

**12<sup>TH</sup> ANNUAL REPORT**

**&**

**ACCOUNTS**

**2016-2017**

**JAISUKH DEALERS LIMITED**

**Jaisukh Dealers Limited**  
**Corporate Identity No.: L65100WB2005PLC101510**

**Board of Directors:**

Mr. Kishan Kumar Jajodia	Managing Director
Mr. Prakash Kumar Jajodia	Non-Executive-Non Independent
Mr. Soumen Sen Gupta	Non-Executive-Independent-Chairperson
Mr. Somnath Gupta	Non-Executive-Independent
Mrs. Balushri Gupta	Non-Executive-Independent

**Audit Committee:**

Mr. Somnath Gupta	Non-Executive-Independent-Chairperson
Mr. Prakash Kumar Jajodia	Non-Executive-Non Independent
Mr. Soumen Sen Gupta	Non-Executive-Independent
Mrs. Balushri Gupta	Non-Executive-Independent

**Nomination And Remuneration Committee:**

Mr. Somnath Gupta	Non-Executive-Independent-Chairperson
Mr. Prakash Kumar Jajodia	Non-Executive-Non Independent
Mr. Soumen Sen Gupta	Non-Executive-Independent

**Stakeholder's Relationship Committee:**

Mr. Soumen Sen Gupta	Non-Executive-Independent-Chairperson
Mr. Kishan Kumar Jajodia	Executive
Mr. Somnath Gupta	Non-Executive-Independent

**Chief Financial Officer:**

Mr. Tanumay Laha

**Registered Office:**

"Centre Point", 21, Hemanta Basu Sarani  
2<sup>nd</sup> Floor, Room No. 230, Kolkata – 700 001  
Phone No.: (033) 3028 7789  
E-Mail Id: jaisukh21@yahoo.com  
Website: [www.jaisukh.com](http://www.jaisukh.com)

**Registrar and Transfer Agent:**

CB Managements Services Pvt. Ltd.  
P-22, Bondel Road,  
Kolkata-700 019

**Bankers:**

Corporation Bank  
State Bank of India

**Auditors:**

M/s Bajoria Mayank & Associates  
Chartered Accountants  
19, R. N. Mukherjee Road,  
Eastern Building, 1<sup>st</sup> Floor,  
Kolkata-700 001

# JAISUKH DEALERS LIMITED

"Centre Point", 21, Hemanta Basu Sarani, 2<sup>nd</sup> Floor, Room No. 230, Kolkata-700 001

Phone No.033-3028 7789, E-Mail- [jaisukh21@yahoo.com](mailto:jaisukh21@yahoo.com),

Website:- [www.jaisukh.com](http://www.jaisukh.com), CIN: L65100WB2005PLC101510

## DIRECTORS' REPORT

Dear Members,

The Directors of the Company have pleasure in presenting the 12<sup>th</sup> Annual Report of the Company together with Audited Accounts for the year ended 31<sup>st</sup> March, 2017.

### 1. Financial Summary or Highlights

The highlights of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2017 as compared to the previous financial year are as under:-

(In Rs.)

Particulars	2016-17	2015-16
Total Revenue	16,74,927	40,61,998
(Less):Total Expenditure	(29,86,613)	(44,01,339)
Profit/Loss before Exceptional & Extraordinary Items	(13,11,686)	(3,39,341)
Add/(Less): Exceptional Items	-	-
Add/(Less): Extraordinary Items (Loss on Sale of Fixed Assets)	-	-
Profit/ Loss Before Tax	(13,11,686)	(3,39,341)
(Less): Provision for Current Tax	-	-
(Less): Tax expenses relating to prior years	-	(1,54,389)
(Less)/Add: Deferred Tax Liability (Assets)	58,795	93,953
Net Profit/Loss after Tax	(12,52,891)	(3,99,777)
(Less): Transfer to Statutory Reserve	-	-
Add/(Less): Brought forward from previous year	13,90,264	17,90,041
Balance carried to Balance Sheet	1,37,373	13,90,264

### 2. Financial Performance

#### (a) Annual Financial Results

The total income of the Company during the Financial Year 2016-17 was Rs. 1,674,927/- as compared to Rs. 4,061,998/- for the previous financial year. The total expenses for the year reduced to Rs. 2,986,613/- as compared to Rs. 44,01,339/- in previous year.

#### (b) Names of companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year

At the beginning of the Financial Year under review, the Company had 18 subsidiaries and no associate Companies. As on 31<sup>st</sup> March, 2017, the Company has neither any subsidiaries nor any associate Companies.

The details of the same has been provided in Form AOC-1, which is appended to the Directors' Report in **Annexure-I**.

Further, In terms of Rule 8(5)(iv) of the Companies (Accounts) Rules 2014, the disclosure on subsidiaries companies is made hereunder:

- **The names of companies which have become its subsidiaries during the period under review.**

There was no such instance during the Financial Year under review.

- **The names of companies which have ceased to be its subsidiaries during the period under review.**

During the financial year under review eighteen companies ceased to be its subsidiaries.

- a) JDL Consultants Limited
- b) JDL Gem And Jewelleries Limited
- c) JDL Hosieries Limited
- d) JDL Real Estates Limited
- e) JDL Properties Limited
- f) JDL Projects Limited
- g) Conflate Projects Limited
- h) Conflate Properties Limited
- i) Conflate Homes Limited
- j) Conflate Housing Limited
- k) Conflate Marketing Limited
- l) Conflate Residency Limited
- m) Realview Builders Limited
- n) Realview Consultants Limited
- o) Realview Homes Limited
- p) Realview Housing Limited
- q) Realview Projects Limited
- r) Realview Residency Limited

### **3. Dividend**

During the year under review, the Company has incurred losses and also due to accumulated losses, the Board of Directors request for their inability to declare dividend.

### **4. The amount proposed to be carried to reserves**

During the year, considering the operating performance of the Company, it has not transferred any amount in any reserves.

### **5. Change in Share Capital**

During the year under review, there has been no change in the Authorised or Paid-up Share Capital.

The Authorised Share Capital of the Company stands at Rs. 18,75,00,000/- divided into 1,87,50,000 Equity Shares of Rs. 10 each. The Paid-up Share Capital of the Company is Rs. 14,14,15,000/- divided into 1,41,41,500 Equity Shares of Rs. 10/- each.

### **6. Listing**

The equity shares continue to be listed on the BSE-SME Institutional Trading Platform of the BSE Limited which has nation-wide terminals and therefore, shareholders/investors are not facing any difficulty in trading in the shares of the Company.

### **7. Corporate Governance Report**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), Corporate Governance Report is not applicable to the Company.

### **8. Extract of the Annual Return**

The Extract of the Annual Return as on the financial year ended on 31<sup>st</sup> March, 2017, in Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 (hereinafter referred to as the "Act")

and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed to the Directors' Report in **Annexure-II**.

### 9. Number of Meetings of the Board

The Board of Directors of the Company met seven (7) times during the Financial Year under review, i.e. on: 29/04/2016, 30/05/2016, 15/07/2016, 13/08/2016, 11/11/2016, 13/02/2017 & 28/03/2017.

Sl. No.	Name of Directors	Category of Directors	No. of Board Meetings Attended
1.	Prakash Kumar Jajodia	Non-Executive-Non Independent	7
2.	Kishan Kumar Jajodia	Managing Director	7
3.	Somnath Gupta	Non-Executive Independent	7
4.	Soumen Sen Gupta	Non-Executive Independent	7
5.	Balushri Gupta	Non-Executive Independent	7

Mr. Soumen Sen Gupta, Non-Executive Independent Director is the Chairperson of the Board.

Further, one exclusive meeting of the Independent Directors, pursuant to Schedule IV of the Companies Act, 2013 and sub-regulation 3 of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 was held on 28/03/2017.

The Meetings were held in accordance with the provisions of the Act and the Listing Regulations and Secretarial Standards – I.

### 10. Board Diversity Policy

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance. The board diversity policy sets out the approach to diversity on the board of directors of the Company. The Board Diversity Policy is available on our website [www.jaisukh.com](http://www.jaisukh.com) at the below mentioned link:

<http://www.jaisukh.com/board-diversity-policy.html>

### 11. Disclosure pursuant to Section 177(8) of the Companies Act, 2013-Composition of the Audit Committee.

The Audit Committee of the Company comprises of three non-executive independent Director and one non-executive non independent Director as on 31<sup>st</sup> March, 2017. The Committee is chaired by a non-executive independent Director, Mr. Somnath Gupta (DIN- 02238654).

During the Financial Year under review, the Committee met Four (4) times during the Financial Year under review, i.e. on: 30/05/2016, 13/08/2016, 11/11/2016 & 13/02/2017 and all such meetings were held in accordance with the provisions of the Act and the Listing Regulations.

Sl. No.	Name of Directors	Category of Directors	No. of Committee Meetings Attended
1.	Somnath Gupta	Non-Executive Independent- Chairman	4
2.	Soumen Sen Gupta	Non-Executive Independent	4
3.	Balushri Gupta	Non-Executive Independent	4
4.	Prakash Kumar Jajodia	Non-Executive-Non Independent	4

Further, the Board of Directors has accepted all the recommendations of the Audit Committee in the Financial Year 2016-17.

## 12. Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprises of two non-executive independent Directors and one non-executive non independent Director as on 31<sup>st</sup> March, 2017.

The Committee is chaired by non-executive independent Director Somnath Gupta (DIN: 02238654).

During the Financial Year under review, the Committee met twice (2) times during the Financial Year under review, i.e. on: 30/05/2016, 30/06/2016 and all such meetings were held in accordance with the provisions of the Act and the Listing Regulations.

SI. No.	Name of Directors	Category of Directors	No. of Committee Meetings Attended
1.	Somnath Gupta	Non-Executive Independent- Chairman	2
2.	Soumen Sen Gupta	Non-Executive Independent	2
3.	Prakash Kumar Jajodia	Non-Executive-Non Independent	2

## 13. Composition of the Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of two non-executive independent Director and one executive non-independent Director.

The Committee is chaired by non-executive independent Director Soumen Sen Gupta (DIN: 02290919).

SI. No.	Name of Directors	Category of Directors
1.	Soumen Sen Gupta	Non-Executive Independent- Chairman
2.	Somnath Gupta	Non-Executive Independent
3.	Kishan Kumar Jajodia	Executive

## 14. Directors' Responsibility Statement

Pursuant to the provisions of Section 134 (3) (c) read with section 134 (5) of the Act, the Directors hereby confirm and state that:

- a. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures, if any.
- b. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on the Financial Year ended on 31<sup>st</sup> March, 2017 and of the loss of the company for the year under review.
- c. The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- d. The Directors have prepared the annual accounts on a going concern basis.
- e. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- f. 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.

## 15. Declaration by the Independent Directors

Section 149(7) of the Act requires every Independent Director to give a declaration that he/she meets the criteria of Independence, at the first Board Meeting of every financial year.

Accordingly, the Company has taken on record, the Statement of Declaration of Independence, as submitted by all the Independent Directors.

## **16. Policy on Directors' Appointment & Remuneration**

Pursuant to the provisions of Section 178(4) of the Act read with the Rules made thereunder and Listing Regulation 2015, the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director and has further formulated a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees, which has been duly approved by the Board of Directors.

While formulating the Policy, the Nomination and Remuneration Committee has assured that:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b. The relationship of remuneration to performance is clear and meets appropriate benchmarks; and
- c. The remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Nomination and Remuneration Policy is available on the website of the Company at <http://www.jaisukh.com/nomination-&-remuneration-policy.html>. Further, The Policy of the Company is also appended to the Directors' Report in **Annexure-III**.

## **17. Auditors & Auditors' report**

### **A. Statutory Auditors**

The appointment of M/s Bajoria Mayank & Associates, (FRN 327336E), Chartered Accountants of 19, R. N. Mukherjee Road, Eastern Building, 1<sup>st</sup> Floor, Kolkata-700 001, is subject to ratification by the members at the ensuing Annual General Meeting.

In this connection, M/s Bajoria Mayank & Associates have furnished a Certificate of Eligibility pursuant to Section 141 of the Act read with the Rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board of Directors recommends their ratification to the shareholders.

### **B. Independent Auditors' Report**

The Self Explanatory Independent Auditors' Report does not contain any adverse remarks or qualification.

### **C. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act read with the Rules made thereunder, Mr. Shakeel Ahmed (C.P. No. 18794, Membership No. 46966), Company Secretary in whole-time Practice, was appointed for the issuance of the Secretarial Audit Report for the Financial Year ended March 31, 2017.

### **D. Secretarial Audit Report**

The Secretarial Audit Report is appended to the Directors' Report in **Annexure-IV**. The Report does not contain any adverse remark except *except to the extent as mentioned herein below*:

- 1. In terms of Section 203 of the Act read with the Rules made thereunder, the Company is required to appoint a whole-time Company Secretary. The Company Secretary of the Company resigned on 30<sup>th</sup> Day of June, 2016 and thereafter the Company has not appointed any Company Secretary. The Management has informed that the Company is in the process of appointing a whole-time Company Secretary.*

2. *The Company has taken Auto loan of Rs. 7, 50,000/- from HDFC Bank but has not filed Form No. CHG-1 for creation of charge.*
3. *As per Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has not filed MGT-14 regarding appointment of Internal Auditor.*

Board of Directors' Comment:-

1. The Company had advertised in the newspaper to fill the vacancy of the Company Secretary but have not received any positive response for the same.
2. The Bank has not file the form CHG-1.
3. The Company has inadvertently not filed the form regarding the appointment of internal auditor.

#### **18. Particulars of Loans, guarantees or investments under section 186.**

Details of Loans and Advances and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes No. 2.9 to the Financial Statements.

#### **19. Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form.**

All related party transactions, contracts or arrangements that were entered into, during the financial year under review, were on an arms-length basis and in the ordinary course of business.

The Company has adhered to its "Policy on Related Party Transactions and Materiality of Related Party Transactions" while pursuing all Related Party transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

Further, during the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

#### **20. State of Company Affairs & Future Outlook**

The total income of the Company during the Financial Year 2016-17 on a standalone basis was Rs. 1,674,927 as compared to Rs. 40,61,998 /- for the previous financial year. The total expenses for the year reduced to Rs. 2,986,613/- as compared to Rs. 44,01,339/- in previous year.

#### **21. Material Changes and commitments, if any, affecting the financial position of the Company, which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.**

No Material Changes and commitments affecting the financial position of the Company, have occurred between the end of the financial year of the company to which the financial statements relate and the date of this Directors' Report.

#### **22. Disclosure in terms of Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo.**

##### **a. Conservation of Energy:**

The Company has no activity relating to conservation of energy.

##### **b. Technology Absorption:**

In terms of Section 134 (3) (m) of the Companies Act, 2013 read with the Rules made there under, the Company has no activity relating to Technology Absorption. Further, the Company has not entered into any technology transfer agreement.



### **c. Foreign Exchange Earnings and Outgo:**

The Company does not have Foreign Exchange Earnings and outgo during the financial year under review.

Therefore, the Company is not required to make any disclosure as specified in Section 134 (3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

### **23. Risk Management Policy**

In compliance with Section 134(3)(n) of the Act and pursuant to applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), 2015 the Company has formulated a Risk Management Policy which provides for the identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

Pursuant to Schedule IV(II)(4) of the Act, the Independent Directors, inter-alia amongst others, review the system from time to time to ensure that Risk Management is robust and satisfactory.

Further, in terms of Regulation 17(9)(b) of Listing Regulations, the Board of Directors is responsible for framing, implementing and monitoring the Risk Management Plan of the Company, and has have delegated the power of monitoring and reviewing of the risk management plan to the Risk Management Committee.

The Risk Management Committee is responsible for laying down procedures to inform Board members about the risk assessment and minimization procedures. This is described morefully in the Corporate Governance Report.

### **24. Policy on Corporate Social Responsibility (CSR) Initiatives**

Pursuant to provisions of Section 135 of the Act, the Company is not required to constitute a Corporate Social Responsibility Committee or to undertake any CSR activities.

Therefore, the Company is not required to make any disclosure as specified in Section 134(3) (o) of the Act.

### **25. Manner of formal annual evaluation by the Board of its own performance and that of its committees and individual directors.**

Pursuant to Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, other applicable provisions of the Act, and various applicable clauses of the Listing Regulations, the disclosure regarding the manner of formal annual evaluation by the Board of its own performance and that of its various committees and individual directors is provided hereto:

#### **A. Evaluation Criteria**

Pursuant to Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee has formulated the criteria for evaluation of the performance of the Independent Directors and the Board. The Nomination and Remuneration Committee also identifies persons qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommends to the Board their appointment and removal and carries out the evaluation of every director's performance in accordance with Section 178(2) of the Act read with the Rules framed there under and Part D of Schedule II of the Listing Regulations.

The Board shall monitor & review the Board Evaluation Framework and evaluate the performance of all the Board Committees.

Further, the Nomination & Remuneration Committee has formulated criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

Further, the Nomination and Remuneration Committee has also devised a Policy on Board Diversity in accordance with Regulation 19(4) of the Listing Regulations.

#### **B. Performance Evaluation of the individual directors**

Pursuant to section 178(2) of the Act, the Nomination and Remuneration Committee of the Company carries out the performance evaluation of the individual directors.

#### **C. Board of Directors**

A separate meeting of the Independent Directors of the Company was held on 28/03/2017, pursuant to Clause VII of Schedule IV to the Act of the Listing Regulations, for transacting the following businesses as set forth in the Agenda:

1. Review the performance of the non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the Company, taking into account the views of the executive directors and non-executive directors.
3. Assessment of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The same was perused in accordance with the Evaluation criteria determined by the Nomination and Remuneration Committee.

The Independent Directors of the Company in fulfilling their role and functions as specified in Clause II of Schedule IV to the Act, help in bringing an objective view in the evaluation of the performance of the Board and management.

The Independent Directors expressed satisfaction over the performance of all the non-independent Directors and the Chairman.

#### **D. Performance Evaluation of the Independent Directors**

Pursuant to Clause VIII of Schedule IV to the Act and Regulation 19 of the Listing Regulations, read with Part D of Schedule II thereto the performance evaluation of the Independent Directors is perused by the entire Board of Directors, excluding the director being evaluated.

On the basis of the report of performance evaluation, the extension of the term of appointment or its continuance in respect of the independent directors is being considered.

#### **E. Performance Evaluation of the Committee**

The Board of Directors evaluates the performance of all the Board Committees, based on the Company's Performance Evaluation Policy.

### **26. Nomination and Remuneration Policy**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have adopted a Nomination and Remuneration Policy in terms of Section 178 of the Act, read with Rules made thereunder and read with Part – D of Schedule II of the Listing Obligations, as amended from time to time.

The Nomination and Remuneration Policy is available on the website of the Company at <http://www.jaisukh.com/nomination-&-remuneration-policy.html> .

### **27. Change in the nature business:**

There has been no change in the nature of business of the Company in the Financial Year under review.

## **28. Directors & Key Managerial Personnel**

### **A. Non-Executive & Executive Directors - Non-independent.**

Mr. Prakash Kumar Jajodia (DIN-00633920), being Non-Executive Non-Independent Director of the Company, retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as the Director without any variation in the terms of his appointment.

Mr. Prakash Kumar Jajodia (DIN-00633920) and Mr. Kishan Kumar Jajodia (DIN- 00674858) are related to each other.

### **B. Independent Directors.**

Mr. Somnath Gupta (DIN - 02238654), and Mr. Soumen Sen Gupta (DIN: 02290919) were appointed as a non-retiring Independent Director of the Company for a term of five consecutive years commencing from the conclusion of 9<sup>th</sup> Annual General Meeting of the Company. Further, Mrs. Balushri Gupta (DIN-07313056) was appointed as a non-retiring Independent Director of the Company to hold office till the conclusion of 14<sup>th</sup> AGM, i.e. for the tenure of 5 years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

### **C. Chief Financial Officer.**

Mr. Tanumay Laha is the Chief Financial Officer of the Company.

### **D. Company Secretary.**

Ms. Nisha Jain resigns from the office of the Company w.e.f 30/06/2016.

## **29. Details relating to deposits covered under Chapter V of the Act:**

The Company has neither accepted any deposits during the financial year under review, nor has any outstanding deposits as on March 31, 2017.

## **30. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations:**

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

## **31. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

The Audit Committee of the Company ensures that there is a direct relationship between the Company's objectives and the internal financial controls it implements to provide reasonable assurance about their achievement.

In this connection, the Audit Committee in coordination with the Internal Audit Department periodically reviews the following:

- a. Transactions are executed in accordance with the management's general or specific authorization;
- b. All transactions are promptly recorded in the correct amount in the appropriate accounts and in the accounting period in which they are executed so as to permit preparation of financial information within a framework of recognized accounting policies and practices and relevant statutory requirements, if any,
- c. Accountability of assets is adequately maintained and assets are safeguarded from unauthorized access, use or disposition

There is a proper allocation of functional responsibilities within the Company and it is ensured that the quality of personnel commensurate with their responsibilities and duties. Further, proper accounting and operating procedures are followed to confirm the accuracy and reliability of accounting data, efficiency in operation and safety of the assets. The regular review of work of one individual by another minimizes the possibility of fraud or error in the absence of collusion.

**32. Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :**

The Company has no employee whose remuneration exceeds the limit prescribed under Section 197 of the Act read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The disclosure pursuant to Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided herein below:

In computing the various parameters, Gross Salary has been considered. Gross Salary of the employees primarily encompasses Salary, allowances and perquisites.

**I. Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year.**

None of the employees have served the Company for a complete financial year and therefore the Company is not required to provide the aforesaid disclosure.

**II. The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.**

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the Financial Year</b>
Mr. Kishan Kumar Jajodia -Executive Non-independent Managing Director	-100%
Mr. Soumen Sen Gupta -Non-Executive Independent Director.	-No remuneration or sitting fees was paid
Mr. Prakash Kumar Jajodia -Non executive Non-independent Director.	-No remuneration or sitting fees was paid
Mr. Somnath Gupta -Non executive independent Director.	-No remuneration or sitting fees was paid
Mrs. Balushri Gupta -Non-executive independent woman Director.	-No remuneration or sitting fees was paid
Mr. Tanumay Laha- Chief Financial Officer	- No increase in remuneration.
Ms. Nisha Jain* -Company Secretary	- Since this information is for part of the year, the same is not comparable.

\*Resigned from the office w.e.f. 30/06/2016

**III. The percentage increase in the median remuneration of the employees in the financial year.**

None of the employees have served the Company for a complete financial year and therefore the Company is not required to provide the aforesaid disclosure.

**IV. The number of permanent employees on the rolls of the company.**

As on 31<sup>st</sup> March, 2017, there is 1 Employee on the rolls of the Company.

**V. The explanation on the relationship between average increase in remuneration and company performance.**

In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

**VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.**

<b>Comparitive Parameter</b>	<b>Amount (in Rs. )</b>
Aggregate remuneration of Key Managerial Personnel (KMP) in the Financial Year 2016-17.*	Rs. 3,60,000/-
Total Revenue	Rs. 16,74,927/-
Remuneration of KMP's as a percentage of Total Revenue	21.49%
Profit/(Loss) before tax	(1,311,686)/-
Remuneration of KMP's as a percentage of Profit/ (Loss) before Tax	(27.45)%
Profit/(Loss) after tax	(1,252,891)/-
Remuneration of KMP's as a percentage of Profit/Loss after Tax	(28.73)%

\*does not include remuneration of Ms. Nisha Jain (Company Secretary), since her Remuneration was paid from part of the year.

**VII. VARIATIONS IN :**

**A. The market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year.**

<b>Particulars</b>	<b>31<sup>st</sup> March, 2017</b>	<b>31<sup>st</sup> March, 2016</b>
Market Capitalisation	Rs. 4,59,59,87,500	Rs. 4,59,59,87,500
Price Earnings Ratio	(3611.11)	(10833.33)

**B. Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the Company came out with the last public offer.**

<b>Particulars</b>	<b>31<sup>st</sup> March, 2017</b>	<b>IPO</b>	<b>% Change</b>
<b>Market Price</b>	Rs. 325/-	The Company has not made any Public Issue or Rights issue of securities in the last 10 years, so comparison have not been made of current share price with public offer price.	<b>0.00</b>

**VIII. A. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year.**

There were no exceptional circumstances or increase for managerial personnel in the last financial year. The percentile increase process and policy was same for the managerial personnel and all the other employees.

**IX. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.**

<b>Comparative Parameter</b>	<b>Kishan Kumar Jajodia - Managing Director</b>	<b>Nisha Jain -Company Secretary*</b>	<b>Tanumay Laha - CFO</b>
Remuneration of the Key Managerial Personnel (KMP) in the Financial Year 2016-17.	Rs. 2,70,000	Since Remuneration was paid from part of the year, comparison of the same cannot be made	Rs. 90,000
Total Revenue	Rs. 1,674,927		Rs. 1,674,927
Remuneration of KMP's as a percentage of Total Revenue	16.12%		5.37%
Profit / (Loss) before tax	Rs. (1,311,686)		Rs. (1,311,686)
Remuneration of KMP's as a percentage of Profit before Tax	20.58%		6.86%
Profit/ (Loss) after tax	Rs. (1,252,891)		Rs. (1,252,891)
Remuneration of KMP's as a percentage of Profit after Tax	21.55%		7.18%

\*Nisha Jain resigned from the office w.e.f 30.06.2016

**X. The key parameters for any variable component of remuneration availed by the directors.**

The Variable Components of Remuneration broadly comprises of - Performance based promotion and bonus.

The same shall also depend upon various factors including: their grade, industry bench mark, overall business performance.

Further, in determining the director's remuneration, their performance evaluation as duly carried out by the Board and/or Independent Directors, shall also be given due weightage.

Any annual increase in the remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel shall be at the sole discretion of the Board, based on the recommendation of the Nomination and Remuneration Committee and subject to such statutory approvals, if any.

**XI. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.**

None of the employees' remuneration is more than that of the highest paid director for the Financial Year under review.

**XII. Affirmation that the remuneration is as per the remuneration policy of the company.**

The Board of Directors hereby affirms that the remuneration paid to all directors, Key Managerial Personnel is in accordance with the Nomination and Remuneration Policy of the Company.

**33. Vigil Mechanism/Whistle Blower Policy**

The Vigil Mechanism/Whistle Blower Policy of the Company is aimed to provide a vigilance mechanism for the directors and employees of the Company to raise concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The purpose of this Policy is to encourage the Company's directors and employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

No personnel have been denied access to the Audit Committee. There were no instances of reporting under the Whistle Blower Policy.

The details of the Vigil Mechanism/Whistle Blower Policy is explained in the Corporate Governance Report and also disclosed on the website of the Company.

#### **34. Insider Trading**

The Company has put in place a Code of Conduct for Prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015:

- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- b. Code of Conduct to Regulate, Monitor and Report Trading.

The aforesaid Codes have been disclosed on the website of the Company.

#### **35. Transfer of amount to Investor Education and Protection Fund (IEPF)**

There is no amount pending for transfer to the Investor Education and Protection Fund, in accordance to the provisions of Section 205A(5) and 205C of the erstwhile Companies Act, 1956.

#### **36. Green Initiative**

To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with CB Managements Services Pvt. Ltd., P-22, Bondel Road, Kolkata-700 019, Phone No.033-2280/6692/93/94/2486, 4011-6700/6711/6717/6723, E-Mail ID: [rt@cbmsl.com](mailto:rt@cbmsl.com), Fax-033-40116739 if shares are held in physical mode or with their DP if the holding is in electronic mode.

Electronic Copies of the Annual Report and Notice of the Annual General Meeting are sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s). For members who have not registered their email address, physical copies of the Annual Report and Notice of the Annual General Meeting are sent in the permitted mode. Members requiring physical copies can send their request to Mr. Kishan Kumar Jajodia, Managing Director (DIN: 00674858) cum Compliance Officer of the Company.

The Company is providing remote e-voting facility to all the members to enable them to cast their votes electronically on all the resolutions set forth in the Notice pursuant to Section 108 of the Act read with Rule 20 of the Company's (Management and Administration) Rules 2014 and the applicable provision(s) of the Listing Regulations.

#### **37. Compliance to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013.**

The Company is committed to the protection of women against sexual harassment. The rights to work with dignity are universally recognised human rights by international conventions and instruments such as Convention on the Elimination of all Forms of Discrimination against Women.

In adherence to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 read with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Rules, 2013, the Company has constituted an Internal Complaints Committee to look into the matters relating to sexual harassment at workplace. Mrs. Balushri Gupta (DIN: 07313056) is the Presiding Officer to the Committee.

In the event of any sexual harassment at workplace, any woman employee of the Company may lodge complaint to Mrs. Balushri Gupta (DIN: 07313056) in writing or electronically through e-mail at: [jaisukh21@yahoo.com](mailto:jaisukh21@yahoo.com).

The Directors of the Company state that during the year under review, there were no cases filed in terms of the aforesaid act.

### **38. Management's Discussion and Analysis**

In accordance with the Listing Regulations, the Management's Discussion and Analysis forms part of this Report.

### **39. Acknowledgement**

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of India, various State Government departments, Banks and stakeholders, including, but not limited to, shareholders, customers and suppliers, among others. We place on record, our appreciation of the contribution made by our employees at all levels.

The Directors take this opportunity to place on record their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company. Lastly, your directors are deeply grateful for the continuous confidence and faith shown by the members of the Company.

Place : Kolkata  
Dated : 31.07.2017

**On Behalf of the Board of Directors  
For Jaisukh Dealers Ltd.**

**Sd/-  
Soumen Sen Gupta  
Chairman  
DIN-02290919**



**Annexure-I to the Directors' Report**

**Form AOC-I**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

**Statement containing salient features of the Financial Statement of Subsidiaries**

**PART-"A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Name of the Subsidiary	Share Capital (Rs.)	Reserves & surplus (Rs.)	Total Assets (Rs.)	Total Liabilities (Rs.)	Investments (Rs.)	Turnover (Rs.)	Profit before taxation (Rs.)	Provision for taxation (Rs.)	Profit after taxation (Rs.)	Proposed Dividend (Rs.)	% of shareholding
	NIL											

1. Name of Subsidiaries which are yet to commence operations: N.A.
2. Name of Subsidiaries which have been liquidated or sold during the year:
  - a) JDL Consultants Limited
  - b) JDL Gem And Jewelleries Limited
  - c) JDL Hosieries Limited
  - d) JDL Real Estates Limited
  - e) JDL Properties Limited
  - f) JDL Projects Limited
  - g) Conflate Projects Limited
  - h) Conflate Properties Limited
  - i) Conflate Homes Limited
  - j) Conflate Housing Limited
  - k) Conflate Marketing Limited
  - l) Conflate Residency Limited
  - m) Realview Builders Limited
  - n) Realview Consultants Limited
  - o) Realview Homes Limited
  - p) Realview Housing Limited
  - q) Realview Projects Limited
  - r) Realview Residency Limited

**PART-"B": Associates and Joint Ventures**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

<b>Name of Associates/Joint Ventures</b>	<b>Nil</b>
<b>1. Latest Audited Balance Sheet Date</b>	
<b>2. Shares of Associate/Joint Ventures held by the Company on the year end</b>	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding %	
<b>3. Description of how there is significant influence</b>	
<b>4. Reason why the associate/joint venture is not consolidated</b>	
<b>5. Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	
<b>6. Profit/Loss for the year</b>	
(i) Considered in Consolidation	
(ii) Not Considered in Consolidation	

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

Sd/-  
**Kishan Kumar Jaodia**  
Managing Director  
DIN: 00674858

Sd/-  
**Prakash Kumar Jajodia**  
Director  
DIN: 00633920

Sd/-  
**Tanumay Laha**  
CFO

**Dated : 31.07.2017**

**Place : Kolkata**

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31<sup>st</sup> March, 2017[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	L65100WB2005PLC101510
ii.	Registration Date	02/02/2005
iii.	Name of the Company	Jaisukh Dealers Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Non-govt Company
v.	Address of the Registered office and contact details	Centre Point, 21, Hemanta Basu Sarani, 2 <sup>nd</sup> Floor, Room No. 230, Kolkata – 700001 Contact No. (033) 3028 7789
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata – 700 019 Contact No. (033) 4011 6700

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Kurtis	46419	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section (Companies Act, 2013)
1.	NIL				



Companies									
g) FIIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	4981763	0	4981763	35.23	4798912	0	4798912	33.94	(1.29)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2510317	0	2510317	17.75	2415768	0	2415768	17.08	(0.67)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2842100	0	2842100	20.10	3154700	0	3154700	22.31	2.21
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	10334180	0	10334180	73.08	10369380	0	10369380	73.33	0.25
Total Public Shareholding (B)=(B)(1)+ (B)(2)	10334180	0	10334180	73.08	10369380	0	10369380	73.33	0.25
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>14141500</b>	<b>0</b>	<b>14141500</b>	<b>100.00</b>	<b>14141500</b>	<b>0</b>	<b>14141500</b>	<b>100.00</b>	<b>0.00</b>

**ii.Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Kishan Kumar Jajodia HUF	100000	0.71	0.00	95000	0.67	0.00	(0.04)
2.	Prakash Kumar Jajodia HUF	100000	0.71	0.00	95000	0.67	0.00	(0.04)
3.	Kishan Kumar Jajodia	1279800	9.05	0.00	1272800	9.00	0.00	(0.05)
4.	Prakash Kumar Jajodia	1277500	9.03	0.00	1277500	9.03	0.00	0.00
5.	Anita Jajodia	397040	2.81	0.00	390040	2.76	0.00	(0.05)
6.	Sabita Jajodia*	376140	2.66	0.00	369940	2.62	0.00	(0.04)
7.	Amit Jajodia	276840	1.96	0.00	271840	1.92	0.00	(0.04)
	<b>Total</b>	<b>3807320</b>	<b>26.92</b>	<b>0.00</b>	<b>3772120</b>	<b>26.72</b>	<b>0.00</b>	<b>(0.26)</b>

(\*) Multiple folio clubbed

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

Sr. no	Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Kishan Kumar Jajodia HUF	At the beginning of the year	100000	0.71		
		Decrease in shares on 31/03/2017 (Sale of shares in Open Market)	(5000)	(0.04)	95000	0.67
		At the End of the year			95000	0.67
2.	Prakash Kumar Jajodia HUF	At the beginning of the year	100000	0.71		
		Decrease in shares on 31/03/2017 (Sale of shares in Open Market)	(5000)	(0.04)	95000	0.67

		At the End of the year			95000	0.67
3.	Kishan Kumar Jajodia	At the beginning of the year	1279800	9.05		
		Decrease in shares on 31/03/2017 (Sale of shares in Open Market)	(7000)	(0.05)	1272800	9.00
		At the End of the year			1272800	9.00
4.	Prakash Kumar Jajodia	At the beginning of the year	1277500	9.03		
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year			1277500	9.03
5.	Anita Jajodia	At the beginning of the year	397040	2.81		
		Decrease in shares on 31/03/2017 (Sale of shares in Open Market)	(7000)	(0.05)	390040	2.76
		At the End of the year			390040	2.76
6.	Sabita Jajodia*	At the beginning of the year	376140	2.66		
		Decrease in shares on 29/04/2016 (Sale of shares in Open Market)	(364060)	(2.57)	12080	0.09
		Increase in shares on 06/05/2016 (Purchase of shares in Open Market)	364060	2.57	376140	2.66
		Decrease in shares on 17/02/2017 (Sale of shares in Open Market)	(6200)	0.04	369940	2.62
		At the End of the year			369940	2.62
7.	Amit Jajodia*	At the beginning of the year	276840	1.96		
		Decrease in shares on 31/03/2017 (Sale of shares in Open Market)	(276840)	(1.96)	-	-



		Increase in shares on 31/03/2017 (Purchase of shares in Open Market)	271840	1.92	271840	1.92
		At the End of the year			271840	1.92

(\*) Multiple folio clubbed

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

Sr. no	Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		<b>For Each of the Top 10 Shareholders</b>				
1.	Guiness Securities Limited	At the beginning of the year	591950	4.19		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			591950	4.19
2.	Misirilall Mines Pvt. Limited	At the beginning of the year	517825	3.66		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			517825	3.66
3.	Guiness Corporate Advisors Private Limited	At the beginning of the year	500000	3.54		
		Date wise Increase / Decrease in	-	-	-	-

		Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year (or on the date of separation, if separated during the year)			500000	3.54
4.	Anita Agarwal	At the beginning of the year	333000	2.35		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			333000	2.35
5.	Wonderland Paper Suppliers Private Limited	At the beginning of the year	289800	2.05		
		Decrease in shares on 29/04/2016 (Sale of shares in Open Market)	(289800)	(2.05)	-	-
		At the End of the year (or on the date of separation, if separated during the year)			-	-
6.	Original Fashion Traders Private Limited	At the beginning of the year	275050	1.94		
		Increase in shares on 22/04/2016 (Purchase of shares in Open Market)	3100	0.02	278150	1.97
		Increase in shares on 20/05/2016 (Purchase of shares in Open Market)	4500	0.03	282650	2.00
		Increase in shares on 17/06/2016 (Purchase of shares in Open Market)	5000	0.04	287650	2.03

		Increase in shares on 24/06/2016 (Purchase of shares in Open Market)	4500	0.03	292150	2.07
		Decrease in shares on 30/06/2016 (Sale of shares in Open Market)	(93800)	(0.66)	198350	1.40
		Increase in shares on 15/07/2016 (Purchase of shares in Open Market)	3100	0.02	201450	1.42
		Increase in shares on 22/07/2016 (Purchase of shares in Open Market)	3500	0.02	204950	1.45
		At the End of the year (or on the date of separation, if separated during the year)			204950	1.45
7.	Everblink Agency Private Limited	At the beginning of the year	239051	1.69		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
		At the End of the year (or on the date of separation, if separated during the year)			239051	1.69
8.	BMA Wealth Creators Limited	At the beginning of the year	185400	1.31		
		Decrease in shares on 15/04/2016 (Sale of shares in Open Market)	(185400)	(1.31)	-	-
		At the End of the year (or on the date of separation, if separated during the year)			-	-
9.	Ashok Kumar Agarwal	At the beginning of the year	166500	1.18		
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase	-	-	-	-

		/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year (or on the date of separation, if separated during the year)			166500	1.18
10.	Anunay Agarwal	At the beginning of the year	166500	1.18		
		Increase in shares on 08/04/2016 (Purchase of shares in Open Market)	166500	1.18	333000	2.35
		At the End of the year (or on the date of separation, if separated during the year)			333000	2.35
11.	Indrawati Commosales Private Limited	At the beginning of the year	164000	1.16		
		Increase in shares on 10/03/2017 (Purchase of shares in Open Market)	5500	0.04	169500	1.20
		At the End of the year (or on the date of separation, if separated during the year)			169500	1.20
12.	BMA Wealth Creators Ltd	At the beginning of the year	-	-		
		Increase in shares on 22/04/2016 (Purchase of shares in Open Market)	185400	1.31	185400	1.31
		At the End of the year (or on the date of separation, if separated during the year)			185400	1.31

**v. Shareholding of Directors and Key Managerial Personnel**

Sr. no	Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Prakash Kumar Jajodia	At the beginning of the year	1277500	9.03		
		Date wise Increase\ Decrease in	-	-	-	-

		Share holding during the year specifying the reasons for increase . decrease (e.g. allotment . transfer . bonus. sweat equity etc):				
		At the End of the year			1277500	9.03
2.	Kishan Kumar Jajodia	At the beginning of the year	1279800	9.05		
		Decrease in shares on 31/03/2017 (Sale of shares in Open Market)	(7000)	(0.05)	1272800	9.00
		At the End of the year			1272800	9.00
3.	Somnath Gupta	At the beginning of the year	-	-	-	-
		Date wise Increase\ Decrease in Share holding during the year specifying the reasons for increase . decrease (e.g. allotment . transfer . bonus. sweat equity etc):	-	-	-	-
		At the End of the year	-	-	-	-
4.	Soumen Sen Gupta	At the beginning of the year	-	-	-	-
		Date wise Increase\ Decrease in Share holding during the year specifying the reasons for increase . decrease (e.g. allotment . transfer . bonus. sweat equity etc):	-	-	-	-
		At the End of the year	-	-	-	-
5.	Balushri Gupta	At the beginning of the year	-	-	-	-
		Date wise Increase\ Decrease in Share holding during the year specifying the reasons for increase . decrease (e.g. allotment . transfer . bonus. sweat equity etc):	-	-	-	-

		At the End of the year	-	-	-	-
6.	Nisha Jain (Company Secretary)*	At the beginning of the year	-	-	-	-
		Date wise Increase\ Decrease in Share holding during the year specifying the reasons for increase . decrease (e.g. allotment . transfer . bonus. sweat equity etc):	-	-	-	-
		At the End of the year	-	-	-	-
7.	Tanumay Laha -CFO	At the beginning of the year	-	-	-	-
		Date wise Increase\ Decrease in Share holding during the year specifying the reasons for increase . decrease (e.g. allotment . transfer . bonus. sweat equity etc):	-	-	-	-
		At the End of the year	-	-	-	-

\*resigned from the office w.e.f. 30.06.2016

## **V. INDEBTEDNESS**

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

(In Rs.)

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	8,94,011	-	-	8,94,011
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>8,94,011</b>	<b>-</b>	<b>-</b>	<b>8,94,011</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	7,50,000	-	-	360,125
- Reduction	(9,08,185)	-	-	(518,310)
<b>Net Change</b>	<b>(158,185)</b>	<b>-</b>	<b>-</b>	<b>(158,185)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7,35,826	-	-	7,35,826
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>7,35,826</b>	<b>-</b>	<b>-</b>	<b>7,35,826</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD.WTD. Manager	Total Amount
		Kishan Kumar Jajodia (Managing Director)	
1.	Gross salary  (a)Salary as per provisions contained in section17(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	2,70,000	2,70,000
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total (A)	2,70,000	2,70,000
	Ceiling as per the Act		84,00,000



B. Remuneration to other directors:

(In Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount Rs.
		Prakash Kumar Jajodia	Somnath Gupta	Soumen Sen Gupta	Balushri Gupta	
	<u>Independent Directors</u>					
	- Fee for attending board Committee meetings	-	-	-	-	-
	- Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	Total(1)	-	-	-	-	-
	<u>Other Non-Executive Directors</u>					
	- Fee for attending board committee meetings	-	-	-	-	-
	- Commission	-	-	-	-	-
	- Others, please specify	-	-	-	-	-
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Over all Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD. Manager. WTD

(In Rs.)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Nisha Jain (Company Secretary)* Rs.	Tanumay Laha (CFO) Rs.	Total Rs.
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	-	36,000	90,000	1,26,000
	(b) Value of perquisites u.s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-

4.	Commission - as % of profit -others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	36,000	90,000	1,26,000

\*resigned w.e.f. 30.06.2016

**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>					
Penalty					
Punishment					
Compounding					
<b>B. Director</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>C. Other Officer in default</b>					
Penalty					
Punishment					
Compounding					

Date: 31.07.2017  
Place: Kolkata

On the Behalf of the Board of Directors  
Sd/-  
Soumen Sen Gupta  
Chairman  
DIN: 02290919

## **NOMINATION AND REMUNERATION POLICY**

### **1. PREAMBLE**

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP"), the Senior Management Personnel and other employees of Jaisukh Dealers Limited (the "Company").

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 & Schedule II Part D(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), as amended from time to time. The main purpose of the Nomination and Remuneration Committee is to evaluate and approve the compensation plans, policies and programs of the executive directors and senior management and to administer various stock option plans of our company. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and matters relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management other employees.

Effective date: This amended policy shall be effective from the 1<sup>st</sup> December, 2015.

### **2. OBJECTIVES**

This policy is framed with the following objectives:

- i. The Company's Remuneration Policy is aimed to attract and retain the best talents by ensuring a fair, transparent and equitable remuneration to employees and Directors, based inter alia on individual job requirements, responsibilities, commensurate qualifications of individuals, experience, the performance of the Company and the performance / contribution of the individual employee.
- ii. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- iii. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

### **3. DEFINITIONS**

"Company" means Jaisukh Dealers Limited.

"Act" means Companies Act, 2013 and rules thereunder.

"Board" means Board of Directors of the Company.

"Listing Regulation" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

"Policy" means Nomination and Remuneration Policy.

“Independent Director” is as provided under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

“Key Managerial Personnel” means Key managerial personnel as defined under the Companies Act, 2013 and includes:

- i. Managing Director or Executive Director or Chief Executive Officer or Manager
- ii. Whole-time Director;
- iii. Company Secretary;
- iv. Chief Financial Officer and
- v. Such other officer as may be prescribed.

“Senior Management” mean personnel of the Company who are members of its core management team (Internal Board) excluding the Board of Directors.

Unless the context otherwise requires words and expressions used in this policy and not defined herein but defined in the Companies act,2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### **4. INTERPRETATION**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other SEBI regulation as amended from time to time.

#### **5. NOMINATION AND REMUNERATION COMMITTEE**

##### *COMPOSITION:*

The Nomination and Remuneration committee shall constitute of three or more non executive director out of which atleast one half shall be independent director(s),provided that chairperson of the company may be appointed as a member of this committee but shall not chair such committee.

##### *MEETINGS:*

The committee will meet at such intervals as deem fit to carry out the objectives as set out in the policy. A quorum of two members is required to be present at the meeting to carry out the proceedings of the meeting. The committee shall have the authority to call any employee(s), senior official(s) and / or externals as it deems fit.

##### *CHAIRMAN:*

The Chairperson of the Committee shall be an Independent Director. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

Provided that Nomination and Remuneration Committee shall set up mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and / or officers of the Company, as deemed necessary for proper and expeditious expedition.

The Company secretary shall act as secretary to the committee.

Proceedings of all meetings shall be minute and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

## **6. POLICY RELATING TO DETERMINATION OF APPOINTMENT AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT**

### *Appointment criteria and qualifications:*

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- (iii) The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.
- (iv) Appointment of independent directors shall be in compliance with the provisions of section 149 of the Companies Act read with schedule IV and rules thereunder and relevant regulation of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (v) Appointment of Managing Directors/Manager/Whole-Time Directors shall also be in compliance with section 196 of the Act read with rules made thereunder and Schedule V of the Act and relevant regulation of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (vi) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- (vii) The Company shall consider balance of qualification, skills, regional and industry experience, background and other qualities required to operate successfully in the position of Senior Management Level.

### *Letters of Appointment:*

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

### *Removal:*

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### *Retirement:*

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **7. POLICY RELATING TO THE REMUNERATION FOR THE DIRECTORS , KMP AND SENIOR MANAGEMENT PERSONNEL**

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Board as it deems appropriate.

### *Statutory Requirements:*

- Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the board.
- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.
- The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members.

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

## **8. EVALUATION**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval. The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

## **9. TERM / TENURE**

*Managing Director/Whole time director:*

- a. The Company shall appoint or re-appoint any person as its Managing Director or whole time Director for a term not exceeding five years at a time.
- b. No re-appointment shall be made earlier than one year before the expiry of term.

*Independent Director:*

The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 read with rules made thereunder and clarifications/circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

## **10. DISCLOSURE**

This policy shall be disclosed in Annual report as part of board's report therein.

## **11. AMENDMENTS**

In case of any subsequent changes in the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any other applicable rules or regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, the provisions of the Act or regulations would prevail over the Policy with effect from their enforcement and the Policy would be modified in due course to make it consistent with the amended laws. Any changes or modification on the Policy would be approved by the Board of Directors of the Company.

**Annexure IV to the Directors' Report**

**Form No. MR-3**

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

*[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  
**Jaisukh Dealers Limited**  
Centre Point,  
21, Hemanta Basu Sarani,  
Room No. 230, 2<sup>nd</sup> floor  
Kolkata-700 001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Jaisukh Dealers Limited** (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 31 March 2017 ('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 31 March 2017, 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) 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 were not attracted to the Company under the financial year under report;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.



Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not attracted to the Company under the financial year under report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) 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;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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.

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange – SME Segment and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:***

- 1. In terms of Section 203 of the Act read with the Rules made thereunder, the Company is required to appoint a whole-time Company Secretary. The Company Secretary of the Company resigned on 30<sup>th</sup> Day of June, 2016 and thereafter the Company has not appointed any Company Secretary. The Management has informed that the Company is in the process of appointing a whole-time Company Secretary.*
- 2. The Company has taken Auto loan of Rs. 7, 50,000/- from HDFC Bank but has not filed Form No. CHG-1 for creation of charge.*
- 3. As per Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has not filed MGT-14 regarding appointment of Internal Auditor.*

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.

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

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

During the audit period under review, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction, etc
- (iv) Foreign technical collaborations.

**Note:** This Report is to be read with the Auditor's Note on the Maintenance of Secretarial Records of the Company as provided in **ANNEXURE A** and which forms an integral part of this Secretarial Audit Report.

Place : Kolkata  
Date : July 31, 2017

Sd/-  
**Shakeel Ahmed**  
**Membership No. 46966**  
**C.P. No. : 18794**

## ‘ANNEXURE A’

### **Auditor’s Note on the Maintenance of Secretarial Records of the Company**

1. The Company’s Management is responsible for the maintenance of Secretarial Records in a manner to ensure compliance by the Company of applicable laws and to take adequate steps for the existence of proper and adequate systems and processes in this regard.
2. Secretarial Audit postulates verification on a test basis of records, books, papers and documents to check compliance with the provisions of various statutes, laws and rules & regulations. I have applied the following general techniques of auditing:
  - a. Sample checking;
  - b. Test checking;
  - c. Random checking; and
  - d. Trial and error checking.
3. 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.
4. In case of Financial Laws, I have relied on the Report of the Statutory Auditor and have not verified the financial records and Books of Accounts of the Company.
5. This Secretarial Audit Report is not an assurance of the effectiveness with which the Management has conducted the affairs of the Company.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **1. Industry Structure & Development**

The country witnessed historic changes in terms of the passage of the Goods and Service Tax (GST) and demonetisation during the year which altered the landscape of the industry and outlook of the economy. The trend of slowdown in global growth continued during the year. Against this global backdrop, the growth in India stayed fairly resilient. The global economy in F.Y. 2016-17 witnessed divergent trends among major economies.

Changing economic and business conditions, evolving consumer preferences and globalization are creating an increasingly competitive market environment. The global economy began its modest recovery in Financial Year 2016-17. A combination of persistent inflation, fiscal imbalances, vulnerability in external sectors and low investments resulted in sluggish domestic demand growth.

Management's Discussion and Analysis contains statements and information concerning anticipated developments in the Company's continuing and future operations, the adequacy of the Company's financial resources and financial projections.

### **2. Business Overview & Development**

We have evolved our operations by venturing our operations by trading and distribution of garments and other commodities in the textile market. We predominantly cater to Kolkata and nearby markets. We supply range of sarees and other dress materials and apparels and we adopt creativity, market intelligence and industry experience to select apparels to suit the dynamic needs of young generations.

### **3. Opportunities, Threats, Risks and Concerns:**

There is scope for growth in the textile industry as India's share in the global trade in textiles is weak, compared to other countries, based on the availability of raw material and skills. The free trade environment is a good opportunity for Indian textile industry to increase its share in the global market.

We operate in an industry which faces intense competition from established as well as unorganized players. Our competition depends on several factors which include quality, price and most importantly our pace in keeping up with the changing trends in fashion industry. Competition emerges from both organized as well as unorganized sector.

To survive and sustain in the current global scenario where the industry is attempting to shift from linear to non-linear growth models has been a very challenging task though new programmes and initiative taken by the government has created new opportunities for the Company.

Appropriate changes are done to face these challenges. Company is trying to grab all the opportunities on its way which would enhance the company's performance. Our wide range of products and core competencies provide us an edge in the competition. We propose to create awareness of our produce by conducting and participating exhibitions, fairs, education programs.

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. Your Company's risk management is embedded in the business processes. The Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns.

The Company is committed to establishing a framework that ensures risk management is an integral part of its activities. To ensure the continued growth and success of the Company, risks are identified and managed through a Risk Management Committee.

The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

#### **4. Future Outlook:**

The focus for the forthcoming financial year for the Company will be to overcome the challenges and competition, we have taken various initiatives to reduce the operational cost, development of new innovative value added products, and exploring new markets based on certain parameters, to achieve better margins in the future.

#### **5. Review of Operational and Financial Performance**

The Company on standalone basis earned revenue of ` 16,74,927/- during the Financial Year under review as against revenue of ` 40,61,998/- in the last year. The net loss after tax on standalone basis recorded by the Company is ` 12,52,891/- for the Financial Year under review as against loss of ` 3,99,777/- in the last year.

#### **6. Internal Control Systems & their adequacy**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly.

The Internal Control System provides for well documented policies / guidelines, authorizations and approval procedures. Considering the nature of its business and size of operations, Company through its Internal Auditors carries out periodic audit based on the plan approved by the Audit Committee. The summary of the Internal Audit observations and status of implementation are submitted to the Audit Committee. The status of implementation of the recommendations is reviewed by the Audit Committee on a regular basis and desired actions are initiated to strengthen the control and effectiveness of the system. Concerns, if any, are reported to the Board. Health, safety and environment

The system of internal control also ensures compliance with policies and procedures and helps in mitigating material business risks. The internal control is supplemented by internal audits, review by management, documented policies, guidelines and procedures.

#### **7. Human Resources:**

The Company continuously works to nurture this environment to keep its employees highly motivated, result oriented and adaptable to changing business environment. Your Company's value proposition is based on providing value to our customer, through innovation and by consistently improving efficiency at all levels. Human Resources (HR) play a key role in helping the Company deal with the fast-changing competitive environment.

The focus of all aspects of Human Resource Development is on developing a superior workforce so that the organization and individual employee can accomplish their work goals of service to customers. The Entire HR system including recruitment, performance management system, reward and recognition has been aligned with the business objectives. The total employees' strength of the Company was 1 as on March 31, 2017.

#### **8. Cautionary Statement:**

Statements made in this report forming part of the disclosure related to Management, Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws, and other factors such as litigation and industrial relations.

# JAISUKH DEALERS LIMITED

“Centre Point”, 21, Hemanta Basu Sarani, 2<sup>nd</sup> Floor, Room No. 230, Kolkata-700 001  
Phone No.033-3028 7789, Fax No. 033-3028-7788, E-Mail- [jaisukh21@yahoo.com](mailto:jaisukh21@yahoo.com),  
Website:- [www.jaisukh.com](http://www.jaisukh.com), CIN: L65100WB2005PLC101510

## **Declaration Regarding Compliance by Members of the Board of Directors and Senior Management Personnel with the Code of Conduct**

This is to confirm that the Company has adopted Code of Conduct for its Members of the Board of Directors and Senior Management Employees including the Managing Director. The Company has also adopted the Code of Conduct for Non-Executive Directors. Both these Codes are posted on the Company’s website.

I confirm that the Company has for the financial year ended 31<sup>st</sup> March, 2017, received from its Members of the Board of Directors and Senior Management Employees a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Employees means the Members of the Management one level below the Managing Director as on 31<sup>st</sup> March, 2017.

Place : Kolkata  
Date : 31.07.2017

**Sd/-**  
**Kishan Kumar Jajodia**  
**Managing Director**  
**DIN-00674858**



19, R.N. Mukherjee Road, Eastern Building, 1<sup>st</sup> Floor, Kolkata- 700001 Email [bmassociates11@gmail.com](mailto:bmassociates11@gmail.com)

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF**  
**JAISUKH DEALERS LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Jaisukh Dealers Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, 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 of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 there under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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:

- a. In the case of Standalone Balance Sheet, of the state of affairs of the Company as at 31st March, 2017.
- b. In the case of Standalone Statement of Profit and Loss, of the Profit/loss for the year ended on that date.
- c. In the case of the Standalone Cash Flow Statement, of the cash flows of the Company 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" 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 & 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 appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit and Loss dealt with by this report are in agreement with the books of Account;
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statements dealt with by this report 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 31st March, 2017, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and other operating effectiveness of such controls, refer to our separate report in "Annexure B".





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- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The company has provided requisite disclosures in its financials statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the book of account maintained by the company. Refer Additional Notes - III to the financials statements.

**For Bajoria Mayank & Associates**  
**Firm Registration No. 327336E**  
**Chartered Accountants**

**Sd/-**  
**CA. Anish Kumar Banka**  
**Partner**  
**M. No. 412888**

Place: KOLKATA  
Date: 29<sup>th</sup> May, 2017



9, R.N. Mukherjee Road, Eastern Building, 1<sup>st</sup> Floor, Kolkata- 700001 Email [bmassociates11@gmail.com](mailto:bmassociates11@gmail.com)

The Annexure A referred to in paragraph 1 of our report of even date to the members of M/s. Jaisukh Dealers Limited on the accounts of the for the year ended 31st March, 2017.

1. In respect of the Company's Fixed Assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - (c) The title deeds of immovable properties are held in the name of the company.
2. In respect of the Company's Inventories:
  - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
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.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



7. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company is regular in depositing with appropriate undisputed statutory dues including provident fund, investor education & protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess were in arrears as at 31.03.2017 for a period of more than six months from the date they became payable.
  - (c) No amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

**BAJORIA MAYANK & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**



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13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Bajoria Mayank & Associates**  
**Firm Registration No. 327336E**  
**Chartered Accountants**

**Sd/-**  
**CA. Anish Kumar Banka**  
**Partner**  
**M. No. 412888**

Place: KOLKATA  
Date: 29<sup>th</sup> May, 2017



19, R.N. Mukherjee Road, Eastern Building, 1st Floor, Kolkata- 700001 Email bmassociates11@gmail.com

**“Annexure B” to the Independent Auditor's Report of even date on the Financial Statements of M/s. Jaisukh Dealers Limited.**

**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 **Jaisukh Dealers Limited** (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors’ Responsibility**

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

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

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



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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Bajoria Mayank & Associates**  
**Firm Registration No. 327336E**  
**Chartered Accountants**

**Sd/-**  
**CA. Anish Kumar Banka**  
**Partner**  
**M. No. 412888**

Place: KOLKATA

Date: 29<sup>th</sup> May, 2017

## BALANCE SHEET AS AT 31ST MARCH, 2017

in ₹

Particulars	Notes No.	As at	
		31/03/2017	31/03/2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2.1	141,415,000	141,415,000
Reserves and Surplus	2.2	9,847,373	11,100,264
Money received against share warrants		-	-
Share Application Money Pending Allotment		-	-
<b>Non-Current Liabilities</b>			
Long Term Borrowings	2.3	360,126	134,326
Deferred Tax Liabilities	2.4	-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
<b>Current Liabilities</b>			
Short-term borrowings		-	-
Trade Payables:-	2.5	-	-
i) Total outstanding dues of micro enterprise & small enterprises		-	-
ii) Total outstanding dues of creditors other than micro enterprise & small enterprises		11,114,868	17,966,986
Other current liabilities		457,638	874,543
Short-Term Provisions	2.6	-	-
<b>TOTAL</b>		<b>163,195,004</b>	<b>171,491,119</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets:-</b>			
i) Tangible assets	2.7	12,020,819	11,758,453
ii) Intangible assets		-	-
iii) Capital work-in-progress		-	-
iv) Intangible assets under development		-	-
Non-Current Investments	2.8	74,046,000	80,221,000
Deferred Tax Assets	2.4	284,853	226,058
Long term loans and advances	2.9	19,571,318	24,416,633
Other non-current assets		-	-
<b>Current Assets</b>			
Current Investments		-	-
Inventories	2.10	23,381,179	24,074,266
Trade receivables	2.11	31,866,650	28,866,650
Cash and cash equivalents	2.12	2,024,187	1,928,059
Short term loans & advances		-	-
Other Current Assets		-	-
<b>TOTAL</b>		<b>163,195,006</b>	<b>171,491,119</b>

Summary of significant accounting policies

1

In terms of our report attached

For BAJORIA MAYANK & ASSOCIATES  
FRN-327336E

Chartered Accountants

Sd/-

CA Anish Kumar Banka

Membership No. 412888

Partner

Date :- 29th May, 2017

By order of the Board  
For Jaisukh Dealers Ltd.

Sd/-

Kishan Kumar Jajodia

Managing Director

DIN: 00674858

By order of the Board  
For Jaisukh Dealers Ltd.

Sd/-

Prakash Kumar Jajodia

Director

DIN: 00633920

By order of the Board  
For Jaisukh Dealers Ltd.

Sd/-

Tanumay Laha

CFO

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

in ₹

Particulars	Notes No.	For the Year Ended 31/03/2017	For the Year Ended 31/03/2016
Revenue from operations	2.13	218,260	2,681,831
Other Income	2.14	1,456,667	1,380,167
<b>Total Revenue</b>		<b>1,674,927</b>	<b>4,061,998</b>
<b>EXPENSES</b>			
Purchases of Stock-in-Trade	2.15	10,700	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.16	693,087	1,971,920
Employee benefit expenses	2.17	426,000	444,000
Financial costs	2.18	100,888	130,687
Depreciation and amortization expense	2.19	624,840	692,590
Other expenses	2.20	1,131,098	1,162,142
<b>Total Expenses</b>		<b>2,986,613</b>	<b>4,401,339</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(1,311,686)</b>	<b>(339,341)</b>
Exceptional Items		-	-
<b>Profit before extraordinary items and tax</b>		<b>(1,311,686)</b>	<b>(339,341)</b>
Extraordinary Items		-	-
<b>Profit before tax</b>		<b>(1,311,686)</b>	<b>(339,341)</b>
Tax expense:			
Current Tax		-	-
Tax expense relating to prior years		-	154,389
Deferred Tax Liability/ (Asset)		(58,795)	(93,953)
		(58,795)	60,436
<b>Profit from the period from continuing operations</b>		<b>(1,252,891)</b>	<b>(399,777)</b>
<b>Profit from discontinuing operations</b>		-	-
<b>Tax expense of discontinuing operations</b>		-	-
<b>Profit from discontinuing operations (after tax)</b>		-	-
<b>Profit for the period (after tax)</b>		<b>(1,252,891)</b>	<b>(399,777)</b>
Income Tax Adjustments of Earlier Years			
Balance brought forward			
<b>PROFIT AVAILABLE FOR APPROPRIATION</b>		<b>(1,252,891)</b>	<b>(399,777)</b>
Transfer to statutory reserve		-	-
Surplus balance carried to Balance Sheet		(1,252,891)	(399,777)
		<b>(1,252,891)</b>	<b>(399,777)</b>
Basic Earning Per Share of Rs. 10/- each (In Rupees)		(0.09)	(0.03)
Diluted Earning Per Share of Rs. 10/- each (In Rupees)		(0.09)	(0.03)

Summary of significant accounting policies

1

In terms of our report attached

For **BAJORIA MAYANK & ASSOCIATES**

FRN-327338E

Chartered Accountants

Sd/-

CA Anish Kumar Banka

Membership No. 412888

Partner

Date :- 29th May, 2017

By order of the Board

For Jaisukh Dealers Ltd.

Sd/-

Kishan Kumar Jajodia

Managing Director

DIN: 00674858

By order of the Board

For Jaisukh Dealers Ltd.

Sd/-

Prakash Kumar Jajodia

Director

DIN: 00633920

By order of the Board

For Jaisukh Dealers Ltd.

Sd/-

Tanumay Laha

CFO



**Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2017**

Particulars	31.03.2017	31.03.2016
	Rs.	Rs.
<b>A. Cash Flow From Operating Activities</b>		
Net Profit Before Tax & Extra-Ordinary Items	(1,311,686)	(339,341)
Adjustments for Non-Cash & Non-Operating Expenses		
Interest Receipts	(1,315,817)	(1,377,927)
Depreciation	624,840	692,590
Profit on Sale of Investment	(140,850)	-
Filing Expense	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>(2,143,512)</b>	<b>(1,024,678)</b>
Adjustments for Working Capital Changes		
Decrease / (Increase) in Inventories	693,087	1,971,920
Decrease / (Increase) in Trade Receivables	(3,000,000)	(7,914,001)
Decrease / (Increase) in Short Term Loans & Advances	-	-
Decrease / (Increase) in Other Current Assets	-	-
Decrease / (Increase) in Other Non Current Assets	-	-
Decrease / (Increase) in Long Term Loans & Advances	4,845,315	2,094,320
Decrease / (Increase) in Deferred tax assets	(58,795)	(93,953)
(Decrease) / Increase in Trade Payable	(6,852,118)	(3,571,260)
(Decrease) / Increase in Short Term Borrowings	-	-
(Decrease) / Increase in Other Current Liabilities	(416,905)	166,302
(Decrease) / Increase in Short Term Provisions	-	-
<b>Cash Generated from Operations</b>	<b>(6,932,929)</b>	<b>(8,371,350)</b>
Income Tax Liability for the period	58,795	(60,436)
Extra-Ordinary Items	-	-
<b>Net Cash Flow from Operating Activities</b>	<b>(6,874,134)</b>	<b>(8,431,786)</b>
<b>B. Cash Flow From Investing Activities</b>		
Decrease / (Increase) in Fixed Assets	(262,366)	692,590
Decrease / (Increase) in Non-Current Investments	6,175,000	9,369,000
Interest Received	1,315,817	1,377,927
Profit on Sale of Investment	140,850	-
Adjustments for Depreciation	(624,840)	(692,590)
<b>Net Cash Flow from Investing Activities</b>	<b>6,744,461</b>	<b>10,746,927</b>
<b>C. Cash Flow From Financing Activities</b>		
Issue of Equity Shares	-	-
Securities Premium	-	-
Share Application Money Received	-	-
Share Issue Expenses written-off	-	-
Long Term Borrowings	225,799	(950,252)
Bonus Issue	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>225,799</b>	<b>(950,252)</b>
<b>D. Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>96,128</b>	<b>1,364,889</b>
<b>E. Opening Cash &amp; Cash Equivalents</b>	<b>1,928,059</b>	<b>563,170</b>
<b>F. Closing Cash &amp; Cash Equivalents</b>	<b>2,024,187</b>	<b>1,928,059</b>

Summary of Significant Accounting Policies

1

We have verified the attached Cash Flow Statement of M/s. Jaisukh Dealers Limited derived from Audited Financial Statements and the books and records maintained by the Company for period ended on 31st March, 2017 and found the same in agreement therewith.

AS PER OUR REPORT OF EVEN DATE  
For BAJORIA MAYANK & ASSOCIATES  
FRN-327336L

Chartered Accountants

Sd/-  
CA Anish Kumar Banka  
Membership No. 412888  
Partner  
Date :- 29th May, 2017

For Jaisukh Dealers Ltd For Jaisukh Dealers Ltd

Sd/- Sd/-  
Kishan Kumar Jajodia Prakash Kumar Jajodia  
Managing Director Director  
DIN: 00674858 DIN: 00633920

For Jaisukh Dealers Ltd

Sd/-  
Tanumay Laha  
CFO

**Notes forming part of the financial statements for the year ended 31st March 2017**

**1 Summary of Significant Accounting Policies.**

**A Corporate Information**

Jaisukh Dealers Limited is a public limited company incorporated under the relevant provisions of the Indian Companies Act. Jaisukh Dealers Limited carries the business as buyer, seller, importer, exporter, distributor and dealers of embroidered and other textiles. Company also deals in Shares and other Commodities.

**B Basis of Preparation**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The company has prepared these financial statements to comply all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**Summary of Significant Accounting Policies.**

**a Presentation and Disclosure of Financial Statements**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the generally accepted accounting principles (GAAP) in India and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act 2013, to the extent possible.

**b Use of Estimates**

The preparation of financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods.

**c AS - 2 Valuation of inventories**

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

**d AS - 3 Cash Flow Statements**

**Cash and Cash Equivalents**

Cash Flow Statement has been prepared under Indirect Method and cash flows from operating, investing and financing activities of the company are segregated. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**e AS - 4 Events Occurring after the Balance Sheet date**

Assets and Liabilities are adjusted for events occurring after the Balance Sheet date that provide additional evidence to assist the estimation of amounts relating to condition existing at the Balance sheet date.

**Notes forming part of the financial statements for the year ended 31st March 2017**

f	<p><b>AS - 5 Net Profit or Loss for the Period, Prior Period Items, and changes in Accounting Policies</b></p> <p>Significant items of Extra-Ordinary Items, and Prior Period Incomes and Expenditures, are accounted in accordance with Accounting Standards 5.</p>
g	<p><b>AS - 6 Depreciation Accounting</b></p> <p>Depreciation on fixed assets is provided on the Written Down Method as per the rates &amp; rules prescribed under Companies' Act 2013 which is also as per the usual life of the assets estimated by the management.</p>
h	<p><b>AS - 9 Revenue Recognition</b></p> <p>Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.</p> <p><i>Sale of goods</i> Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of goods. The company collects sales taxes and value added taxes(VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.</p> <p><i>Interest</i> Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.</p> <p><i>Dividends</i> Dividend income is recognized when the company's right to receive dividend is established by the reporting date.</p> <p><i>Other Income</i> The amounts receivables from various agencies are accounted on accrual basis to the extent it is possible to ascertain in the income with reasonable accuracy.</p>
i	<p><b>AS - 10 Accounting for Fixed Assets</b></p> <p><b>Tangible Fixed Assets</b> Fixed Assets are stated at their cost of acquisition or construction amount (net of cenvat, wherever applicable) less accumulated depreciation / amortization and impairment loss, if any. Cost comprises the purchase price, installation, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.</p> <p><b>Capital Work-in-Progress</b> Assets are capitalized when they are ready to use / put to use.</p>
j	<p><b>AS - 11 Accounting for Effects in Foreign Exchange Rates</b></p>
a)	<p>Foreign currency monetary items such as Loans, Current assets and Current liabilities are recognized at the Exchange Rate on the date of transaction. No Foreign Currency Transactions has been made by the company in the Financial Year 2015-16.</p>
b)	<p>Exchange differences , if any, arising on reporting the above items at rate differently from when they were initially recorded during the period are recognized as income / expenditure in the Profit &amp; Loss Account.</p>

**Notes forming part of the financial statements for the year ended 31st March 2017**

<b>k</b>	<p><b>AS - 13 Investments</b></p> <p>Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.</p> <p>Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Cost of investments includes acquisition charges such as brokerage. Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.</p> <p>On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.</p>
<b>l</b>	<p><b>AS - 15 Employee Benefits</b></p> <p><i>(a) Short term employee benefits</i></p> <p>Short term employee benefits are charged at the undiscounted amount to statement of profit and loss in the year in which the related service is rendered.</p> <p><i>(b) Defined Contribution Plan</i></p> <p>Employee Benefits in the form of provident fund, ESIC and other labour welfare fund are considered as defined contribution plan and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds are due.</p>
<b>m</b>	<p><b>AS - 16 Borrowing cost</b></p> <p>Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.</p> <p>Borrowings Costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowings costs are expensed in the period they occur.</p>
<b>n</b>	<p><b>AS - 18 Related Party Transaction</b></p> <p>Salary to Key Managerial Personnel, salary to relatives of Key Management Personnel and transactions with Company in which Key Management Personnel / Relatives of Key Management Personnel can exercise significant influence are disclosed as Related Party Transaction in the Notes to Accounts.</p>
<b>o</b>	<p><b>AS - 20 Earnings Per Share</b></p> <p>Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.</p> <p>For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during period are adjusted for the effects of all dilutive potential equity shares.</p>

**Notes forming part of the financial statements for the year ended 31st March 2017**

<p><b>p</b></p>	<p><b>AS - 22 Accounting for Taxes on Income</b>  Tax expense comprises current and deferred tax. Current Income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.</p> <p>Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that they will be realized in future. However, where there is unabsorbed depreciation and carry forward loss under the income tax laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written off to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.</p> <p>Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of Minimum Alternative Tax under the income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.</p>
<p><b>q</b></p>	<p><b>Provisions</b>  A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outlay of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.</p>
<p><b>r</b></p>	<p><b>Contingent Liabilities and Contingent Assets</b>  <b>Contingent Liabilities</b>  A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.</p> <p><b>Contingent Assets</b>  Contingent Assets are neither recognised nor disclosed.</p>
<p><b>s</b></p>	<p><b>MSMED Act, 2006</b>  The Government of India has promulgated an act namely The Micro, Small and Medium Enterprises Development Act, 2006, which comes into force with effect from October 2, 2006. As per the act, the company is required to identify the Micro, Small and Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any such entity covered under the said act.</p>

Notes to the Accounts

Particulars	in ₹	
	As on 31/03/2017	As on 31/03/2016
<b>2.1 SHARE CAPITAL</b>		
<b>Authorised</b>		
18,750,000 Equity share of ₹ 10 each	187,500,000	187,500,000
( Previous Year 18,750,000 Equity Shares of ₹10 each)	187,500,000	187,500,000
<b>Issued &amp; Subscribed</b>		
14,141,500 Equity share of ₹ 10 each	141,415,000	141,415,000
( Previous Year 14,141,500 Equity Shares of ₹10 each)	141,415,000	141,415,000
<b>Paid up</b>		
14,141,500 Equity share of ₹ 10 each	141,415,000	141,415,000
( Previous Year 14,141,500 Equity Shares of ₹10 each)	141,415,000	141,415,000

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the reporting period.

The company has only one class of issued shares i.e Equity Shares having par value of ₹10/- per share. Each holder of Equity Shares is entitled to One vote per share and equal right for dividend. The dividend, if proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their Shareholding.

The Company does not have any Holding Company/ ultimate Holding Company.

Details of Shareholders holding more than 5% Shares in the Company.

Ordinary Shares of ₹10/- each fully paid

	As On 31.03.2017	As On 31.03.2017	As On 31.03.2016	As On 31.03.2016
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Mr. Prakash Kumar Jajodia	1277500	9.03	1277500	9.03
Mr. Kishan Kumar Jajodia	1272800	9.00	1279800	9.05

No Equity Shares have been reserved for issue under option and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

No Shares has been bought back by the company during the period of 5 years preceeding the date at which the balance sheet is prepared.  
No Securities convertible into Equity/ Preference Shares issued by the company during the year

No calls are unpaid by any director or officer of the company during the year.

Particulars	(in ₹)	
	As at 31/03/2017	As at 31/03/2016
<b>2.2. RESERVES AND SURPLUS</b>		
<b>Securities Premium Reserve</b>		
Balance at the beginning of the year	9,710,000	9,710,000
Add :- During the year	-	-
Balance at the closing of the year	9,710,000	9,710,000
<b>General Reserve</b>		
As per last financial Statements	-	-
<b>Statutory Reserve</b>		
As per last financial Statements	-	-
(+) Addition during the year	-	-
<b>Surplus as per Profit &amp; Loss Statement</b>		
As per last financial Statements	1,390,264	1,790,041
Less :- Filing Fees	-	-
(+) Profit for the year	(1,252,891)	(399,777)
<b>TOTAL (A)</b>	<b>137,373</b>	<b>1,390,264</b>
<b>(-) Appropriations</b>		
Income Tax Adjustment	-	-
Transfer to Statuory Reserve	-	-
<b>TOTAL (B)</b>	<b>-</b>	<b>-</b>
<b>NET SURPLUS (A-B)</b>	<b>137,373</b>	<b>1,390,264</b>
<b>Total</b>	<b>9,847,373</b>	<b>11,109,264</b>

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.3 : LONG TERM BORROWINGS</b>		
Secured Loans		
BMW Financial Services Pvt. Ltd. Auto Loan*	-	134,326
HDFC Auto Loan Car (20 Silver)**	360,125	-
<b>TOTAL</b>	<b>360,125</b>	<b>134,326</b>

\* Auto Loan comprises the following.

Loan Amount- Rs.21,00,000.00

Tenure (In Months) -36

Interest Rate- 10.28% per annum

Closing Principal( as on 31.03.2017):-Rs.134326.21

Installment Amount- 68038

\*\*New Auto Loan comprises the following:-

Loan Amount- Rs.7,50,000.00

Tenure (In Months) -36

Interest Rate- 10.28% per annum

Closing Principal( as on 31.03.2017):-Rs.601500.07

Installment Amount- 24077

(In ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.4 : DEFERRED TAX LIABILITY/ ASSET</b>		
A. WDV as per Companies Act	12,020,819	11,758,453
B. WDV as per Income Tax Act	(12,942,672)	(12,490,031)
	(921,854)	(731,578)
Deferred Tax Liability	(276,556)	(219,473)
Add: Education Cess	(5,531)	(4,389)
Add:- Secondary & Higher Secondary Education Cess	(2,766)	(2,195)
<b>TOTAL</b>	<b>(284,853)</b>	<b>(226,058)</b>
Opening Deferred Tax Liability provision	(226,058)	(132,105)
<b>TOTAL</b>	<b>(58,795)</b>	<b>(93,953)</b>

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.5 : TRADE PAYABLES</b>		
Others	11,114,868	17,966,996
<b>TOTAL</b>	<b>11,114,868</b>	<b>17,966,996</b>

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.6 : OTHER CURRENT LIABILITIES</b>		
Current Liabilities on Long Term Debts	375,701	759,685
Liabilities for Expenses	81,937	114,858
<b>TOTAL</b>	<b>457,638</b>	<b>874,543</b>

Particulars	As at 31/03/2017		As at 31/03/2016	
	No. of Shares	Amount	No. of Shares	Amount
<b>2.8. NON CURRENT INVESTMENTS*</b>				
Investment in equity instruments (unquoted)				
(i) of subsidiaries				
Conflate Home Ltd	-	-	50,000	500,000
Conflate Housing Ltd.	-	-	50,000	500,000
Conflate Marketing Ltd.	-	-	50,000	500,000
Conflate Projects Ltd.	-	-	50,000	500,000
Conflate Properties Ltd.	-	-	50,000	500,000
Conflate Residency Ltd.	-	-	50,000	500,000
JDL Consultants Ltd	-	-	50,000	500,000
JDL Gem & Jewellers Ltd.	-	-	50,000	500,000
JDL Hcs eries Ltd	-	-	50,000	500,000
JDL Real estates Ltd.	-	-	50,000	500,000
JDL Projects Ltd.	-	-	50,000	500,000
JDL Properties Ltd.	-	-	50,000	500,000
Realview Builders Ltd.	-	-	50,000	500,000
Realview Consultants Ltd.	-	-	50,000	500,000
Realview Homes Ltd.	-	-	50,000	500,000
Realview Housing Ltd.	-	-	50,000	500,000
Realview Projects Ltd.	-	-	50,000	500,000
Realview Residency Ltd.	-	-	50,000	500,000
(ii) of other entities				
Anurodh Infrastructure Ltd.	617,400	6,174,000	1,134,900	11,349,000
Fastner Machinery Dealers Ltd.	17,044	8,522,000	17,044	8,522,000
Jaguar Infra Developers Ltd.	24,000	12,000,000	24,000	12,000,000
Impex Services Ltd	400,000	8,000,000	-	-
Primary Iron Traders Pvt. Ltd.	2,935,000	29,350,000	2,935,000	29,350,000
Original Fashion Traders Ltd.	1,000,000	10,000,000	1,000,000	10,000,000
<b>Total</b>		<b>74,046,000</b>		<b>80,221,000</b>

\* Face Value of Non-Current investments are Rs 10/- each fully paid up

(in ₹)		
Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.9. LONG TERM LOANS &amp; ADVANCES</b>		
Loans & Advances	13,881,637	18,791,864
Advance against Land	5,397,726	5,397,726
Income Tax	266,955	202,043
Advance VAT A/C(Security Deposits)	25,000	25,000
<b>TOTAL</b>	<b>19,571,318</b>	<b>24,416,633</b>

(in ₹)		
Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.10. INVENTORIES</b>		
( As value and certified by the management )		
Shares	23,381,179	23,381,179
KL Short Kurti	-	693,087
	<b>23,381,179</b>	<b>24,074,266</b>

(in ₹)		
Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.11. TRADE RECEIVABLES</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured Considered Good	-	-
Unsecured Considered Good	12,232,650	12,232,650
Unsecured Considered Good-Others	16,634,000	16,634,000
	<b>28,866,650</b>	<b>28,866,650</b>
Other Trade receivables		
Secured Considered Good	-	-
Unsecured Considered Good	3,000,000	-
	<b>3,000,000</b>	<b>-</b>
	<b>31,866,650</b>	<b>28,866,650</b>

(in ₹)		
Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.12. CASH AND CASH EQUIVALENTS</b>		
Balances With Banks		
On Current Account	1,832,423	54,861
Cash in hand	191,764	1,873,198
	<b>2,024,187</b>	<b>1,928,059</b>



**JAISUKH DEALERS LIMITED**

Schedules Annexed to and Forming Part of the

Accounts continued.....

**2.7. FIXED ASSETS**

PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK		
	AS ON 1-Apr-18	ADDITION DURING THE PERIOD	DEDUCTION DURING THE PERIOD	IMPAIRMENT DURING THE PERIOD	TOTAL AS ON 31-Mar-17	AS ON 1-Apr-16	FOR THE PERIOD	ADJUST- MENT	ADJUST- MENT FOR IMPAIRMENT	TOTAL AS ON 31-Mar-17	AS ON 31-Mar-17	AS ON 31-Mar-16
<b>Owned Assets</b>												
Air Conditioner	28,500	-	-	-	28,500	20,764	4,161	-	-	24,925	3,575	7,736
BMW 118d (Car)	2,523,516	-	-	-	2,523,516	1,399,923	392,696	-	-	1,792,621	730,895	1,123,583
Computer	374,844	-	-	-	374,844	348,610	7,877	-	-	356,487	18,357	26,234
120 Car New	-	887,206	-	-	887,206	-	220,105	-	-	220,105	667,101	-
Land	10,600,890	-	-	-	10,600,890	-	-	-	-	-	10,600,890	10,600,890
<b>Total A</b>	<b>13,827,760</b>	<b>887,206</b>	<b>-</b>	<b>-</b>	<b>14,414,966</b>	<b>1,769,297</b>	<b>624,840</b>	<b>-</b>	<b>-</b>	<b>2,394,137</b>	<b>12,020,819</b>	<b>11,758,453</b>
Previous Year	13,527,750	-	-	-	13,527,750	1,076,707	692,590	-	-	1,769,297	11,758,453	12,451,043

## Notes to the Accounts

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.13. REVENUE FROM OPERATIONS</b>		
Sale of products comprises of :		
Traded Goods		
Kurtis	218,260	-
Mobiles & Accessories	-	1,598,145
Raw Materials	-	1,083,686
<b>Total</b>	<b>218,260</b>	<b>2,681,831</b>

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.14. OTHER INCOME</b>		
Interest Received on loan and advances	1,315,817	1,377,927
Income Tax Refund for A.Y. 2014-15	-	2,240
Profit on Sale of Investment	140,850	-
<b>Total</b>	<b>1,456,667</b>	<b>1,380,167</b>

In

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.15. Purchase of Stock-in-trade</b>		
Purchase of Fancy Kurti	10,700	-
<b>Total</b>	<b>10,700</b>	<b>-</b>

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.16. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Inventories at the beginning of the year		
Shares	23,381,179	23,381,179
BOLD	-	506,379
GEM PLUS	-	559,546
Memory Card	-	115,614
Raw Material	-	491,599
Wave	-	298,782
XL Short Kurti	693,087	693,087
<b>TOTAL (A)</b>	<b>24,074,266</b>	<b>25,046,186</b>
Inventories at the end of the year		
Shares	23,381,179	23,381,179
XL Short Kurti	-	693,087
	<b>23,381,179</b>	<b>24,074,266</b>
Increase/(Decrease) in Stocks	(693,087)	(1,971,920)

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.17. EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Bonus, Gratuity & allowances	156,000	264,000
Directors Remuneration	270,000	180,000
<b>TOTAL</b>	<b>426,000</b>	<b>444,000</b>

(in ₹)

Particulars	As at 31/03/2017	As at 31/03/2016
<b>2.18 FINANCE COST</b>		
Interest Expenses		
Interest Expense on Car Loans	100,888	130,687
<b>TOTAL</b>	<b>100,888</b>	<b>130,687</b>

(in ₹)		
Particulars	As at 31/03/2017	As at 31/03/2016
<b>219. DEPRICIATION AND AMORTIZATION EXPENSES / IMPAIRMENT LOSS</b>		
Depreciation on tangible assets	624,840	692,590
<b>TOTAL</b>	<b>624,840</b>	<b>692,590</b>

(in ₹)		
Particulars	As at 31/03/2017	As at 31/03/2016
<b>220. OTHER EXPENSES</b>		
Advertisement, Publicity & sales Promotion	21,758	21,800
<b>Auditors Remuneration</b>		
Statutory Audit Fees	14,376	14,313
Tax Audit Fees	5,750	5,725
Others	-	2,863
Bank Charges	14,614	1,800
Custody Fees & RTA Fees	155,881	119,521
Communication Expenses	9,956	11,865
Demat Charges	1,703	1,700
Electric Charges	14,110	13,910
Filing Fees	4,800	31,200
General Expenses	-	12,118
Interest on Statutory Payment	30,460	1,791
Insurance	77,007	86,286
Legal, Professional & Consultancy Charges	20,000	48,000
Rates & Taxes	21,726	1,930
Listing Fees	528,539	516,406
Misc. Expenses	2,329	-
Motor Car Expenses	91,101	82,404
Postage & Telegram	18,989	21,806
Printing & Stationary	12,568	27,389
Repairs & Maintenance	7,258	17,500
Rent	60,000	102,000
Travelling & Conveyance	10,146	14,196
Website Charges	5,725	5,619
CDSL A/c of E voting	2,300	-
	<b>1,131,098</b>	<b>1,162,142</b>

**ADDITIONAL NOTES****I. RELATED PARTIES DISCLOSURE AS PER ACCOUNTING STANDARD 18****A. List of Related Parties: -**

<u>Party</u>	<u>Relationship</u>
i. Kishan Kumar Jajodia	Managing Director
ii. Prakash Kumar Jajodia	Director
iii. Soumen Sen Gupta	Director
iv. Somnath Gupta	Director
v. Balushri Gupta	Director
vi. Tanumay Laha	CFO
vii. Nisha Jain	Company Secretary*

**B. Related Party Transaction: -**

<u>Transaction</u>	<u>31.03.2017</u>	<u>31.03.2016</u>
<b><u>Remuneration to Key Managerial Personnel-</u></b>		
Kishan Kumar Jajodia-Managing Director	Rs. 2,70,000	Rs. 1,80,000
Tanumay Laha (CFO)	Rs. 90,000	Rs. 75,000
Nisha Jain (Company Secretary)*	Rs. 36,000	Rs. 1,20,000

\*Ms. Nisha Jain resigned from the post of Company Secretary w.e.f. 30.06.2016

**Others:-**

	<u>Trade Receivables</u>
• JDL Real Estates Ltd.-	Rs. 45,98,000
• JDL Hosieries Ltd.-	Rs. 41,40,000
• JDL Consultants Ltd.-	Rs. 41,48,000
• JDL Gem & Jewellerys Ltd.-	Rs. 37,48,000

II. Previous year's figures have been regrouped/re-arranged whenever considered necessary to confirm to current year's grouping and classification.

**III. Disclosure on Specified Bank Notes (SBNs)**

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R.308(E) dated March 31, 2017 on the details of specified bank notes (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and others notes as per the notification is given below:-

<u>PARTICULARS</u>	<u>SBN</u>	<u>OTHER DENOMINATION NOTES</u>	<u>TOTAL</u>
Closing Cash in Hand on 08.11.2016	-	282,940.00	282,940.00
Add : Amount withdrawn from banks	-	-	-
Add : Permitted receipts	-	-	-
Less : Permitted payments	-	-	-
Less : Amount deposited in Banks	-	52,092.00	52,092.00
Closing Cash in Hand on 30.12.2016	-	230,848.00	230,848.00

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic affairs number S.O 3407(E), dated the 8th November, 2016.