

EMERALD COMMERCIAL LIMITED

**34th Annual Report
2015-16**

EMERALD COMMERCIAL LIMITED

CONTENTS

SR.NO.	PARTICULARS
1.	Company's Information
2.	Notice & Venue of AGM
3.	Directors Report
4.	MR-3 Secretarial Audit Report
5.	CFO Certificate
6.	Corporate Governance Report
7.	Management Discussion Analysis Report
8.	MGT-9
9.	Auditors Report
10.	Balance Sheet
11.	Profit & loss Account
12.	Notes
13.	Cash Flow Statement
14.	Proxy Form , Attendance slip & Polling Paper

34 TH ANNUAL GENERAL MEETING	
DAY	WEDNESDAY
DATE	28TH SEPTEMBER,2016
TIME	11.00 AM
VENUE	18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 4TH FLOOR, ROOM NO.4 KOLKATA -700001

CIN: L65909WB1981PLC033333.

REGISTERED OFFICE:

18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 4TH FLOOR, AND ROOM NO.4
KOLKATA 700001.

CONTACT:

TEL: 033-3240-3472; EMAIL: emerald.com@gmail.com

CORPORATE INFORMATION



BOARD OF DIRECTORS

- | | | |
|--------------------------|---------------------------------------|---------------|
| 1. INDRAJIT SETT | NON-INDEPENDENT DIRECTOR & -EXECUTIVE | DIN: 03581182 |
| 2. BIKI RAY | INDEPENDENT DIRECTOR & NON-EXECUTIVE | DIN: 05253193 |
| 3. SHEKHAR AGARWAL | INDEPENDENT DIRECTOR & NON-EXECUTIVE | DIN: 03369945 |
| 4. ANITA BAJRANG AGARWAL | INDEPENDENT DIRECTOR & NON-EXECUTIVE | DIN: 07138637 |

KEY- MANAGERIAL PERSONNEL

Ms. ANISHA AGARWAL	COMPANY SECRETARY
Mr. SUSHIL GUPTA	CFO

BANKERS

HDFC BANK LTD.

STATUTORY AUDITOR

M/s SHAH RAVI & CO.

Chartered Accountant

Firm Registration No. 328384E

REGISTRAR & TRANSFER AGENT:

MAHESHWARI DATAMATICS PRIVATE LIMITED

Sebi Regn No: INR000000353

6, Mango Lane, 2nd Floor, Kolkata-700001.

TEL.NO: 033-2243-5809-/2243-5029;

Fax no. : 033-2248-4787; Email: mdpl@cal.vsnl.net.in

AUDIT COMMITTEE:

Mr. SHEKHAR AGARWAL	- Chairman
Mr. BIKI RAY	- Member
Ms. ANITA BAJRANG AGARWAL	- Member
Mr. INDRAJIT SETT	- Member

NOMINATION & REMUNERATION COMMITTEE

Mr. BIKI RAY - Chairman
Mr. SHEKHAR AGARWAL - Member
Ms. ANITA BAJRANG AGARWAL - Member
Mr. INDRAJIT SETT - Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. SHEKHAR AGARWAL - Chairman
Mr. BIKI RAY - Member
Ms. ANITA BAJRANG AGARWAL - Member
Mr. INDRAJIT SETT - Member

LISTED

The Calcutta Stock Exchange (CSE)
The Metropolitan Stock Exchange Of India Limited (MCX)

WEBSITE:

www.emeraldcommercial.in

ISIN:

INE162D01014

EMERALD COMMERCIAL LIMITED

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4, Kolkata-700 001
Phone: 033 -22495083, Email: emerald.com@gmail.com, Website: www.emeraldcommercial.in
CIN No. : L29299WB1983PLC036040

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of the **EMERALD COMMERCIAL LIMITED** will be held at the Registered office of the Company at "Poddar Court" 18, Rabindra Sarani, Gate no.4, 4th Floor, Room No.4, Kolkata-700 001 on Wednesday, 28th September, 2016 at 11.00 AM. to transact the following business.

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

Item No. 2: To appoint a Director in place of Mr. Indrajit Sett who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3: To appoint of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules. 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. SHAH RAVI & CO. Chartered Accountants, Kolkata (FRN - 328384E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2015-16, to hold office from the conclusion's of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors.

By Order of the Board
For Emerald Commercial Limited

Sd/-
Anisha Agarwal
Company Secretary

Place : Kolkata
Date : 12.08.2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith

2. The Register of Members and Equity Share Transfer Registers will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents (M/s.Maheshwari Datamatics Private Limited.)
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s.Maheshwari Datamatics Private Limited, Share Transfer Agents of the Company for their doing the needful.
10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

11. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form
13. Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
14. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members
15. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2015-2016 will also be available on the Company's website www.emeraldcommercial.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: emrald.com@gmail.com,
16. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/S. Maheshwari Datamatics Private Limited**, Share Transfer Agents of the Company for their doing the needful.
17. Voting through electronic means
Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21.09.2016, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Sunday 25th of September, 2016 and will end at 5.00 p.m. on Tuesday 27th of September, 2016. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed **Mr. Akhil Agarwal** Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on “Shareholders” tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with **“EMERALD COMMERCIAL LIMITED”** from the drop down menu and click on “SUBMIT”.
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - VII.** For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN **“EMERALD COMMERCIAL LIMITED”** for which you choose to vote.
- m. On the voting page, you will see **“Resolution Description”** and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. **For Non – Individual Shareholders and Custodians:**

- t. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval I accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II.** In case you have any queries or issues regarding voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- III.** Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV.** If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.
- V.** The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 21.09.2016**.
- VI.** Mr. Akhil Agarwal, a Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 34th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be communicated to **CDSL** and **The Calcutta Stock Exchange Limited and The Metropolitan Stock Exchange Of India Limited** on or after 28th September 2016.

By Order of the Board
For Emerald Commercial Limited

Anisha Agarwal
Company Secretary

Place : Kolkata

Date : 12.08.2016

EMERALD COMMERCIAL LIMITED

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4, Kolkata-700 001
Phone: 033 -22495083, Email: emerald.com@gmail.com, Website: www.emeraldcommercial.in
CIN No. : L29299WB1983PLC036040

DIRECTOR'S REPORT



To,
The Members,
Your Directors have pleasure in presenting their 34th Annual Report on the business and operations of the company and the accounts for the financial Year ended March 31, 2016.

1. FINANCIAL PERFORMANCE OF THE COMPANY

Particulars	Amount (Rs.)	
	2015-2016	2014-2015
Total Income	62464312	5,17,79,449.45
Total Expenditure	59142036	4,82,22,082.22
Profit before exceptional items	3322276	35,57,367.23
Less : Exceptional Items	-	72,955.00
Profit before Tax	3322276	34,84,412.23
Less : Provision for Current Tax	1052980	10,82,914.00
Add/(Less) : Deferred Tax Assets/(Liability)	-17620	(17,519.00)
Net Profit after tax	2286916	23,83,979.23
Add: Brought forward from previous year	-681869	9,52,329.21
Add: Surplus of the merged Companies	-	1,22,788.00
Less: Expenditure for share capital increase	-	29,25,000.00
Less: Transfer to Statutory Reserve	457383	4,76,812.00
Less: Contingent Provision against Standard Assets	445198	7,39,153.00
Balance carried to Balance Sheet	702466	(6,81,868.56)

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

The Company has earned profit after tax of Rs. 22,86,916/- during the current financial year as against Rs.23,83,979.23/- earned during the previous financial year. Profit before tax is 33,22,276/- as compared to 34,84,412.23/- in previous year.

3. DIVIDEND

In view of the carry forward losses incurred in the current year and pursuant to section 123 of the Companies Act, 2013, the board regrets its inability to declare any dividend for the year under review.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There were no changes in the nature of business of the company during the year

5. CHANGE IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at 31st March, 2016 stood at 4359.88 lacs. During the year under review, the Company has not issued any further shares.

6. BOARD MEETINGS

The board of Directors of the Company met 6 times during the financial year. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 (hereinafter "the Act").

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same. Subsection (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

During the year under review, Mr. Sushil Gupta was appointed as the CFO of the Company w.e.f. 13th August, 2015 as a Key Managerial Person ('KMP') under the Act, the Company had the following KMPs:

1. Ms. Anisha Agarwal - Company Secretary.
2. Mr. Sushil Gupta - Chief Financial Officer (CFO)

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "**Director**" means a director appointed to the Board of a Company.

2.2 "**Nomination and Remuneration Committee**" means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

2.3 **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company’s business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfill the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company’s business.

3.2 criteria of independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

3.2.3 The Independent Director shall abide by the “Code for Independent Directors” as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The HRNR Committee shall take into account the nature of, and the

time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve an indecent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 **"Director"** means a Director appointed to the Board of the company.

2.2 **"key managerial personnel"** means

- (i) The Chief Executive Office or the managing director or the manager;
- (ii) The company secretary;
- (iii) The whole-time director;
- (iv) The chief finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 **"Nomination and Remuneration Committee"** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. Policy:

3.1 Remuneration to Executive Director and Key Managerial Personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits

(vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from Mr. Shekhar Agarwal, Mr. Biki Ray And Ms. Anita Bajrang Agarwal, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

9. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with CSE Limited and MCX Limited and framed the following policies which are available on Company's website i.e. www.emeraldcommercial.in

i. Board Diversity Policy

ii. Policy on preservation of Documents

iii. Risk Management Policy

10. AUDIT COMMITTEE

The Audit committee comprises of four members, out of whom three are Non Executive Director and one is Executive Director. The Committee met 4 (Four) times during the year. The details of the meetings of the committee are provided in the Corporate Governance Report. The terms of reference of the Committee is in accordance with that specified in Regulation 27(2) of the Listing Agreement with Stock Exchanges and also confirms to the requirements of provision of Section 177 of the Companies Act, 2013

11. NOMINATION AND REMUNERATION COMMITTEE

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Director; sitting fee payable to our Non Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives. The Independent Directors of the Company were not paid any sitting fee or any other remuneration or commission. During the financial year 2015-16, no remuneration has been paid to any of the Director of the Company

12. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

In compliance with the requirements of Section 177 of the Companies Act, 2013 and revised Clause 49 of Listing Agreement with the Stock Exchanges, your Company has established a vigil mechanism for the Directors and Employees of the Company through which genuine concerns regarding various issues can be communicated. The Company had adopted a Code of conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern their actions. Any actual or potential violation of the code, howsoever insignificant or perceived as such, is a matter of serious concern for the company and should be brought to the attention of the concerned.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

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

14. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects

15. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company does not have any subsidiaries, associates and joint ventures

16. EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return in Form No. MGT – 9 as per section 134(3)(a) of the Companies Act, 2013 read with Rule 8 of Companies Act(Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 as on the financial year ended on 31.03.2016, is annexed herewith the annual report.

17. STATUTORY AUDITORS

M/s. Shah Ravi & Co, Statutory Auditors of the company retires at the ensuing annual general meeting and is eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from the auditors to their re-appointment and a certificate to the effect that their re-appointment, if made, would be in accordance with the Companies Act, 2013 and the rules framed there under and that they have satisfied the criteria provided in Section 141 of the Companies Act, 2013.

The Board recommends the re-appointment of M/s. Shah Ravi & Co., as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

18. SECRETARIAL AUDIT REPORT

In terms of the provisions of Section 204 of the Companies Act, 2013 and Rules framed there under, a Secretarial Audit Report in the prescribed format, obtained from a Company Secretary in practice, is required to be annexed to the Board's Report. In view thereof, The Board has appointed **Mr. Anurag Fatehpuria**, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2015-16. The Secretarial Auditor's Report, in the prescribed format, for the period ended March 31, 2016 is annexed to this Directors' Report and forms part of the Annual Report.

19. QUALIFICATIONS IN AUDIT REPORTS:

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made—

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2016 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust capital market in the coming years.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and the same does not have any reservation, qualifications or adverse remarks.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D) : NIL
2. Technology absorption, adoption and innovation: NIL.

C. Foreign Exchange Earnings and Out Go:

1. Foreign Exchange Earnings: NIL
2. Foreign Exchange Outgo: NIL

21. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

22. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

23. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans, Guarantees or made any investments during the year under review.

25. CREDIT & GUARANTEE FACILITIES:

The Company has been availing facilities of Credit and Guarantee as and when required, for the business of the Company, from HDFC Bank Ltd.

26. CORPORATE SOCIAL RESPONSIBILITY POLICY:

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Since your Company do not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

27. RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. 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.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.emeraldcommercial.in

28. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 26.03.2016 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing 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 meeting also reviewed and evaluated the performance of non-independent directors. The company has 1 (One) non-independent directors namely:

- i.) Mr. Indrajit Sett – Non- Independent & Executive

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

Mr. Indrajit Sett, chairman of the company has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

29. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

30. LISTING AGREEMENT:

The Securities and Exchange Board of India(SEBI), on September 2, 2015, issued SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital Markets to ensure better enforceability. The said regulations were effective December1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with CSE Limited and MCX Limited.

31. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to The Calcutta Stock Exchange Limited and The Metropolitan Stock Exchange Of India Limited where the Company's Shares are listed.

32. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI. A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Statutory Auditor regarding compliance of condition of Corporate Governance is annexed to the said Report.

33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is an NBFC company therefore all the provisions of the RBI act is complied during the year under review.

34. SECRETARIAL STANDARDS

EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

35. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

36. CEO/ CFO CERTIFICATION

The CFO have issued certificate pursuant to the provisions of Regulation 27(2) of the listing agreement certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs and the same forms a part of this report.

37. EMPLOYEE RELATIONS:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

38. PARTICULARS OF EMPLOYEES REMUNERATION

The Disclosure pertaining to remuneration and other details as required under the provisions of section 197 (12) of the companies act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 forms part of the Annual Report.

During the period under review no employee of the company drew remuneration in excess of the limits specified under the provisions of section 197 (12) of the companies act, 2013. The Particulars of Remunerations in the prescribed format, for the period ended March 31, 2016 is annexed to this Directors' Report and forms part of the Annual Report.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

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

40. OTHER DISCLOSURES

During the year under review, the company has not obtained any registration/ license/authorization, by whatever name called from any other financial sector regulators.

41. ACKNOWLEDGEMENTS:

The Directors express their sincere gratitude to the Reserve Bank Of India, SEBI, BSE, NSE, MCX, NSDL, CDSL, HDFC Bank, ROC, MCA and other regulatory authorities, lender, financial institutions etc. for their ongoing support for the growth of the Company.

The Director also wish to place on record their appreciation for the contribution made by the stakeholder and employees at all levels and the trust reposed by them in your company. The Directors sincerely appreciate the commitment displayed by the employees of the company and its subsidiaries across all levels, resulting in successful performance during the year.

By Order of the Board
For Emerald Commercial Limited

Sd/-
Indrajit Sett
Director

Place: Kolkata
Date: 12.08.2016

DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, Indrajit Sett, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

For and on behalf of the Board

For Emerald Commercial Limited

Place: Kolkata
Date: 12.08.2016

Sd/-
Indrajit Sett
Director

Details under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

Ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the year 2015-16

S.NO	Name of Employee	Designation	Ratio of Remuneration of each Director to median employee	% increase in Remuneration
1	ANISHA AGARWAL	COMPANY SECRETARY	N.A	12.5

a. No remuneration is paid to Non Executive Director

1. The Company has 8 permanent employees including Executive Directors.
2. Relationship between average increase in remuneration and Company's performance: The remuneration/policy of the Company Employees is based on the philosophy to reward and drive performance culture. Every year the salary increases are decided to provide reward on the basis of market opportunity determined by benchmarking the rewards with similar profile organizations. Variable component is an important criterion which is dependent of individual performance rating, business performance and market competitiveness of the Company.
3. Comparison of the remuneration of the key managerial personnel against the performance of the Company: As per the policy increases are dependent on actual performance rating as well as the business performance and increase in scope of work entrusted.
4. The average percentage increased in remuneration of employees other than Directors during the year is 87.37%.
5. 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 – NA
6. The remuneration is paid as per the remuneration policy of the Company.

Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 2016

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

To
The Members,
EMERALD COMMERCIAL LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. EMERALD COMMERCIAL LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s. EMERALD COMMERCIAL LIMITED** 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, We hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. EMERALD COMMERCIAL LIMITED** ("The Company") for the financial year ended on 31st March, 2016, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came in to effect from 12th September, 2013 and sections and Rules notified and came in to effect from 1st April, 2014;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
 - v. The Securities and Exchange Board of India Act, 1992 ('SEBI Act')
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2015-16.
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 : Not Applicable.
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable.

- iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable.
 - v. 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; Not Applicable.
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. Not Applicable.
 - vii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable.
 - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading Regulations; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure, 2015 and displayed the same on the Company's website i.e. www.emeraldcommercial.in and all the required disclosures from time to time as and when applicable were complied with.
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and
 - The Company has signed uniform listing agreement with CSE Limited and MCX Limited;
 - The Company has framed the policies as mentioned below and displayed the same on the Company's website i.e. www.emeraldcommercial.in
 - Board Diversity Policy
 - Policy on preservation of Documents
 - Risk Management Policy
- 3.** During the year the Company has conducted Seven Board meetings including 4 Audit committee meetings, One meeting of Nomination & Remuneration Committee and Two meeting of Stakeholders Relationship Committee meeting. We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards issued by the Institute of Company secretaries of India and
 - ii. The Listing Agreements entered into by the Company with CSE Limited and MCX Limited;
- 4.** During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

OBSERVATIONS:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
- (i) the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - (ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the

Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

(b) We further report that:

- (i) The Company has the Company Secretary namely Ms. Anisha Agarwal and CFO namely Mr. Sushil Gupta.
- (ii) The Company is regular in deducting and paying TDS under the Income Tax Act.
- (iii) The Company has not paid PF and ESI to the respective authorities.
- (iv) The Company also has collected stamp duty and service tax on behalf of the client and paid to the respective authorities.
- (v) The Company is a registered member of NSE, BSE and MCX-SX apart from having DP connectivity with CDSL. From time to time there were inspection of books, accounts, records of the company by the above said authorities and the observations given there on have also been complied with by the Company.

Place: Kolkata

Date: 25.05.2016

Anurag Fatehpuria
Practicing Company Secretaries
Membership No.:34471
C.P.No: 12855

Annexure A

To
The Members of
M/s. EMERALD COMMERCIAL LIMITED

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

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

Place: Kolkata
Date: 25.05.2016

Anurag Fatehpuria
Practicing Company Secretaries
Membership No.:34471
C.P.No: 12855

**To
The Board of Directors**

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2016 and to the best of our knowledge and belief;

a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and

b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or volatile of the company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,

4. That we have informed the auditors and the audit committee of:

a) Significant changes in the internal control during the year;

b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

**For and on behalf of the Board
Emerald Commercial Limited**

**Sd/-
Sushil Gupta
CFO**

EMERALD COMMERCIAL LIMITED

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4, Kolkata-700 001
Phone: 033 -22495083, Email: emerald.com@gmail.com, Website: www.emeraldcommercial.in
CIN No. : L29299WB1983PLC036040

CORPORATE GOVERNANCE REPORT **(Pursuant to Regulation 27(2) of the LODR)**

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Our Board of Directors has the responsibility towards our shareholders to ensure the sound running of the Company. This can only be achieved if supported by appropriate and well managed Corporate Governance Processes. We believe that there are a number of key elements which are essential for an effective board and good governance. The Governance process should ensure that these resources are utilized in a manner that meets stakeholder's aspirations and societal expectations.

At Emerald Commercial Limited, Corporate Governance practices are based on the principles of adoption of transparent procedures and practices and complete and timely disclosures of corporate, financial and operational information to its stakeholders.

2. COMPOSITION OF BOARD MEETING:

The Company has a adequate composition of Board of Directors along with Women Director.

SR. NO.	NAME OF DIRECTORS	DESIGNATION	CATEGORY
1	Shekhar Agarwal	Director	Independent Director
2	Indrajit Sett	Director	Executive Director
3	Biki Ray	Director	Independent Director
4	Anita Bajrang Agarwal	Director	Independent Director

Meetings and attendance during the year

The Company has conducted 6 Meetings of the Board of Directors were held during the financial year 2015-2016 i.e. on 29/05/2015, 13/08/2015, 24/08/2015, 13/11/2015, 12/02/2016, and 26/03/2016..

As is evident, the maximum time gap between any two Board Meetings was not more than four months.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of Directorship and Committee Membership /Chairmanship held by them in other Companies are given below :-

Name of Director	Category	No. of Board Meetings attended	Whether last AGM Attended
Mr. Indrajit Sett	Executive Director/ Non - Independent	6	Yes
Mr. Biki Ray	Independent Director /Non - Executive	6	Yes
Mr. Shekhar Agarwal	Independent Director /Non - Executive	6	Yes
Mrs. Anita Bajrang Agarwal	Independent Director /Non - Executive	6	Yes

COMPENSATION: - No Director is entitled to any Salary or Compensation except directors fees for attending the meeting of the Board/ Committee which have been waived by them.

1. AUDIT COMMITTEE

(a) Composition:

The Audit Committee of the Board is entrusted with the oversight of financial reporting with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting. The role & terms of reference of the Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. At present the committee comprises of four members.

The Committee met 4 (Four) times during the year i.e. on 29/05/2015, 13/08/2015, 13/11/2015, 12/02/2016. The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The composition of the Committee and the attendances of the members at the Committee meetings held during the financial year 2015-16 are as follows:

Sl. No.	Name	Status	No. of Meetings
1	Mr. Shekhar Agarwal (Chairman)	Independent Director	4
2	Mr. Biki Ray (Member)	Independent Director	4
3	Mr. Indrajit Sett (Member)	Non-Independent Director	4
4	Mrs. Anita Bajrang Agarwal (Member)	Independent Director	4

(b) Terms of Reference:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.

- c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - Approval or any subsequent modification of transactions of the company with related parties.
 - Evaluation of internal financial controls and risk management systems.
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval liabilities as at the end of the half-year and/or as at the end of the financial year.
 - Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, private placement etc.).
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
 - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience & background, etc. of the candidate.
 - To evaluate valuation of undertakings or assets of the Company, wherever necessary.
 - To scrutinize inter-corporate loans and investments to be undertaken by the Company
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Furthermore the Audit committee has been authorised to invite the statutory auditors, any outsiders with relevant expertise, if it thinks necessary, to attend the meetings.

2. NOMINATION AND REMUNERATION COMMITTEE

- **Nomination & Remuneration Policy**

In terms with the provisions of the Section 178 and all other sections, if applicable, of the Companies Act, 2013 read with relevant Rules framed there under and SEBI (LODR) Regulations, 2015 entered with the Stock Exchanges Emerald Commercial Ltd. ("The Company") on the recommendation of the Nomination & Remuneration Committee of the Board laid down a policy for:

- Identifying 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.
- The criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Lay down criteria for evaluation of Directors (including both Executive and Non-executive Directors) and the Board.

- Devise a policy on Board diversity.

During the year, a meetings of the Nomination and Remuneration Committee of the Company were held i.e. 12.02.2016.

(a) Composition of the Committee:

The Nomination and Remuneration Committee comprises of:

Sl. No.	Name	Status	No of meetings attended
1	Mr. Biki Ray (Chairman)	Independent Director	1
2	Mr. Shekhar Agarwal (Member)	Independent Director	1
3	Mr. Indrajit Sett (Member)	Non-Independent Director	1
4	Mrs. Anita Bajrang Agarwal (Member)	Independent Director	1

During the year, one meeting of the Remuneration Committee was held as on 12.02.2016.

(b) Terms of Reference:

The terms of reference and the scope of Nomination and Remuneration Committee of the Board of Director are in accordance with the provisions of the Companies Act, 2013, the Rules made there under and SEBI (LODR) Regulations.

(c) Remuneration Policy:

Pursuant to provisions of the Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has formulated a Remuneration Policy for Directors and senior management. The Company has paid remuneration by way of salary perquisites and allowances to its Managing Directors in line with the Nomination & Remuneration policy of the Company, current industry practice, the statutory limits and is being approved by the Board and Shareholders of the Company.

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted Stakeholders Relationship Committee in terms of the Companies Act, 2013, rules made there under and SEBI (LODR) Regulations, 2015.

The term of reference of the Committee is as follows:

- To approve transfer/transmission of shares
- To readdress the investors' and shareholders' grievance relating to non-receipt of annual report, declared dividends, transfer of shares, etc.
- To approve issue of duplicate share certificates as requested, if any.
- To review Dematerialization/ Rematerialization of shares.
- To review the work of Registrar and Transfer agent of the Company.
- Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

During the year, 2 meetings of the Stakeholders Relationship Committee of the Company were held i.e. 29.05.2015 & 26.03.2016.

The Committee comprises of:

Sl. No.	Name	Status	No. of Meetings attended
1	Mr. Shekhar Agarwal (Chairman)	Independent Director	2
2	Mr. Biki Ray (Member)	Independent Director	2
3	Mr. Indrajit Sett (Member)	Non-Independent Director	2
4	Mrs. Anita Bajrang Agarwal (Member)	Independent Director	2

4. GENERAL BODY MEETINGS:

Location and time for last three Annual General Meetings were:

Financial Year	Date of AGM	Venue	Time
2014-2015	29-09-2015 (AGM)	18,Rabindra Sarani, Poddar Court, Gate No.4, 4 th floor, Room No.4, Kolkata- 700 001	2:30 P.M
2013-2014	30-09-2014 (AGM)	18,Rabindra Sarani, Poddar Court, Gate No.4, 4 th floor, Room No.4, Kolkata- 700 001	11.00 A.M.
2012-2013	30-09-2013 (AGM)	18,Rabindra Sarani, Poddar Court, Gate No.4, 4 th floor, Room No.4, Kolkata- 700 001	10.30 A.M.

There is no immediate proposal for passing of any resolution through Postal Ballot.

5. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual financial results are published in English & Vernacular newspaper and are also furnished to the Stock Exchange with whom the Company has listed. The Managing Discussion & Analysis, forms part of the Directors Report is covered in the Annual Report.

6. CFO CERTIFICATION:

As required under LODR, Chief Finance Officer of the Company have certified to the Board of Directors, inter-alia, the accuracy of the financial statements and adequacy of internal control for the financial reporting purpose, for the year under review.

7. GENERAL SHAREHOLDERS INFORMATION

- ❖ CIN : L29299WB1983PLC036040
- ❖ Annual General Meeting
 - Date : 28th September, 2016
 - Time : 11.00 AM
 - Venue : 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.4, Kolkata- 700001
- ❖ Financial Year : Year ended March 31, 2016.
- ❖ Dates of Book Closure : 22nd Sept.2016 to 28th Sept. 2016

(Both Days Inclusive)

❖ Dividend Payment Date

The Company has not declared any dividend for the Financial Year ended 31st March, 2016

❖ Financial Calendar

Financial Year 2016-17
(Tentative schedule subject to change)

First Quarter Results

Second Quarter and Half-Year Results

Third Quarter Results

} Within 45 days of the end of Quarter.

Fourth Quarter and Annual Results

Within 60 days of the end of Financial Year.

❖ Listing of Shares on Stock Exchanges with Stock Code:

The Calcutta Stock Exchange Ltd. (Stock code: 32075)
7, Lyons Range, Kolkata 700 001.

The Metropolitan Stock Exchange Of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098

The Company has paid the listing fee to The Calcutta Stock Exchange Ltd. and The Metropolitan Stock exchange Of India Limited for the year 2015- 2016.

❖ Stock Market Price for the Financial Year 2015-2016:

Month	CSE			MCX		
	High (Rs.)	Low (Rs.)	Monthly Close	High (Rs.)	Low (Rs.)	Monthly Close
April, 2015	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
May, 2015	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
June, 2015	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
July, 2015	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
August, 2015	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
September, 2015	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
October, 2015	Not Traded	Not Traded	Not Traded	464.50	464.50	464.50
November, 2015	Not Traded	Not Traded	Not Traded	461.80	461.70	461.80
December, 2015	Not Traded	Not Traded	Not Traded	461.60	461.50	461.60
January, 2016	Not Traded	Not Traded	Not Traded	462.50	462.00	462.35
February, 2016	Not Traded	Not Traded	Not Traded	465.00	462.00	463.25
March, 2016	Not Traded	Not Traded	Not Traded	462.00	462.00	462.00

- **Registrar & Share Transfer Agent :**

M/S. MAHESHWARI DATAMATICS PVT. LTD.

6, Mangoe Lane, 2nd Floor, Kolkata-700001, West Bengal
 Phone Nos. (033) 2243-5029/5809, 2248-2248, Fax. : (033) 22484787
 Email: mdpl@cal.vsnl.net.in

- **Share Transfer System:**

Share transfers in physical form are generally registered within 15 days from the date of receipt provided the documents are found to be in order. Stakeholders Relationship Committee considers and approves the transfer proposals.

All requests for dematerialisation of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

- **Distribution of shareholding & shareholding pattern:**

Distribution of shareholding as on 31.03.2016

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
Upto 500	70	1.37	27508	0.06
501-1000	232	4.54	212854	0.48
1001-2000	913	17.85	1634655	3.75
2001-3000	302	5.90	811185	1.87
3001 -4000	1051	20.55	3795277	8.71
4001-5000	231	4.52	1073940	2.46
5001-10000	1232	24.08	8459620	19.40
10001 and above	1084	21.19	27583798	63.27
Total	5115	100.00	43598837	100.00

Shareholding Pattern as on 31.03.2016

Sl. No.	Category	No. of shares held	% of shareholding
1	Promoters & Promoter Group	10,45,100	2.397
2	Public - Bodies Corporate	21,06,545	4.832
3	Public - Indian public	4,04,46,242	92.769
4	Public - Others	950	0.002
	TOTAL	4,35,98,837	100.00

- **Dematerialisation of shares and liquidity**

Shares held in dematerialised and physical form as on 31st March, 2016.

Status of Dematerialisation	No. of Shares	% of total shares
Share held in Dematerialised form - NSDL	21817485	50.04
Share held in Dematerialised form - CDSL	12117705	27.79
Share held in Physical form	9663647	22.13
Total	4,35,98,837	100.00

The shareholders may address their communications/suggestions/grievances/queries to:

Emerald Commercial Limited
CIN- L29299WB1983PLC036040
18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4,
Kolkata-700 001
Email Id- emerald.com@gmail.com

Address for matters related to shares, any correspondence:

M/S. MAHESHWARI DATAMATICS PVT. LTD.
6, Mangoe lane, 2nd Floor, Kolkata-700 001, West Bengal
Phone Nos. (033) 2243-5029/5809, 2248-2248, Fax. : (033) 22484787
Email: mdpl@cal.vsnl.net.in

8. CODE OF CONDUCT

The Company's Code of Conduct has been complied with by all the members of the Board and select employees of the Company.

The Company has put in place a prevention of Insider Trading Code based on SEBI (Insider Trading) Regulations, 1992. This code is applicable to all Directors and select employees. The code ensures prevention of dealing in shares by persons having access to unpublished price sensitive information.

9. DECLARATION

As provided under Regulation 27(2) of the LODR with the stock exchanges, the Board of Directors and Senior Management Employees have confirmed Compliance with the Company's code of conduct

For and on behalf of the Board of Directors

Place: Kolkata
Dated: 12.08.2016

Sd/-
(Indrajit Sett)
Director
DIN - 03581182

EMERALD COMMERCIAL LIMITED

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4, Kolkata-700 001
Phone: 033 -22495083, Email: emerald.com@gmail.com, Website: www.emeraldcommercial.in
CIN No. : L29299WB1983PLC036040

MANAGEMENT DISCUSSION ANALYSIS REPORT



INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company's main object is Non-banking Finance activities. The market for this activity offers high potential for growth. The Company is giving loan & Inter Corporate Deposit to the corporate clients. There have been a number of causes behind growth of Indian economy in last couple of years. A number of market reforms have been instituted by Indian government and there has been significant amount of foreign direct investment made in India. Much of this amount has been invested into several businesses including knowledge process outsourcing industries. India's foreign exchange reserves have gone up in last few years. Real estate sector as well as information technology industries of India have taken off. Capital markets of India are doing pretty well too. All these factors have contributed to growth of Indian economy.

BUSINESS SCENARIO:

Non-Banking Finance Companies (NBFCs) are an integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban area. However, as a result of consolidation and restructuring in the financial sector and liberalization and globalization of markets only few strong NBFCs now remain in business.

On the regulatory front, NBFCs are regulated by the Reserve Bank of India (RBI) almost at par with banks. All the prudential norms for asset classification, income recognition, provisioning etc., are applicable to NBFCs in India. Given the continuously high levels of inflation through FY 13, the Reserve Bank of India (RBI) has no option but tighten monetary policies. This has resulted in an increase in domestic interest rates. The environment of high interest rates has a negative impact on sentiments of industries. During 2013, global financial conditions broadly improved, amid lingering vulnerabilities, equity markets rose, risk spreads continued to tighten and bank lending conditions in major advanced economies even for small and medium-sized firms. Measures of risk aversion have not risen, though equity markets in most regions have posted significant gains and financial stresses have been limited.

OPPORTUNITIES AND RISKS:

Your Company being an investment and financial Company seeks opportunities in the capital market. The volatility in the stock indices in the financial year under report represents both an opportunity and challenge for the Company.

Capital market activities in which most of our activities depend on is also influenced by global events and hence there is an amount of uncertainty in the near term outlook of the market.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company is engaged in investment activities and other financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant.

FUTURE OUTLOOK:

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures. In fact, NBFCs have emerged as a powerful force for financial inclusion in India, serving the bottom of the pyramid rural clients.

NBFCs are characterized by their ability to provide niche financial services in the Indian economy. Because of their relative organizational flexibility leading to a better response mechanism, they are often able to provide tailor-made services relatively faster than banks. This enables them to build up a clientele that ranges from small borrowers to established corporates. NBFCs have often been leaders in financial innovations, which are capable of enhancing the functional efficiency of the financial system.

RBI's report titled "Report on trends on progress of banking in India" observes:

"Non-Banking Financial Institutions (NBFIs) are playing pivotal role in broadening access to financial services, enhancing competition and diversification of the financial sector. They are increasingly being recognized as complementary to the banking system capable of absorbing shocks and spreading risk mitigation at the times of financial distress", further "NBFCs perform a diversified range of functions and offer various financial services to individual, corporate and institutional clients.

NBFC's are governed and are required to be registered with RBI, follow stringent prudential norms prescribed by RBI in the matters of capital adequacy, credit investment norms, asset-liability management, income recognition, accounting standards, asset classification, provisioning for NPA and several disclosure requirements. Besides this, RBI also supervises the functioning of NBFCs by conducting annual on-site audits through its officials. Such a rigorous regulatory framework ensures that NBFCs function properly and follow all the guidelines of RBI. Thus in all respect the monitoring of NBFCs ensures that NBFCs function properly and follow all the guidelines of RBI. Thus in all respect the monitoring of NBFCs is similar to banks.

RISKS AND CONCERNS:

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company has adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets, financing loans & advances and interest there upon and for the sale of goods (and/services).

DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The Company has closed last financial year with decreased income, but the profit got increased correspondingly. The Company plans to further strengthen the areas where more opportunities exist. The ongoing investments are making the company ready for the future.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS:

The Company continues to give its high attention to its Human Resources. Various initiatives were successfully implemented during the year. Industrial relations continue to be cordial.

CAUTIONARY STATEMENT:

The Management Discussions and Analysis Statement made above are on the basis of available data as well as certain assumptions as to the economic conditions, applicable laws and other economical and political factors. The Management cannot guarantee the accuracy of the assumptions and projected performance of the Company in future. It is therefore, cautioned that the actual results may differ from those expressed and implied therein.

For Emerald Commercial Limited

Place: Kolkata
Date 12.08.2016

Sd/-
Indrajit Sett
Director
DIN NO. 0358118

**AUDITOR'S CERTIFICATE TO THE MEMBERS OF
EMERALD COMMERCIAL LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by **EMERALD COMMERCIAL LIMITED** for the year ended 31st March' 2016 as stipulated in regulation 27(2) of the LODR of the said Company with Stock Exchanges, with the relevant records and documents maintained by the Company and furnished to us.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion in the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to further viability of the Company of the efficiency or effectiveness with which management has conducted the affairs of the Company.
4. We state that in respect of Investor Grievances received during the year ended 31st March, 2016, no investor grievances are remaining unattended/pending against the Company for a period exceeding one month as per the records maintained by the Shareholders/Investors Grievance Committee.
5. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid Listing Agreement.

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

Sd/-
(RAVI KUMAR SHAH)
PARTNER
M. NO.302019

Place: Kolkata
Date: 30.05.2016

d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1045000	100	1045100	2.40	1045000	100	1045100	2.40	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	1994514	112301	2106545	4.83	1994514	112301	2106545	4.83	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	10723927	5142970	15866897	36.39	10723927	5142970	15866897	36.39	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	19303449	5275896	24579345	56.38	19303449	5275896	24579345	56.38	0
c) Others (specify)	0	0	0	0	0	-	0	0.00	-
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	32022840	10530897	42553737	97.60	32022840	10530897	42553737	97.60	-
	32022840	10530897	42553737	97.60	32022840	10530897	42553737	97.60	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total	33067840	10530997	43598837	100	33067840	10530997	43598837	100	0

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

Sl. No	Shareholder Name	Date	Reason	Shareholding at the beginning of the year		No. of shares	Cumulative Shareholding during the year % of total shares of The company
				No. of shares	% of total shares of The company		
1.	ERI TECH LIMITED						
	At the beginning of the year	01.04.2015	Opening balance	216000	0.50		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	216000	0.50
2.	MODERN MALLEABLES LIMITED						
	At the beginning of the year	01.04.2015	Opening balance	216000	0.50		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	216000	0.50
3.	HELOT PROPERTIES PRIVATE LIMITED						
	At the beginning of the year	01.04.2015	Opening balance	333000	0.76		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	333000	0.76
4.	DHANSAKTI DISTRIBUTORS PRIVATE LIMITED						
	At the beginning of the year	01.04.2015	Opening balance	540000	1.23		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	540000	1.23
5.	KAPIL AGARWAL						
	At the beginning of the year	01.04.2015	Opening balance	312500	0.72		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	312500	0.72
6.	JAGDISH PRASAD AGARWAL (HUF)						
	At the beginning of the year	01.04.2015	Opening balance	225000	0.52		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	225000	0.52
7.	KAPIL AGARWAL (HUF)						
	At the beginning of the year	01.04.2015	Opening balance	225000	0.52		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	225000	0.52
8.	ARCHIT KAMAL JAJOO.						

	At the beginning of the year	01.04.2015	Opening balance	223200	0.521		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance	-	-	223200	0.521
9.	SHYAM SUNDER KARNANI.						
	At the beginning of the year	01.04.2015	Opening balance	200000	0.46		
	Changes during the year	15.10.2015	Transfer	200000	0.46		
	At the End of the Year	31.03.2016	Closing Balance	-	-	-	-
10.	Dinesh Karnani						
	At the beginning of the year	01.04.2015	Opening balance	-	-		
	Changes during the year	15.10.2015	Transfer	200000	0.46		
	At the End of the Year	31.03.2016	Closing Balance	-	-	200000	0.46
11.	SURENDRA SHARMA						
	At the beginning of the year	01.04.2015	Opening balance	-	-		
	Changes during the year	29.06.2015	Purchase	46800	0.11		
		03.07.2015	Purchase	70200	0.16		
		10.07.2015	Purchase	43200	0.10		
		17.07.2015	Purchase	113400	0.26		
		18.07.2015	Purchase	25200	0.06		
		21.07.2015	Purchase	7200	0.02		
		22.07.2015	Purchase	3600	0.01		
		24.07.2015	Purchase	1800	0.004		
		27.07.2015	Purchase	5400	0.01		
		28.07.2015	Purchase	110700	0.25		
		29.07.2015	Purchase	43200	0.10		
		04.08.2015	Purchase	11700	0.03		
		07.08.2015	Purchase	1800	0.004		
		01.09.2015	Purchase	48600	0.11		
		02.09.2015	Purchase	46800	0.11		
		19.09.2015	Purchase	57600	0.13		
		12.10.2015	Purchase	14400	0.03		
		13.10.2015	Purchase	7200	0.02		
		16.10.2015	Purchase	54000	0.01		
		19.11.2015	sale	360000	0.83		
		22.12.2015	Purchase	57600	0.13		
		07.01.2016	Purchase	43200	0.10		
		29.02.2016	Purchase	12600	0.03		
		21.03.2016	Purchase	1800	0.004		
	At the End of the Year	31.03.2016	Closing Balance	-	-	468000	1.07
12.	SELVA RATHNAM SARAVANA ARUL						
	At the beginning of the year	01.04.2015	Opening balance	-			
	Changes during the year	19.11.2015	Purchase	360000	0.83		
		03.02.2016	sale	2000	0.005		
		04.12.2016	sale	3000	0.01		
		05.02.2016	sale	3500	0.008		
		08.02.2016	sale	2500	0.005		
		09.02.2016	sale	3000	0.01		
		10.02.2016	sale	3000	0.01		
		11.02.2016	sale	2000	0.005		
		12.02.2016	sale	500	0.001		
		15.02.2016	sale	500	0.001		

		18.03.2016	sale	5000	0.011		
		21.03.2016	sale	1500	0.003		
		22.03.2016	sale	100	0.0002		
		23.03.2016	sale	2900	0.006		
	At the End of the Year	31.03.2016	Closing Balance	-	-	330500	0.758
13.	GEMINI TRADECOM PRIVATE LIMITED						
	At the beginning of the year	01.04.2015	Opening balance	207050	0.47		
		30.04.2015	Sale	10000	0.02		
		29.04.2015	Sale	70000	0.16		
		29.04.2015	Purchase	1445	0.003		
		12.10.2015	Sale	200	0.0005		
	Changes during the year						
	At the End of the Year	31.03.2016	Closing Balance			128295	0.29

(v) Shareholding of Directors and Key Managerial Personnel: Nil

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	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):	NA	NA	NA	NA
	At the End of the year				

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	0	0	0	0
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
Addition				

Reduction				
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Managing Director				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	00	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - Others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
6.	Total (A)	0	0	0	0	0

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Director				Total Amount
3.	Independent Directors · Fee for attending board / committee meetings · Commission · Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
4.	Other Non-Executive Directors · Fee for attending board / committee meetings · Commission · Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration					

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
			ANISHA AGARWAL		
1.	Gross salary (a) Salary as per (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section	0	105000	0	105000

	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	-	105000	-	105000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

AUDITOR'S CERTIFICATE

**TO
THE MEMBERS OF
EMERALD COMMERCIAL LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by **EMERALD COMMERCIAL LIMITED** for the year ended 31st March' 2016 as stipulated in Regulation 27(2) of LODR of the said Company with Stock Exchanges, with the relevant records and documents maintained by the Company and furnished to us.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion in the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to further viability of the Company of the efficiency or effectiveness with which management has conducted the affairs of the Company.
4. We state that in respect of Investor Grievances received during the year ended 31st March, 2016, no investor grievances are remaining unattended/pending against the Company for a period exceeding one month as per the records maintained by the Shareholders/Investors Grievance Committee.
5. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid Listing Agreement.

**For Shah Ravi & Co.
Chartered Accountants
ICAI Firm Registration: 328384E**

Sd/-

**Ravi Kumar Shah
Partner
Membership Number: 302019
Place of Signature: Kolkata
Date: 30.05.2016**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF **EMERALD COMMERCIAL LIMITED**

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of the 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 design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We conducted our audit in accordance with the Standards on Auditing, 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an

adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give, subject to Note No 1 para x.1) and 2) of the Notes to the financial statements regarding non-provision of gratuity and leave encashment which are treated on cash basis, a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet , of the state of affairs of the Company as at March 31, 2016; and
- b) In the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flow 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") 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 and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of profit and loss, and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) With respect of the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in 'Annexure –B' and

(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 on its financial positions in its financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For Shah Ravi & Co.

**Chartered Accountants
ICAI Firm Registration: 328384E**

**Ravi Kumar Shah
Partner
Membership Number: 302019
Place of Signature: Kolkata
Date: 30/05/2016**

Annexure A to the Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of ARC Finance. Limited for the year ended 31st March 2016)

- (i) In respect of its Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The company has regular programme of physical verification of its fixed assets by which fixed assets are verified in phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In respect of its Inventory:
 - a) The physical verification of inventory has been conducted at reasonable intervals by the management which in our opinion, having regard to the nature and location of stock, frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to any companies, firms, Limited Liabilities partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, provisions of clause 3(iii)(a) to (C) of the Order is not applicable to the company in respect of repayment of the principal amount and overdue interest.
- (iv) 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 Act, with respect to the loans, Investments made.
- (v) The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank o India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- (vi) 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 Companies Act, 2013, in respect of the activities carried on by the company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amount deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax/ value added tax, service tax , wealth tax , duty of customs, duty of excise, cess and other material statutory dues has been regularly deposited during the year by the company with appropriate authorities. As explained to us, the company did not have any dues on account of employees' state insurance and duty of excise.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax. duty of custom, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us there are no material dues of Provident fund, sales tax, wealth tax, income tax, service tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
- (ix) The company is did not raise money by way of initial public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company , the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to explanations and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 o the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company has obtained registration under section 45-1A of the Reserve Bank of India Act, 1934.

For Shah Ravi & Co.
Chartered Accountants
ICAI Firm Registration: 328384E

Ravi Kumar Shah
Partner
Membership Number: 302019
Place of Signature: Kolkata
Date: 30/05/2016

Annexure B to the Auditors' Report:

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

We have audited the internal financial controls over financial reporting of ARC Finance Limited (the Company') as of 31 March 2016 in conjunction 'with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 were 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For Shah Ravi & Co.
Chartered Accountants
ICAI Firm Registration: 328384E

Ravi Kumar Shah
Partner
Membership Number: 302019
Place of Signature: Kolkata
Date: 30/05/2016

EMERALD COMMERCIAL LIMITED-STANDALONE

CIN NO. L29299WB1983PLC036040

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No	Amount ₹	
		As at 31st March 2016	As at 31st March 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	43,59,88,370	43,59,88,370
(b) Reserves and Surplus	2	29,04,31,170	28,85,89,452
(2) Non Current Liabilities			
Deferred Tax Liability	18.II.6	16,283	33,903
Long Term Provision		16,14,912	11,69,714
(3) Current Liabilities			
(a) Trade payables		34,08,600	3,19,018
(b) Other current liabilities	3	3,62,000	1,79,629
(c) Short-term provisions	4	10,44,880	12,45,454
Total		73,28,66,215	72,75,25,540
II. ASSETS			
(1) Non-current assets			
(a) Fixed Assets	5	2,07,341	3,24,425
(b) Non-Current Investments	6	6,00,15,300	24,84,57,300
(2) Current assets			
(a) Inventories	7	14,85,900	22,38,000
(b) Trade receivables	8	1,01,36,472	11,29,940
(c) Cash and cash equivalents	9	1,19,81,549	44,88,306
(d) Short-term loans and advances	10	64,90,39,653	47,08,87,570
Total		73,28,66,215	72,75,25,540

Significant Accounting Policies and other Notes on
Financial Statements

18

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED HERewith.

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

INDRAJIT SETT
 Director
 DIN No. 03581182

SHEKHAR AGARWAL
 Director
 DIN No. 03369945

(CA RAVI KUMAR SHAH)
PARTNER
M. NO. 302019

ANISHA AGARWAL
 Company Secretary

SUSHIL GUPTA
 Chief Financial Officer

Place : Kolkata
Date: 30/05/2016

EMERALD COMMERCIAL LIMITED-STANDALONE

CIN NO. L29299WB1983PLC036040

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Particulars	Note No	Amount ₹	
			For the year ended 31.03.2016	For the year ended 31.03.2015
I.	Revenue from operations	11	6,19,02,512	5,17,79,449
II.	Other Income		5,61,800	-
III.	Total Revenue (I + II)		6,24,64,312	5,17,79,449
IV.	<u>Expenses:</u>			
	Purchase of Stock-in-Trade	12	5,38,15,722	4,61,39,622
	(Increase)/Decrease of Stock-in-Trade	13	7,52,100	(3,65,400)
	Employee benefit expense	14	19,22,500	11,50,000
	Financial Cost (Interest)		842	-
	Depreciation and amortization expense	15	1,17,084	13,245
	Other expenses	16	25,33,788	12,84,615
	Total Expenses		5,91,42,036	4,82,22,082
V.	Profit before exceptional and extraordinary items and tax (III - IV)		33,22,276	35,57,367
VI.	Exceptional Items		-	72,955
VII.	Profit before extraordinary items and tax (V - VI)		33,22,276	34,84,412
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII - VIII)		33,22,276	34,84,412
X.	Tax expense:			
	Current tax	17	10,44,880	10,82,914
	Deferred Tax		(17,620)	17,519
	Income Tax for earlier year		8,100	-
XI.	Profit(Loss) for the period from continuing operations (IX - X)		22,86,916	23,83,979
XII.	Profit/(Loss) from discontinuing operations		-	-
XIII.	Tax expenses of discontinuing operations		-	-
XIV.	Profit/(Loss) from Discontinuing operations after tax (XII - XIII)		-	-
XV.	Profit/(Loss) for the period (XI + XIV)		22,86,916	23,83,979
XVI.	Earning per equity share:	18.II.3B		
	(1) Basic		0.032	(0.037)
	(2) Diluted		0.032	(0.037)

Significant Accounting Policies and other Notes on Financial Statements

18

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED HEREWITH.

For SHAH RAVI & CO.

CHARTERED ACCOUNTANTS

Firm's Regn. No. 328384E

INDRAJIT SETT

Director

DIN No. 03581182

SHEKHAR AGARWAL

Director

DIN No. 03369945

(CA RAVI KUMAR SHAH)

PARTNER

M. NO. 302019

ANISHA AGARWAL

Company Secretary

SUSHIL GUPTA

Chief Financial Officer

Place : Kolkata

Date : 30/05/2016

EMERALD COMMERCIAL LIMITED-STANDALONE

CIN NO. L29299WB1983PLC036040

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH' 2016
AND STATEMENT OF PROFIT & LOSS FOR THE YEARENDED ON THAT DATE.**

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	Amount	Number	Amount
Note No. 1 : Share Capital				
1(i) Authorised				
<u>Equity Shares of Rs. 10/- each</u>				
Outstanding at the beginning of the year	4,45,00,000	44,50,00,000.00	55,00,000	5,50,00,000.00
Add: during the year	-	-	3,90,00,000	39,00,00,000.00
At the end of the year	4,45,00,000	44,50,00,000.00	4,45,00,000	44,50,00,000.00
1(ii) Issued, Subscribed & Paid Up				
<u>Equity Shares of Rs. 10/- each fully paid up in cash</u>				
Outstanding at the beginning of the year	4,35,98,837	43,59,88,370.00	54,31,565	5,43,15,650.00
Add: Issued, Subscribed & Paid up during the year	-	-	3,81,67,272	38,16,72,720.00
Less: Bought back during the year	-	-	-	-
Outstanding at the end of the year	4,35,98,837	43,59,88,370.00	4,35,98,837	43,59,88,370.00
1(iii) Equity Shares in the Company held by each shareholders holding more than 5% of total shares in the share capital of the Company				
<u>Name of Share Holders</u>	<u>No. of Shares</u>	<u>% of Holdings</u>	<u>No. of Shares</u>	<u>% of Holdings</u>
-	-	-	-	-
1(iv)Note: The company has one class of equity shares having a per value of Rs.10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding and are subject to the Preferential Shares (if Issued).				
Note No. 2 : Reserve & Surplus				
2.1 Reserves				
(a) Securities Premium Reserve				
At the beginning of the year		28,85,65,109		14,99,77,417
Add : during the year		-		13,85,87,692
Balance at the end of the year		28,85,65,109		28,85,65,109
(b) Statutory Reserve (As Per R.B.I. ACT For NBFC)				
At The Beginning Of The Year		7,06,212		2,29,400
Addition During The Year (Transfer From Surplus)		4,57,383		4,76,812
At The End Of The Year		11,63,595		7,06,212
2.2 Surplus				
At the beginning of the year		(6,81,869)		9,52,329
Addition: (Surplus of the year)		22,86,916		23,83,979
Addition: (Surplus of the merged Companies)		-		1,22,788
Less : Expenditure for share capital increase		-		(29,25,000)
Less : Transfer to Statutory Reserve @20%		4,57,383		(4,76,812)
Less: Contingent Provision Against Standard Assets		4,45,198		(7,39,153)
Balance at the end of the year		7,02,466		(6,81,869)
Total (2.1(a+b) + 2.2)		29,04,31,170		28,85,89,452

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

INDRAJIT SEIT
Director
DIN No. 03581182

SHEKHAR AGARWAL
Director
DIN No. 03369945

(CA RAVI KUMAR SHAH)
PARTNER
M. NO. 302019

ANISHA AGARWAL
Company Secretary

SUSHIL GUPTA
Chief Financial Officer

Place : Kolkata
Date: 30/05/2016

EMERALD COMMERCIAL LIMITED-STANDALONE

CIN NO. L29299WB1983PLC036040

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH' 2016
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE.**

Particulars	As at 31st March 2016		As at 31st March 2015	
Note No. 3 : Trade payables				
Sundry Creditors		34,08,600		3,19,018
		34,08,600		3,19,018
Note No. 3 : Other Current Liabilities				
T.D.S. Payable		2,500		46,629
Expenses Payable		3,59,500		1,33,000
		3,62,000		1,79,629
Note No. 4: Short-term provisions				
Provision for Taxation		10,44,880		12,45,454
		10,44,880		12,45,454
Note No. 6: Non-Current Investments				
UNQUOTED EQUITY SHARES (fully paid up)		6,00,15,300		24,84,57,300
(List Enclosed)		6,00,15,300		24,84,57,300
Note No. 7: Inventories (Stock in Trade):				
(List Enclosed)				
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
Quoted Eq. Sh. (fully paid-up)	23800	14,85,900	23,800	22,38,000
TOTAL	23800	14,85,900	23,800	22,38,000
Market Value of Quoted Shares		-		8,64,600
Note No. 8: Trade receivables				
(Unsecured, considered good)				
Debts Exceeding Six Months		5,56,472		11,29,940
Other Debts		95,80,000		-
		1,01,36,472		11,29,940
Note No. 9: Cash and cash equivalents				
Balance with Schedule Banks (in Current A/c)		84,58,552		42,19,578
Cash in Hand		35,22,997		2,68,728
		1,19,81,549		44,88,306
Note No. 10: Short-term loans and advances				
(Unsecured, Considered Good)				
Loans (including interest)		64,04,37,508		46,37,69,621
Advances (Advance recoverable in cash)		36,97,000		36,97,000
Tax Deducted at Sources		49,05,145		34,20,949
Total		64,90,39,653		47,08,87,570

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

INDRAJIT SETT
Director
DIN No. 03581182

SHEKHAR AGARWAL
Director
DIN No. 03369945

(CA RAVI KUMAR SHAH)
PARTNER
M. NO. 302019

ANISHA AGARWAL
Company Secretary

SUSHIL GUPTA
Chief Financial Officer

Place : Kolkata
Date: 30/05/2016

EMERALD COMMERCIAL LIMITED

CIN NO. L29299WB1983PLC036040

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

AND STATEMENT OF PROFIT & LOSS FOR THE YEARENDED ON THAT DATE.

DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT'2013

Note:5 : Fixed Assets (Tangible Assets)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block	
		Balance as on 31.03.2015	Addition/ Deletion	Balance as on 31.03.2016	Balance as on 31.03.2015	During the year	Balance as on 31.03.2016	WDV balance as on 31.03.2016	WDV balance as on 31.03.2015
1	OFFICE EQUIPMENT								
	PRINTER	48,510	-	48,510	120	21,812	21,932	26,578	48,390
2	COMPUTER & ASSESORIES	14,90,935	-	14,90,935	14,27,037	40,356	14,67,393	23,542	63,898
3	FURNITURE & FIXTURE	2,71,167	-	2,71,167	59,030	54,916	1,13,946	1,57,221	2,12,137
	TOTAL	18,10,612	-	18,10,612	14,86,187	1,17,084	16,03,271	2,07,341	3,24,425

NOTES

(i) There is no asset which is jointly owned by the Company.

(ii) All above assets are freehold assets.

(iii) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

INDRAJIT SETT
Director
DIN No. 03581182

SHEKHAR AGARWAL
Director
DIN No. 03369945

(CA RAVI KUMAR SHAH)
PARTNER
M. NO. 302019

ANISHA AGARWAL
Company Secretary

SUSHIL GUPTA
Chief Financial Officer

Place : Kolkata
Date: 30/05/2016

EMERALD COMMERCIAL LIMITED-STANDALONE

CIN NO. L29299WB1983PLC036040

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET ASAT 31ST MARCH, 2016
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE.**

Particulars	Amount ₹	Amount ₹
	For the year ended 31st March 2016	For the year ended 31st March 2015
Note No.11: Revenue from Operation		
(a) Sale of Shares	1,56,00,000	2,09,43,826
(b) Interest Income (TDS Rs.38,02,130/-, Pre. Yr. Rs. 25,40,349-)	4,63,02,512	3,08,35,624
	6,19,02,512	5,17,79,449
Note No.12: Purchase of Stock-in-Trade		
Shares	5,38,15,722	4,61,39,622
	5,38,15,722	4,61,39,622
Note No.13: Increase/(Decrease) In Stock-in-Trade		
Opening Stock	22,38,000	22,38,000
Less : Closing Stock	14,85,900	18,72,600
	7,52,100	3,65,400
Note No.14: Employee benefit expense		
Salary	19,22,500	7,26,000
Bonus	-	3,78,000
Staff Welfare Expenses	-	46,000
	19,22,500	11,50,000
Note No.15: Depreciation and Amortization Expenses		
Depreciation	1,17,084	46,512
	1,17,084	46,512
Note No.16: Other expenses		
Telephone Expenses	38,022	20,352
Postage, Telegram & Courier Charges	82,129	6,360
Printing & Stationary	45,350	27,069
Bank Charges	22,882	6,121
General Expenses	19,935	25,205
Filing Fees	15,600	1,412
Conveyance Expenses	42,525	50,551
Demat & Depository Charges	2,14,523	10,621
Listing Fees	58,989	8,27,454
Advertisement Expenses	79,652	-
Office Rent	90,000	-
Bad Debts	6,37,922	-
Repair & Maintenance Charges	12,395	-
Business Promotion Exp	5,79,067	-
Interest paid	1,866	-
Professional Tax	2,500	-
Secreterial Fees	8,500	-
Legal & Professional Fees	5,24,831	68,840
Registrar Fees	17,100	2,00,631
Auditors Remuneration		
As Audit Fees	30,000.00	30,000
As Tax Audit Fees	10,000.00	10,000
On Other Matter	-	40,000
	25,33,788	12,84,615
Note No.17: Current Tax		
Tax On Income	5,86,100	10,82,914
Add/(Less): Mat Receivable	-	-
	5,86,100	10,82,914

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

INDRAJIT SETT
Director
DIN No. 03581182

SHEKHAR AGARWAL
Director
DIN No. 03369945

(CA RAVI KUMAR SHAH)
PARTNER
M. NO. 302019

ANISHA AGARWAL
Company Secretary

SUSHIL GUPTA
Chief Financial Officer

Place : Kolkata
Date: 30/05/2016

EMERALD COMMERCIAL LIMITED-Standalone

CIN NO. L29299WB1983PLC036040

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

	For the year ended 31st March 2016 (Rupees)	For the year ended 31st March 2015 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	33,22,276	34,84,412
Adjustments for non Cash Items (Fixed Assets W/o.)	1,17,084	72,955
Adjustments for non Cash Items (Depreciation)	-	13,245
Operating Profit before working capital changes	<u>34,39,360</u>	<u>35,70,612</u>
Working capital adjustments: -		
(Increase)/ decrease in current loans and advances	(17,81,52,084)	(24,39,35,437)
(Increase)/ decrease in Trade receivables	(90,06,532)	(5,56,472)
(Increase)/ decrease in inventories	7,52,100	(3,65,400)
Increase/ (decrease) in Trade Payable	30,89,582	(5,47,85,473)
Increase/ (decrease) in current liabilities	1,82,371	75,154
Cash generated from operations	<u>(17,96,95,203)</u>	<u>(29,59,97,016)</u>
Direct Taxes Paid	<u>(12,53,554)</u>	<u>-</u>
Net cash flow from operating activities (A)	<u>(18,09,48,757)</u>	<u>(29,59,97,016)</u>
CASH FLOW FROM INVESTING ACTIVITIES		
(Increase)/ decrease in investments	18,84,42,000	(21,69,57,300)
Expenses for capital expenses	-	(29,25,000)
Purchase of fixed assets	-	(3,37,670)
Net cash flow from investing activities (B)	<u>18,84,42,000</u>	<u>(22,02,19,970)</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	-	38,16,72,720
Securities Premium	-	13,85,87,692
Capital Reserve (Merger)	-	1,22,788
Increase/ (decrease) in share application money	-	-
Net cash flow from financing activities (C)	<u>-</u>	<u>52,03,83,200</u>
Net cash flow during the year (A + B + C)	74,93,243	41,66,214
Add: Opening cash and cash equivalents	<u>44,88,306</u>	<u>3,22,092</u>
Closing cash and cash equivalents	<u>1,19,81,549</u>	<u>44,88,306</u>
Components of cash and cash equivalents		
Cash in hand	35,22,997	2,68,728
Deposit with banks in current accounts	84,58,552	42,19,578
Toal cash and cash equivalents (note 8)	<u>1,19,81,549</u>	<u>44,88,306</u>
	(0)	0

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For SHAH RAVI & CO.
CHARTERED ACCOUNTANTS
Firm's Regn. No. 328384E

For and on behalf of the Board of Directors of

INDRAJIT SETT
Director
DIN No. 03581182

SHEKHAR AGARWAL
Director
DIN No. 03369945

(CA RAVI KUMAR SHAH)
PARTNER
M. NO. 302019

ANISHA AGARWAL
Company Secretary

SUSHIL GUPTA
Chief Financial Officer

Place : Kolkata
Date: 30/05/2016

NOTE NO. 18: Significant Accounting Policies and other Notes on Financial Statements
(Annexed to and forming part of the Balance Sheet as at 31st March, 2016 and the annexed Statement of Profit & Loss for the year ended on that date.)

I. SIGNIFICANT ACCOUNTING POLICIES:

a) Principle & Practice:

The Financial Statements have been prepared under the historical cost convention, in accordance with generally accepted accounting principles (GAAP) in India, including the Accounting standards notified under the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention and ongoing concern concept. The Accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

b) Use of estimates: -

The preparation of financial statements in conformity with Indian GAAP 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 year. 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 adjustment to the carrying amounts of assets or liabilities in future years.

c) System of Accounting:

Generally Mercantile System of Accounting is followed except filing fees and other unascertained items which have been taken on cash basis.

d) Recognition of Income & Expenses:

Items of Income and Expenditure are recognized on accrual basis save as above.

e) Fixed Assets & Depreciation:

i) Fixed Assets are stated at historical cost less depreciation provided on WDV method.

ii) Depreciation on fixed assets have been provided in the accounts based on the useful life of the assets and at the rate prescribed in schedule II to the Companies Act, 2013.

f) Current Assets & Liabilities:

In the opinion of the Board, all the Assets other than Fixed Assets and Non-Current Investments are at least approximately of the value stated in the accounts, if realized in the ordinary course of business, unless otherwise stated. The provision of all the known liabilities are adequate and are not in excess of the amount considered reasonably necessary by the management.

g) Method of valuation:

i) Non-Current Investments in securities are valued at cost. No Provision for diminution in value of Investments is made as diminution, if any, is temporary.

ii) Stock was valued at cost or market value, whichever was lower.

h) Contingent Liabilities & Commitments:

Contingent Liabilities are provided in the Accounts on the best judgement basis depending upon the degree of certainty of the contingency. Commitments are provided on the basis of estimated amount of and period of occurrence. The balances of both, not provided for, are disclosed by way of notes. However, there is no known or expected contingent liability or commitment at the year end.

- i) Earnings per Share:
Basic earnings (Con) per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
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 equity shares outstanding during the period are adjusted for the effects for all dilutive potential equity shares.
- j) Employees Benefits
The Company has applied the revised Accounting Standard (AS)-15- employees Benefits notified under the Companies (Accounting Standard) Rules, 2006.
(i) Employees Benefits of Short term nature are recognized as expense as and when it accrues.
(ii) Long term and post employment benefit is recognized as expense as and when it accrues or is most likely to accrue in future.
- k) Provision for Taxation:
Provision for Taxation has been made as per Income Tax Act 1961 and Rules made there under.
- l) NBFC Requirements regarding transfer of profit to reserve : 20% of profit after Tax (rounded off to next hundred) for the current year have been transferred to Statutory Reserve Fund appropriating the Statement of Profit & Loss as per requirement of the R.B.I. Act.
- m) Contingent Provision against Standard Assets:
Contingent Provision @ 0.25% against Standard Loans is made as per R.B.I. requirement for NBFC appropriating surplus of the Statement of Profit & Loss.
- n) Recognition of Deferred Tax
The Company recognizes deferred tax assets and liabilities in terms with Accounting Standard 22 issued by the Institute of Chartered Accountants of India on "Accounting for Taxes on Income". Deferred tax is recognized on timing differences (being the difference between taxable income under Income Tax Act and Accounting Income) which originate in one period and are capable of reversal in subsequent period. Deferred Tax Assets over & above Deferred Tax Liabilities are recognized only if there is reasonable certainty of recouping them against taxable Profit in foreseeable future. All such assets and liabilities are reviewed on each Balance Sheet date to reflect the changed position.

II. OTHER NOTES ON FINANCIAL STATEMENTS

1. Figures of the previous year has been re-grouped/re-arranged and recasted wherever considered necessary to conform to current year's grouping and classification.
2. The Company is a Small & Medium Size Company as defined in the General Instruction in respect of Accounting Standard notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small & Medium Size Company.

A. RELATED PARTY DISCLOSURE

Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

a. Relationship are given below :-

Directors:-

- (1) Mr. Indrajit Sett,
- (2) Mr. Shekhar Agarwal,
- (3) Mr. Biki Ray,
- (4) Mrs. Anita Bajrang Agarwal

b. Group Company or Company having Common Control :

c. Transaction with related Parties: : NIL

d. Amount Outstanding (Payable) as on 31.3.2016 : NIL

2 B.	<u>Earning Per Share</u>	2015-2016	2014-2015
		-----	-----
	(a) Calculation of Weighted average		
	no. of equity shares of Rs. 10/- each.		
	No. of shares at the beginning of the period	4,35,98,837	54,31,565
	Share issued during the year.	Nil	3,81,67,272
	No. of Shares at the close of the period	4,35,98,837	4,35,98,837
	Weighted average no. of Equity shares during the period	-	43598837
	(b) Net Profit for the period attributable		
	to equity shares (in rupees)	1384335	-1634198
	(c) Basic & diluted earning (in rupees) per share	0.032	-0.037

3. DEFERRED TAX ASSETS/LIABILITIES:

In accordance with A.S.22-"Accounting for Taxes on Income" issued by the I.C.A.I., the Company has accounted for deferred tax during the year. The Company has no amount of carried forward loss/unabsorbed depreciation under the Income Tax Act at the year end and hence there is no deferred tax asset. It has recognized and accounted for deferred tax liability only.

The Components of the recognition is as under:

Deferred Tax Liability (due to difference between W.D.V. of fixed assets as on 31.03.2016 as per I. T. Act and that as per books of accounts Rs. 57,023 @ 30.90%) Rs. 17,620/-

Less: Deferred Tax Assets (there is no carried for business loss & Unabsorbed Depreciation) Rs. Nil

NET DEFERRED TAX ASSETS/(LIABILITIES) Rs.17,620/

4. EMPLOYEES BENEFITS

The Company has applied the revised Accounting Standard (AS)-15- employees Benefits notified under the Companies (Accounting Standard) Rules, 2006.

A. Short Term Employee Benefits:- All employees' benefits payable wholly within 12 months of rendering the service are recognized in the period of service and charged to the Statement of Profit & Loss.

B. Long Term & Post Employment Benefits:-

(i) No Act relating to Defined Contribution Plans such as Provident Fund, ESI etc. is applicable.

(ii) Defined Gratuity Obligation: - It is provided only if there is a reasonable certainty of staff continuing the service for minimum eligible period or has completed such period.

There is no present obligation of any post employment benefit including payment of gratuities during the year. Therefore no actuarial gains or loss arose at the end of the year.

5. Quantitative information in respect of goods traded during the year are as under:-

	<u>Opening Stock</u>		<u>Purchases</u>	
	<i>Qty</i>	<u>Value(Rs)</u>	<i>Qty</i>	<u>Value(Rs)</u>
Shares	23800	22,38,000	8000	2,24,00,000/-
	23800	22,38,000	8000	2,24,00,000/-

	<u>Sales</u>		<u>Closing Stocks</u>	
	<i>Qty</i>	<u>Value(Rs)</u>	<i>Qty</i>	<u>Value(Rs)</u>
Shares	8000	1,56,00,000	23800	14,85,900/-
	8000	1,56,00,000	23800	14,85,900/-

NOTES: 1. Previous year's figures are given in the brackets in terms of our report of even date.

For SHAH RAVI & CO.

CHARTERED ACCOUNTANTS

Firm's Regn. No. 328384E

INDRAJIT SETT

Director

DIN No. 03581182

SHEKHAR AGARWAL

Director

DIN No. 03369945

Sd/-

(RAVI KUMAR SHAH)

PARTNER

M. NO.302019

ANISHA AGARWAL

Company Secretary

SUSHIL GUPTA

Chief Financial Officer

Place: Kolkata

Date: 30/05/2016

EMERALD COMMERCIAL LIMITED

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4, Kolkata-700 001
Phone: 033 -22495083, Email: emerald.com@gmail.com, Website: www.emeraldcommercial.in
CIN No. : L29299WB1983PLC036040

Form No. MGT-11 Proxy form

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

CIN : L29299WB1983PLC036040
Name of the company : EMERALD COMMERCIAL LIMITED
Registered office : 18, Rabindra sarani, Poddar Court , Gate No.4, 4th Floor, R/No.4, Kolkata-1
E- mail :
Website :
Name of the member (s) :
Registered Address :
E-mail Id :
Folio No/ Client ID :
DP ID :

I/We, being the member of ----- equity shares of the above named company, hereby appoint

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

Name :
Address :
E-mail id :
Signature :;, or failing him

Name :
Address :
E-mail id :
Signature :

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the 34th Annual General Meeting of the company, to be held on the 28th day of September, 2016 At 11.00 AM at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, room No.4, Kolkata-700001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Sl. No.	Resolution	Optional	
		For	Against
1.	Adoption of Financial Statement of Accounts for the year ended on 31st March, 2016.		
2.	Reappointment of Mr. Indrajit Sett, Director, retire by rotation.		
3.	Re-appointment of SHAH RAVI & CO. Chartered Accountants, Mumbai (FRN - 328384E) as a Statutory Auditor and fixing their remuneration.		

Signed this.....day of..... 2016

Please
Affix
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy holder(s)_____

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

A Proxy need not be member of the Company.

EMERALD COMMERCIAL LIMITED

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 4, Kolkata-700 001
Phone: 033 -22495083, Email: emerald.com@gmail.com, Website: www.emeraldcommercial.in
CIN No. : L29299WB1983PLC036040

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	

1. I hereby record my presence at the 34th Annual General Meeting of the Company being held on 28th September, 2016 at 11.00 A.M at the Registered Office of the Company at "PODDAR COURT" 18, Rabindra Sarani, Gate No. 4, 4th Floor, Room no.4, Kolkata-700001

2. Signature of the Shareholder/Proxy Present

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

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

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

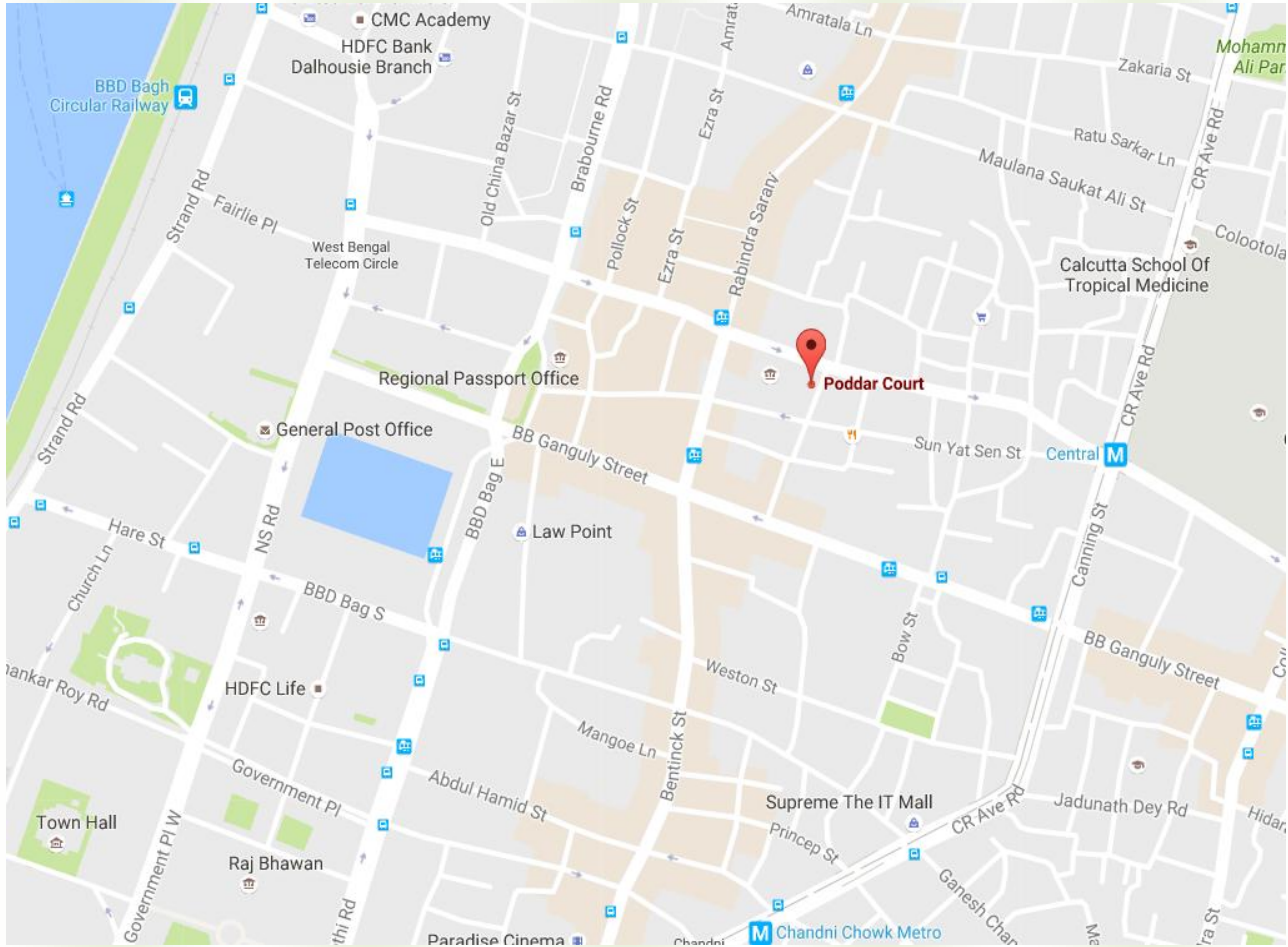
(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

Notes:

(1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.

(2) Please read the Instructions printed under the Note No. 17 to the Notice dated 12th August, 2016 of the 34th Annual General Meeting. The e-voting period starts from 09.00 A.M. on 25.09.2016 and ends at 5.00 P.M. on 28.09.2016, the e-voting module shall be disabled by CDSL for voting thereafter.

ROAD MAP TO AGM VENUE



18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 4TH FLOOR,
ROOM NO.4, KOLKATA-700001

IF UNDELIVERED, PLEASE RETURN TO:-

EMERALD COMMERCIAL LIMITED

CIN: L29299WB1983PLC036040

Regd. Off.: 18, Rabindra Sarani, Poddar Court, Gate no.4, 4th Floor, Room No.4, Kolkata-700001

E-Mail ID: emerald.com@gmail.com