

**ANNUAL REPORT**

**2015-16**

**TUNKAI INDIA LIMITED**

# Tunkai India Ltd.

CIN: L45203WB1984PLC038013

23, Brabourne Road, 6<sup>th</sup> Floor, Kolkata 700001

Telephone: 91-33 – 2242 6885 Tele Fax : 91-33-2407 1739 Email: accounts@dhanushreegroup.com

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## **NOTICE**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **M/s. Tunkai India Ltd.** will be held on Tuesday, the 20<sup>th</sup> day of September, 2016 at 11:00 a.m. at 23, Brabourne Road, Kolkata – 700001 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, the Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Sandeep Kumar Surana (DIN 00313985) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s. Barkha & Associates, Chartered Accountants (Registration No. 327573E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration.”

### **SPECIAL BUSINESS :**

#### **4. APPOINTMENT OF MR. PAWAN BAID AS AN INDEPENDENT DIRECTOR**

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

1. “ **RESOLVED THAT** pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Pawan Baid (holding DIN 06942848), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.”

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By Order of the Board of Directors  
For **TUNKAI INDIA LTD.**

Sd/-

**Daulat Singh Surana**  
**Whole Time Director**  
**DIN : 00313888**

**Place: Kolkata**

**Date: August 12, 2016**

## Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking appointment/re-appointment, as required in terms of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the proxy duly completed, to be valid must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.
5. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
6. Corporate members intending to send their authorized 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.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
10. **Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to the Company.**
11. The Register of Members and Share Transfer Books will remain closed from Thursday, the 15<sup>th</sup> day of September, 2016 to Tuesday, the 20<sup>th</sup> day of September, 2016 (both days inclusive) for the purpose of this AGM.
12. Relevant documents referred to in this Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.

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13. Members are requested to update address & bank account details, whenever changed.
14. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Company to enable us to send you the Quarterly Reports, Notices, Annual Reports including financial statements, Board Reports, etc. and any other communications via email. All the shareholders holding shares in physical mode who have not registered their e-mail addresses so far are requested to register their-mail address to the Company for receiving all aforesaid communication from the Company, electronically.**
15. The Notice of the 32<sup>nd</sup> AGM, along with the Annual Report, Attendance Slip and Proxy Form are being sent physically under the permitted mode.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical form are requested to submit their PAN details to the Company.
17. Shareholders are requested to give their valuable suggestions for improvement of our investor services.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at the accompanying Notice dated 12th August, 2016 :

### **Item No. 4**

The Board, at its meeting held on 21<sup>st</sup> March, 2016 on recommendation of Nomination and Remuneration Committee has appointed Mr. Pawan Baid as an Independent Director of the Company with immediate effect i.e. 21<sup>st</sup> March, 2016, pursuant to the provision of Sections 149, 161, read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of the Act, he would hold office of Directors as an Additional Director up to the date of the ensuing Annual General Meeting (AGM) unless appointed as Director of the Company by the Shareholders.

In the opinion of the Board, Mr. Pawan Baid fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director and he is independent of the management.

The Company has received requisite consent and declarations from Mr. Pawan Baid as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

The Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Pawan Baid for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The copy of the letter of appointment of Mr. Pawan Baid, as Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the ensuing AGM.

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Except Mr. Pawan Baid, no other Director, key managerial personnel of your Company and their relatives are in any way, financially or otherwise, directly or indirectly interested or concerned in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 4 in relation to appointment of Mr.Pawan Baid as Independent Director, for the approval by the shareholders of the Company for a period of 5 years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

By Order of the Board of Directors  
For **TUNKAI INDIA LTD.**

Sd/-

**Daulat Singh Surana**

**Whole Time Director**

**DIN : 00313888**

**Place: Kolkata**

**Date: August 12, 2016**

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## ANNEXURE TO NOTICE OF AGM

**Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting  
[ In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ]**

Sl. No.	Name of the Director	Mr. Sandeep Kumar Surana	Mr. Pawan Baid
1.	DIN	00313985	06942848
2.	Date of Birth and age	27/09/1971, 45 years	21/010/1990, 26 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	28/12/1993	21/03/2016
5.	Remuneration last drawn	NIL	NIL
6.	No. of shares held in the	43000 equity shares	NIL
7.	Qualification & Expertise in specific functional area	B.Com Vast experience in overall management of the Company	B.Com Experience in Overall Management of the Company
8.	No. of Board Meetings Attended	4 ( four)	1( One )
9.	List of other listed Companies in which Directorships held as on 31st March, 2016	Elpee Commercial Limited	Elpee Commercial Limited
10.	List of other Companies in which Directorships held as on 31st March, 2016	Jet Plywood Private Limited Mita Nirman Properties Private Limited Maple Suppliers Private Limited Sukhsagar Dealers Private Limited Ramnik Tradelinks Private Limited Snowfall Merchants Private Limited Vidhata Sales Private Limited. Mountview Mercantile Private Limited Spark Trading Private Limited Booster Merchandise Private Limited Sukhsagar Hirise Pvt Ltd White Wash Sparkles Private Limited	PROFITUS VANIJYA PRIVATE LIMITED  DECLAN OVEN PRIVATE LIMITED  PROFITUS SUPPLIERS PRIVATE LIMITED
11.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2016	Member- Audit Committee & Nomination & Remuneration Committee - Elpee Commercial Limited	NIL

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12	Disclosure of relationship between Directors interse	Son of Mr. Daulat Singh Surana, Whole-time Director	NA
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## BOARD'S REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the thirty-second Annual Report together with the Audited Annual Accounts of your Company for the year ended March 31, 2016.

(Rs.)

<b>Financial Results</b>	<b>FY 2015-16</b>	<b>FY 2014-15</b>
<b>Particulars</b>	<b>Amount</b>	<b>Amount</b>
i. Gross Turnover	52,60,416	65,55,329
ii. Other Income	26,27,558	19,30,439
iii. Total Revenue	78,87,974	84,85,768
iv. Earnings Before Interest, Depreciation, Taxation and Amortization (EBIDTA)	15,81,725	13,15,267
v. Finance Cost	--	-
vi. Depreciation	72,217	60,702
vii. Profit before Taxation (PBT)	15,09,508	12,54,565
viii. Tax including Deferred Tax	4,00,149	3,97,027
ix. Profit after Taxation (PAT)	11,09,359	8,57,538

### **STATE OF COMPANY'S AFFAIRS & OPERATIONS:**

Your company has incurred a Net Profit of Rs. 11,09,359/- during the year compared to Rs. 8,57,538/- in the previous year. The revenue from operation is Rs 52,60,416/- during the year (previous year Rs. 65,55,329/-) which is lower than the previous year. The management shall endeavour to enhance its business and operations in the forthcoming year.

There has been no change in nature of business of the Company during the period under review.

### **LISTING OF EQUITY SHARES:**

The equity shares of the Company are listed at The Calcutta Stock Exchange Ltd. and The Uttar Pradesh Stock Exchange Ltd. However, U.P. Stock Exchange has been de-recognised by SEBI vide its Exit Order No. WTM/RKA/MRD/49/2015 dated 09.06.15; it is deemed that the shares of the Company are listed only on The Calcutta Stock Exchange Limited.

### **DIVIDEND**

To conserve the resources of the Company for long -term working capital requirements and for General Corporate purposes, the Board of Directors of the Company did not recommend any dividend for the year 2015-16.

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## **RESERVES**

The Company has not transferred any amount out of profit to General Reserve.

## **DEPOSITS**

The Company has not accepted any Deposits during the year, no deposits remained unpaid or unclaimed as at the end of the year and there was no default in repayment of deposits or payment of interest thereon during the year.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the Directors Responsibility Statement as referred to in section 134(3) (c) and 134(5) of the Companies Act, 2013, your Directors hereby confirm that:

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

## **MATERIAL CHANGES SUBSEQUENT TO BALANCE SHEET DATE**

There are no material changes subsequent to the balance sheet date.

## **CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information related to conservation of energy, Research & Development, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 do not apply to the Company, hence not required to be furnished.

## **PERSONNEL**

The particulars and information of the employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been set out as **Annexure – 'A'** to this Report, attached hereto.

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## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **i) Appointments:**

Mr. Daulat Singh Surana (DIN 00313888), Director of the Company was appointed as Whole- Time Director for a term of 3 years w.e.f. 14<sup>th</sup> August, 2015 pursuant to Section 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013. His appointment was confirmed by the shareholders in the last Annual General Meeting held on 30<sup>th</sup> September, 2015.

### **ii) Retirement by Rotation:**

Mr. Sandeep Kumar Suranan (DIN 00313985), Director of the Company, pursuant to the provisions of Section 152(6) and other applicable provisions, of the Companies Act, 2013, retires by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

### **iii) Appointment of Whole time- Key Managerial Personnel (KMP):**

Pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Rule 8(5)(iii) of Companies (Accounts) Rules, 2014 the Board has appointed the following personnel as the designated Whole time Key Managerial Personnel of the Company within the meaning of the said section :

- a) Mr. Daulat Singh Surana – Whole-time Director.
- b) Mr. Prabhu Shakti Swaroop Jain – Chief Financial Officer.

There is no change in the Key Managerial Personnel during the year.

None of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013. The Directors have also made necessary disclosures to the extent as required under provisions of section 184(1) as applicable. In accordance with Section 149(7) of the Act, Ms. Shilpa Agarwal, Independent Director has given a written declaration to the Company confirming that she meets the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **iv) Appointment of Independent Director:**

Mr. Pawan Baid (DIN 06942848) has been appointed as an Additional Director (Non Executive-Independent Director) of the Company with effect from March 21, 2016 pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions of the said Act. He has provided declaration of his independence as per Section 149(6) of the Companies Act, 2013 Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and rules made thereunder, the aforesaid Director would hold the office of Directors upto the date of ensuing Annual General Meeting of the Company unless appointed as a Director of the Company by the Shareholders. Amongst other terms, Mr. Pawan Baid, when confirmed by the Shareholders would no longer be required to retire by rotation in view of Section 149(13) of the Companies Act, 2013 and can hold the office for a consecutive period of

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five years as per Section 149(10) of the said Act and hence his appointment has been proposed accordingly.

## v) Resignation of Directors

Mr. Jai Kumar Surana and Mr. Kamal Kumar Surana, Directors of the Company, have resigned from the Directorship of the Company w.e.f. 14<sup>th</sup> August, 2015. Your Board took on record the valuable services rendered by them during their tenure as Directors of the Company.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company is not falling under the purview of section 135 of the Companies Act, 2013 and the relevant Rules made there under is not applicable for the time being. Thus, the Board is not required to constitute the CSR Committee and nor has to comply with any of the provisions thereof.

## AUDITORS AND THEIR REPORTS

### (i) Statutory Auditor:

The Statutory Auditor M/s. Barkha & Associates, Chartered Accountants, holds office upto the conclusion of the Annual General Meeting (AGM) to be held for the financial year 2016-17, subject to ratification by the shareholders in every AGM. Accordingly, the Board on recommendation of Audit committee has proposed for ratification of their appointment in the office of Statutory Auditors of the Company for the financial year 2016-17.

The Notes to Accounts, as referred in the Auditors Report are self-explanatory and hence does not call for any further explanation.

### (ii) Secretarial Auditor:

The Board has appointed Mr. Santosh Kumar Tibrewalla, Practising Company Secretary, as the Secretarial Auditor of the Company to carry out the Secretarial Audit for the year 2015-16 under the provisions of section 204 of the Companies Act, 2013. The report of the Secretarial Auditor in MR 3 is enclosed as **Annexure - 'B'** to this Board's Report.

### **Explanation to the Remarks by the Secretarial Auditor -**

**Remarks :** The Company has since complied to the requirements of the Companies Act, 2013 and the Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except some of the clauses of Listing Agreement / regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and appointment of Registrar and Share Transfer Agents, appointment of Company Secretary as per the requirement of Section 203 of the Companies Act, 2013, provision for e-voting facilities to the shareholders, hosting of website and publication of quarterly/annual financial results for the first three quarters.

**Explanation :** The Company has since initiated efforts for compliance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Registrar and Share Transfer Agents is under negotiation, appointment of suitable candidate for the post of Company Secretary at an affordable remuneration, providing e-voting facilities to its shareholders and hosting of website.

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Further, the Company has also started Compliance of applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding publication of quarterly/annual financial results from the quarter and year ended on 31<sup>st</sup> March, 2016.

## **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

In terms of the provisions of Regulation 8 SEBI (Prohibition of Insider Trading) Regulations, 1992, your Company has already adopted the Code of Conduct for prevention of Insider Trading and the same is in force.

## **MANAGEMENT DISCUSSIONS & ANALYSIS REPORT**

A report on Management Discussion & Analysis as per Regulation 34(2)(e) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the **Annexure – ‘C’** to this report.

## **DISCLOSURES AS PER APPLICABLE ACT:**

### **i) Related Party Transactions:**

All transaction entered with related parties during the f.y. 2015-16 were on arm's length basis and were in the ordinary course of business and provisions of Section 188(1) are not attracted. There have been no materially significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013 and the Listing Agreement / SEBI (LODR) Regulations, 2015 which may have potential conflict of interest with the Company at large. Therefore, disclosure as required in Form AOC 2 regarding the transactions are given in the notes to accounts.

### **ii) Number of Board Meetings:**

The Board of Directors met 5 (five) times during the year 2015-16 on 26.05.2015, 14.08.2015, 13.11.2015, 08.02.2016 and 21.03.2016.

### **iii) Separate Meeting of Independent Director :**

Separate Meeting of Independent Director was held during the year under review.

### **iv) Composition of Audit Committee:**

Audit Committee of the Company was re-constituted w.e.f. 21<sup>st</sup> March, 2016 by the Board in its meeting held on 21<sup>st</sup> March, 2016. Mr. Pawan Baid, Non- Executive Independent Director was inducted as a member of the Committee in place of Mr. Daulat Singh Surana. Ms. Shilpa Agarwal is the Chairperson of the Committee. During the year, 4 (four) meetings of the Audit Committee were held on 26.05.2015, 14.08.2015, 13.11.2015 and 08.02.2016.

### **v) Extracts of Annual Return:**

The details forming part of the extract of the Annual Return in **MGT-9** as provided under section 92(3) of the Companies Act, 2013 is enclosed as **Annexure - ‘D’**.

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**vi) Risk Analysis:**

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

**vii) Internal Financial Control :**

The Company has in place adequate internal financial control as required under section 134(5) (e) of the Act. During the year such controls were tested with reference to financial statements and no reportable material weakness in the formulation or operations were observed.

**viii) Loans, Guarantees and Investments:**

During the year under review, your Company has not made any Loans or given any guarantee or provided any security hence no particulars of any loans, guarantees and investments are required to be entered in the register maintained by the Company for the purpose.

**ix) Post Balance Sheet events:**

There are no material changes and commitments affecting the financial position of the Company occurred since the end of the financial year 2015-16.

**x) Subsidiaries, Associates or Joint Ventures:**

Your Company does not have any subsidiaries, associates or joint ventures, during the year under review.

**xi) Evaluation of the Board's Performance:**

During the year under review, the Board, in compliance with the Companies Act, 2013 has adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Boards' functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board, as a whole, who were evaluated on parameters such as their participation, contribution at the meetings and otherwise, independent judgments, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

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## **xii) Nomination, Remuneration and Evaluation Policy:**

Nomination & Remuneration Committee of the Company was re-constituted w.e.f. 21<sup>st</sup> March, 2016 by the Board in its meeting held on 21<sup>st</sup> March, 2016. Mr. Pawan Baid , Non- Executive Independent Director was inducted as a member of the Committee in place of Mr. Daulat Singh Surana. Ms. Shilpa Agarwal is the Chairperson of the Committee. During the year, 2 (two) meeting of the Nomination and Remuneration Committee was held on 14.08.2015 and 21.03.2016.

### **Evaluation Policy:**

The Company on recommendation of its Nomination & Remuneration Committee has laid down a Nomination, Remuneration and Evaluation Policy, in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. This Policy is formulated to provide a framework and set standards in relation to the following:

- a. Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Executives of the Company.
- b. Remuneration payable to the Directors, KMPs and Senior Management Executives.
- c. Evaluation of the performance of the Directors.
- d. Criteria for determining qualifications, positive attributes and independence of a Director.

## **xiii) Vigil Mechanism (Whistle Blower Policy):**

Your Company has formulated a Whistle Blower Policy and employees of the Company are encouraged to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in any way. The Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of employees from reprisals or victimisation, for whistle blowing in good faith.

Details of establishment of the Vigil Mechanism have been uploaded on the Company's website.

## **SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATOR OR COURTS OR TRIBUNALS IMPACTING GOING CONCERN STATUS AND COMPANIES OPERATIONS IN FUTURE**

There have been no significant & material orders passed by regulator / courts / tribunals impacting going concern status and Companies' operations in future.

## **APPRECIATION**

Your Directors take this opportunity to place on record their gratitude to the Central and State Governments, Bankers and Investors for their continuous support, cooperation and their valuable guidance to the Company and for their trust reposed in the Company's management. The Directors also commend the continuing commitment and dedication of the employees at all levels and the Directors look forward to their continued support in future.

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CIN: L45203WB1984PLC038013

23, Brabourne Road, 6<sup>th</sup> Floor, Kolkata 700001

Telephone: 91-33 – 2242 6885 Tele Fax : 91-33-2407 1739 Email: accounts@dhanushreegroup.com

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**For and on behalf of the Board of Directors**

**For Tunkai India Ltd.**

**Sd/-**

**Sandeep Kumar Surana**

**Director**

**DIN: 00313985**

**Sd/-**

**Daulat Singh Surana**

**Whole – Time Director**

**DIN: 00313888**

**Place : Kolkata**

**Dated : 12.08.2016**

## ANNEXURE - A TO THE DIRECTORS' REPORT

### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

i) The percentage increase in remuneration of each Director and Chief Financial Officer during the financial year 2015-16, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 are as under:

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2015-16	% increase in Remuneration in the financial year 2015-16	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Daulat Singh Surana, Whole-time Director*	Rs. 3,79,032/-	N.A.	1.80:1.00
2.	Prabhu Shakti Swaroop Jain, Chief Financial Officer*	Rs. 2,87,419/-	N.A.	N.A.

\* w.e.f. 14.08.2015

#### **Note:**

- i) No other Director received any remuneration during the financial year 2015-16.
- ii) The median remuneration of employees of the Company during the financial year was Rs. 2,10,000/-
- iii) In the financial year, there was an increase of 29.63 % . in the median remuneration of employees.
- iv) There were 2 (two) permanent employees on the rolls of Company as on March 31, 2016.
- v) Average percentage increase made in the salaries of the employees other than the managerial personnel in the financial year 2015-16 was 29.63% whereas the increase / decrease in the managerial remuneration for the same financial year was 0.00 %
- vi) It is hereby affirmed that the remuneration paid during the year ended 31<sup>st</sup> March, 2016 is as per the Remuneration Policy of the Company.

**Statement pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :**

**A. LIST OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN :**

Sl No.	Name of Employees	Designation of the employee	Remuneration drawn during the financial year 2015-16 (Rs. in lac)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment	Age	Last employment held before joining the Company	% of equity shares held in the Company	Whether relative of any Director or Manager of the Company and if so, name of such Director or Manager
1	Daulat Singh Surana	Whole-time Director	3.79	Contractual	B.Com, 43 yrs.	14.08.2015	68 yrs.	--	2.44	Father of Sandeep Kumar Surana, Director
2	Prabhu Shakti Swaroop Jain	Chief Financial Officer	2.87	Otherwise	B.Com, 30 yrs.	14.08.2015	54 yrs.	Dhan Daulat Holding Ltd.	--	--
3	Kameshwar Mahato	Staff	2.10	Otherwise	B.Com, 34 yrs.	01.04.2008	58 yrs.	Frindon Exports Pvt.Ltd	--	--
4.	Subrata Dutta*	Staff	0.64	Otherwise	B.Com, 36yrs.	01.04.2011	61 yrs.	Indian Council Of Small Industry	--	--

\*Resignation w.e.f. 01.08.2015

**B. List of employees drawing a remuneration not less than Rs. 102.00 lakh per annum or Rs. 8.50 lakh per month, if employed for part of the year :** No employee in the Company has drawn remuneration falling under this category.

**C.** There is no employee in employment throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate or as the case may be at a rate which in the aggregate, is in excess of that drawn by the Managing Director, Whole-time Director or Manager, and holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.

**SECRETARIAL AUDIT REPORT**

**Annexure - B**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

**To,**  
**The Members,**  
**Tunkai India Ltd.**  
23, Brabourne Road,  
**Kolkata – 700 001.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Tunkai India Ltd. (hereinafter called ‘the Company’) bearing CIN: L45203WB1984PLC038013. 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 M/s. Tunkai India Ltd’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 31<sup>st</sup> March, 2016, generally 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 M/s. Tunkai India Ltd. (‘the Company’) for the financial year ended on 31<sup>st</sup> March, 2016 **to the extent Acts / provisions of the Acts applicable**, according to the provisions of :

- i.** The Companies Act, 2013 (the Act) 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.** 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;
- v.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’), to the extent applicable:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi.** I further report that, having regards to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis and on representation made by the Company and its officers for compliances under other applicable Acts, laws and Regulations to the Company, the Company has complied with the laws including the laws specifically applicable to the Company as given in **Annexure 1**.

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 Agreement entered into by the Company with the Calcutta Stock Exchange Ltd.;

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

**I further report that -**

The Board of Directors of the Company is 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.

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

**I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has not complied with the following requirements applicable to it:

- a. The Company has neither in-house transfer facilities nor appointed a Share Registrar and Transfer Agent as required under clause 47 of the Listing Agreement / applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The Company has not appointed Company Secretary as required under Section 203 of the Companies Act, 2013;
- c. The Company has not provided e-Voting facilities to its shareholders in pursuance of Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement / Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;
- d. The Company has not hosted website in accordance with the Act / Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, compliances / disclosures related to the website could not be made ;
- e. The Company has not published the quarterly/annual financial results in the newspapers for the financial year 2015-16 except for the last quarter in pursuance of Clause 41(VI) of the Listing Agreement / Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

**Place:** Kolkata

**Date:** 04.08.2016

**Signature** :

**Name of Company Secretary in practice** : Santosh Kumar Tibrewalla

**FCS No.** : 3811

**C P No.** : 3982

**SANTOSH KUMAR TIBREWALLA**  
**B.Com.(Hons.), LL.B., FCS.**  
**Practicing Company Secretary**

**5A, N.C. Dutta Sarani**  
**(Formerly Clive Ghat Street)**  
**3<sup>rd</sup> Floor, Kolkata – 700 001**  
**Phone: 2262-8200/ 4005 4842**  
**email:santibrewalla@rediffmail.com**

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**ANNEXURE - I**

**List of Other applicable laws to the Company**

1. Income Tax Act, 1961;
2. Minimum Wages Act, 1940;
3. W.B. Profession Tax Act, 1979;
4. West Bengal Shop & Establishment Act, 1964;
5. West Bengal Fire & Emergency Services Act, 1950;
6. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
7. Equal Remuneration Act, 1976;
8. Environment Protection Act, 1986;
9. Kolkata Municipal Corporation Act, 1980;
10. Negotiable instruments Act, 1881;
11. Information Technology Act, 2000, etc.

**ANNEXURE - C TO THE DIRECTORS' REPORT**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This Management Discussion and Analysis report has been prepared in compliance with the requirements of Listing Agreement/ Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and contains expectations and projections about the strategy for growth, product development, market position, expenditures and financial results. The Company's actual results, performance or achievements could differ from those projected in such forward looking statements on the basis of any subsequent development, information or events for which the Company do not bear any responsibility.

**a) Industry Structure and Development :**

The Real Estate Sector has steadily transformed from a highly unorganized sector in the past to a well structured one in the present. According to the Economic Survey 2015-16, Real Estate Sector constituted 7.5% of India's GDP in 2015-16. After agriculture, Real Estate Sector is the second largest employment generator in India.

Therefore, as long as the government's action plans focus on a progressive economy, we believe that the industry operations will revive in the near future. We hope that the government will focus on policies that will reduce the burden on real estate builders.

**b) Opportunities and threats / Risk and concerns:**

**Opportunities:** Significant demand of this category across the country, young working population, rising disposable incomes, increased urbanisation, inherent desire to own a home, etc. will act as strong drivers for growth of this Sector. Further, the Government's announcement in Budget 2016 on allowing 100 per cent deduction for profits to housing projects building units up to 30 square meters in the four metro cities and 60 square meters in other cities is expected to benefit supply of affordable homes.

**Threats :** Unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector. There are substantial procedural delays with regards to land acquisition, conversion into housing / industrial land, project launch and construction approvals which poses a threat to the development of this Sector. Inflation, higher statutory levies (service tax on under construction of housing projects), non-availability of skilled manpower, etc. continue to remain as the other challenges being faced by the Sector as a whole.

**c) Segment wise or product wise performance :**

The Company is mainly engaged in Real Estate Construction and hence segment wise performance is not required to be disclosed.

During the year, the Company has earned a revenue of Rs 52,60,416/- from its operations (previous year Rs. 65,55,329/-) which is lower than the previous year.

**d) Outlook :**

The real estate sector is on the cusp of a recovery supported by an improvement in macroeconomic fundamentals and policy environment. However, during the financial year 2015-16, it could only generate a revenue of Rs. 52,60,416/-. The management is trying its best efforts to enhance its operations with a hope that the market conditions and the regulatory environment continue to remain favourable in the forthcoming year.

**e) Internal control systems and their adequacy:**

Your company has an adequate system of internal control, which provides reasonable assurance with regard to safeguarding the company's assets, promoting operational efficiency and ensuring compliance with various statutory provisions. The Audit Committee of the Board plays a significant role in the internal control system and reviews the scope of internal audit work and internal Audit reports, financial performance of the company and suggests improvements in the internal control systems wherever required.

**f) Discussion on financial performance with respect to operational performance:**

During the year, the Company has earned a revenue of Rs 52,60,416/- from its operations (previous year Rs. 65,55,329/-) which is lower than the previous year.

The management shall endeavour to revive the business of the Company and increase its profitability in the forthcoming year.

**g) Material developments in Human Resources/ Industrial Relations front, including number of people employed :**

The management is looking for suitable candidates to further strengthen the Company's manpower and to comply with various regulatory requirements. Industry relations continue to remain favourable during the year under review.

There were 2(two) permanent employees on the rolls of Company as on March 31, 2016.

**h) Cautionary statement:**

Statement made in this section of the report is based on the prevailing position in the Jute industry and market conditions. Actual results could however differ materially from those expressed or implied with regard to Company's Outlook and Performance.



a) Individual /HUF	0	344050	344050	28.80	0	344050	344050	28.80	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	409400	409400	34.27	0	409400	409400	34.27	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	0	753450	753450	63.07	0	753450	753450	63.07	0
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	0	753450	753450	63.07	0	753450	753450	63.07	0



<b>(Specify)</b>									
<b>Sub-total (B)(2):-</b>	0	441100	441100	36.93	0	441100	441100	36.93	0
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	0	441100	441100	36.93	0	441100	441100	36.93	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	1194550	1194550	100	0	1194550	1194550	100	0

ii) **Shareholding of Promoters**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge d/encumbered to total shares	
1	Ajit Kumar Surana	33400	2.80	0	33400	2.80	0	0
2	Amit Kumar Surana	15000	1.26	0	15000	1.26	0	0
3	Daulat Singh Surana	27100	2.27	0	27100	2.27	0	0
4	Daulat Singh Surana	2000	0.17	0	2000	0.17	0	0

	HUF							
5	Deepa Surana	9000	0.75	0	9000	0.75	0	0
6	Jai Kumar Surana	29500	2.47	0	29500	2.47	0	0
7	Kamal Kumar Surana	53000	4.44	0	53000	4.44	0	0
8	Kamal Kumar Surana HUF	2000	0.17	0	2000	0.17	0	0
9	Madhu Surana	44500	3.73	0	44500	3.73	0	0
10	Naveen Kumar Surana	5350	0.45	0	5350	0.45	0	0
11	Pancham Kumar Surana	39000	3.26	0	39000	3.26	0	0
12	Premlata Surana	3000	0.25	0	3000	0.25	0	0
13	Sandeep Kumar Surana	43000	3.60	0	43000	3.60	0	0
14	Snehlata Surana	22000	1.84	0	22000	1.84	0	0
15	Vijay Laxmi Surana	16200	1.36	0	16200	1.36	0	0
16	Deekay Properties Pvt. Ltd.	9000	0.75	0	9000	0.75	0	0
17	Dhan Daulat Holdings Ltd.	339700	28.44	0	339700	28.44	0	0
18	Decent Estates Pvt. Ltd.	1000	0.08	0	1000	0.08	0	0
19	Frindon Exports Pvt. Ltd.	59700	5.00	0	59700	5.00	0	0

**iii) Change in Promoters' Shareholding (please specify, if there is no change):**

SI No.	Name of the Promoters	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>There was no change in the shareholding of the Promoters during the year.</b>					

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

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>1</b>	<b>DREAM ESTATE &amp; HOLDING PVT. LTD.</b>				
	At the beginning of the year	59700	5.00%	59700	5.00%
	At the end of the year	59700	5.00%	59700	5.00%

2	<b>MAHAL CHAND SETHIA</b>				
	At the beginning of the year	20000	1.67%	20000	1.67%
	At the end of the year	20000	1.67%	20000	1.67%
3	<b>JAGDISH PRASAD PUROHIT</b>				
	At the beginning of the year	15000	1.26%	15000	1.26%
	At the end of the year	15000	1.26%	15000	1.26%
4	<b>BALCHAND PUROHIT</b>				
	At the beginning of the year	15000	1.26%	15000	1.26%
	At the end of the year	15000	1.26%	15000	1.26%
5	<b>KAILASH PRASAD PUROHIT</b>				
	At the beginning of the year	15000	1.26%	15000	1.26%
	At the end of the year	15000	1.26%	15000	1.26%
6	<b>BHAIRUDAN SURANA</b>				
	At the beginning of the year	11600	0.97%	11600	0.97%
	At the end of the year	11600	0.97%	11600	0.97%
7	<b>RAJENDRA PD. SONTALIA</b>				
	At the beginning of the year	10500	0.88%	10500	0.88%
	At the end of the year	10500	0.88%	10500	0.88%
8	<b>SHANTILAL SURANA</b>				
	At the beginning of the year	10100	0.85%	10100	0.85%
	At the end of the year	10100	0.85%	10100	0.85%
9	<b>KANWARLAL BOTHRA</b>				
	At the beginning of the year	10100	0.85%	10100	0.85%
	At the end of the year	10100	0.85%	10100	0.85%
10	<b>KAILASH PD. MORE</b>				
	At the beginning of the year	10050	0.84%	10050	0.84%
	At the end of the year	10050	0.84%	10050	0.84%

**v) Shareholding of Directors and Key Managerial Personnel:**

S I N O.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	<b>Daulat Singh Surana</b>				

	At the Beginning of the Year Transfer At the end of the year	29100	2.44	- 29100	- 2.44
2.	<b>Sandeep Kumar Surana</b> At the Beginning of the Year Transfer At the end of the year	43000	3.60	- 43000	- 3.60
3.	<b>Shilpa Agarwal</b> At the Beginning of the Year At the end of the year	-	-	-	-
4	<b>Pawan Baid*</b> At the Beginning of the Year At the end of the year	-	-	-	-

\* Appointed as an Independent Director w.e.f. 21.03.2016.

#### V. INDEBTEDNESS

##### Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Daulat Singh Surana, Whole-time Director		-
1	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs. 3,79,032/-		Rs. 3,79,032/-
2	<b>Stock Option</b>	-		-
3	<b>Sweat Equity</b>	-		-
4	<b>Commission</b> - as % of profit - others, specify.....	-		-
5	<b>Others, please specify</b>	-		-
	<b>Total (A)</b>	<b>Rs. 3,79,032/-</b>		<b>Rs. 3,79,032/-</b>
	<b>Ceiling as per the Act</b>	Due to no profit ceiling applies as per Section II of Part II of Schedule V.		

### B. Remuneration to other Directors:

Sl No.	Particulars of Remuneration	Name of Directors				Total Amount
1	<b>Independent Directors</b>	Shilpa Agarwal	Pawan Baid*	-	-	-
	<ul style="list-style-type: none"> <li>• Fee for attending board / committee</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2	<b>Other Non-Executive Directors</b>	Sandeep Kumar Surana, Director				
	<ul style="list-style-type: none"> <li>• Fee for attending board / committee</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	1% of Net Profit and Rs. 100,000 per meeting of Board or Committee thereof.				

\* Appointed as an Independent Director w.e.f. 21.03.2016.

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

Sl No	Particulars of Remuneration	Key Managerial Personnel
		<b>Prabhu Shakti Swaroop Jain, Chief Financial Officer*</b>
<b>1</b>	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs. 2,87,419/-  -  -
<b>2</b>	<b>Stock Option</b>	-
<b>3</b>	<b>Sweat Equity</b>	-
<b>4</b>	<b>Commission</b> - as % of profit - others, specify.....	 - -
<b>5</b>	<b>Others, please specify</b>	-
	<b>Total</b>	<b>Rs. 2,87,419/-</b>

\* Appointed as Chief Financial Officer w.e.f. 14<sup>th</sup> August, 2015

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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



**Independent Auditors' Report**

TO THE MEMBERS OF TUNKAI INDIA LIMITED

**Report on the Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of **TUNKAI INDIA LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the 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 and presentation 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's



judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2016 its profit/loss and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure "A" a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of written representations received from the directors as on 31 March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure "B".
- g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivatives 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 BARKHA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No: 327573E

*Barkha Agarwal*

**Barkha Agarwal**  
Partner  
Membership No: 301636



Place: Kolkata  
Date: 30<sup>th</sup> May, 2016

## **Annexure "A" to the Independent Auditors' Report**

(Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date)

- 1) In respect of fixed assets:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
  - b) According to the information and explanations given to us, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
  - c) Based upon the audit procedure performed and according to the records of the company, the title deeds of all the immovable properties are held in the name of the Company.
- 2) As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable and there is no material discrepancies found during the previous year.
- 3) According to information and explanations given to us, the Company has not granted any loans, Secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in register maintained under section 189 of the Act.
- 4) In our opinion and according to information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties cover under section 185 of the Act. In respect of investments made by the Company, the Provisions of section 186 of the Act have been complied with.
- 5) According to information and explanations given to us, the company has not accepted any deposit from the public during the year in terms of the provision of section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules made there under.
- 6) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- 7) In respect of Statutory due:



- a) According to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2016 for a period of more than six month from the date they become payable.
- b) According to the information and explanations given to us, there is no amount disputed in respect of Income-tax, Value added Tax, Sales tax, Excise Duty, Custom Duty, Service tax and Cess.
- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of loan & borrowings dues to a financial institution, bank, Government or dues to debenture holders during the year.
- 9) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans.
- 10) In our opinion and according to the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the Year.
- 11) In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12) In our opinion, the company is not a Nidhi Company. Therefore, the Provision of clause 3(xii) of the order are not applicable to the Company.
- 13) In our Opinion, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore the Provision of clause 3(xiv) of the order are not applicable to the Company under review.



- 15) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non-cash transaction with directors or persons connected with him, therefore reporting under clause 3(xv) of the Order are not applicable.
- 16) In our opinion the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For BARKHA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No: 327573E

*Barkha Agarwal*

**Barkha Agarwal**  
**Partner**  
Membership No: 301636



Place: Kolkata  
Date: 30<sup>th</sup> May, 2016

## **Annexure “B” to the Independent Auditors’ Report**

(Referred to in Paragraph 2(f) under the heading “Report on Other Legal and Regulatory Requirements” of our Report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **TUNKAI INDAI LIMITED** (“the company”) as of March 31, 2016 in conjunction with our 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 control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting Issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

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



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

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

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

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

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

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



## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2016 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting Issued by the Institute of Chartered Accountants of India.

**For BARKHA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No: 327573E

*Barkha Agarwal*

**Barkha Agarwal**  
**Partner**

Membership No: 301636



Place: Kolkata

Date: 30<sup>th</sup> May, 2016

**TUNKAI INDIA LIMITED****Balance Sheet as at 31st March, 2016****CIN: L45203WB1984PLC038013****23, Barbourne Road, 6th Floor, Kolkata-700 001**

Particulars	Note No.	Figures for the year ended 31.03.2016	Figures for the year ended 31.03.2015
<b>I EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's funds</b>			
(a) Share capital	3	1,19,45,500	1,19,45,500
(b) Reserve and surplus	4	1,75,06,004	1,63,96,645
<b>2 Non-current liabilities</b>			
(a) Deferred Tax Liabilities		-	10,286
<b>3 Current liabilities</b>			
(a) Trade payables	5	2,46,509	1,09,243
(b) Short term Provision		4,79,356	-
<b>TOTAL</b>		<b>3,01,77,369</b>	<b>2,84,61,674</b>

**II ASSETS****1 Non-current assets**

(a) Fixed Assets	6		
Gross Carrying Amount		6,27,830	5,35,506
Less: Depreciation		5,11,856	4,39,639
Net Carrying Amount		1,15,974	95,867
Deferred tax asset		22,879	-

**2 Current assets**

(a) Inventories	7	47,22,283	47,22,283
(b) Cash and Cash Equivalents	8	9,81,443	27,29,603
(c) Short term loans and advances	9	2,43,34,790	2,09,13,921

**TOTAL****3,01,77,369****2,84,61,674**

Summary of Significant Accounting Policies  
Notes on Financial Statements  
As per our report annexed of even date  
**For BARKHA & ASSOCIATES**  
Chartered Accountants  
FRN No. 327573E

*Barkha Agarwal*



**BARKHA AGARWAL**  
Partner  
Membership No. 301636  
Dated: 30/05/2016

2  
1 to 21  
**For TUNKAI INDIA LIMITED**  
*Daulat Singh Surana*  
**DAULAT SINGH SURANA**  
DIN: 00313888  
**Whole Time Director / Director.**

**For TUNKAI INDIA LIMITED**  
*Sandeep Kumar Surana*  
**Whole Time Director / Director.**

**SANDEEP KUMAR SURANA**  
DIN: 00313985

**For TUNKAI INDIA LTD.**

*Sandeep Kumar Surana*  
**Chief Financial Officer**

**TUNKAI INDIA LIMITED****Statement of Profit and Loss for the year ended 31st March, 2016**

CIN: L45203WB1984PLC038013

23, Barbourne Road, 6th Floor, Kolkata-700 001

	Particulars	Note No.	Figures for the year ended 31.03.2016	Figures for the year ended 31.03.2015
	<b>Income</b>			
I	Revenue from operations	10	52,60,416	65,55,329
II	Other income	11	26,27,558	19,30,439
III	<b>Total Revenue(I + II)</b>		<b>78,87,974</b>	<b>84,85,768</b>
IV	<b>Expenses :</b>			
	Purchase	12	51,34,037	64,79,787
	(Increase)/Decrease in stock	13	-	6,880
	Employee Benefit Expense	14	9,56,201	3,38,887
	Depreciation and amortization expense	6	72,217	60,702
	Other expenses	15	2,16,012	3,44,947
	<b>Total expenses</b>		<b>63,78,467</b>	<b>72,31,202</b>
V	<b>Profit before exceptional and extra ordinary items and tax (III-IV)</b>		15,09,508	12,54,565
VI	Exceptional items		-	-
VII	<b>Profit before extraordinary items and tax (V-VI)</b>		15,09,508	12,54,565
VIII	Extraordinary items		-	-
IX	<b>Profit before Tax (VII-VIII)</b>		15,09,508	12,54,565
X	<b>Tax expense :</b>			
	(1) Current tax		4,79,356	3,65,877
	(2) Tax adjustments of earlier years		(46,042)	23,880
	(3) Deferred tax		(33,165)	7,270
XI	<b>Profit (loss) for the period from continuing operations (IX-X)</b>		11,09,359	8,57,538
XII	<b>Profit (loss) for the period</b>		11,09,359	8,57,538
	<b>Basic &amp; Diluted earning per Equity Share:</b>		0.93	0.72

Summary of Significant Accounting Policies  
Notes on Financial Statements  
As per our report annexed of even date  
For **BARKHA & ASSOCIATES**  
Chartered Accountants  
FRN No. 327573E

*Barkha Agarwal*  
**BARKHA AGARWAL**  
Partner  
Membership No. 301636  
Dated: 30/05/2016



2  
1 to 21  
For **TUNKAI INDIA LIMITED**  
**DAULAT SINGH SURANA**  
DIN: 00313888

*Daulat Singh Surana*  
Whole Time Director / Director.

For **TUNKAI INDIA LIMITED**

Whole Time Director / Director.

**SANDEEP KUMAR SURANA**  
DIN: 00313985

For **TUNKAI INDIA LTD.**

*[Signature]*  
Chief Financial Officer

**TUNKAI INDIA LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

**CIN: L45203WB1984PLC038013**

**23, Barbourne Road, 6th Floor, Kolkata-700 001**

	2015-2016 Rs.	2014-2015 Rs.
<b>I. CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT/ (LOSS) BEFORE TAX	15,09,508	12,54,565
Adjustment For:		
Depreciation & Amortiasation	72,217	60,702
Interest Received	(26,27,408)	(19,28,129)
Dividend Received	(150)	(300)
Operating profit before working capital changes	(10,45,834)	(6,13,162)
Adjustment For:		
Inventories (Excluding Depreciation)	-	6,880
Sundry Debtors	-	4,88,300
Advances	(34,43,748)	(3,59,799)
Sundry Creditors	6,06,336	(59,087)
Cash Generated from Operating Activities	(38,83,246)	(5,36,868)
Income Tax Paid /Deferred tax	(4,00,149)	(3,41,083)
Net Cash from Operating Activities	(42,83,395)	(8,77,951)
<b>II. CASH FROM INVESTING ACTIVITIES</b>		
Addition to Fixed Assets	(92,324)	(60,000)
Refund of Loans	-	-
Interest Received	26,27,408	19,28,129
Dividend Received	150	300
Net Cash from Investing Activities	25,35,234	18,68,429
<b>III. CASH FROM FINANCING ACTIVITIES</b>		
Unsecured Loan Repaid	-	-
Net Cash from Financing Activities	-	-
<b>IV. Net Increase/ Decrease in cah &amp; cash equivalents</b>	(17,48,161)	9,90,478
<b>V. Cash &amp; Cash Equivalents as on 01-04-2015</b>	27,29,603	17,39,125
<b>VI. Cash &amp; Cash Equivalents as on 31-03-2016</b>	9,81,443	27,29,603

Summary of Significant Accounting Policies  
Notes on Financial Statements  
As per our report annexed of even date

For **BARKHA & ASSOCIATES**  
Chartered Accountants  
FRN No. 327573E

*Barkha Agarwal*

**BARKHA AGARWAL**  
Partner  
Membership No. 301636  
Dated: 30/05/2016



2  
1 to 21

For **TUNKAI INDIA LIMITED**  
**DAULAT SINGH SURANA**  
DIN: 00313888

*Daulat Singh Surana*  
Whole Time Director / Director.

For **TUNKAI INDIA LIMITED**  
*Sandeep Kumar Surana*  
Whole Time Director / Director.

**SANDEEP KUMAR SURANA**  
DIN: 00313985

For **TUNKAI INDIA LTD.**

*Sandeep Kumar Surana*  
Chief Financial Officer

**TUNKAI INDIA LIMITED**  
**CIN: L45203WB1984PLC038013**

**1. General Information**

Tunkai India Limited (the Company) is a Public company domiciled and incorporated under the provisions of the Companies Act, 1956. The Company is mainly engaged in the business of Real Estate Construction.

**2 Summary of significant accounting policies**

- a) The accounts are prepared under the Historical Cost convention on accrual basis of system except listing fees which has been accounted for as and when paid and comply with the mandatory Accounting Standards.
- b) Revenue in respect of sale of flats has been recognised only on actual possession given or on registration whichever is earlier.
- c) Fixed assets are stated at cost less depreciation.
- d) Depreciation on Fixed Assets are provided as per companies Act, 2013.
- e) **Stock in trade**  
Shares and Debentures at Cost.  
Finished Flats at Cost.  
Land & Building at Cost including interest on loan and other attributable expenses.
- f) Gratuity is accounted for as and when paid.
- g) The company recognises Deferred Tax in respect of timing difference between Book Profit & Taxable Profit that originates in one period and is capable of reversal in one or more subsequent periods subject to consideration of prudence in respect Deferred Tax Assets as provided by Accounting Standard (AS-22).
- h) Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are considered as part of the cost of that asset. Other borrowing costs are recognised as an expense in the year in which it is incurred.
- i) Contingent Liabilities if any has not been provided for in the books of accounts but disclosed by way of Notes on Accounts.

DAULAT SINGH SURANA  
DIN: 00313888

For TUNKAI INDIA LIMITED

*Daulat Singh Surana*  
Whole Time Director / Director.



For TUNKAI INDIA LIMITED

*Sandeep Kumar Surana*

Whole Time Director / Director.

SANDEEP KUMAR SURANA  
DIN: 00313985

For TUNKAI INDIA LTD.

*Sandeep Kumar Surana*  
Chief Financial Officer

**TUNKAI INDIA LIMITED**

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2016**

	<u>AS AT 31.03.2016</u>	<u>AS AT 31.03.2015</u>
<b>3. SHARE CAPITAL</b>		
<b>Authorised:</b>		
12,50,000 Equity shares of Rs.10/- each	<u>1,25,00,000</u>	<u>1,25,00,000</u>
<b>Issued, Subscribed &amp; Paid up</b>		
11,94,550 Equity shares of Rs 10/- each fully paid up in cash	<u>1,19,45,500</u>	<u>1,19,45,500</u>
<b>TOTAL</b>	<u><u>1,19,45,500</u></u>	<u><u>1,19,45,500</u></u>

**a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

	No. of shares		No. of shares	
Opening	<u>1194550</u>	<u>1,19,45,500</u>	<u>1194550</u>	<u>1,19,45,500</u>
Closing	<u>1194550</u>	<u>1,19,45,500</u>	<u>1194550</u>	<u>1,19,45,500</u>

**b) Terms/rights attached to equity shares**

The company has only one class of equity shares having a face value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	No. of shares	%	No. of shares	%
Equity Shares of Rs. 10/- each fully paid				
Dhan Daulat Holding Ltd.	<u>339700</u>	<u>28.44</u>	<u>339700</u>	<u>28.44</u>
	<u>339700</u>	<u>28.44</u>	<u>339700</u>	<u>28.44</u>

**4. RESERVE AND SURPLUS**

**Statement of Profit & Loss Account**

Opening Balance	1,63,96,645	1,55,39,107
Add: Surplus (Deficit) for the period	<u>11,09,359</u>	<u>8,57,538</u>
	1,75,06,004	1,63,96,645
Less: Appropriations	-	-
Closing Balance	<u>1,75,06,004</u>	<u>1,63,96,645</u>

**5. TRADE PAYABLES**

For Goods & Other	37,568	37,568
For Expenses & Other Finance	<u>2,08,941</u>	<u>71,674</u>
	<u>2,46,509</u>	<u>1,09,243</u>

DAULAT SINGH SURANA  
DIN: 00313888

**For TUNKAI INDIA LIMITED**

*Daulat Singh Surana*  
Whole Time Director / Director.

**For TUNKAI INDIA LIMITED**

*Sandeep Kumar Surana*  
Whole Time Director / Director.

SANDEEP KUMAR SURANA  
DIN: 00313985

**For TUNKAI INDIA LTD.**

*[Signature]*  
Chief Financial Officer



## 6. FIXED ASSETS

## I. FOR ASSETS EXISTING AS ON 31.03.2015

Date of Purchase / Put to use	Particular	Original Cost (Rs)	Dep charged upto 31.03.2015	WDV as on 01.04.2015	Life as per Co. Act, 2013	Life Used till 31/03/2015	Remaining Life	Salvaged value	Depreciable amount over whole life	Excess Dep. (Already charged)	Rate of Dep.	Dep for the Year 2015-16	Adjusted with Retained Earning	WDV as on 31st Mar 2016
<b>(A) Office Equipments</b>														
18-Apr-2012	Air Conditioner	74,635	51,787	22,848	5.00	2.95	2.05	3,732	70,903	-	58.69%	13,410	-	9,438
10-Apr-1994	Xerox Machine	1,81,010	1,71,959	9,051	5.00	20.99	(15.99)	9,051	1,71,959	-	0.00%	-	-	9,051
27-Mar-2003	Mobile	23,000	21,850	1,150	5.00	12.02	(7.02)	1,150	21,850	-	0.00%	-	-	1,150
17-Feb-2006	Mobile	7,800	7,410	390	5.00	9.12	(4.12)	390	7,410	-	0.00%	-	-	390
4-Nov-2010	Mobile	33,000	28,827	4,173	5.00	4.41	0.59	1,650	31,350	-	79.00%	2,523	-	1,650
20-Feb-2015	Mobile	60,000	2,890	57,110	3.00	0.11	4.89	3,000	57,000	-	45.24%	25,834	-	31,276
1-Apr-1999	Computer	45,611	45,611	-	3.00	16.01	(13.01)	2,281	43,330	2,281	0.00%	-	-	-
18-Nov-1999	Computer	50,000	50,000	-	3.00	15.38	(12.38)	2,500	47,500	2,500	0.00%	-	-	-
12-Jul-2002	Computer	14,500	14,500	-	3.00	12.73	(9.73)	725	13,775	725	0.00%	-	-	-
30-Sep-2002	Computer	18,000	18,000	-	3.00	12.51	(9.51)	900	17,100	900	0.00%	-	-	-
5-Oct-2002	Computer	6,855	6,855	95	3.00	12.49	(9.49)	348	6,602	253	0.00%	-	-	95
23-Oct-2009	Computer	21,000	19,950	1,050	3.00	5.44	(2.44)	1,050	19,950	-	0.00%	-	-	1,050
	<b>Total Assets</b>	<b>5,35,506</b>	<b>4,39,639</b>	<b>95,867</b>				<b>26,777</b>	<b>5,08,729</b>	<b>6,659</b>		<b>41,767</b>		<b>54,100</b>

31-Mar-2015

## II. FOR ASSETS PURCHASED AFTER 31.03.2015

Date of Purchase / Put to use	Particular	Original Cost (Rs)	Life as per Co. Act, 2013	Salvaged value	Depreciable amount over whole life	Rate of Dep.	Used during the year	Dep for the Year 2015-16	WDV as on 31st Mar 2016
<b>(A) Office Equipments</b>									
4-May-2015	Mobile	56,600	5.00	2,830	53,770	45.07%	332	23,204	33,396
19-Jun-2015	Furniture	35,724	10.00	1,786	33,938	25.89%	286	7,246	28,478
	<b>Total Assets</b>	<b>92,324</b>		<b>4,616</b>	<b>87,708</b>			<b>30,450</b>	<b>61,874</b>

FOR TUNKAI INDIA LIMITED

Whole Time Director / Director.

DAULAT SINGH SURANA  
DIN: 00313888

FOR TUNKAI INDIA LIMITED

Whole Time Director / Director.

SANDEEP KUMAR SURANA  
DIN: 00313985

FOR TUNKAI INDIA LTD.

Chief Financial Officer

**TUNKAI INDIA LIMITED**

	<u>AS AT 31.03.2016</u>	<u>AS AT 31.03.2015</u>
<b><u>7. INVENTORIES (AT COST)</u></b>		
<b><u>(As taken, valued &amp; certified by the Management)</u></b>	<u>47,22,283</u>	<u>47,22,283</u>
	<u>47,22,283</u>	<u>47,22,283</u>
 <b><u>Details of Closing Stock</u></b>		
Shares & Debentures (At cost)	24,26,354	24,26,354
Finished Flat (950 Sq. Ft.) at 83, Kalighat Road (At cost)	<u>22,95,929</u>	<u>22,95,929</u>
	<u>47,22,283</u>	<u>47,22,283</u>
 <b><u>8. CASH AND CASH EQUIVALENTS</u></b>		
Cash in hand (As certified by the Management)	32,015	70,680
Balances with Banks		<u>26,58,923</u>
On Current Accounts	<u>9,49,428</u>	<u>27,29,603</u>
	<u>9,81,443</u>	
 <b><u>9. SHORT TERM LOANS AND ADVANCES</u></b>		
<b><u>Unsecured Considered Good</u></b>		
Loan to others	-	-
Loan to Body Corporates	2,28,70,564	1,99,40,317
Advances recoverable in cash or in kind or for the value to be received		8,70,000
Advance against Land	8,70,000	8,70,000
Advance Tax, TDS (Net)	5,84,226	93,604
Other Advances	10,000	10,000
	<u>2,43,34,790</u>	<u>2,09,13,921</u>
 <b><u>10. REVENUE FROM OPERATION</u></b>		
Sale of Shares	-	1,825
Sale of Traded Goods	<u>52,60,416</u>	<u>65,53,504</u>
	<u>52,60,416</u>	<u>65,55,329</u>
 <b><u>Details of Sale of Shares</u></b>		
Reliance Power Ltd	-	1,825
	-	<u>1,825</u>
 <b><u>Details of Sale of Traded Goods</u></b>		
Fabric Cloth	<u>52,60,416</u>	<u>65,53,504</u>

DAULAT SINGH SURANA  
DIN: 00313888

For TUNKAI INDIA LIMITED

*Daulat Singh Surana*  
Whole Time Director / Director.

For TUNKAI INDIA LIMITED

*Sandeep Kumar Surana*  
Whole Time Director / Director.

SANDEEP KUMAR SURANA  
DIN: 00313985

For TUNKAI INDIA LTD.

*[Signature]*  
Chief Financial Officer



**TUNKAI INDIA LIMITED**

	AS AT 31.03.2016	AS AT 31.03.2015
<b>11. OTHER INCOME</b>		
Interest	26,25,908	19,28,129
Interest on I. Tax Refund	1,500	-
Dividend	150	300
Misc. Income	-	2,010
	<u>26,27,558</u>	<u>19,30,439</u>
<b>12. PURCHASE</b>		
Traded Goods	51,34,037	64,79,787
	<u>51,34,037</u>	<u>64,79,787</u>
<b>Details of Purchase of Traded Goods</b>		
Fabric Cloth	51,34,037	64,79,787
<b>13. (INCREASE)/DECREASE IN STOCK</b>		
Closing Stock	47,22,283	47,22,283
Opening Stock	47,22,283	47,29,163
	-	6,880
<b>Details of Closing Stock</b>		
Shares & Debentures	24,26,354	24,26,354
Finished Flat (950 Sq. Ft.) at 83, Kalighat Road	22,95,929	22,95,929
	<u>47,22,283</u>	<u>47,22,283</u>
<b>14. EMPLOYEE BENEFIT EXPENSES</b>		
Salary & Bonus	5,61,419	3,24,000
Directors Remuneration	3,79,032	-
Staff Welfare Expenses	15,750	14,887
	<u>9,56,201</u>	<u>3,38,887</u>
<b>15. OTHER EXPENSES</b>		
General expenses	13,597	18,320
Bank charges	221	673
Computer Expenses	3,400	-
Donation	-	1,51,000
Professional Charges	49,296	25,726
Travelling & Conveyance expenses	6,793	9,546
Printing & Stationary	12,979	16,640
Profession Tax	2,500	2,625
Telephone exp	37,240	30,874
Electricity Charges	-	11,217
Advertisement Expenses	3,396	2,932
Rent and Rates & Taxes	1,900	10,900
Corporation Tax	-	8,396
Repair & Maintenance	22,800	25,900
Listing Fees	28,090	11,798
Filing fees	13,800	5,400
<b>Auditors Remuneration</b>		
Statutory Audit Fees	13,000	13,000
Internal Audit Fees	7,000	-
	<u>2,16,012</u>	<u>3,44,947</u>

DAULAT SINGH SURANA  
DIN: 00313888

For TUNKAI INDIA LIMITED

*Daulat Singh Surana*  
Whole Time Director / Director.

For TUNKAI INDIA LIMITED

Whole Time Director / Director. For TUNKAI INDIA LTD.

*Sandeep Kumar Surana*  
SANDEEP KUMAR SURANA  
DIN: 00313985



*[Signature]*  
Chief Financial Officer

**TUNKAI INDIA LIMITED**  
**CIN: L45203WB1984PLC038013**

**OTHER NOTES**

- 16) In view of management the Company has single business reportable segment of Real Estate Construction business hence Segment Reporting are not required. However, during the year the company has also engaged in trading of Textile Goods which have been separately disclosed in the financial statements.
- 17) In the opinion of the board, all Current Assets and Non-Current Assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the accounts.
- 18) The assets and liabilities which are expected to be realised and payable in the ordinary course of business not later than 12 months from the reporting date have been classified as current assets and current liabilities in the Balance Sheet. All other assets and liabilities have been classified as non-current.
- 19) Sundry Debtors, Creditors and Loans and Advances are subject to confirmation.
- 20) Disclosure of related party transactions as per Accounting Standard-18 (As Per Annexure -A attached)
- 21) Previous year figures have been reclassified / regrouped / rearranged wherever necessary.

DAULAT SINGH SURANA  
DIN: 00313888

**For TUNKAI INDIA LIMITED**

*Daulat Singh Surana*  
**Whole Time Director / Director.**

**For TUNKAI INDIA LIMITED**

*Sandeep Kumar Surana*  
**Whole Time Director / Director.**

SANDEEP KUMAR SURANA  
DIN: 00313985

**For TUNKAI INDIA LTD.**

*[Signature]*  
**Chief Financial Officer**



**TUNKAI INDIA LTD.**

**CIN: L45203WB1984PLC038013**

**Other Notes No. 20 (Annexure - A)**

**Disclosure of Related Party Transactions as per Accounting Standard -18**

<b>Name of the Related Party</b>	<b>Description of the relationship</b>	<b>Nature of Transaction</b>	<b>Amount</b>
Daulat Singh Surana	Director	Remuneration	3,79,032

**For TUNKAI INDIA LIMITED**

**For TUNKAI INDIA LIMITED**

*Daulat Singh Surana*  
Whole Time Director / Director.



*Sandeep Kumar Surana*  
Whole Time Director / Director.

DAULAT SINGH SURANA  
DIN: 00313888

SANDEEP KUMAR SURANA  
DIN: 00313985

**For TUNKAI INDIA LTD.**

*[Signature]*  
Chief Financial Officer