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Certified True Copy

Dhanashree Electronics Ltd.

*Nitesh Toshniwal*

Managing Director

## **DHANASHREE ELECTRONICS LIMITED**

Salt Lake Electronics Complex, Block-EP & GP, Plot No.XI-16,  
Sector-V, Kolkata-700091

### **BOARD OF DIRECTORS**

Mr Madan Gopal Maheshwari	(DIN00345482)
Mr Nitesh Kumar Toshniwal	(DIN00052422)
Mr Bhinwraj Kabra	(DIN00052377)
Mr Murarilal Jhanwar	(DIN00052519)
Mr Vijay Kumar Sharma	(DIN00052546)
MS Shruti Toshniwal	(DIN01654074)

### **AUDITORS**

Bijan Ghosh & Associates (Firm Registration No-323214E)  
C-16, Green Park  
P.Majumder Road  
Kolkata-700078

### **COMPANY SECRETARY**

Mr Ananda Bhattacharyya

### **BANKERS**

Union Bank of India  
Axis Bank Limited  
State Bank of Mysore

### **REGISTERED OFFICE**

Plot No-XI-16, Block-EP&GP  
Sector-V, Saltlake city  
Kolkata- 700091  
Phone -033 40633017/3016  
Email-info@rashmilighting.com

### **SHARE TRANSFER AGENT AND REGISTRAR**

M/s Maheshwari Datamatics Private Limited  
23, R.N.Mukherjee Road, 5th Floor, Kolkata-700001  
Ph-2248-2248, Fax-(033)22484787  
Email-mdpldc@yahoo.com

**DHANASHREE ELECTRONICS LIMITED**

**CIN-L31103WB1987PLC042594**

**www.rashmilighting.com**

**Salt Lake Electronic Complex, Block-EP & GP, Plot No. XI-16, Sector-V, Kolkata-700091**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the thirty first Annual General Meeting of the members of M/s Dhanashree Electronics Limited will be held on Friday, 28th day of September, 2018 at 9.00 a.m. at the Registered Office of the company situated at Plot No-XI-16, Block-EP&GP Sector-V, Saltlake city, Kolkata-700091 to transact the following business.

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ending 31st March 2018 together with the Reports of the Board of Directors and the Auditors thereon

2. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to consider if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

RESOLVED THAT pursuant to the provision of section 139 of the Companies Act 2013 and Rules made there under including any statutory modification(s) or re enactment there of for the time being in force and pursuant to the recommendations of the Audit Committee of the Board M/s Bijan Ghosh & Associates, Chartered Accountants (Firm Registration No-323214E), C-16, Green Park, P.Majumder Road, Kolkata-700078 be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix the remuneration considering the recommendation of the Audit Committee

3. To appoint a Director in place of MS Shruti Toshniwal (DIN:01654074), who retires by rotation and being eligible, offers herself for reappointment.

Date-01/09/2018

**Registered Office**

Salt Lake Electronics Complex  
Block-EP&GP, Plot No-XI-16  
Sector-V, Kolkata-700091

By the Order of the Board

Ananda Bhattacharyya  
(Company Secretary)

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIM/HER . A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE INSTRUMENT APPOINTING THE PROXY MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOTLESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights.
2. A member holding more than ten percent of the Paid up 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 shareholder. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting. Members are requested to notify to the Registrar of the Company M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, Kolkata-700001 for any change in their address.
3. The Register of Members and Equity Share Transfer Registers will remain closed from 22/09/2018 to 28/09/2018 (both days inclusive).
4. Proxies shall be made available for inspection during 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting.
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance to the place of the Meeting.
6. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.
7. Members holding shares in dematerialised form are requested to intimate immediately any changes in their addressor bank, NECS, ECS mandates, email, nomination, power of attorney etc to their Depository participant which will be automatically reflected in the company's records and will help the company and RTA to give better service
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risk associated with physical shares
9. Members desiring any information on the accounts for the financial year ended on 31/03/2018 are requested to write to the company at least 10 days in advance, so that the management is enabled to keep the informations ready at the meeting.
10. SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN

to their Depository Participant(s). Members holding shares in physical form shall submit their PAN to the company.

11. Electronic copy of the Annual Report 2018 along with the notice of the Annual General Meeting of the company interalia indicating the process and manner of e voting along with the attendance slip and proxy form is being sent to all the members whose email id are registered with the company/ RTA unless any member requested for any hard copy of the same . Members who have not given their email address, physical copies will be send to them in the permitted mode. Beside this the requisite documents will be also exhibited in the website of the company
12. The Attendance Slip / Proxy form are being despatched to all the members along with the notice of the company
13. The members who have cast their vote through e voting system may be also allowed to attend the meeting but will not be allowed to cast their vote again.
14. The period of e voting shall commence on 25th September, 2018 at 9 a.m. and will end on 27th September, 2018 at 5 p.m. during this period members holding shares in dematerialised form or physical form as on the cut off date of 21st September, 2018 may cast their vote through e voting system. The e voting module will be displayed by NSDL. Once the vote is cast the members will not be allowed to change it subsequently.

#### **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by The National Depository Services (India) Ltd. (NSDL).

the manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 31ST Annual General Meeting (AGM):

The e-voting period begins on 25/09/2018 from 9.00 A.M. and ends on 27/09/2017 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Instructions for E-Voting are as under:

Those shareholders who are registered with NSDL will get their User ID / PIN through mail

- a. Log on to the e-voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the voting period.
- b. Click on "Shareholders" tab

- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith“DHANASHREE ELECTRONICS LTD from the drop down menu and click on “SUBMIT”.
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :  
  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly 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.
- j. 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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN DHANASHREE ELECTRONICS LTD for which you choose to vote.
- m. 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.
- n. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- o. 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.

- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.

**s. For Non – Individual Shareholders and Custodians:**

I Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evoting.nsdl.com> and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com).
  - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) and on approval of the accounts they would be able to cast their vote
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. 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.evotingnsdl.com](http://www.evotingnsdl.com) under help section or write an email to [helpdesk.evoting@nsdl.lindia.com](mailto:helpdesk.evoting@nsdl.lindia.com).
  - III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means. In case of any queries you may refer the frequently asked question (FAQs) for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number 1800-222-990

Shareholders who forgot the user details /password can use " Forgot User Details / Password or " Physical user reset Password " option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

In case shareholders are holding shares in demat mode user ID is the combination of (DPID+Client ID) and in case the shareholders are holding shares in physical mode USER ID is the combination of (Even No + Folio No)

- IV. If a person became the member of the company after the despatch of notice, then such member may contact the company for Login ID and other e-voting related details.
- V. The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date
- VI. Mr. Abbas Vithorawala Practicing Company Secretary, (Membership No.23671) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared at the 31ST Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be communicated to NSDL and The Calcutta Stock Exchange Association Limited on or after 21/09/2018

DATE- 01/09/2018

BY ORDER OF THE BOARD

Salt Lake Electronics Complex

Ananda Bhattacharyya

Block-EP&GP, Plot No-XI-16

(Company Secretary)

Sector-V, Kolkata-700091



## **DIRECTOR'S REPORT TO THE SHARE HOLDERS**

Your Directors have the pleasure in presenting the 31st Annual Report of the Company together with the audited statement of accounts and Auditor's Report there on for the year ended 31/03/2018. The Report states compliances as per the requirement of the Companies Act 2013 and the SEBI Listing Obligations and Disclosure Requirements Regulation 2015 and other Rules and Regulations applicable to the Company.

### **FINANCIAL PERFORMANCE**

The Financial Results of the company for the year ended 31/03/2018 relating to the previous year are given here under.

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED 31/03/2018</b>	<b>PREVIOUS YEAR ENDED 31/03/17</b>
REVENUE FROM OPERATION	53,95,79,439.24	35,15,23,991.66
OTHER INCOME	16,59,412.77	15,55,671.61
TOTAL INCOME	54,12,38,852.01	35,30,79,663.27
LESS EXPENSES	50,82,85,150.49	32,84,13,877.47
PROFIT/LOSS BEFORE TAX	32953701.52	2,46,65,785.80
CURRENT TAX (PROVISION)	(78,60,366.00)	(70,00,000.00)
DEFERRED TAX (PROVISION)	(4,85,569.04)	6,93,624.00
PROFIT/(LOSS) FOR THE PERIOD	24607766.48	1,83,59,409.80
EARNING PER EQUITY SHARE	1.73	1.29

### **SUMMARY OF OPERATIONS**

Ever since the inception of the company, innovation has been at the heart of Dhanashree Electronics Ltd and we have been touching over a billion lives with our products and services that make most of the technology. Thanks to the rapid technology evolution in every field. Our technology advanced LED lighting solutions will help the customers upgrade to the next level of lighting.

India continued with its growth momentum to emerge as the fastest growing major global economy a near normal monsoon decisive government policies and bold reforms favourable commodity prices and under control inflation ensure country's GDP growth. Together with the passage of GST Bill, it is expected to unleash a new era in India's growth

During the year under review the revenue from operations has a substantial increase about 53.29% over that of the last year (from Rs 35,30,79,663.27 to Rs 54,12,38,852.01) and the corresponding

Gross Profit for the Financial year 2018 was increased by 33.60% over that of the previous year i.e from Rs 24665785.80 to Rs 32953701.52 and correspondingly, net profit for the year after tax was increased by 34.03 % over that of the previous year ( from Rs18359409.80 to Rs 24607766.48) resulting in an increase in EPS from Rs 1.29 to Rs 1.73

#### **INDIAN ACCOUNTING STANDARDS (IND AS) 2015**

The Financial Statements up to the year ended 31st March 2018 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standards ) Rules 2006 (as amended) and other relevant provisions of the Act.

The annexed Financial Statement comply in all material aspects with Indian Accounting Standard (IND AS) notified u/s 133 of the Act (Companies -Indian Accounting Standards) Rules 2015

#### **CREDIT RATING**

The below table shows the company's credit rating profile in a nutshell

**INSTUMENT** - Cash Credit Limit

**RATING AGENCY** - CARE

**RATING** - BB

#### **Directors**

MS Shruti Toshniwal has been re appointed as a Director of the Company

#### **Brief resume of a Director seeking appointment/ reappointment at the 31st Annual General Meeting of the Company as per regulation 36(3) of the SEBI (Listing obligations & Disclosure requirements) Regulations 2015**

Name	-	MS SHRUTI TOSHNIWAL
Date of Birth	-	26/01/1977
Date of first appointment	-	01/12/2014
No of shares held	-	200000
Nature of expertise	-	Business Management
Relationship between directors interse	-	Spouse of Nitesh Kumar Toshniwal

Other directorship- Sukhvarsa Constructions Private Ltd & Evernew Commodeal Private Limited

## **DIVIDEND**

Your Directors propose to reinvest the internal generation to finance expansion project in hand to reduce its finance cost and therefore abstain from recommending any dividend for the year under review.

## **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

There being no unpaid or unclaimed dividend the provision of section 125 is not applicable in this company.

## **TRANSFER TO RESERVE**

There has been no transfer to reserve made during the year.

## **COST AUDITORS**

As per section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the provisions of Cost Audit are not applicable on the products of the company.

## **PARTICULARS OF LOANS, GURANTEES OR INVESTMENT U/S 186**

During the financial year no loan u/s 186 has been given by the Company .The particulars regarding loans,gurantees are shown in the notes to the accounts of the Company.

## **PUBLIC DEPOSIT**

The Company has not accept any deposit from the public during the year under review.

## **CORPORATE SOCIAL RESPONSIBILITY**

The company is not covered under the purview of section 135 of the Companies Act 2013 hence the provision is not applicable.

## **STRENGTH WEAKNES OPORTUNITIES AND THREATS**

Brand RASHMI is well accepted internationally and established brand in india and therefore hold a prominent position in india.with such a strong brand equity the company wants to capitalize the opprtunities which are getting unfolded in the Internationalmarket The company also has received various certificates from recognised agencies which adds feathers to the cap

### **Weakness**

In the lighting business segment the margins are low due to competition from the established market players and also from the unorganised sector .The company's business are also vulnerable to macro enviroment changes

## **INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENT**

The Company has in place well defined adequate internal control commensurate with the size of the company and the scale and complexity of its operation. The internal financial control with reference to the financial statements were adequate and operating successfully.

## **LISTING OF SHARES**

The shares of the company are listed in the Calcutta Stock Exchange. The listing fees for the year has also been paid.

## **OPERATION**

Detail information in relation to the operation of the company and state of affairs of the company are described under the head Management Discussion and Analysis Report.

## **POLICY FOR DIRECTOR'S APPOINTMENT**

The Company recognizes that an enlightened Board could effectively create confidence of the shareholders and the same is taken as a top priority in forming the Board.

## **POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

The above policy has been made keeping in mind the objective and interest of the company.

Pursuant to the requirement under section 134(5) of the Companies Act 2013, with respect to Director's Responsibility Statement, it is hereby confirmed

1. That in the preparation of the accounts for the financial year ended 31/03/2018 the applicable accounting standards have been followed along with proper explanation relating to material departures
2. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review
3. That the Directors have taken proper and sufficient care 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
4. That the Directors have prepared the accounts for the financial year ended 31/03/2018 on a going concern basis.

5. The Directors laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and were operating effectively. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
6. Both the Managing Director and Executive Director have furnished the necessary certification to the Board on these financial statements as required under the clause 49 of the Listing Agreement(s) with the Stock Exchanges where the equity shares of the company are listed.

#### **AUDITOR'S OBSERVATION**

The observation made in the Auditor's Report are self-explanatory and therefore do not call for any further comments under the Companies Act 2013

#### **AUDITORS**

M/s Bijan Ghosh & Associates, Chartered Accountants, C-16, Green Park P. Majumder Road Kolkata-700078 offered themselves as statutory auditors of the company for the year 2018-19. Your Directors recommend for the appointment of M/s Bijan Ghosh & Associates.

#### **PARTICULARS OF EMPLOYEES**

During the year under review, none of the employees of the company is in receipt of remuneration requiring disclosure pursuant to section 197 of the Companies Act 2013

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

Since commercial production has commenced till the date of this report, the provision regarding this disclosure is applicable.

**FOREIGN EXCHANGE EARNINGS : Rs 0.00**

**FOREIGN EXCHANGE OUTGO : Rs 4,42,96,299.44**

#### **INVESTOR SERVICE**

In compliance to the requirements of clause of the Listing Agreement with the stock exchanges, the Company has taken proper steps for investor service.

#### **2. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act 2013 and as prescribed by the Securities and Exchange Board of India on Corporate Governance under clause 49 of the Listing Agreement with the Stock Exchanges the Board has carried out an annual evaluation of its own performances, Board Committee and Individual Directors

## **INDUSTRIAL RELATION**

The relationship between the employees and management of the company so far has remained cordial

## **SEXUAL HARASSEMENT OF WOMAN WORKERS**

The Company brings equal opportunity in between the employees and trying to create a work culture which ensures equal dignity among the employees.  
In this year no complain in relation to the above has been received by the Management

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

The Company believes to conduct its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The company is committed to developing a culture where it is safe for all employees to raise concern about any wrongful conduct. In pursuant to the provisions of section 177(9) and (10) of the Companies Act 2013 a vigil mechanism of Directors and employees has been established.

## **RISK MANAGEMENT POLICY**

Information on the development and implementation of the risk management policy is included in the Management Discussion and Analysis Report

## **COMPOSITION OF THE BOARD**

As on date there are six Directors in the company out of which 3 Directors are independent Directors. The Independent Director hold their office for a fixed term of 5 years and are not liable to retire by rotation . As per section 149(7) The Independent Directors has given a written declaration confirming that he/she meets the criteria of independence as provided under section 149(6) and Regulation 16(1)(b) of the Listing Regulation

### **Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year nine (9) Board Meetings were held . The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings is within the period as specified in the Act and listing Regulations.

### **Audit Committee**

The Audit Committee comprises of three (3) Directors as its members viz Mr B.R.Kabra, Mr V.K.Sharma, Mrs Shruti Toshniwal. During the year 4 Audit Committee Meetings were convened and held . The details of which are given in the Corporate Governance Report. The intervening gap between the Meeting was within the period prescribed under the Act and Listing Regulation

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises of three (3) Directors as its members. viz Mr B.R.Kabra, Mr V.K.Sharma, Mrs Shruti Toshniwal During the year 1 Nomination and Remuneration Committee Meetings were convened and held .The details of which are given in the Corporate Governance Report. The intervening gap between the Meeting was within the period prescribed under the Act and Listing Regulation

### **Stake Holders Relationship Committee**

The Stake holders relationship Committee comprises of three (3) Directors as its members.viz Mr B.R.Kabra, Mr V.K.Sharma, Mrs Shruti Toshniwal During the year 1 Stake Holders relationship Committee Meetings were convened and held .The details of which are given in the Corporate Governance Report. The intervening gap between the Meeting was within the period prescribed under the Act and Listing Regulation

### **Key Manegerial Personnel**

The following are the persons have been designated as the Key Manegerial Personnel of the company pursuant to section 2(51) and 203 of the Act read with Rules framed there under.

Mr Madan Gopal Maheshwari - Whole Time Director

Mr Nitesh Kumar Toshniwal - Managing Director

None of the Key Manegerial Perssonnel has resigned during the year

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Particulars regarding Related Party transactions has been provided in the notes to the Accounts.

### **MATERIAL CHANGES OR COMMITMENTS**

There is no material changes or commitments affecting the financial position of the company occurred during the financial year.

### **CHANGE IN THE NATURE OF BUSINESS**

During the Financial year 2017-18 , there has been no change in the nature of business of the company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OF LAW**

No significant and material orders has been passed by the Regulators or Court of Law against the Company during the year.

## **SUBSIDIARIES/ ASSOCIATES/JOINTVENTURES**

The Company does not have any Subsidiary or Associates or Joint Ventures during the year.

## **PRESENTATION OF FINANCIAL RESULTS**

The Financial Results of the company for the year ended 31st March 2018 have been disclosed as per schedule III of the Act.

## **STATUTORY DISCLOSURES**

The audited Financial Results of the Company is available in the Annual Report . The same can also be inspected by the members of the company at the Registered Office during business hours of the Company and can be also seen in the website of the company [www.rashmilighting.com](http://www.rashmilighting.com)

## **SECTARIAL AUDITOR**

Pursuant to section 204 of the Companies Act 2013 and the Companies (Appointment and remuneration of Manegerial perssonel) Rules 2014 Mr Abbas Vithorawala (Membership no-23671, Certificate of Practice No-8827) has been appointed as a Secretarial Auditor of the Company to undertake the secretarial Audit of the Company.

The Secretarial Audit Report is available in the Annual Report and does not contain any qualification, reservations, adverse remark or disclaimer by the secretarialauditor.

## **CORPORATE GOVERNANCE**

Your Company is in compliance with the Corporate Governance requirements mentioned in the listing Regulations.A separate report on corporate governance is included in this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Dhanashree Electronics Ltd is highly acclaimed in the distribution and supply of lighting accessories and provider of unconventional power generation machineries.Its products are broadly classified as safety electrical appliances, lighting peripherals and unconventional power supply like cost efficient LED lamps and accessories for solar enrgy bulk dealing and supply as per requirements of various state governments across the country.The company is both vertically and horizontally integrated to cater for other electrical appliances in the domestic brand markets under the brand name **RASHMI**.The company **DHANASHREE** believes in consistent improvement of performance and quality The inherent characteristics

of our outlook encourage our philosophy to provide sustainable value to our customer and shareholder.

## **EXTRACTS OF ANNUAL RETURN**

The extracts of Annual Return in the form MGT 9 is included in this Annual Report.



Details of the remuneration paid/payable to the Managing Director and the Executive Director during the year ended 31/03/2018 are given below.

Name	Description	Salary	Total
Nitesh Kr Toshniwal	M.D.	10,20,000	10,20,000
Madan Gopal Maheshwari	WTD.	12,00,000	12,00,000

There was no stock option during the Financial year ended 31/03/2018

### **CAUTIONERY STATEMENT**

Statement in the Management discussion and analysis Report and Director's Report describing the Company's strength projections and estimates are forward looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed and implied depending upon the economic conditions, government policies and other incidental factors. Readers are cautioned to repose undue reliance on the forward looking statements.

### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their grateful appreciation of the continued support given by the several departments of the Government of India and the Government of West Bengal, the company's bankers and the financial institutions, other agencies, Your Directors also wish to place on record their deep appreciation for the services rendered by the officers and staff of the Company at all levels for their dedication and loyalty. The relationship with the employees continues to be cordial.

For and on behalf of the Board

Madan Gopal Maheshwari  
Director

Nitesh Kumar Toshniwal  
Managing Director

Place: Kolkata  
Date: 01/09/2018

Ananda Bhattacharyya  
(Company Secretary)

**ANNEXURE TO THE DIRECTOR'S REPORT ON CORPORATE GOVERNANCE 2017-18**

Corporate Governance is essential to achieve long term corporate goals and to enhance shareholder value. There is no one universal model of a Corporate Governance code. Different environments need specific solutions to meet the demands of legal compliances and regulations. However there is a single thread which weaves through the tapestry of governance, that the affairs of a company be controlled and regulated in a manner which is transparent, ethical and accountable. In this pursuit, your company is committed to transparency in all its dealings to provide high quality products and services to its customers and stake holders and places uncompromising emphasis on integrity and regulatory compliances. The basic philosophy of corporate governance in your company has been achieved through business excellence to enhance shareholder value keeping in view the needs and the interest of all its stake holders

The company has complied with all the requirements of corporate governance requirement specified in regulation 17 to 27 and clause (b) to (i) of sub regulation(2) of regulation 46 of securities and exchange board of india (LODR) 2015

Pursuant to part E of schedule V of the securities and exchange board of india (LODR) 2015 a compliance certificate from PCS is also provided.

**NUMBER OF MEETINGS AND DATE ON WHICH HELD**

The Board of Directors, during the financial year 01/04/2017 to 31/03/2018 hold Board Meetings in the following dates

01/04/2017, 30/05/2017, 21/08/2017, 08/09/2017, 23/09/2017, 25/09/2017,  
30/12/2017, 24/01/2018, 30/03/2018

Name of Director	Category	No ofbm Attended	Whether Attended AGM	Directorship in other company	Committee in other company
Mr Madan Gopal Maheshwari	Chairman	9	Yes	2	Nil
Mr Niteshkumar Toshniwal	Managing Director	9	Yes	3	Nil
Mr B. K. Kabra	Independent Director	9	Yes	Nil	Nil
Mr V. K. Sharma	Independent Director	9	Yes	Nil	Nil
Mrs Shruti Toshniwal	Professional woman Director	9	Yes	2	Nil
Mr MurarilalJhanwar	Independent Director	9	Yes	Nil	Nil

### INVESTORS COMPLAINTS

A statement of complaints received and settled by the company during the period 01/04/2017 to 31/03/2018 is given below

Nature of complain	No of complain received	No of complain settled
Non receipt of annual report	1	1

### POSTAL BALLOT

There was no item of business for approval by the shareholders which was put through by postal ballot during the financial year

### COMMUNICATION TO THE SHAREHOLDERS

The quarterly and annual financial results are generally published in the leading dailies.

### GENERAL SHAREHOLDER'S INFORMATION

The general shareholder information has been furnished in a separate section forming part of the annual report for the benefit of the investors.

Registered office- Plot No-XI-16, Block-EP&GP, Sector-V, Salt Lake City, Kolkata-700091, Phone-033-40633017/3016

### DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The company does not have any shares in the demat suspense account or unclaimed suspense account

### General Body Meetings

The details of the Annual General Meeting (AGM) held in the last 3 years are As Follows

Year	venue	Date	Time	Sp res	PB
2016-17	RO	26/09/17	9 a.m..	No	No
2015-16	RO	14/09/16	9 a.m.	No	No
2014-15	RO	30/09/15	9.30 a.m.	No	No

No Extra ordinary General Meeting held during the year

Your Company is in compliance with the requirements of the Corporate Governance which is reflected in the report. Your Company contemplates to adopt the residual non mandatory requirements in course of time which are not covered under this report. The particulars of compliance of the compliance status are given below

Sl	Corporate Governance	Clause	Status	Remarks
1	Board of Directors	49(II)	yes	Independent Directors-3
2	Composition	49(IIA)	yes	Independent Directors-3 Woman Director-1
3	Independent Director	49(IIB)	Yes	
4	Non Executive Director	49(IIC)	Yes	
5	Other provision of Board Committee	49(IID)	Yes	
6	Code of Conduct	49(IIE)	Yes	
7	Audit Committee		Yes	
8	Independent Audit Committee	49(IIIA)	Yes	
9	Meeting of Audit Committee	49(IIIB)	Yes	
10	Power of Audit Committee	49(IIIC)	Yes	
11	Role of Audit Committee	49(IIID)	Yes	
12	Review of Audit Committee	49(IIIE)	Yes	
13	Share Transfer grievance Committee		Yes	
14	Related Party Transaction	49(VII)	Yes	
15	Report on corporate Governance	49(X)	Yes	
16	Compliance	49(XI)	Yes	
17	Means of Communication		Yes	

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF THE POLICY**

In terms of the requirements of clause 49 sub clause (IIE) of the Listing Agreement with the Stock Exchanges I hereby declare that all Board Members and senior Management Personnel of the Company have affirmed compliance to the Dhanashree Electronics Ltd code of conduct and ethics for the financial year ended 31/03/2018

Registered Office	For Dhanashree Electronic Complex
Salt Lake Electronic complex	Nitesh Kumar Toshniwal
Block- EP& GP Plot No-XI-16	Managing Director
Sector-V, Kolkata-700091	
01/09/2018	

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

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

To,  
The Members  
Dhanashree Electronics Ltd  
Salt Lake Electronic Complex  
Block-EP&GP,Plot No-XI-16  
Kolkata-700091

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhanashree Electronics Ltd (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year

ended on 31st March 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018, according to the provisions of:

- (i) The Companies Act, 2013, and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Reserve Bank of India Act, 1934- Not applicable to the Company during the Audit Period;
- (v) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable to the Company during the Audit Period;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable to the Company during the Audit Period;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014 - Not applicable to the Company during the Audit Period;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable to the Company during the Audit Period;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the Company during the Audit Period; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during the Audit Period.
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015- Applicable from December 1, 2015

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned herein below:

**Company did not had Company Secretary from 15.02.2018 to 31.03.2018as per the provision of section 203 of the Companies Act, 2013**

I further report that:

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

Place: Kolkata  
Date: September 01, 2018

sd/-  
(Abbas Vithorawala)  
(ACS--23671)

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

**‘ANNEXURE A’**

To,  
Dhanashree Electronics Ltd  
Salt Lake Electronic Complex  
Block-EP&GP, Plot No-XI-16  
Kolkata-700091

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

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

Place: Kolkata  
Date: September 01, 2018

sd/-  
(Abbas Vithorawala)  
(ACS--23671)



**FORM NO AOC-2**

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

Disclosure regarding Related Party Transactions has been made in note - 34 in the notes to the Financial statements

Date:01/09/2018

Madan Gopal Maheshwari  
(Director)

Nitesh Kumar Toshniwal  
(Managing Director)

**CEO/CFO COMPLIANCE CERTIFICATE**

The Executive Director and Chief Financial Officer, who are also heading the finance function have confirmed to the Board that

They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief

These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.

These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standard applicable laws and regulations

There are to the best of their knowledge and belief, no transactions entered in to by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal controls systems of the company, pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of internal control, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

They have indicated to the Auditors and the Audit Committee

That there have been no significant changes in internal control over financial reporting during the year. That there have been no significant changes in accounting policies during the year and

Date-01/09/2018

Nitesh Kumar Toshniwal  
(Managing Director)

That there are no instances of significant fraud of which they 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.

01/09/2018

Nitesh Kumar Toshniwal

Place:Kolkata

Managing Director

### FORM MGT 9

### EXTRACTS OF ANNUAL RETURN

As on the financial year ended on 31/03/2018

(pursuant to section 92(3) of the Companies Act 2013 and Rule 12(1) of the Company (Management and Administration) Rules 14

#### REGISTRATION DETAILS

<b>CIN</b>	L31103WB1987PLC042594
<b>Registration Date</b>	24/06/1987
<b>Name of the Company</b>	DHANASHREE ELECTRONICS LTD
<b>Category/ sub category of the company</b>	Company limited by shares Indian non government company.
<b>Address of the Registered Office of the company</b>	Sector-V Plot No-XI-16 Block-EP&GP Salt Lake City Kolkata, West Bengal-700091
<b>Whether ListedCompany</b>	Yes
<b>Name and address of RTA</b>	MAHESHWARI DATAMATICS PVT LTD 23, R.N.Mukherjee Road,5th Floor, Kolkata-700001, Ph : 22482248 Mail id-mdpldc@yahoo.com

**PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SERIALNUMBER	NAME & DESCRIPTION OF PRODUCT AND SERVICE	% OF TURNOVER OF THE COMPANY
1	AUDIO EQUIPMENTS	19.22
2	ELECTRIC LIGHT BULBS & TUBES	80.78

**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SERIAL NO	NAME & ADDRESS CIN/GLN	HOLDING/SUBSIDIARY /ASSOCIATE	% OF SHARES	APPLICABLE SECTION
NIL	NIL NIL	NIL	NIL	NIL

**DISTRIBUTION SCHEDULE AS ON 31/03/2018**

DISTRIBUTION SCHEDULE AS ON 31/03/2018

shareholding	no of holders	%	no of shares	%
51 to 100	6	0.8824	600	0.0042
151 to 250	18	2.6471	3700	0.0261
251 to 500	430	63.2353	176800	1.2459
501 to 5000	176	25.8824	201900	1.4228
above 5000	50	7.3529	13807000	97.3009
grand total	680	100	14190000	100

DISTRIBUTION SCHEDULE AS ON 31/03/2018

shareholding	no of holders	%	no of shares	%
up to 500	454	66.7647	181100	1.2763
501 to 1000	123	18.0882	100800	0.7104
1001 to 2000	41	6.0294	63000	0.444
2001 to 3000	7	1.0294	17000	0.1198
3001 to 4000	2	0.2941	7400	0.0521
4001 to 5000	3	0.4412	13700	0.0965
5001 to 10000	7	1.0294	51300	0.3616
above 10000	43	6.3235	13755700	96.9394
grand total	680	100	14190000	100

**DISTRIBUTION SCHEDULE AS ON 31/03/2018**

notional value	no of holders	%	amount (Rs)	%
up to 5000	454	66.7647	1811000	1.2763
5001 to 10000	123	18.0882	1008000	0.7104
10001 to 20000	41	6.0294	630000	0.444
20001 to 30000	7	1.0294	170000	0.1198
30001 to 40000	2	0.2941	74000	0.0521
400001 to 50000	3	0.4412	137000	0.0965
50001 to 100000	7	1.0294	513000	0.3615
above 100000	43	6.3235	137557000	96.9394
grand total	680	100	141900000	100

**SHAREHOLDING OF DIRECTORS AND KEY MANGERIAL PRSONNEL**

Serial No.	Name	Share Holding at the Beginnig	%	Share Holding at the end	%
1	NITESHKUMAR TOSHNIWAL	410512	2.89	410512	2.89
2	MADAN GOPAL MAHESHWARI	1039929	7.33	1039929	7.33
3	BHINWRAJ KABRA	203100	1.43	203100	1.43
4	SHRUTI TOSHNIWAL	200000	1.41	200000	1.41

**SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS**

Serial No.	Name	Share Holding at the Beginnig	%	Share Holding at the end	%
1	EVERNEW COMMODEAL (P) LTD	2775000	19.55	2775000	19.55
2	SANTOSH KR TOSHNIWAL	1222959	8.61	1222959	8.61
3	MADAN GOPAL MAHESHWARI	1039929	7.32	1039929	7.32
4	CHAND PRAKASH TOSHNIWAL	841000	5.92	841000	5.92
5.	SANTOSH KR TOSHNIWAL	600000	4.22	600000	4.22

Serial No.	Name	Share Holding at the Beginnig	%	Share Holding at the end	%
6	VEENA DEVI TOSHNIWAL	575000	4.05	575000	4.05
7	CHAND PRAKASH TOSHNIWAL	450000	3.17	450000	3.17
8	LIGHTING INDUSTRIES (P) LTD	423200	2.98	423200	2.98
9	NITESH KR TOSHNIWAL	410512	2.89	410512	2.89
10	SUNITA DEVI TOSHNIWAL	300000	2.11	300000	2.11

**CHANGES IN PROMOTER SHAREHOLDING- NIL**

**SHAREHOLDING OF THE PROMOTER**

SANTOSH KUMAR TOSHNIWAL	1222959
MADAN GOPAL MAHESHWARI	1039929
CHAND PRAKASH TOSHNIWAL	841000
SANTOSH KUMAR TOSHNIWAL (HUF)	600000
VEENA DEVI TOSHNIWAL	575000
CHAND PRAKASH TOSHNIWAL& SONS (HUF)	450000
NITESH KUMAR TOSHNIWAL	410512
SUNITA DEVI TOSHNIWAL	300000
DURGA DEVI TOSHNIWAL	250000
YOGITA TOSHNIWAL	250000
SUMITRA DEVI TOSHNIWAL	250000
MADAN GOPAL MAHESHWARI(HUF)	250000
ABHISHEK TOSHNIWAL	241500
ABHISHEK TOSHNIWAL(HUF)	150000
PAWAN TOSHNIWAL	150000
NITESH TOSHNIWAL(HUF)	50000
SAKET TOSHNIWAL	50000
EVERNEW COMMDEAL (P) LTD	2775000
NANDLAL TOSHNIWAL& CO (HUF)	100000
FRONTLINE HOLDINGS (P) LTD	5900

**PENALTY/ PUNISHMENT/ COMPOUNDING OF OFFENCE- NIL**

The independent directors viz Mr B.K.Kabra, Mr Vijay Sharma and Mr Murarilal Jhanwar are entitled only for sitting fees amounting to Rs 1600/-for attending Board Meetings of the company.

**REMUNERATION OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Name	Designation	Salary	% of total salary
NiteshKr Toshniwa	M.D.	10,20,000	.20%
Madan Gopal Maheshwari	WTD	12,00,000	.24%

## **INDEPENDENT AUDITOR'S REPORT**

To The Members of **DHANASHREE ELECTRONICS LIMITED**,

Report on the Standalone Financial Statements

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

### **Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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**

My responsibility is to express an opinion on these standalone financial statements based on my audit. I 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.

I conducted my audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that I 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 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 and fair presentation 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 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

### **Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at March 31, 2018 and its financial performance including comprehensive income, its cash flow and its change in equity for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order"), issued by the Central Government of India in terms of Section 143) of the Act, I give in the Annexure "A" the matters specified in paragraph 3 and 4 of the Order, to the extent applicable to the Company.
2. As required by section 143(3) of the Act, I report that:
  - 2.1. I have sought and obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit.
  - 2.2. In my opinion, proper books of account as required by law, have been kept by the Company so far as appears from my examination of those books.
  - 2.3. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of the account.
  - 2.4. In my opinion, the standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - 2.5. On the basis of written representations received from the directors, as on 31st March, 2018 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2018 from being appointed as Director in terms of Section 164(2) of the Act.
  - 2.6. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in Annexure "B".



2.7. 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 my opinion and to the best of my information and according to the explanations given to me:

- i. The Company has disclosed the impact of 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Bijan Ghosh & Associates**  
(Chartered Accountants)  
Firm Regn No. 323214E

**Bijan Ghosh**  
(Proprietor)  
Membership No. 009491

Place: Kolkata  
Dated: 30th Day of May, 2018

## **ANNEXURE “A” TO THE AUDITORS REPORT**

(Referred to in paragraph 1 of the Report on other legal and regulatory requirements of the Independent Auditor’s Report to the Members of the Company of even date):

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- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) The management has physically verified its fixed assets at reasonable intervals, which in my opinion is reasonable having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such verification.  
  
(c) In my opinion and according to information and explanations given to me, the title deeds of immovable properties are held in the name of Company.
- 2) The inventories have been physically verified by the management during the year at reasonable intervals and discrepancies noticed on physical verification were not material.
- 3) According to the information and explanations given to me and on the basis of my examination of the books of account, the Company has granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
  - a. In respect of aforesaid loans, the parties are repaying the principal amounts, as stipulated and are also regular in repayment of interest as applicable.
  - b. In respect of aforesaid loans, in the cases where the overdue amount is more than Rupees One Lakh, in our opinion reasonable step has been taken by the Company for the recovery of the principal amounts and interest.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security. However the company has given corporate guarantee and security of its leasehold premises situated at Sector V, Saltlake city, Kolkata-91 to Union Bank of India, Ezra street Branch, Kolkata to secure the repayment of loan advances to its sister concern M/s Ladhuram Toshniwal & Sons to the tune of Rs. 2850 lakhs which is not in accordance with the provisions of section 185 and 186 of the Companies Act, 2013.
- 5) In my opinion and according to information and explanation given to me, during the year, the Company has not accepted any deposits from the public as defined under sections 73 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and therefore provisions on clauses 3(v) of the Order are not applicable to the Company.
- 6) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- 7) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues

applicable to it. According to information and explanations given to me, a sum of Rs. 42,78,671/- is payable towards property tax upto 31st March, 2018 out of which a sum of Rs. 34,35,865/- is outstanding for a period of more than six months from the date of becoming payable. Except this, there are no undisputed amounts payable in respect of aforesaid dues which were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to me, there were no amounts payable in respect of Income-Tax, Custom Duty, Excise Duty, sales tax, service tax or cess which have not been deposited on account of any dispute pending before appropriate authorities.

- 8) The Company has not defaulted in payment Loan borrowed from financial institutions or bank or government or by way of issue of debentures.
- 9) During the year, the Company has raised money by way of initial public offer or further public offer (including debt instrument) and term loans during the year. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the company.
- 10) In my opinion and according to information and explanations given to me, during the year, no material fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the course of my audit.
- 11) According to information and explanations given to me and based on my examination of records of the Company, the Company has paid/provided for Managerial Remuneration in accordance with requisite approval mandated by provisions of section 197 read with schedule V of the Act.
- 12) The Company is not a Nidhi Company and therefore provisions of clause 3(xii) of the order are not applicable to the Company.
- 13) According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- 14) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and therefore provisions of clause 3(xiv) of the order are not applicable to the Company.
- 15) According to information and explanation given to me and based on my examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year and therefore provisions of clause 3(xv) of the order are not applicable to the Company.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Bijan Ghosh & Associates  
(Chartered Accountants)  
Firm Regn No. 323214E

Bijan Ghosh  
(Proprietor)  
Membership No. 009491

Place: Kolkata  
Dated: 30th Day of May, 2018

## **ANNEXURE “B” TO THE AUDITORS’ REPORT**

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

I have audited the internal financial controls over financial reporting of **DHANASHREE ELECTRONICS LIMITED** (“the Company”), as of 31 March 2018 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

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

### **Auditors’ Responsibility**

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

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company’s internal financial controls system over financial reporting.

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

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

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

## **Opinion**

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

For **Bijan Ghosh & Associates**  
(Chartered Accountants)  
Firm Regn No. 323214E

**Bijan Ghosh**  
(Proprietor)  
Membership No. 009491

Place: Kolkata  
Dated: 30th Day of May, 2018

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

(Amount in Rs)

		AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
<b>NON CURRENT INVESTMENTS</b>				
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	2A	41,578,336.22	44,612,756.32	40,307,007.03
Capital Work-In-Progress	2A	39,464,761.60	39,464,761.60	36,689,471.20
Other Intangible Assets	2B	-	-	-
<b>Financial Assets</b>				
(i) Investments	3	875,000.00	875,000.00	875,000.00
(ii) Other Financial Assets	4	11,029,071.30	3,771,334.30	1,944,192.36
Other non-current assets	5	17,582,831.00	18,270,463.00	18,516,060.00
<b>Total Non-Current Assets</b>		<u>110,530,000.12</u>	<u>106,994,315.22</u>	<u>98,331,730.59</u>
<b>Current assets</b>				
Inventories	6	292,327,779.50	203,930,979.00	129,994,470.87
<b>Financial Assets</b>				
(i) Trade Receivables	7	262,295,211.97	287,732,933.07	162,794,055.38
(ii) Cash and Cash Equivalents	8	767,458.10	379,144.46	703,005.75
(iii) Other Bank Balances	9	9,133,600.00	9,825,702.00	22,686,565.00
(iv) Other Financial Assets	10	696,173.00	511,187.00	498,887.00
Other Current Assets	11	49,604,340.30	41,052,759.25	22,173,679.00
<b>Total Current Assets</b>		<u>614,824,562.87</u>	<u>543,432,704.78</u>	<u>338,850,663.00</u>
<b>Total Assets</b>		<u>725,354,562.98</u>	<u>650,427,020.00</u>	<u>437,182,393.59</u>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	12	141,900,000.00	141,900,000.00	66,900,000.00
Other Equity	13	70,513,388.45	63,450,504.97	30,091,095.17
<b>Total Equity</b>		<u>212,413,388.45</u>	<u>205,350,504.97</u>	<u>96,991,095.17</u>
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings	14	278,799,885.00	314,674,522.00	163,033,779.00
(ii) Other Financial Liabilities	15	8,968,676.00	9,977,214.00	10,475,075.00
Provisions	16	1,073,120.00	1,073,120.00	1,073,120.00
Deferred Tax Liabilities (Net)	17	20,868,598.00	3,763,124.96	4,456,748.96
<b>Total Non-Current Liabilities</b>		<u>309,710,279.00</u>	<u>329,487,980.96</u>	<u>179,038,722.96</u>
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings	18	116,504,655.71	54,519,454.49	78,773,010.51
(ii) Trade Payables	19	68,728,126.97	42,304,613.38	70,956,050.35
(iii) Other Financial Liabilities	20	6,575,404.15	4,997,139.29	4,429,663.13
Other Current Liabilities	21	9,239,572.60	6,323,642.61	4,973,851.47
Provisions	22	2,183,136.10	7,443,684.30	2,020,000.00
<b>Total Current Liabilities</b>		<u>203,230,895.53</u>	<u>115,588,534.07</u>	<u>161,152,575.46</u>
<b>Total Equity and Liabilities</b>		<u>725,354,562.98</u>	<u>650,427,020.00</u>	<u>437,182,393.59</u>
Significant Accounting Policies	1			

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

As per our report of even date

For **Bijan Ghosh & Associates**  
Firm Registration Number- 323214E  
Chartered Accountants  
(BIJAN GHOSH) Proprietor  
Membership Number 009491  
Place: Kolkata, Date: 30th Day of May, 2018

For and on behalf of the Board

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

		(Amount in ₹)	
	NOTES	For the Year 2017-18	For the Year 2016-17
<b>INCOME</b>			
Revenue from Operations	23	539,579,439.24	351,523,991.66
Other Income	24	1,659,412.77	1,555,671.61
<b>Total Revenue</b>		<b>541,238,852.01</b>	<b>353,079,663.27</b>
<b>EXPENSES</b>			
Cost of Material Consumed	25	153,322,375.43	182,077,312.25
Purchase of Stock-in-Trade	26	225,806,102.63	111,849,765.16
Changes in Inventories of finished goods, stock-in-trade, work-in-progress	27	(2,349,667.91)	(92,338,437.50)
Excise Duty		3,234,481.00	11,603,616.00
Employee Benefits Expenses	28	23,865,225.38	24,540,855.06
Finance Costs	29	44,736,212.96	40,983,114.04
Depreciation & Amortisation	30	3,775,637.50	3,531,847.81
Others expenses	31	55,894,783.50	46,165,804.65
<b>Total Expenses</b>		<b>508,285,150.49</b>	<b>328,413,877.47</b>
<b>Profit/(Loss) Before Tax</b>		<b>32,953,701.52</b>	<b>24,665,785.80</b>
<b>Tax Expense:</b>			
Current Tax		(8,785,345.00)	(7,000,000.00)
Tax of earlier years		-	-
Deferred Tax		(17,105,473.04)	693,624.00
<b>Profit/(Loss) for the Period</b>		<b>7,062,883.48</b>	<b>18,359,409.80</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Statement of Profit and Loss.			
Remeasurement of defined benefit plans		-	-
Income tax relating to remeasurement of defined benefit plans		-	-
<b>Total Other Comprehensive Income/Loss</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income</b>		<b>7,062,883.48</b>	<b>18,359,409.80</b>
<b>Earning Per equity Share-Basic &amp; Diluted</b>	31	<b>0.50</b>	1.29
Face Value Per Share (In Rs.)		<b>10.00</b>	10.00
Significant Accounting Policies	1		

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

As per our report of even date

**For and on behalf of the Board**

**For Bijan Ghosh & Associate:**  
Firm Registration Number- 323214E  
Chartered Accountants

**(BIJAN GHOSH)**  
Proprietor  
Membership Number 009491  
Place: Kolkata  
Date: 30th Day of May, 2018

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018**

A. EQUITY SHARE CAPITAL	Balance at the beginning of the year	Changes in Equity Share Capital during the year	Total	(Amount in Rs.)		
				Reserves and Surplus	"Remeasurement" of defined	Retained Earnings
For the year ended 31st March, 2017	66,900,000.00	75,000,000.00	141,900,000.00	-	-	141,900,000.00
For the year ended 31st March, 2018	141,900,000.00	-	141,900,000.00	-	-	141,900,000.00
<b>B. OTHER EQUITY</b>						
Particulars	Reserves and Surplus		Total	Security Premium		
benefit plans (Other Comprehensive Income)			Capital Reserve			
Balance as at 1st April, 2016	9,219,449.66	7,163.00	9,219,449.66	4,245,577.02	16,618,905.49	30,091,095.17
Changes in Accounting Policy	-	-	-	-	-	-
Restated Balance	9,219,449.66	7,163.00	9,219,449.66	4,245,577.02	16,618,905.49	30,091,095.17
Add/(Less) :						
Addition for the year	-	-	-	15,000,000.00	18,359,409.80	33,359,409.80
Other Comprehensive Income/(Loss) for the year	-	-	-	-	-	-
Balance as at 31st March, 2017	9,219,449.66	7,163.00	9,219,449.66	19,245,577.02	34,978,315.29	63,450,504.97
Add/(Less) :						
Profit for the year	-	-	-	-	7,062,883.48	7,062,883.48
Other Comprehensive Income/(Loss) for the year	-	-	-	-	-	-
Balance as at 31st March, 2018	9,219,449.66	7,163.00	9,219,449.66	19,245,577.02	42,041,198.77	70,513,388.45

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

As per our report of even date

For Bijan Ghosh & Associates  
Firm Registration Number- 323214E  
Chartered Accountants

(BIJAN GHOSH)  
Proprietor  
Membership Number 009491  
Place : Kolkata  
Date: 30th Day of May, 2018



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

PARTICULARS	(Amount in Rs)			
	Year Ended on 31st March, 2018		Year Ended on 31st March, 2017	
	Rs.	P.	Rs.	P.
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax	32,953,701.52		24,665,785.80	
Addition :				
Depreciation	3,775,637.50		3,531,847.81	
Interest Received	(882,995.00)		(1,207,602.00)	
Interest Debited	43,335,354.24		39,339,080.52	
Profit/Loss on sale of property, plant and equipment		-		-
<b>Cash Flow from Operating Activities before Working Capital changes</b>	79,181,698.26		66,329,112.13	
Adjustments:				
Decrease/(increase) in inventories	(88,396,800.50)		(73,936,508.13)	
Decrease/(increase) in trade receivables	25,437,721.10		(124,938,877.69)	
Decrease/(increase) in current financial and non-financial assets	(8,736,567.05)		(18,891,380.25)	
Increase/(decrease) in trade payables	26,423,513.59		(28,651,436.97)	
Increase/(decrease) in current financial and non financial liabilities	52,433,502.87		(23,912,604.42)	
<b>Cash Generated From Operation</b>	86,343,068.28		(204,001,695.33)	
Taxes Paid		-		-
<b>Cash Flow from Operating Activities</b>	86,343,068.28		(204,001,695.33)	
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>				
Increase/Decrease in Non Current financial and non-financial assets	(6,570,105.00)		(1,581,544.94)	
Increase/Decrease in Property, Plant and equipment and Other Intangible Assets	(741,217.40)		(10,612,887.50)	
Interest Received	882,995.00		1,207,602.00	
<b>Net Cash Flow from Investing Activities</b>	(6,428,327.40)		(10,986,830.44)	

PARTICULARS	(Amount in Rs)			
	Year Ended on		Year Ended on	
	31st March, 2018		31st March, 2017	
	Rs.	P.	Rs.	P.
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase/Decrease in Non Current financial and non-financial liabilities	(36,883,175.00)		151,142,882.00	
Interest Paid	(43,335,354.24)		(39,339,080.52)	
Increase in Share premium		-	15,000,000.00	
Increase/Decrease in Share Capital		-	75,000,000.00	
Net Cash Flow from Financing Activities	<u>(80,218,529.24)</u>		<u>201,803,801.48</u>	
NET CHANGE IN CASH & CASH EQUIVALENT	(303,788.36)		(13,184,724.29)	
Opening Balance of Cash & Cash Equivalent	379,144.46		703,005.75	
Opening Bank Balances other than above	9,825,702.00		22,686,565.00	
CLOSING BALANCE OF CASH & CASH EQUIVALENT	<u>767,458.10</u>		<u>379,144.46</u>	
Closing Bank Balances other than above	9,133,600.00		9,825,702.00	

**Notes**

- 1 The Cash Flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 'Statement of Cash Flow'.
- 2 Figures of the previous period has been rearranged/ regrouped where ever considard necessary.

As per our report of even date

For and on behalf of the Board

For **Bijan Ghosh & Associates**  
Firm Registration Number- 323214E  
Chartered Accountants

**(BIJAN GHOSH)**  
Proprietor  
Membership Number 009491

Place : Kolkata  
Date : 30th Day of May, 2018

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

**NOTE - 1**

**CORPORATE INFORMATION**

Dhanashree Electronics Limited ('the Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in one stock exchanges in India. The registered office of the company is located at Plot No. XI, 16 Block EP & GP, Salt Lake City, Kolkata- 700 091 (W.B.). The company is primarily engaged in trading and processing of electricals .

**SIGNIFICANT ACCOUNTING POLICIES**

**a) Statement of Compliance**

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

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

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

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

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

**c) Use of Estimates**

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

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

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee

benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

**d) Property, Plant and Equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are carried at cost, less accumulated depreciation and impairments losses.

Costs includes purchase price/acquisition cost (including import duties and non-refundable purchase taxes but after deducting trade discounts and rebates), borrowing cost (if capitalization criteria are met) and all other direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the cost of the property, plant and equipment.

**e) Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life on pro rata basis.

**f) Depreciation**

Depreciation is calculated on the cost of property, plant and equipment less their residual value using Straight Line Method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

**g) Derecognition of property, plant and equipment and intangible assets**

An item of property, plant and equipment/intangible assets is derecognised upon disposal and any gain or loss on disposal is determined as the difference between the sale proceeds and the carrying amount and is recognised in the Statement of Profit and Loss. The cost and the related accumulated depreciation are eliminated upon disposal of the asset.

**h) Impairment of property, plant and equipment and intangible assets**

An item of property, plant and equipment/intangible assets is treated as impaired when the carrying value of the assets exceeds its recoverable value, being higher of the fair value less cost to sell and the value in use. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

**i) Inventories**

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

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

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

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

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

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

**k) Financial Instruments**

**(i) Initial recognition and measurement**

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

**(ii) Subsequent measurement**

**A. Financial Assets**

Financial assets are classified into the specified categories:

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

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the

contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

- b) **Financial assets at fair value through other comprehensive income (FVTOCI)**  
A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- c) **Financial assets at fair value through profit or loss (FVTPL)**  
A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company's management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

## **B. Financial Liabilities**

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

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

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

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

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

**(iv) Derecognition of Financial Instruments**

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

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

**l) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties. It includes Excise Duty but excludes Service Tax, Sales Tax and Value Added Tax.

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

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

**m) Employee Benefits**

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

**o) Income Taxes**

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

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

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

**p) Provisions, Contingent Assets and Contingent Liabilities**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the

amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Provisions are discounted to their present values, where the time value of money is material.

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

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

**q) Earnings Per Share**

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

**r) Cash Flow Statement**

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

**s) Operating Segment**

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

**t) Borrowing Cost**

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



**PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS**

Particulars	GROSS BLOCK						
	As on 01.04.2016	Addition during the year	Adjustment during the year	As on 31.03.2017	Addition during the year	Adjustment during the year	As on 31.03.2018
<b>2A. PROPERTY, PLANT AND EQUIPMENT</b>							
Lease Hold Property **	1,625,750.00	-	-	1,625,750.00	-	-	1,625,750.00
New Building Project	555,416.00	-	-	555,416.00	-	-	555,416.00
Factory Building **	18,846,466.35	-	-	18,846,466.35	232,383.00	-	19,078,849.35
Furniture & Fixture	3,330,919.31	3,216,464.00	-	6,547,383.31	13,740.00	-	6,561,123.31
Air Conditioner	523,217.81	17,880.00	-	541,097.81	-	-	541,097.81
Electric Installation	327,463.42	-	-	327,463.42	-	-	327,463.42
Mould & Dies	-	-	-	-	-	-	-
Motor Car	2,986,861.07	-	-	2,986,861.07	-	-	2,986,861.07
Office & Factory Equipment	437,299.48	15,300.00	-	452,599.48	79,688.64	-	532,288.12
Testing Equipments	91,459.20	8,550.00	-	100,009.20	-	-	100,009.20
Plant & Machinery	11,161,848.73	4,567,403.10	-	15,729,251.83	231,865.00	-	15,961,116.83
Computer	221,927.40	-	-	221,927.40	85,914.72	-	307,842.12
Telephone (Mobile)	198,378.26	12,000.00	-	210,378.26	97,626.04	-	308,004.30
<b>Total</b>	<b>40,307,007.03</b>	<b>7,837,597.10</b>	<b>-</b>	<b>48,144,604.13</b>	<b>741,217.40</b>	<b>-</b>	<b>48,885,821.53</b>
Add : Capital Work in Progress	3,551,559.20	2,775,290.40	-	6,326,849.60	-	-	6,326,849.60
Work in Progress (Old)	33,137,912.00	-	-	33,137,912.00	-	-	33,137,912.00
<b>Total</b>	<b>76,996,478.23</b>	<b>10,612,887.50</b>	<b>-</b>	<b>87,609,365.73</b>	<b>741,217.40</b>	<b>-</b>	<b>88,350,583.13</b>
<b>2B. INTANGIBLE ASSETS</b>							
Patents	-	-	-	-	-	-	-
Trademark	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	DEPRECIATION						NET BLOCK			
	As on 01.04.2016	Addition during the year	Adjustment during the year	As on 31.03.2017	Addition during the year	Adjustment during the year	As on 31.03.2018	As on 01.04.2016	As on 31.03.2017	As on 31.03.2018
<b>2A. PROPERTY, PLANT AND EQUIPMENT</b>										
Lease Hold Property **	-	-	-	-	-	-	-	1,625,750.00	1,625,750.00	1,625,750.00
New Building Project	-	-	-	-	-	-	-	555,416.00	555,416.00	555,416.00
Factory Building **	-	1,219,457.00	-	1,219,457.00	1,223,053.99	-	2,442,510.99	18,846,466.35	17,627,009.35	16,636,338.36
Furniture & Fixture	-	497,154.56	-	497,154.56	694,153.93	-	1,191,308.49	3,330,919.31	6,050,228.75	5,369,814.82
Air Conditioner	-	88,106.00	-	88,106.00	83,297.09	-	171,403.09	523,217.81	452,991.81	369,694.72
Electric Installation	-	49,292.00	-	49,292.00	48,966.95	-	98,258.95	327,463.42	278,171.42	229,204.47
Mould & Dies	-	-	-	-	-	-	-	-	-	-
Motor Car	-	420,913.00	-	420,913.00	421,263.16	-	842,176.16	2,986,861.07	2,565,948.07	2,144,684.91
Office & Factory Equipment	-	102,196.00	-	102,196.00	96,425.26	-	198,621.26	437,299.48	350,403.48	333,666.86
Testing Equipments	-	14,301.00	-	14,301.00	12,862.57	-	27,163.57	91,459.20	85,708.20	72,845.63
Plant & Machinery	-	993,357.25	-	993,357.25	1,028,712.12	-	2,022,069.37	11,161,848.73	14,735,894.58	13,939,047.46
Computer	-	84,710.00	-	84,710.00	99,317.28	-	184,027.28	221,927.40	137,217.40	123,814.84
Telephone (Mobile)	-	62,361.00	-	62,361.00	67,585.15	-	129,946.15	198,378.26	148,017.26	178,058.15
Total	-	3,531,847.81	-	3,531,847.81	3,775,637.50	-	7,307,485.31	40,307,007.03	44,612,756.32	41,578,336.22
Add: Capital Work in Progress	-	-	-	-	-	-	-	3,551,559.20	6,326,849.60	6,326,849.60
Work in Progress (Old)	-	-	-	-	-	-	-	33,137,912.00	33,137,912.00	33,137,912.00
Total	-	3,531,847.81	-	3,531,847.81	3,775,637.50	-	7,307,485.31	76,996,478.23	84,077,517.92	81,043,097.82
<b>2B. INTANGIBLE ASSETS</b>										
Patents	-	-	-	-	-	-	-	-	-	-
Trademark	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-

\*\* Equitable mortgage has been executed on the property owned by the company towards credit facility sanctioned to sister concern M/s Ladhuram toshniwal & Sons to the tune of Rs. 3350 Lakhs by Union Bank of India, Ezra st Branch, Kolkata & it has also been provided as collateral security against credit facility sanctioned to M/s Dhanashree Electronics Ltd to the tune of Rs. 2100 Lakhs by Union Bank of India, Ezra st Branch, Kolkata.

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

(Amount in Rs)

<b>NON CURRENT INVESTMENTS</b>	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
<b>Unquoted Equity Instruments measured at fair value through Other Comprehensive Income - In Other Company</b>			
87,500 ( P.Y. : 2017 - 87,500 ; 2016 - 87,500)			
Equity Shares of Ladhuram Toshniwal & Sons Electricals Pvt. Ltd. - Rs. 10 each	875,000.00	875,000.00	875,000.00
	<u>875,000.00</u>	<u>875,000.00</u>	<u>875,000.00</u>
<b>NOTE - 4</b>			
<b>OTHER NON CURRENT FINANCIAL ASSETS (Unsecured, considered good)</b>			
Bank Deposits with more than 12 months maturity * Deposits	6,744,081.00	-	-
Security Deposit	1,994,190.30	1,676,334.30	1,924,192.36
	<u>2,290,800.00</u>	<u>2,095,000.00</u>	<u>20,000.00</u>
	<u>11,029,071.30</u>	<u>3,771,334.30</u>	<u>1,944,192.36</u>
* The Fixed Deposit is kept as margin against Buyers Credit, LC & BG.			
<b>NOTE - 5</b>			
<b>OTHER NON CURRENT ASSETS (Unsecured, considered good)</b>			
Advance for Project Work	17,096,063.00	17,065,000.00	17,065,000.00
Advance Tax & TDS	155,445.00	155,445.00	155,445.00
Advances other than capital advances			
Custom Duty Refundable (SAD)	331,323.00	1,050,018.00	1,295,615.00
	<u>17,582,831.00</u>	<u>18,270,463.00</u>	<u>18,516,060.00</u>
<b>NOTE - 6</b>			
<b>INVENTORIES (At lower of cost and net realisable value)</b>			
Raw Materials	105,091,029.59	19,043,897.00	37,445,826.37
Trading Goods	56,793,647.35	78,154,398.00	62,708,338.50
Work-In-Progress	11,315,642.14	20,896,484.00	23,476,212.00
Finished Goods	119,127,460.42	85,836,200.00	6,364,094.00
	<u>292,327,779.50</u>	<u>203,930,979.00</u>	<u>129,994,470.87</u>
<b>NOTE - 7</b>			
<b>TRADE RECEIVABLES</b>			
Secured, considered good			
Unsecured, considered good	262,295,211.97	287,732,933.07	162,794,055.38
Doubtful	-	-	-
	<u>262,295,211.97</u>	<u>287,732,933.07</u>	<u>162,794,055.38</u>
The above includes to related parties			
Due from related parties	3,304,048.66	7,263,728.00	3,802,221.00

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

(Amount in Rs)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
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**NOTE - 8**

**CASH & CASH EQUIVALENTS**

Balances with bank:

On Current Accounts	455,429.10	222,615.46	140,488.75
Cash in hand (As certified by the management)	312,029.00	156,529.00	562,517.00
	<u>767,458.10</u>	<u>379,144.46</u>	<u>703,005.75</u>

**NOTE - 9**

**OTHER BANK BALANCES**

Balances with bank:

On Fixed Deposit Accounts*	9,133,600.00	9,825,702.00	22,686,565.00
	<u>9,133,600.00</u>	<u>9,825,702.00</u>	<u>22,686,565.00</u>

\* The Fixed Deposit is kept as margin against Buyers Credit, LC & BG.

**NOTE -10**

**OTHER FINANCIAL ASSETS**

Accrued Interest	696,173.00	511,187.00	498,887.00
	<u>696,173.00</u>	<u>511,187.00</u>	<u>498,887.00</u>

**NOTE -11**

**OTHER CURRENT ASSETS**

Advances other than capital advances

Balances with Statutory Authorities	36,004,351.47	25,552,520.06	12,165,413.14
Prepaid Expenses	50,176.00	68,338.00	243,583.00
Advances to Employee	769,803.36	522,911.07	445,337.97
Advances to Suppliers	11,403,509.47	14,908,990.12	9,319,344.89
Others Advances	1,376,500.00	-	-
	<u>49,604,340.30</u>	<u>41,052,759.25</u>	<u>22,173,679.00</u>

**NOTE - 12**

**EQUITY SHARE CAPITAL**

Authorised Shares:

150,00,000 (P.Y: 2017 - 150,00,000; 2016 - 80,00,000) Equity Shares of Rs.10/-each	150,000,000.00	150,000,000.00	80,000,000.00
Issued, Subscribed and Paid Up Shares			
141,90,000 (P.Y: 2017 - 141,90,000; 2016 - 66,90,000) Equity Shares of Rs.10/-each	<u>141,900,000.00</u>	<u>141,900,000.00</u>	<u>66,900,000.00</u>

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

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

**NOTE - 12 (Contd..)**

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

	AS AT		AS AT		AS AT	
	31ST MARCH, 2018		31ST MARCH, 2017		1ST APRIL, 2016	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares of Rs.10 each fully paid up</b>						
Madan Gopal Maheswari	1,256,589	8.86%	1,256,589	8.86%	839929	12.55%
Lighting Industries Pvt. Ltd.	-	0.00%	-	0.00%	423200	6.33%
Chand Prakash Toshniwal	854,330	6.02%	854,330	6.02%	271000	4.05%
Santosh Kumar Toshniwal HUF	833,330	5.87%	833,330	5.87%	0	0.00%
Nitesh Toshniwal	792,242	5.58%	792,242	5.58%	385512	5.76%
Santosh Kumar Toshniwal	1,239,619	8.74%	1,239,619	8.74%	822959	12.30%

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

(Amount in Rs)

Particulars	AS AT	AS AT	AS AT
	31ST MARCH, 2018	31ST MARCH, 2017	1ST APRIL, 2016
	No. of Shares	No. of Shares	No. of Shares

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

Equity Shares

Equity Shares at the beginning of the year	14,190,000	6,690,000	6,690,000
Add: Issued during the year	-	7,500,000	-
Equity shares at the end of the year	<u>14,190,000</u>	<u>14,190,000</u>	<u>6,690,000</u>

**NOTE - 13**

**OTHER EQUITY**

**RESERVE AND SURPLUS**

Capital Reserve	9,219,449.66	9,219,449.66	9,219,449.66
Revaluation Reserve	7,163.00	7,163.00	7,163.00
Security Premium	19,245,577.02	19,245,577.02	4,245,577.02
Retained Earnings	42,041,198.77	34,978,315.29	16,618,905.49
	<u>70,513,388.45</u>	<u>63,450,504.97</u>	<u>30,091,095.17</u>

**OTHER COMPREHENSIVE INCOME**

Remeasurement of Defined Benefit Plans	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
	<u>70,513,388.45</u>	<u>63,450,504.97</u>	<u>30,091,095.17</u>

**NOTE - 14**

**BORROWINGS - NON CURRENT**

Unsecured loan

From Companies under the same management	499,885.00	1,006,142.00	-
From Others	<u>278,300,000.00</u>	<u>313,668,380.00</u>	<u>163,033,779.00</u>
	<u>278,799,885.00</u>	<u>314,674,522.00</u>	<u>163,033,779.00</u>

**NOTE - 15**

**OTHER FINANCIAL LIABILITIES - NON CURRENT**

Deposit from Customers	69,000.00	69,000.00	69,000.00
Security against Rent	8,899,676.00	9,908,214.00	10,406,075.00
	<u>8,968,676.00</u>	<u>9,977,214.00</u>	<u>10,475,075.00</u>

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

(Amount in Rs)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
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**NOTE - 16**

**PROVISIONS - NON CURRENT**

Provision for Employee Benefit	1,073,120.00	1,073,120.00	1,073,120.00
	<u>1,073,120.00</u>	<u>1,073,120.00</u>	<u>1,073,120.00</u>

**NOTE - 17**

**DEFERRED TAX LIABILITIES**

Deferred Tax Liabilities	20,868,598.00	3,763,124.96	4,456,748.96
	<u>20,868,598.00</u>	<u>3,763,124.96</u>	<u>4,456,748.96</u>

**NOTE - 18**

**BORROWINGS - CURRENT**

Secured Loan :

Loans from Bank

Buyers credit	20,771,161.45	8,369,881.63	29,868,594.85
Cash Credit Limit	95,733,494.26	46,149,572.86	48,842,684.66

Unsecured Loan :

From Companies under the same management	-	-	61,731.00
	<u>116,504,655.71</u>	<u>54,519,454.49</u>	<u>78,773,010.51</u>

a) Buyers Credit and Cash Credit limit is secured by hypothecation of Stocks, Book Debts, and FD with UBI and collaterally secured by Land & Building at Plot No. 11 - 16, Block EP & GP, Sector V, Salt Lake City, Kolkata - 700 091.

**NOTE - 19**

**TRADE PAYABLES**

Trade Payables (including acceptance)

Total outstanding due of micro & small Enterprises (including interest)		-	-
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Other Trade Payables	68,728,126.97	42,304,613.38	70,956,050.35
	<u>68,728,126.97</u>	<u>42,304,613.38</u>	<u>70,956,050.35</u>

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

(Amount in Rs)

	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017	AS AT 1ST APRIL, 2016
<b>NOTE - 20</b>			
<b>OTHER FINANCIAL LIABILITIES - CURRENT</b>			
Other Payables	4,069,536.50	2,506,639.29	1,939,163.13
Bank Balances Overdrawn	15,367.65	-	-
Sundry Advances	2,490,500.00	2,490,500.00	2,490,500.00
	<u>6,575,404.15</u>	<u>4,997,139.29</u>	<u>4,429,663.13</u>
<b>NOTE - 21</b>			
<b>OTHER LIABILITIES - CURRENT</b>			
Statutory Dues	2,852,016.10	3,326,912.24	2,427,669.59
Advance received from Customers	6,200,111.50	2,996,730.37	2,546,181.88
Other Advances	187,445.00	-	-
	<u>9,239,572.60</u>	<u>6,323,642.61</u>	<u>4,973,851.47</u>
<b>NOTE - 22</b>			
<b>PROVISIONS - CURRENT</b>			
Provision for Taxation	2,183,136.10	7,443,684.30	2,020,000.00
	<u>2,183,136.10</u>	<u>7,443,684.30</u>	<u>2,020,000.00</u>



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

(Amount in Rs)

	For the Year 2017-18	For the Year 2016-17
<b>NOTE - 23</b>		
<b>REVENUE FROM OPERATION</b>		
Sale of Products	515,515,265.24	329,693,609.33
Other Operating Revenue		
Service & Installation Charges	121,110.00	-
Rent, License fee & Other Charges	22,188,551.99	20,173,866.76
Income from Job Charges	1,754,512.01	1,656,515.57
	<u>539,579,439.24</u>	<u>351,523,991.66</u>
<b>NOTE - 24</b>		
<b>OTHER INCOME</b>		
Interest Received	882,995.00	1,207,602.00
Commision received	180,767.00	198,050.00
Discount Received	3,580.00	146,579.61
Miscellaneous Income	542,750.00	3,440.00
Gain on Foreign Currency Fluctuation	49,320.77	-
	<u>1,659,412.77</u>	<u>1,555,671.61</u>
<b>NOTE - 25</b>		
<b>COST OF RAW MATERIALS &amp; COMPONENTS CONSUMED</b>		
Opening Stock	19,043,897.00	37,445,826.37
Add: Purchases	<u>239,369,508.02</u>	<u>163,675,382.88</u>
	258,413,405.02	201,121,209.25
Less: Closing Stock	<u>105,091,029.59</u>	<u>9,043,897.00</u>
	<u>153,322,375.43</u>	<u>182,077,312.25</u>
<b>NOTE - 26</b>		
<b>PURCHASE OF STOCK-IN-TRADE</b>		
Purchases during the year	233,126,302.63	111,849,765.16
Less: GST input claim on opening stock	<u>(7,320,200.00)</u>	<u>-</u>
	<u>225,806,102.63</u>	<u>111,849,765.16</u>

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

(Amount in Rs)

	For the Year 2017-18	For the Year 2016-17
<b>NOTE - 27</b>		
<b>CHANGES IN INVENTORIES</b>		
Inventories at the end of the year		
Stock-in-Trade	56,793,647.35	78,154,398.00
Goods in Process	11,315,642.14	20,896,484.00
Finished Goods	119,127,460.42	85,836,200.00
	<u>187,236,749.91</u>	<u>184,887,082.00</u>
<b>Inventories at the beginning of the year</b>		
Stock-in-Trade	78,154,398.00	62,708,338.50
Goods in Process	20,896,484.00	23,476,212.00
Finished Goods	85,836,200.00	6,364,094.00
	<u>184,887,082.00</u>	<u>92,548,644.50</u>
	<u>(2,349,667.91)</u>	<u>(92,338,437.50)</u>
<b>NOTE - 28</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries,Wages & Bonus	22,615,370.37	21,455,670.22
Contribution to Provident Fund & Other Funds	1,167,800.00	904,766.00
Staff Welfare Expenses	22,233.00	2,022,455.00
Ex-gratia Expenses	59,822.01	157,963.84
	<u>23,865,225.38</u>	<u>24,540,855.06</u>

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

(Amount in Rs)

	For the Year 2017-18	For the Year 2016-17
<b>NOTE - 29</b>		
<b>FINANCE COST</b>		
Bank Interest	6,870,399.07	5,515,549.52
Other Interest	36,464,955.17	33,823,531.00
Discounting & Bank Charges	<u>1,400,858.72</u>	<u>1,644,033.52</u>
	<u>44,736,212.96</u>	<u>40,983,114.04</u>
<b>NOTE - 30</b>		
<b>DEPRECIATION AND AMORTISATION</b>		
Depreciation on Property, Plant and Equipment	<u>3,775,637.50</u>	<u>3,531,847.81</u>
	<u>3,775,637.50</u>	<u>3,531,847.81</u>
<b>NOTE - 31</b>		
<b>OTHER EXPENSES</b>		
Other Manufacturing Expenses		
Stores & Spares	439,509.84	665,617.00
Carraige Inward	4,522,493.90	4,052,943.29
Power & Fuel	,758,601.49	3,980,638.00
Job Work Charges	<u>10,301,477.12</u>	<u>11,562,753.77</u>
	<u>19,022,082.35</u>	<u>20,261,952.06</u>
Administrative, Selling and Distribution Expenses		
Payment to Auditor (Refer details below)	85,000.00	75,000.00
Rent	617,778.00	1,221,597.25
Repairs to Building	2,809,908.04	1,008,403.08
Repairs to Machinery	242,696.25	374,963.00
Other Repairs & Maintenance	618,707.26	7,049.00
Insurance Charges	266,707.00	286,738.00
Rates & Taxes	5,593,320.16	1,522,218.08
Brokerage & Commission	2,898,724.90	524,625.00
Bad debts	-	106,965.00
Professional & Legal Expenses	4,698,648.00	3,533,991.00
Technical Know How	240,000.00	240,000.00
Carraige, Freight & Distribution	2,557,162.26	1,931,568.76
Conveyance	317,620.00	311,045.00
Donation	583,002.00	300,000.00

	(Amount in Rs)	
	For the Year 2017-18	For the Year 2016-17
Tour & Travelling Expenses	4,901,567.01	4,834,878.73
Sales Promotion & Advertisement	2,830,489.74	3,412,298.53
Motor Car Expenses	395,856.11	510,858.32
Printing & Stationery	495,814.06	302,222.00
Telephone & Communication Charges	385,726.69	782,358.85
Security Services	227,188.79	747,252.53
Testing Charges	203,406.25	203,373.00
Foreign Exchange Fluctuation	-	1,558,576.45
Listing & Registration Fees	719,152.00	-
Miscellaneous Expenses	5,184,226.63	2,107,871.01
	<u>36,872,701.15</u>	<u>25,903,852.59</u>
	<u>55,894,783.50</u>	<u>46,165,804.65</u>
<b>Payment to Auditor</b>		
As Auditor (Including Service Tax)		
Statutory Audit Fee	85,000.00	75,000.00
	<u>85,000.00</u>	<u>75,000.00</u>

**NOTE - 32**

**EARNINGS PER SHARE(EPS)**

Net profit / (loss) after tax as per statement of Profit and Loss attributable	7,062,883.48	18,359,409.80
Weighted average number of equity shares used as denominator for calculating EPS	14,190,000.00	14,190,000.00
Basic & Diluted Earning Per Share	<u>0.50</u>	<u>1.29</u>

**NOTE - 33**

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

**NOTE - 34**

**RELATED PARTY DISCLOSURE**

As per Indian Accounting Standard - 24, the disclosures of transactions with the related parties are given below:

**i) Name of the Related Party and Nature of Relationship**

<u>Name of the Related Party</u>	Relationship
Mr. M.G. Maheshwari- Chairman	{ Key Managerial Perso
Mr. Nitesh Toshniwal- Managing Director	
Mr. S P Toshniwal- President	
Mr. S P Toshniwal- President	
Mrs. Shruti Toshniwal, Director	
Mr. B. R. Kabra- Director	
Mr. Abhishek Toshniwal	{ Relative of Key Management Personnel
Mr. Nemichand Toshniwal	
Mrs. Madhuri Toshniwal	
Toshniwal Enterprises Controls Pvt Ltd	
Laduram Toshniwal & Sons Electricals Pvt Ltd	{ Companies where common control exists
Frontline Holdings Pvt Ltd	
Lighting Industries Pvt. Ltd.	

**ii) Transaction during the year with related parties :**

**Nature of Transactions**

(Amount in Rs.)

Nature of Transactions	Key Managerial Person	Relative of the key management personnel	Companies where common control exists	Total
Remuneration	2,937,600.00 (2,397,600.00)	- -	- -	2,937,600.00 (2,397,600.00)
Board Meeting Fees	- (8,000.00)	- -	- -	- (8,000.00)
Rent Paid	- (270,000.00)	600,000.00 (600,000.00)	- -	600,000.00 (870,000.00)
Commission	- -	- (256,666.00)	213,305.00 (227,757.00)	213,305.00 (484,423.00)
Consultancy Charges	- -	240,000.00 (240,000.00)	- -	240,000.00 (240,000.00)

**NOTE - 34 (Contd..)**

Nature of Transactions	Key Managerial Person	Relative of the key management personnel	Companies where common control exists	Total
Electric Installation	-	-	- (245,717.00)	- (245,717.00)
Repair Charges	-	-	- (43,929.00)	- (43,929.00)
Job Work	-	-	900,105.80 (444,289.00)	900,105.80 (444,289.00)
Interest on loan	-	-	222,094.00 (729,046.00)	222,094.00 (729,046.00)
Purchase of Goods	-	-	405,637,806.58 (113,853,293.00)	405,637,806.58 (113,853,293.00)
Sale of Goods	-	-	478,821,480.28 (100,806,644.00)	478,821,480.28 (100,806,644.00)
Loan Taken	-	-	7,300,000.00 (2,535,000.00)	7,300,000.00 (2,535,000.00)
Loan Repaid	-	-	15,000,000.00 (25,061,731.00)	15,000,000.00 (25,061,731.00)

Figures in brackets represent previous year's figures.

ii) Balances with related parties:	Amount in Rs.)	
	As At 31st March, 2018	As At 31st March, 2017
Abhishek Toshniwal	63,000.00	54,000.00
M. G Maheshwari	0.00	81,740.00
S.P Toshniwal	0.00	21,690.00
Nitesh Toshniwal	0.00	1,600.00
Ladhuram Toshniwal & Sons - Expense	28,629,195.00	45,458,897.89
Lightining Industries Pvt. Ltd.	34,715.00	649,963.00
Frontline Holdings Pvt Ltd	465,170.00	356,179.00
Ladhuram Toshniwal & Sons - Revenue	1,313,230.79	3,802,220.51

(Amount in Rs)

	For the Year 2017-18	For the Year 2016-17
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**NOTE - 35**

**INCOME TAX EXPENSES**

**(i) Income Tax Expense**

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

**Particulars**

Current Tax	78,60,366.00	7,000,000.00
Tax of Earlier Years	-	-
Deferred Tax Charge/(Credit)	4,85,569.04	(693,624.00)
Total Income Tax Expense recognised in Statement of Profit & Loss	83,45,935.04	6,306,376.00

**(ii) Reconciliation of effective tax rate:**

Profit before Tax	32,953,701.52	24,665,785.80
Enacted Tax Rate in India (under section 115JB)	27.56	33.063
Expected Tax Expense	9,082,041.72	8,155,248.76
Tax Effect on items which are not deductible/deductible		
Deduction disallowed under Income Tax Act, 1964	1,537,855.03	6,944,010.35
Additional Deduction under Income Tax Act, 1961	(1,834,549.48)	(8,439,380.42)
Deferred Tax	17,105,473.04	(693,624.00)
Short Provision Made	-	340,121.31
Income Tax Expenses	25,890,820.31	6,306,376.00

**NOTE - 36**

**FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES**

**(a) Capital Management**

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

Particulars	AsAt	AsAt	AsAt
	31st March, 2018	31st March, 2017	1st April, 2016
Financial Assets			
Measured at Fair Value through OCI			
Equity Investments - Unquoted	875,000.00	875,000.00	875,000.00
Measured at Amortised Cost			
Cash and Cash Balances	767,458.10	379,144.46	703,005.75
Other Bank Balances	9,133,600.00	9,825,702.00	22,686,565.00
Trade Receivables	262,295,211.97	287,732,933.07	162,794,055.38
Other Financial Liabilities	15,544,080.15	14,974,353.29	14,904,738.13

The carrying value of the amortised financial assets and liabilities approximate to the fair value on the respective reporting dates.

(c) Fair Value Measurement and Fair Value Hierarchy

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

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

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

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

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

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

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

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



Particulars	Fair Value Hierarchy	AS AT 31st March, 2018	AS AT 31st March, 2017	AS AT 1st April, 2016
Financial Assets				
Measured at Fair Value through Other Comprehensive Income				
Unquoted Equity Shares	3	875000.00	875000.00	875000.00

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

**(d) Financial Risk Management**

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

**(a) Market Risk**

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

**(b) Credit Risk**

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

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

**Trade Receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Based on prior experience and an assessment of the current economic environment, Management believes there is no credit risk provision required. Also Company does not have any significant concentration of credit risk.

**(c) Liquidity Risk**

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

**NOTE - 37**

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

**NOTE - 38**

**FIRST TIME ADOPTION OF IND AS**

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

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

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

**A. Mandatory exceptions to retrospective application**

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

**(i) Estimates**

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

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

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

**B. Optional exemptions from retrospective application**

Ind AS 101 "First time Adoption of Indian Accounting Standards" permits Companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS during the transition. The Company has accordingly on transition to Ind AS availed the following key exemptions:

Deemed cost - Property, Plant and Equipment and Intangible assets

"Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 - Intangible Assets."

Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at previous GAAP carrying value.

**C. Transition to Ind AS - Reconciliations**

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

**(i) Reconciliation of total equity**

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

Particulars	Notes	(Amount in `)	
		As at 31-Mar-17	As at 1-Apr-16
Total equity under previous GAAP		205,350,504.97	96,991,095.17
(Add)/Less: Impact of adjustments as follows :		-	-
Total Equity under Ind-AS		205,350,504.97	96,991,095.17

**(ii) Reconciliation of total comprehensive income**

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

Particulars	(Amount in `)
	For the Year 2016-2017
Net Profit as per Previous GAAP	18,359,409.80
Re-measurements on defined employees benefits	
Net Profit as per Ind AS	18,359,409.80
Other comprehensive income/(loss)	
Total comprehensive income/(loss) as per Ind AS	18,359,409.80

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

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

As per our report of even date

For **Bijan Ghosh & Associates**

For and on behalf of the Board

Firm Registration Number- 323214E

Chartered Accountants

(BIJAN GHOSH) Proprietor

Membership Number 009491

Place: Kolkata Date: 30th Day of May, 2018

Annexure - "A"

Schedule of Fixed Assets.

Sl. No.	Assets	W.D.V. as on 01.04.2017	Additions		Sale Proceeds	Total	Depreciation	W.D.V. as on 31.03.2018
			Before 180 Days	On or After 180 Days				
	<u>1st Block 0%</u>							
1	Lease Hold Property	1,625,750.00	-	-	-	1,625,750.00	-	1,625,750.00
2	New Building Project	555,416.00	-	-	-	555,416.00	-	555,416.00
3	Work in Progress	35,913,202.40	-	-	-	35,913,202.40	-	35,913,202.40
	<u>2nd Block 5%</u>							
4	Factory Building	8,031,020.70	-	232,383.00	-	8,263,403.70	407,360.61	7,856,043.09
	<u>3rd Block 10%</u>							
5	Furniture & Fixture	6,424,111.10	13,740.00	-	-	6,437,851.10	643,785.11	5,794,065.99
	<u>4th Block 15%</u>							
6	Plant & Machinery	14,504,791.32	-	231,865.00	-	14,736,656.32	2,216,295.07	12,520,361.25
7	Motor Car	-	-	-	-	-	-	-
8	Telephone	11,100.00	97,626.04	-	-	108,726.04	16,308.91	92,417.13
9	Air Conditioner	16,539.00	-	-	-	16,539.00	2,480.85	14,058.15
10	office & factory equipment	13,005.00	59,460.56	20,228.08	-	92,693.64	12,386.94	80,306.70
11	Testing equipments	7,908.75	-	-	-	7,908.75	1,186.31	6,722.44
	<u>5th Block 25%</u>							
12	Patents	-	-	-	-	-	-	-
13	Trademark	846.70	-	-	-	846.70	211.68	635.03
	<u>6th Block 60%</u>							
14	Computer	54,644.00	85,914.72	-	-	140,558.72	56,223.49	84,335.23
	<b>Total</b>	<b>67,158,334.97</b>	<b>256,741.32</b>	<b>484,476.08</b>	<b>-</b>	<b>67,899,552.37</b>	<b>3,356,238.96</b>	<b>64,543,313.41</b>

**COMPUTATION OF TOTAL INCOME  
ASSESSMENT YEAR : 2018 - 2019**

(Amount in Rs.)

**INCOME FROM BUSINESS**

Net Profit as per profit & loss account for the year	3,29,53,701.52	
Add: Depreciation as per Companies Act, 1956	37,75,637.50	
	<u>3,67,29,339.02</u>	
Less: Rent & Licence fees		
Less: Depreciation as per I. T. Act	33,56,238.96	3,33,73,100.06
Add: Expenditure to be disallowed		
Donation	5,83,002.00	
Interest from Income Tax	12,21,386.00	
Bonus U/s. 43B	-	
Provision for Gratuity	-	18,04,388.00
Less: Income to be considered separately		
Rent & License Fees	-	
	<u>2,21,88,551.99</u>	<u>(2,21,88,551.99)</u>
		<u>1,29,88,936.07</u>

**INCOME FROM HOUSE PROPERTY**

Rent & License Fees	2,21,88,551.99	
Less: Standard Deduction	66,56,565.60	1,55,31,986.39

**INCOME FROM OTHER SOURCES**

Interest from Income Tax		-
Gross Total Income		<u>2,85,20,922.46</u>
Less: Deduction U/s. 80G		-
		<u>2,85,20,922.46</u>
Less: Business Loss 2017-18		-
		<u>2,85,20,922.46</u>
Gross Total Income (R/O)		<u>2,85,20,920.00</u>
Tax on Above		<u>78,60,366.00</u>

**COMPUTATION OF MINIMUM ALTERNATE TAX  
ASSESSMENT YEAR : 2018 - 2019**

**BOOK PROFIT**

Net Profit as per profit & loss account for the year	3,29,53,701.52
Less: Adjustments	-
Brought Forward Book Loss or Book Depreciation whichever is less	-
	<u>3,29,53,701.52</u>
Deemed Total Income U/S 115JB	3,29,53,701.52
Tax on Above	62,79,328.00

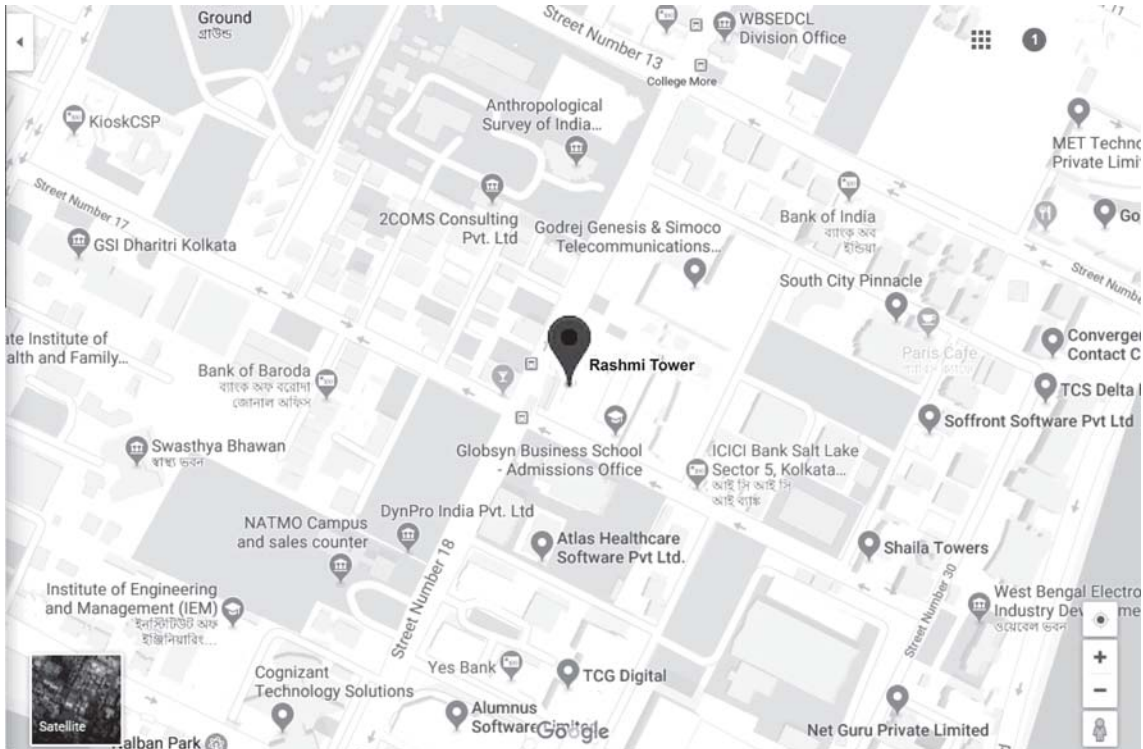
**TAX LIABILITY**

Higher of the two below:	
Tax on Total Income at normal rate	78,60,366.00
or	
Tax on Book Profit	62,79,328.00
Gross Tax Liability for the year	<b>78,60,366.00</b>
Less:	
Advance Tax	50,00,000.00
Tax deducted at Source	15,86,213.90
Self Assessment Tax	-
Net Tax Liability(Refund) for the year	<u>21,99,131.10</u>

**PROVISION FOR DEFERRED TAX**

WDV as per companies Act	8,10,43,097.82	
WDV as per Income Tax	<u>6,45,43,313.41</u>	<u>1,64,99,784.40</u>
Deferred Tax Liab as on 31.03.2018		42,48,694.00
Deferred Tax Liabilities		
Opening Balance as on 01.04.2017		<b>37,63,124.96</b>
Liability to be provided during the year		<u><b>4,85,569.04</b></u>

**ROUTEMAP OF THE VENUE OF 30TH ANNUAL GENERAL MEETING OF THE COMPANY AT  
BLOCK EP & GP, PLOT NO.XI-16, SECTOR V, SALT LAKE, KOLKATA-700091**



**ATTENDANCE SLIP**

**REGISTERED FOLIO/DP ID/CLIENTID**

**NAME AND ADDRESS OF THE SHAREHOLDER**

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of the company being held on Friday, 28th September, 2018 at 9 a.m. at the Registered Office of the company situated at Saltlake Electronic Complex, Block-EP&GP, Plot No-XI, 16, Kolkata-700091

Signature of the Shareholder/ Proxy present

Shareholder/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same at the entrance duly signed.

Shareholder/ proxy holder desiring to attend the meeting may bring his/ her copy of the Annual Report for reference at the Meeting.

Note- Please cut here and bring the above attendance slip to the Meeting.

**ELECTRONIC VOTING PARTICULARS**

EVSN                                      USER ID                                      PAN                                      Bank A/c No

(E Voting Sequence No)

**Notes**

Where Bank Account Number is not registered with the Depositories or Company please enter your user id

Please read the instructions printed in the notice of the 31st Annual General Meeting regarding e voting.

The e voting period shall commence from 25/09/2016 at 9 a.m. and shall end on 27/09/2018 at 5 p.m.

The e voting module shall be disabled by NSDL for voting thereafter.

**Form No MGT-11  
PROXY FORM**

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

CIN : L31103WB1987PLC042594  
Name of the Company : DHANASHREE ELECTRONICS LIMITED  
Registered Office : Saltlake Electronic Complex Block-EP&GP Plot No-XI-16,  
Kolkata-700091  
E mail : info@rashmilighting.com  
Website : www.rashmilighting.com  
Name of the Member(s) :  
Registered Address :  
Email id :  
Folio No/Client ID No/ DP ID No :

I/We being the member of Dhanashree Electronics Limited holding equity shares of the above named company, hereby appoint

Name

Address

Email id

Signature

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the 31st Annual General Meeting of the company, to be held on 28th day of September 2018 at 9 a.m. at the Registered Office of the company situated at the Salt Lake Electronic Complex Plot No- XI 16 Block- EP & GP Salt Lake City Kolkata-700091, West Bengal and any adjournment there of in respect of such resolution as may be indicated below.



**ORDINARY RESOLUTION**

**FOR**

**AGAINST**

1. Adoption of Financial Statement of Accounts for the year ended 31st March 2018

2. To appoint Auditor of the company to hold office from the conclusion of this AGM till the conclusion of the next AGM

3. Reappointment of MS Shruti Toshniwal as the Director of the company.

Signature-----this day of -----2018

Please affix revenue stamp

Signature of shareholder

Signature of proxy

**Note** The 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.

A proxy need not be a member of the company

**BALANCE SHEET ABSTRACT AND COMPANY'S BUSINESS PROFILE**

Registration No-42594	STATE- 21
Balance Sheet Date- 30/05/2018	
Capital raised during the year	
Public issue- NIL	Right Issue- NIL
Bonus issue- Nil	
Private Placement- Nil	
Position of Mobilisation and Development of Funds	
Total Liabilities- 725354562.98	Total Assets-725354562.98
Source of Fund	
Paid up capital- 141900000	Reserve and surplus-88058271.45
Secured Loan- 116504655.71	Unsecured loan-27,87,99,885.00
Application of Fund	
Net Fixed Asset- 41578336.22	Investment-875000
Net Current Asset- 614824562.87	Misc Expenditure-5184226.63
Performance of the Company	
Turnover-539579439.24	Total Expenditure-508285150.49
Profit/Loss before tax-32953701.52	Profit/loss after tax-24607766.48
Earning per share-1.73	Dividend- 0.00
Madan Gopal Maheshwari (Director) (Managing Director)	Nitesh Kumar Toshniwal
Ananda Bhattacharyya (Company Secretary)	