836125	488875	47325000	100	N.A
C. Shares held by Custodian for GDRs & ADRs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Grand Total (A+B+C)	46632375	692625	47325000	100	46836125	488875	47325000	100	N.A

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	NO PROMOTER	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. 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
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. 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
	For each of the Top 10 Shareholders				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year (or on the date of separation, if separated during the year)	N.A	N.A	N.A	N.A

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. 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
	For each of the Directors and KMP				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

II 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	N.A	N.A	N.A	N.A
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A
Change in Indebtedness during the financial year	N.A	N.A	N.A	N.A
Addition	N.A	N.A	N.A	N.A
Reduction	N.A	N.A	N.A	N.A
Net Change	N.A	N.A	N.A	N.A
Indebtedness at the end of the financial year	N.A	N.A	N.A	N.A
Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No.	Particulars of	Name of MD/ WTD/ Manager				Total Amount
		VIPUL DANGI				
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	264000/-	N.A	N.A	N.A	264000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
2	Stock Option	N.A	N.A	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A	N.A	N.A
4	Commission	N.A	N.A	N.A	N.A	N.A
5	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (A)	N.A	N.A	N.A	N.A	N.A
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

B. REMUNERATION TO OTHER DIRECTORS:

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

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Vipul Dangi CEO	Company Secretary	CFO	Total
1	Gross salary	264000/-	N.A	N.A	264000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A
3	N.A	N.A	N.A	N.A	N.A
4	N.A	N.A	N.A	N.A	N.A
5	N.A	N.A	N.A	N.A	N.A
6	N.A	N.A	N.A	N.A	N.A
7	N.A	N.A	N.A	N.A	N.A
8	N.A	N.A	N.A	N.A	N.A
9	N.A	N.A	N.A	N.A	N.A
10	N.A	N.A	N.A	N.A	N.A

IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
B. DIRECTORS					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

For Dhanleela Investments and Trading Co. Ltd

Sd/-

Mr. Vipul Dangi
(Managing Director)Date: 02nd September, 2015

Place: Mumbai

Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certificate

We, Mr.Vipul Sajjan Dangi, Managing Director & Chief Executive Officer and Mrs. Varsha Vipul Dangi, Chairperson and Chief Financial Officer of Dhanleela Investment and Trading Company Limited, to the best of our knowledge and belief hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and:
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. 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.
- b. There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Mumbai
Date: 02nd September 2015

For Dhanleela Investments And Trading Co.Ltd

Sd/-
Vipul Dangi
(CEO)

Sd/-
Varsha Dangi
(CFO)

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members of
Dhanleela Investments & Trading Company Limited.

We have received and examined the compliance of conditions of Corporate Governance by Dhanleela Investments & Trading Company Limited. for the financial year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement entered in to by the Company with Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In my opinion and to best of my knowledge & information and according to the explanations given to me, we hereby certified that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement entered into by the company with Stock Exchange.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

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

Place: Mumbai.
Date:02nd September 2015

For Manisha & Co.
Chartered Accountants
Sd/-
Manisha Patel
Proprietor
Membership No.148127

FORM MR-3

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

Secretarial Audit Report

For the Financial year ended 31st March 2015

To,

The Members,

Dhanleela Investments and Trading Company Limited,

Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to the good corporate practices by Dhanleela Investments and Trading Company Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes 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 auditing period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board Process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2015 according to the provisions of:

1. The Companies Act, 2013 and rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 and rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings;
5. The following regulations and guidelines prescribed under the Securities Exchange Board of India (SEBI) Act, 1992 (the Act):
 - a. The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - b. The SEBI (Prohibition of Insider Trading) Regulations, 1992;
 - c. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The SEBI (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;
 - g. The SEBI (Delisting of Equity Shares) Regulations, 2009;

h. The SEBI (Buyback of Securities) Regulations, 1998.

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

1. Secretarial Standards issue by the Institute of Company Secretaries of India;
2. The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

1. Pursuant to Section 203 read with Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has failed to appoint Company Secretary in whole time employment of the Company.

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. There were no changes in the composition of the Board during the year under review.

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

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

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

I further report that during the reporting period, there have been no specific events or actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 11th August 2015
Place: Navi Mumbai

For H V Gor & Co,
Practicing Company Secretaries
Sd/-
Mr. Harsh Vijay Gor
Proprietor
ACS No: 38377
CP No: 14269

MANAGEMENT DISCUSSION & ANALYSIS

Your Director are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2015 as under:

➤ INDIAN ECONOMY & OVERVIEW:

Indian economy is likely to clock 8.1 percent growth in the current financial year spurred by strong consumer spending amid low inflation, infrastructure projects and government's reform measures, says a UN report. Investment is also expected to rebound, although unevenly, given the still low capacity-utilisation rate at about 70 percent, it said. "Growth is forecast to accelerate to 8.1 percent in 2015 and 8.2 percent in 2016, benefiting from the acceleration of infrastructure projects, strong consumer spending due to lower inflation and monetary easing and gradual improvements in market sentiments," said the UN ESCAP report titled, 'Economic and Social Survey of Asia and the Pacific 2015. It said however that volatile capital flows that may follow monetary policy normalisation in the US remain the downside risk. The growth projection is in line with the estimates of the Finance Ministry. The International Monetary Fund (IMF) and the World Bank have projected India's growth at 7.5 percent for the current fiscal. However, the Reserve Bank of India (RBI) has forecast a growth rate of 7.8 percent.

INDUSTRY STRUCTURE:

The Company is involved in activities related to Trading in Textile and Shares. The country ranks No.2 in global textile and apparel exports with nine per cent growth since 1995. About 27 per cent of the foreign exchange earnings are on account of export of textiles and clothing alone. The textile industry accounts for 21 per cent of the total employment generated in the economy.

The future looks bright for the Indian textile and apparel industry. There are positive drivers which indicate future growth opportunities. There is plenty of cotton with a good potential for higher yield. There is the chance to produce yarn instead of exporting cotton. There is growing export as well as domestic market demand. The Government supports modernization of the industry with a particular focus on closing the gaps in the textile value chain.

➤ BUSINESS OPERATIONS:

The Company is engaged in Trading of Textiles and Shares. We identify mega trends and themes in the global economy and focus our fundamental research on owning high quality growth companies that are beneficiaries of these unassailable trends. We believe this approach to investing is paramount to long term wealth creation.

➤ OUT LOOK

The Company has high hope regarding boom in textile and trading industry which will help your Company to flourish and yield good returns to investors and shareholders. Keeping the same in view the Company is planning to expand the present line of business.

➤ **INTERNAL CONTROL SYSTEM:**

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilization

➤ **HUMAN RESOURCES:**

Organizations that invest in human capital invest in the future. The Company at present doesn't have any employee except the executive Directors putting their efforts for the Company but with the increased operations, Company is looking forward for more and more investment in Human Resources in the coming years.

➤ **SECRETARIAL AUDITORS**

As per new Companies Act, 2013, company is required to appoint Secretarial Auditor for conducting Secretarial audit in the company under section 204 of and Companies Act 2013 and rules made there under.

Based on recommendation received from the Audit Committee, the Board of Directors at their meeting held on 12th August, 2014 appointed H.V.Gor & Co., Company Secretaries, Navi Mumbai as a Secretarial Auditor of the Company under section 204 of the Companies Act, 2013 read with Rule 9 of the companies (Appointment 7 Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2014-15.

➤ **FORWARD LOOKING AND CAUTIONARY STATEMENTS:**

The statement in the management discussion and analysis reports describing Company objective, projections, estimates, expectation may be "Forward looking statements" are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events

**On behalf of the Board of Directors
For Dhanleela Investments And Trading Co Ltd.**

Sd/-

Place: Mumbai

Date: 02nd September 2015

**Vipul Dangi
(Managing Director)**

INDEPENDENT AUDITOR'S REPORT

To,
The Members Of Dhanleela Investments and Trading Company Limited
Report on the Financial Statements

We have audited the accompanying financial statements of **Dhanleela Investments and Trading Company Limited** ("the Company"), which comprise the Balance Sheet as at **31/03/2015**, the Statement of Profit and Loss, 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 and financial performance 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 31/03/2015, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the companies (Auditor's Report) Order 2015 ("the order") issued by the central government of India in terms of sub-section (11) of Section 143 of the Act, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

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 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 31/03/2015 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations on its financial position in its financial statements.
 - 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.

Place: Mumbai.
Date: 29th May 2015

For Manisha & Co.
Chartered Accountants
Sd/-
Manisha Patel
Proprietor
Membership No. 148127

Annexure to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (1) The company does not have any fixed assets. Consequently, the provisions of clauses 1 (a) & (b) are not applicable to the company.
- (2) (a) Physical verification of inventory has been conducted at reasonable intervals by the management.

(b) Procedures for physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business. There is no inadequacies in such procedures that should be reported.

(c) Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (3) Based on the audit procedures performed and the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured to/ from the companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013;

(a) The loans granted are re-payable on demand. As informed, the company has not demanded repayment of any such loan during the year, thus there has been no default on the part of the parties to whom the money has been lent. The payment of interest has been regular.

(b) There is no overdue amount of any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act
- (4) Based on the audit procedures performed and the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit We have not observed continuing failure to correct major weaknesses in internal control system.
- (5) The Company has not accepted any deposits from the public.
- (6) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (l) of section 148 of the Companies Act.
- (7) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income tax, Service tax, and other material statutory dues applicable to it.

(b) According to records of the Company examined by us there are no dues of Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute. The particulars of dues of Income Tax as at 31st March, 2015, which have not been deposited on account of any dispute, are as follows.

Nature of the Statute	Nature of Dues	Amount (Rs.)	Period to which Amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax Dues	1,70,405	A. Y. 1997-1998	The Commissioner of Income Tax (Appeals)

(c) The Company does not required to transfer fund to the Investor Education and Protection Fund.

- (8) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during current financial year and in the immediately preceding financial year.
- (9) The company has not availed any loan from financial institution or bank.
- (10) As Company has not availed any loan from financial institution or bank , hence this clause is not applicable.
- (11) The Company has not availed any term loans..
- (12) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For Manisha & Co.
Chartered Accountants
 Sd/-
Manisha Patel
Proprietor
Mem. No. 148127
Place: Mumbai
Dated: 29.05.2015

Balance Sheet as at 31st March 2015

Particulars	Note No.	As at	
		31st March 2015 Rupees	31st March 2014 Rupees
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	94,650,000	94,650,000
(b) Reserves and Surplus	2	<u>40,173,081</u>	<u>39,043,192</u>
		134,823,081	133,693,192
(2) Non Current Liabilities			
(a) Long-term borrowings	3	<u>-</u>	<u>10,000,000</u>
		-	10,000,000
(3) Current Liabilities			
(a) Trade payables	4	86,475,252	104,015,661
(b) Other current liabilities	5	25,770,462	25,767,972
(c) Short-term provisions	6	<u>553,944</u>	<u>1,775,641</u>
		112,799,658	131,559,274
TOTAL		<u>247,622,738</u>	<u>275,252,466</u>
II. ASSETS			
(1) Non-current assets			
(a) Non-current investments	7	377,131	377,131
(b) Long term loans and advances	8	<u>1,000,000</u>	<u>1,000,000</u>
		1,377,131	1,377,131
(2) Current assets			
(a) Inventories	9	209,259,363	219,977,048
(b) Trade receivables	10	9,959,124	48,547,604
(c) Cash and cash equivalents	11	928,449	938,497
(d) Short-term loans and advances	12	25,379,932	2,816,022
(e) Other current assets	13	<u>718,740</u>	<u>1,596,164</u>
		246,245,608	273,875,335
TOTAL		<u>247,622,738</u>	<u>275,252,466</u>
Significant Accounting Policies	21		
Notes on Financial Statements	1 to 28		
The accompanying notes are integral part of the financial statements			
In accordance with our report attached			

For Manisha & Co
Chartered Accountants

For and on behalf of the Board of
Dhanleela Investments and Trading Company Limited

Sd/-
Manisha P. Patel
Proprietor
Membership No. 148127
Place : Mumbai
Date : 29.05.2015

Vipul Dangi
Managing Director

Varsha Dangi
Director

Profit and Loss statement for the year ended 31st March, 2015

Particulars	Note No.	For The year Ended 31st March, 2015 Rupees	For The year Ended 31st March, 2014 Rupees
I. Revenue from operations	14	127,211,661	242,107,406
II. Other Income	15	789,798	1,666,532
III. Total Revenue (I +II)		128,001,459	243,773,939
IV. Expenses:			
(a) Purchase of Stock-in-Trade	16	114,275,285	365,814,821
(b) Changes in inventories	17	10,717,685	(129,377,235)
(c) Employee benefit expense	18	330,000	325,484
(d) Other expenses	19	876,093	1,026,007
Total Expenses		126,199,063	237,789,076
V. Profit/(Loss) before tax (III - IV)		1,802,396	5,984,862
VI. Tax expense:			
(i) Current tax		553,944	1,775,641
VII. Profit/(Loss) for the period (V - VI)		1,248,452	4,209,221
VIII. Earnings/(Loss) per equity share			
- Basic and Diluted	20	0.03	0.09
Significant Accounting Policies	21		
Notes on Financial Statements	1 to 28		

The accompanying notes are integral part of the financial statements

In accordance with our report attached

For Manisha & Co
Chartered Accountants

For and on behalf of the Board of
Dhanleela Investments and Trading Company Limited

Manisha P. Patel
Proprietor
Membership No. 148127
Place : Mumbai
Date : 29.05.2015

Vipul Dangi
Managing Director

Varsha Dangi
Director

Cash flow statement for the year ended March 31, 2015

Particulars	As at		As at	
	31st March 2015	31st March 2014	31st March 2014	31st March 2014
	Rupees	Rupees	Rupees	Rupees
Cash flows from operating activities				
Net Profit/(Loss) before taxation		1,802,396		5,984,862
Adjustments for:				
Profit on Sale of Investments		-	(196,400)	
Interest Income	(780,058)		(1,624,477)	
Dividend Income	(9,740)		(42,056)	
		(789,798)		(1,862,932)
Operating Profit / (Loss) before Working Capital Changes		1,012,598		4,121,930
Adjustment For :				
(Increase) / Decrease in Trade Receivables	38,588,480		(18,431,088)	
(Increase) / Decrease in Inventories	10,717,685		(129,377,235)	
(Increase) / Decrease in Other Current Assets	108,849		(304,776)	
(Increase) / Decrease in Loans & Advances	(22,563,910)		63,975,312	
Increase / (Decrease) in Trade Payables	(17,540,409)		78,027,072	
Increase / (Decrease) in Other Current Liabilities	2,490	9,313,185	(255,939)	(6,366,654)
Cash from / (paid towards) operating activities		10,325,783		(2,244,724)
Direct Taxes Paid	1,125,629		3,199,404	
Net Cash from / (paid towards) operating activities	(A)	9,200,154		(5,444,128)
Cash flows from investing activities				
Sales proceeds of Investments	-		285,589	
Interest Income Receivables	780,058		1,624,477	
Dividend Income	9,740		42,056	
Net cash from investing activities	(B)	789,798		1,952,122
Cash flows from financing activities				
Repayment of long term borrowings	(10,000,000)		-	
Net cash from / (paid towards) financing activities	(C)	(10,000,000)		-
Net increase/(decrease) in cash and cash equivalents	(A + B + C)	(10,049)		(3,492,006)
Cash and cash equivalents at beginning of reporting period		938,497		4,430,503
Cash and cash equivalents at end of reporting period		928,449		938,497

Cash & Cash equivalents:

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments. Cash and cash equivalents included in the statement of cash flows comprise the following amounts in the balance sheet:

	As at 31st March 2015	As at 31st March 2014
	Rupees	Rupees
Cash in hand	53,540	207,134
Balance with Banks		
- in Current Account	874,909	731,363
Cash & Cash Equivalents as at the end of the year	928,449	938,497

Notes:

- 1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statements".
- 2) Previous Year's figures have been reclassified to conform to current year's presentation.

In accordance with our report attached

For Manisha & Co
Chartered Accountants

For and on behalf of the Board of
Dhanleela Investments and Trading Company Lim

Manisha P. Patel
Proprietor
Membership No. 148127
Place : Mumbai
Date : 29.05.2015

Vipul Dangi
Managing Director

Varsha Dangi
Director

Notes on Financial Statements**Note 1 : Share Capital**

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of shares	Rupees	No. of shares	Rupees
Authorized:				
Equity Shares of Rs. 2/- each (Rs. 2/- each)	50,000,000	100,000,000	50,000,000	100,000,000
	<u>50,000,000</u>	<u>100,000,000</u>	<u>50,000,000</u>	<u>100,000,000</u>
Issued, subscribed and fully paid up:				
Equity Shares of Rs. 2/- each (Rs. 2/- each)	47,325,000	94,650,000	47,325,000	94,650,000
	<u>47,325,000</u>	<u>94,650,000</u>	<u>47,325,000</u>	<u>94,650,000</u>

Rights & restriction attached to equity shareholders

The Company has only one class of equity shares having a face value of Rs. 2/- each (Previous year Rs.2/-) . In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Reconciliation of the number of Shares outstanding at the beginning and at the end of the reporting period**Equity Shares Outstanding**

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of shares	Value of Shares	No. of shares	Value of Shares
Number of equity shares at the beginning of the year	47,325,000	94,650,000	47,325,000	94,650,000
Number of additional equity shares issued & subscribed	-	-	-	-
Number of additional equity shares issued by way of	-	-	-	-
Number of equity shares outstanding at the end of the	<u>47,325,000</u>	<u>94,650,000</u>	<u>47,325,000</u>	<u>94,650,000</u>

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :

Name of Shareholders	As at 31st March 2015		As at 31st March 2014	
	No. of shares	% of Holdings	No. of shares	% of Holdings
a) Brij Bhushan Singal	2375000	5.02	2375000	5.02
b) Ritu Singal	2375000	5.02	2375000	5.02
c) Neeraj Singal	2375000	5.02	2375000	5.02

Note 2 : Reserves and Surplus

Particulars	As at 31st March,2015		As at 31st March,2014	
		Rupees		Rupees
Security Premium				
Opening Balance		59,720,000		59,720,000
Add : Addition during the year		-		-
Closing Balance		<u>59,720,000</u>		<u>59,720,000</u>
Profit & Loss Account :				
Opening Balance		(20,676,808)		(23,494,434)
Add : Profit for the Year		1,248,452		4,209,221
Less: Income Tax - Earlier Years		118,563		1,391,595
Closing Balance		<u>(19,546,919)</u>		<u>(20,676,808)</u>
Total		<u>40,173,081</u>		<u>39,043,192</u>

Note 3 : Long-term borrowings

Particulars	As at 31st March,2015		As at 31st March,2014	
		Rupees		Rupees
From Others (Unsecured)		-		10,000,000
Total		<u>-</u>		<u>10,000,000</u>

Note 4 : Trade payables

Particulars	As at 31st March,2015		As at 31st March,2014	
		Rupees		Rupees
Due to Others		56,475,252		60,015,661
Advances Received		30,000,000		44,000,000
Total		<u>86,475,252</u>		<u>104,015,661</u>

Note 5 : Other current liabilities

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Sundry Creditors for Expenses	839,670	819,589
Duties & Taxes Payable	-	17,591
Due to Others	24,930,792	24,930,792
Total	25,770,462	25,767,972

Note 6 : Short-term provisions

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Provision For Income Tax	553,944	1,775,641
Total	553,944	1,775,641

Note 7 : Non-current investments

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Investments in Equity Instruments:		
Quoted Investments	293,206	293,206
Unquoted Investments	83,925	83,925
Total	377,131	377,131
Aggregate amount of quoted investments	293,206	293,206
Aggregate market value of quoted investments	2,411,015	1,656,488
Aggregate amount of unquoted investments	83,925	83,925

Note 8 : Long term loans and advances

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Loans and advances to others (Unsecured)	1,000,000	1,000,000
Total	1,000,000	1,000,000

Note 9 : Inventories

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Shares *	204,958,703	204,958,703
Fabric **	4,300,660	15,018,345
Total	209,259,363	219,977,048

* Valued at cost

** Valued at lower of cost or market value

Note 10 : Trade receivables

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Domestic Trade Receivables		
Trade Receivables outstanding for a period less than six months from the date they are due for the payment (Unsecured, Considered good)	9,959,124	48,547,604
Total	9,959,124	48,547,604

Note 11 : Cash and cash equivalents

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Cash in hand	53,540	207,134
<u>Balance with Banks</u>		
- in Current Account	874,909	731,363
Total	928,449	938,497

Note 12 : Short-term loans and advances

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Loans and advances to others (Unsecured)	25,379,932	2,816,022
Total	25,379,932	2,816,022

Note 13 : Other current assets

Particulars	As at 31st March,2015 Rupees	As at 31st March,2014 Rupees
Balances with Tax Authorities	522,269	1,290,844
Interest Receivable	196,471	305,320
Total	718,740	1,596,164

Note 14 : Revenue from operations

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
Operating Revenue		
Sales (Net of returns)	127,211,661	241,911,007
Net gain on sale of Investments	-	196,400
Total	127,211,661	242,107,406

Note 15 : Other Income

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
Interest Income	780,058	1,624,477
Dividend Received	9,740	42,056
Total	789,798	1,666,532

Note 16 : Purchase of Stock-in-Trade

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
Purchases	114,275,285	365,814,821
Total	114,275,285	365,814,821

Note 17 : Changes in inventories

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
Inventories at the end of the year	209,259,363	219,977,048
Inventories at the beginning of the year	219,977,048	90,599,813
Net (increase) / decrease	10,717,685	(129,377,235)

Note 18 : Employee benefit expense

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
Salaries	66,000	158,000
Directors Remuneration	264,000	167,484
Total	330,000	325,484

Note 19 : Other expenses

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
Rent	60,000	55,000
Office Expenses	105,476	116,683
Printing & Stationery	72,149	77,915
Telephone Expenses	55,214	59,026
Advertisement Expenses	28,225	15,694
Conveyance Expenses	81,446	82,953
Postage & Courier Expenses	73,759	74,110
Depository Expenses	39,326	47,889
Stock Exchange Fees	112,360	56,182
ROC Fees	8,400	18,698
Legal & Professional Expenses	211,324	122,548
Interest on TDS	43	38
Bank Charges & Other Expenses	-	191
Taxes & Charges - Shares	281	259,285
Futures and Options - Loss	-	11,705
<u>Auditors Remuneration :</u>		
Audit Fees	11,236	11,236
Tax Audit Fees	16,854	16,854
Total	<u>876,093</u>	<u>1,026,007</u>

Note 20 : Earnings per Shares

Particulars	For The Year Ended 31st March, 2015 Rupees	For The Year Ended 31st March, 2014 Rupees
a. Profit/(Loss) for the period	1,248,452	4,209,221
b. Weighted Average number of equity shares for Basic & Diluted EPS (N ₀)	47,325,000	47,325,000
Nominal value of each equity share	2	2
c. Basic and Diluted EPS	<u>0.03</u>	<u>0.09</u>

NOTE 21: Significant Accounting Policies:**a. Corporate Information:**

Dhanleela Investments & Trading Company Limited is public limited listed company. The Company is engaged in the business of Trading of textile and investments.

b. Basis of preparation of Financial Statements:

- i. The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 2013. Accounting Standards (AS) referred to in the notes are as issued by the Institute of Chartered Accountants of India.
- ii. Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.
- iii. The preparation of financial statements requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

c. Investments:

Investments are long term in the nature and stated at cost.

d. Revenue Recognition:

For dealing in Shares & Securities in cash market segment the same are accounted for on the basis of bill dates received from the brokers.

e. Inventories:

Inventories of securities are stated at cost & inventories of fabric are stated at cost or net realisable value whichever is lower.

f. Taxes on Income:

Provision for tax is made on the basis of the estimated taxable income as per the provisions of the Income Tax Act, 1961 and the relevant Finance Act, after taking into consideration judicial pronouncements and opinions of the Company's tax advisors.

g. Earnings per Share:

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of shares which could have been issued on the conversion of all dilutive potential equity shares.

NOTE 22 : Provisions, Contingent Liabilities & Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Following dispute with income tax department not provided in financial statements:

Nature of the Statute	Nature of Dues	Amount (Rs.)	Period to which Amount relates
The Income Tax Act, 1961	Income Tax Dues	1,70,405	A. Y. 1997-1998

NOTE 23 : In the opinion of the Board, the Current Assets Loans and Advances are not less than the values stated if realized in the ordinary course of business. The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

NOTE 24 : The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the yearend together with the interest paid/payable as required under the said Act have not been given.

NOTE 25 : Disclosures under accounting standards:**a. Segment Reporting (AS-17):**

The Company operates in the business of Trading and investments . It operates only in Domestic Market, hence there is no business / geographical segments to be reported as required under Accounting Standard (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India.

b. Related Party Disclosure (AS-18):

Related Party Disclosure under AS-18 issued by the Institute of Chartered Accounts of India. The Management has informed that all the transactions entered during the previous year with various parties do not fall within the purview of the Accounting standard 18 "Related Party Transaction" issued by the Institute of Chartered Accountants of India. The related parties of the company at March 31, 2015 are as follows:

i. Directors & Key management personnel :

- Vipul Dangi – Managing Director
- Varsha Dangi – Director
- Avinash Madhav Khire – Director
- Pramodkumar Bajranglal Harlalka – Director

c. Summary of significant related party transactions

The nature and volume of transaction of the company during the year with the above parties were as follows:

Name of the related party	Nature of Payment	March 31, 2015	March 31, 2014
Mr. Vipul Dangi	Managerial Remuneration	Rs. 2,64,000/-	Rs. 1,67,480/-

NOTE : 26 The balances of Current assets, Current liabilities including Sundry Debtors, Sundry Creditors, Loans & advances & Unsecured Loan balances are subject to confirmation.

NOTE : 27 Figures have been rounded off to the nearest rupee.

NOTE : 28 Comparative Figures:

Previous year's figures have been regrouped & rearranged wherever necessary to correspond with the current period's classification/disclosures.

For Manisha & Co.
Chartered Accountants

For & on behalf of the Board of Directors of
Dhanleela Investments and Trading Company Limited

Sd/-
Manisha P. Patel
Proprietor

Sd/-
Vipul Dangi
Managing Director

Sd/-
Varsha Dangi
Director

Mem. No. 148127

Place: Mumbai

Dated: 29.05.2015

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DHANLEELA INVESTMENTS & TRADING COMPANY LTD

PROXY FORM

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

Reg.FolioNO_____	Name of Shareholder_____
D.P.I.D*_____	Client ID*_____
Email ID: _____	

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

1. Name:Address:.....,E-mail Id:.....,Signature:....., or failing him

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 Annual General Meeting of the company, to be held on the 28th day of September 2015 At 10.00 a.m. at The Maharaja Business Hotel, Kohinoor Complex, Service Road, Western Express Highway, Rawalpada Dahisar(east), Mumbai-400068. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Item No.	Resolution	For	Against
1.	Adoption of Balance Sheet as at March 31, 2015, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.		
2.	Re-Appointment of Mr.Vipual Dangi as Director liable to retire by rotation		
3.	To re-appoint M/s Manisha & Co, Chartered Accountants, as Auditors of the Company		
4.	Re-Appointment of Mr. Varsha Dangi as Chief Financial Officer		

Signed this..... day of..... 2015

Signature of the shareholder _____

[Signature of Proxy] _____

Affix
Re. 1/-
Revenue

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

DHANLEELA INVESTMENTS & TRADING COMPANY LTD

ATTENDANCE SLIP

Annual General Meeting

Reg.FolioNO_____	Name of Shareholder_____
D.P.I.D*_____	Client ID*_____
Email ID: _____	

I/We hereby record my/our presence at the Annual General Meeting of the company being held on 28th September, 2015 at. The Maharaja Business Hotel, Kohinoor Complex, Service Road, Western Express Highway, Rawalpada Dahisar(east), Mumbai-400068 At 10.00 A.M.

Signature of the shareholder(s), / Proxy/

Representative_____

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.

BOOK- POST

If undelivered please return to:

DHANLEELA INVESTMENTS & TRADING COMPANY LIMITED.

Reg.Off:-

507,J.S.S.Road,2nd Flr,Chira Bazar,

Next to Sharda Hotel,Opp.Chandan Wadi,

Mumbai- 400002.