

Emerald Commercial Limited

CIN: L65909WB1981PLC033333

***36th ANNUAL GENERAL
MEETING***

2017-2018

Corporate Information

Board Of Directors

Mr.Indrajit Sett, Chairman
Mr. Biki Ray, Director
Mr. Shekhar Agarwal, Director
Mrs. Anita Bajrang Agarwal, Director

Key- Managerial Personnel

Ms. Anisha Agarwal, Company Secretary
Mr. Sushil Gupta, CFO

Bankers

HDFC Bank Ltd

Statutory Auditor

Om Prakash Khajanchi
Chartered Accountant

Registrar & Transfer Agent

Maheshwari Datamatics Private Limited
Email: mdpl@cal.vsnl.net.in
Tel.No: 033-2243-5809-/2243-5029

Registered Office

18 Rabindra Sarani, Poddar Court
Gate No.4, 4th Floor, And Room No.4
Kolkata-700001

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Committee Information

Audit Committee

Mr. Shekhar Agarwal, Chairman
Mr. Biki Ray, Member
Mr. Indrajit Sett, Member
Mrs. Anita Bajrang Agarwal, Member

Nomination & Remuneration Committee

Mr. Biki Ray, Chairman
Mr. Shekhar Agarwal, Member
Mrs. Anita Bajrang Agarwal, Member
Mr. Indrajit Sett, Member

Stakeholder Relationship Committee

Mr. Shekhar Agarwal, Chairman
Mr. Biki Ray, Member
Mrs. Anita Bajrang Agarwal, Member
Mr. Indrajit Sett, Member

LISTED

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

ISIN:

INE162D01014

Venue of AGM: 18, Rabindra Sarani, Gate no.4,
4th Floor, Room No.4, Kolkata-700 001

Date: 29th September, 2018

Time: 10:00 A.M.

Day: Saturday

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. : L29299WB1983PLC036040

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Members of the **EMERALD COMMERCIAL LIMITED** will be held at "Poddar Court" 18, Rabindra Sarani, Gate no.4, 4th Floor, Room No.3, Kolkata -700 001 on Saturday, 29th September, 2018 at 10.00 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, 2018 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 Reappoint M/s. Om Prakash Khajanchi, Chartered Accountants as Statutory 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), Om Prakash Khajanchi Chartered Accountants, Kolkata (M. No. - 065549), , have offered themselves for their 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 appointed as Statutory Auditors of the Company for the Company's financial year 2017-18, 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.

SPECIAL BUSINESS:

Item No. 4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

*"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 27(2) of the Listing Agreement, **Mr. Girish Agarwal**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th September, 2018, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose **Mr. Girish Agarwal** as a candidate for the office of a Director of the Company, and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.*

"RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things to give effect the aforesaid resolutions."

Item No 5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for Borrowing the money:

"RESOLVED that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 75 Crores (Both funded and non-funded) at any one point of time"

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to negotiate limits with the Bankers for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013."

Item No. 6. : *To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for increasing the Loan and investment limits:*

“RESOLVED THAT pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to Loan and investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to

1. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 80 Crores,

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.

*By Order of the Board
For Emerald Commercial Limited*

*Sd/-
Anisha Agarwal
Company Secretary*

*Place : Kolkata
Date : 04.09.2018*

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, 2018 to 29th September, 2018 (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 36th 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 36th 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 2017-2018 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 2017-2018 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 36th Annual General Meeting and the Annual Report for 2017-18 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: emerald.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 21.09.2018, 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 26th of September, 2018 and will end at 5.00 p.m. on 28th of September, 2018. 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, (A35073) 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 21.09.2018.***

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 36th 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 29th September 2018.*

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 & 6 of the accompanying Notice :

ITEM No. 4:

Appointment of Independent Director:

Mr. Girish Agarwal, was appointed by the Board of Directors of the Company on 4th September, 2018 as an additional Director and, as per the provision of the Section 161(1) of the Companies Act, 2013, he holds office as a Director up to the date of this Annual General Meeting. The Company has received a Notice from a Member his intention to propose the appointment of Mr. Girish Agarwal as a Director of the Company.

In the opinion of the Board, Mr. Girish Agarwal, fulfills the conditions as specified under Section 149(6) of the Companies Act, 2013.

Notice under Section 160 of the Act, has been received from Mr. Girish Agarwal proposing his appointment as Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by Mr. Girish Agarwal to act as a Director if appointed.

Mr. Girish Agarwal may be deemed to be concerned or interested in the resolution relating to her appointment. The Board recommends this Resolution for your approval.

For Item No. 5

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 75 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

For Item No. 6

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the Hundred per cent of its free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

ANNEXURE: NOTE NO. 4

PARTICULARS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS PER THE REQUIREMENT OF REGULATION 27(2) THE LISTING AGREEMENT

Appointment of Independent Director:

1. Girish Agarwal

Name	<i>Girish Agarwal</i>
Date of Birth	<i>23/03/1976</i>
Nationality	<i>Indian</i>
Designation	<i>Independent Director</i>
Expertise	<i>He is an M.Com graduate and has vast experience in the field of Finance & Account & HRD.</i>
Date of Appointment	<i>04/09/2018</i>
Shares held in the Company	<i>NIL</i>
Names of the Companies in which Directorship held	<i>NIL</i>
Membership of Committees of the Board	<i>NIL</i>

For Emerald Commercial Limited

*Sd/-
Anisha Agarwal
Company Secretary*

Place : Kolkata

Date : 04.09.2018

CHAIRMAN'S STATEMENT

Dear Shareholders,

Company Performance Overview

I am happy to share in brief the highlights of your Company's performance during 2017-18.

Each of our businesses had an important role to play in delivering these strong results. It gives me great pleasure to share with you an update on the overall performance of your Company in 2017-18. We grew strongly in the fast emerging e-commerce channel even as we adopted sophisticated IT solutions to improve our reach and service to millions of small retailers across the length and breadth of India. It was yet another difficult year for the global economy, characterised by low growth and geopolitical uncertainties. The overall market showed signs of recovery in the latter half of the year but faced a temporary slowdown in November due to demonetisation. In this challenging business environment, Emerald Commercial Limited (ECL) delivered a resilient performance in 2017-18. This was enabled by our 4G model of growth - consistent, competitive, profitable and responsible growth. We believe that this model, particularly in times of uncertainty, is in the best long-term interest of all our stakeholders and a good indication of a robust strategy.

In India, rural demand continued to be sluggish in the early part of the year on the back of two consecutive poor monsoons. One of the major strengths of your Company is the relentless focus on execution and productivity and this helped us to sustain brand investments at competitive levels, while significantly improving margins. Our 'Winning in Many Indias' (WIMI) organizational initiative has made us even more agile and responsive to a rapidly evolving marketplace with intensified competition, channel fragmentation and an increasingly segmented consumer base.

The proposed implementation of the Goods and Services Tax (GST), with effect from 1st July 2018, is expected to transform the indirect tax landscape in the country and accelerate economic growth in the long run by simplifying the tax structure, enhancing tax compliance Technology and mobile connectivity are rapidly changing consumer behaviour and business processes... Technology is also enabling us to better understand our consumers. For instance, our Consumer and Market Insights group has created a People Data Centre that analyses trends from social media, consumer care-lines and digital marketing to turn millions of 'conversations' into business decisions that optimise sales and revenue.

I would like to take this opportunity to thank each and every employee as well as those who work with us across the value chain for their unstinting support and hard work in the service of our Company. I would also like to thank you, our shareholders, for your continued trust in the business.

*Best Regards,
Sd/-
Indrajit Sett
Chairman*

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: L29299WB1983PLC036040

DIRECTOR'S REPORT

**To,
The Members,**

Your Directors have pleasure in presenting their 36th Annual Report on the business and operations of the company and the accounts for the financial Year ended March 31, 2018.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance, for the year ended 31st March, 2018 is summarized below:-

Particulars	31st March, 2018	31st March, 2017
Gross Income	6,01,91,043	8,92,94,166
Profit Before Interest, Depreciation and Tax	15,43,358	16,99,033
Less:		
Finance Cost	-	-
Depreciation	-	-
Profit Before Tax	15,43,358	16,99,033
Less: Provision for Taxations	3,89,428	5,05,261
Profit After Tax	11,53,930	11,93,772
Add: Profit Brought Forward	18,96,238	7,02,466
Less: Transfer to Reserves	-	-
Profit Carried Forward	30,50,168	18,96,238

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

The Company has earned profit after tax of Rs. 11.54 Lacs during the current financial year as against Rs.11.94 Lacs earned during the previous financial year. Profit before tax is 15.43 Lacs as compared to 16.99 Lacs in previous year.

3. DIVIDEND

In view of conserving the resources of company your directors do not recommend any dividend.

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, 2018 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 4 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.

The Company had the following KMPs:

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

8. EMPLOYEES

There are no employees in respect of which information is required to be given in terms of the provisions of Section 197(12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

9. LITIGATIONS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

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. *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.

10. 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

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

The Board of the Company has adopted Governance Guidelines on Board Effectiveness. 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

12. 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

13. 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 was not paid any sitting fee or any other remuneration or commission. During the financial year 2017-18, no remuneration has been paid to any of the Director of the Company.

14. 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.

15. 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:

I. Details of Subsidiaries, Joint Venture and Associate Company

The Company does not have any subsidiary, Joint Venture or Associate Company.

II. Performance and Financial Position

The Company is a public limited company and since the company has no subsidiaries/joint ventures/associates, the preparation of Consolidated Financial Statements is not applicable to the company.

16. EXTRACT OF THE ANNUAL RETURN

*The extract of Annual Return in Form 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 31.03.2018, is annexed herewith the annual report. **ANNEXURE B***

17. STATUTORY AUDITORS

*M/s. **OM PRAKASH KHAJANCHI**, Statutory Auditors of the company retires was appointed in the 36th Annual general Meeting held on 29th September, 2018 at 10.00 AM held at "Poddar Court" 18, Rabindra Sarani, Gate no.4, 4th Floor, Room No.3, Kolkata-700 001 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 appointment of M/s. **OM PRAKASH KHAJANCHI**, as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors.*

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. Akhil Agarwal**, Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2017-18. The Secretarial Auditor's Report, in the prescribed format, for the period ended March 31, 2018 is annexed to this Directors' Report and forms part of the Annual Report. **Annexure A***

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, 2018 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. PERFORMANCE 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 26.03.2018 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 2017-2018 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, 2018 is annexed to this Directors' Report and forms part of the Annual Report. **Annexure-“C”**.*

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: 28.05.2018*

**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.

*By Order of the Board
For Emerald Commercial Limited*

*Sd/-
Indrajit Sett
Director*

*Place: Kolkata
Date: 28.05.2018*

MGT 9**Extract of Annual Return as on the Financial Year 31.03.2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i	CIN	:	L29299WB1983PLC036040
ii	Registration Date	:	14-Mar-1983
iii	Name of the Company	:	EMERALD COMMERCIAL LIMITED
iv	Category of the Company	:	Public company
v	(a) Address of the Registered office	:	18 RABINDRA SARANI, PODDAR COURT, GATE NO.4, 4TH FLOOR, ROOM NO.4, KOLKATA - 700001.
	(b) Contact details	:	Email : EMERALD.COM@GMAIL.COM
vi	Whether listed company	:	YES
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	Not Applicable

II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Trading	141	100%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Nil				

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company

1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total B1:-	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions										
a) Bodies Corp.		-	-			-	-			
i) Indian	3201995	126431	3328426	7.63	3304620	126431	3431051	7.87		-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals				-				-		-
i) Individual shareholders holding [nominal share capital upto Rs. 1 lakh	1643883 8	6872916	23311754	53.47	16340563	6872916	23213479	53.24		-
ii) Individual shareholders holding nominal	1277835 6	2541100	15319456	35.14	12838456	2541100	15379556	35.29		-

share capital in excess of Rs 1 lakh									
c) Others (specify)	594101	-	594101	1.36	529651	-	529651	1.21	
Sub-total (B)(2):-	33013290	9540447	42553737	97.61 %	33013290	9540447	42553737	96.61	-
Total Public Shareholding (B)	33013290	9540447	42553737	97.61 %	33013290	9540447	42553737	96.61	-
				-					
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total of share held by Custodian (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	34058390	9540447	43598837	100%	34058390	9540447	43598837	100%	-

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 1-April-2017]			No. of Shares held at the end of the year [As on 31-March-2018]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Subhlabh Tradevin Private Limited	900000	2.06	-	900000	2.06	-	
2.	Supreme Telefilms Limited	25000	0.06	-	25000	0.06	-	
3.	Arena Infotech Ltd.	25000	0.06	-	25000	0.06	-	
4.	Arena. Com Ltd	25100	0.06	-	25100	0.06	-	
5.	Webtech Softwares And Services Ltd.	25000	0.06	-	25000	0.06	-	
6	Classic Media Makers Ltd.	25000	0.06	-	25000	0.06	-	
7.	Webcom Softwares And Services Ltd.	20000	0.04	-	20000	0.04	-	
	Total	1045100	2.39	-	1045100	2.39	-	

iii Change in Promoters' Shareholding

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2018]	% of total Shares of the company				No. of Shares	% of total Shares of the company

v Shareholding of Directors and Key Managerial Personnel

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2017]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2018]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	INDRAJIT SETT	-	-	-	-					
2	BIKI RAY	-	-	-	-					
3	SUSHIL GUPTA									
4	ANITA BAJRANG AGARWAL	-	-	-	-					

EMERALD COMMERCIAL LIMITED
EXTRACT OF ANNUAL RETURN (MGT-9) Cont..

V. INDEBTEDNESS

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

Sl. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-
Change in Indebtedness during the financial year					
i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
Net Change		-	-	-	-
Indebtedness at the end of the financial year					
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in Sec 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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
Total		-	-	-	-

Ceiling as per the Act
(Being 10% of the Net Profits of the Company as calculated
under Section 198 of the Companies Act, 2013)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

ii. Remuneration to other directors:

Sl. no.	Particulars of Remuneration				Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)				-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)				-
	Total				-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)				-

iii. Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-	108000	-	-
	(a) Salary as per provisions contained in Sec 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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	108000	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

1	Against the Company	None
2	Against the Directors	None
3	Against other Officers in Default under the Companies Act, 2013:	None

ANNEXURE "A" TO DIRECTOR'S REPORT

Form No. MR-3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 2018

[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
18 Rabindra Sarani, Poddar Court Gate No.4,
4th Floor, Room No.4 Kolkata -700001

*I 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 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. I 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, 2018, 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 2017-18.*
 - 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 Ire complied with.*

ix. *The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ire 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 4 Board meetings including 4 Audit committee meetings, One meeting of Nomination & Remuneration Committee and Two meeting of Stakeholders Relationship Committee meeting. I 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, I 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 are 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, I report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

(b) I 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 is 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: 28.05.2018

*Akhil Agarwal
Practicing Company Secretaries
Membership No.:35073
C.P.No: 16313*

Annexure to Secretarial Auditors' Report

To

The Members of

M/s. EMERALD COMMERCIAL LIMITED

Our Secretarial Audit Report for the financial year 31st March, 2018 is to be read along with this letter.

Management's Responsibility

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.

Auditor's Responsibility

2. I have followed the audit practices and processes as I deem 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.

6. 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.

Date: 28.05.2018

Place: Kolkata

Akhil Agarwal
Practicing Company Secretaries
Membership No.:35073
C.P.No: 16313

Annexure- C to the Director's Report

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 2017-18

(Explanation: (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

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

- 1. No remuneration is paid to Non Executive Director*
- 2. The Company has 8 permanent employees including Executive Directors.*
- 3. 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.*
- 4. 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.*
- 5. The average percentage increased in remuneration of employees other than Directors during the year is 87.37%.*
- 6. 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*
- 7. The remuneration is paid as per the remuneration policy of the Company.*

CFO Certification

**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 2018 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**

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 an 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 4 Meetings of the Board of Directors were held during the financial year 2017-2018 i.e. on **30/05/2017, 12/08/2017, 14/11/2017 and 14/02/2018**. 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	4	Yes
Mr. Biki Ray	Independent Director /Non - Executive	4	Yes
Mr. Shekhar Agarwal	Independent Director /Non - Executive	4	Yes
Mrs. Anita Bajrang Agarwal	Independent Director /Non - Executive	4	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.

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 **30/05/2017, 12/08/2017, 14/11/2017 and 14/02/2018**. 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 2017-18 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:

- Overseeing financial reporting processes.
- Reviewing periodic financial results, financial statements and adequacy of internal control systems.
- Discussion and review of periodic audit reports and discussions with external auditors about the scope of audit including the Observations of the auditors.
- Recommending the appointment, remuneration and removal of statutory auditors.
- Discussing with internal auditors any significant findings and follow up there on.
- Reviewing the adequacy of internal control systems with management, external and internal auditors and reviewing the Company's risk management policies/ systems.
- Reviewing the financial statements and half yearly financial results.
- Reviewing statement of significant related party transactions.
- Review and monitor the auditor independence and performance, and effectiveness of audit process.
- Scrutiny of inter-corporate loans and investments.

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

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:

- To guide the Board in relation to appointment and removal of Directors, key Managerial Personnel and Senior Management.*
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.*
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.*
- To Provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.*
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.*
- To devise a policy on Board diversity*
- To develop a succession plan for the Board and to regularly review the plan;*

(a) Composition of the Committee:

The Nomination and Remuneration Committee comprises of:

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

During the year, one meeting of the Remuneration Committee was held as on 30.05.2017.

(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.

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.

During the year, 2(two) meetings of the Stakeholders Relationship Committee of the Company were held i.e. **14.11.2017 & 14.02.2018.**

The term of reference of the Committee is as follows:

- Approve and monitor transfer, transmission, split, consolidation and dematerialization, rematerialisation of shares and/or securities and issue of duplicate share and/or security certificates by the Company over and above the delegated power;
- Looks into various issues relating to shareholders and/or security holders, including redressal of complaints relating to transfer of shares and/or security, non-receipt of annual reports, dividends declared etc; and
- Carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted by the Company in terms of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

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

GENERAL BODY MEETINGS:

Location and time for last three Annual General Meetings were:

Financial Year	Date of AGM	Venue	Time
2016-2017	18-09-2017 (AGM)	18,Rabindra Sarani, Poddar Court, Gate No.4, 4 th floor, Room No.4, Kolkata- 700 001	11.00 A.M.
2015-2016	28-09-2016 (AGM)	18,Rabindra Sarani, Poddar Court, Gate No.4, 4 th floor, Room No.4, Kolkata- 700 001	11.00 A.M
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

Special Resolution:

During the Financial Year 2017-18, the members of the Company have not passed special resolutions.

Details of Resolution passed through postal ballot:

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

1. 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.

2. 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.

3. GENERAL SHAREHOLDERS INFORMATION

- ❖ CIN : L29299WB1983PLC036040
- ❖ Annual General Meeting
 - Date : 29th September, 2018
 - Time : 10.00 AM
 - Venue : 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.4, Kolkata-700001
- ❖ Financial Year : Year ended March 31, 2018.
- ❖ Dates of Book Closure : 22nd Sept.2018 to 29th Sept. 2018
(Both Days Inclusive)
- ❖ Dividend Payment Date
The Company has not declared any dividend for the Financial Year ended 31st March, 2018

Financial Calendar

Financial Year 2017-18

(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 2017-2018.

❖ **Stock Market Price for the Financial Year 2017-2018:**

Month	CSE			MCX		
	High (Rs.)	Low (Rs.)	Monthly Close	High (Rs.)	Low (Rs.)	Monthly Close
April, 2017	Not Traded	Not Traded	Not Traded	447.40	447.40	447.40
May, 2017	Not Traded	Not Traded	Not Traded	447.40	447.40	447.40
June, 2017	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
July, 2017	Not Traded	Not Traded	Not Traded	447.00	447.00	447.00
August, 2017	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
September, 2017	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
October, 2017	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
November, 2017	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
December, 2017	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
January, 2018	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
February, 2018	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded
March, 2018	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded	Not Traded

• **Registrar & Share Transfer Agent :**

M/S. MAHESHWARI DATAMATICS PRIVATE LIMITED

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 31.03.2018

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
<i>Upto 500</i>	<i>77</i>	<i>1.58</i>	<i>28,508</i>	<i>0.07</i>
<i>501-1000</i>	<i>233</i>	<i>4.79</i>	<i>2,14,102</i>	<i>0.49</i>
<i>1001-2000</i>	<i>882</i>	<i>18.14</i>	<i>15,76,630</i>	<i>3.62</i>
<i>2001-3000</i>	<i>293</i>	<i>6.03</i>	<i>7,88,275</i>	<i>1.81</i>
<i>3001 -4000</i>	<i>1,015</i>	<i>20.88</i>	<i>36,64,677</i>	<i>8.41</i>
<i>4001-5000</i>	<i>216</i>	<i>4.44</i>	<i>10,04,640</i>	<i>2.30</i>
<i>5001-10000</i>	<i>1,144</i>	<i>23.53</i>	<i>78,79,430</i>	<i>18.07</i>
<i>10001 and above</i>	<i>1,002</i>	<i>20.61</i>	<i>2,84,42,575</i>	<i>65.24</i>
Total	4,862	100.00	4,35,98,837	100.00

Shareholding Pattern as on 31.03.2018

<i>Sl. No.</i>	<i>Category</i>	<i>No. of shares held</i>	<i>% of shareholding</i>
<i>1</i>	<i>Promoters & Promoter Group</i>	<i>10,45,100</i>	<i>2.40</i>
<i>2</i>	<i>Public - Bodies Corporate</i>	<i>39,60,702</i>	<i>9.08</i>
<i>3</i>	<i>Public - Indian public</i>	<i>3,85,93,035</i>	<i>88.52</i>
<i>4</i>	<i>Public - Others</i>	<i>950</i>	<i>0.00</i>
	TOTAL	4,35,98,837	100.00

- Dematerialisation of shares and liquidity**

Shares held in dematerialised and physical form as on 31st March, 2018.

<i>Status of Dematerialisation</i>	<i>No. of Shares</i>	<i>% of total shares</i>
<i>Share held in Dematerialised form - NSDL</i>	<i>2,04,80,771</i>	<i>46.98</i>
<i>Share held in Dematerialised form - CDSL</i>	<i>1,35,77,619</i>	<i>31.14</i>
<i>Share held in Physical form</i>	<i>95,40,447</i>	<i>21.88</i>
Total	4,35,98,837	100.00

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

4. CODE OF CONDUCT

The Company's Code of Conduct have 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.

5. DECLARATION

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

For and on behalf of the Board of Directors

Sd/-
(Indrajit Sett)
Director
DIN - 03581182

Place: Kolkata
Dated: 28.05.2018

Management Discussion and Analysis (MD&A)

- Provides critical information in interpreting the financial statements and assessing the future of the company
- Includes an analysis about past performance and financial condition
- Discusses management's opinion about future performance
- Discusses significant risk exposure

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.

GOODS AND SERVICE TAX

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'. Your Company has been preparing for migrating to GST for the past year; changes across IT systems, Supply Chain and operations have been made keeping in mind the sweeping changes that GST would bring in. While there are a few areas that need to be addressed, the Government has announced an intention to go live on GST on 1st July, 2018 and your Company will be ready for this transformative reform.

OUR PEOPLE

Great Brands and Great People are our biggest assets. Sustainable, profitable growth can only be achieved in an organization that focuses on performance-culture and where employees are engaged and empowered to be the best they can be. Success in the future will depend on being lean, agile and competitive in a resource-challenged world. We are working towards creating a simpler, diverse and agile organisation that will help us move faster, innovate better and leverage our global scale.

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

Sd/-

Indrajit Sett

Director

DIN NO. 0358118

Place: Kolkata
Date 28.05.2018

OM PRAKASH KHAJANCHI

Chartered Accountants

135 C. R. AVENUE, 4TH FLOOR, ROOM NO.36 KOLKATA-700007

opjain88@yahoo.co.in

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' 2018 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, 2018, 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.

In terms of our report attached.
For OM PRAKASH KHAJANCHI
Chartered Accountants

[OM PRAKASH KHAJANCHI]
Sole Proprietor
ICAI Membership No. 65549

Place : Kolkata

Date : The 28th Day of May, 2018

OM PRAKASH KHAJANCHI

Chartered Accountants

135 C. R. AVENUE, 4TH FLOOR, ROOM NO.36 KOLKATA-700007

OPJAIN88@YAHOO.CO.IN

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF EMERALD COMMERCIAL LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s EMERALD COMMERCIAL LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year 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 in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- b) in the case of Statement of profit and Loss, of the **profit** for the year on that date; and

Report on other Legal and Regulatory Requirements

1. This report includes a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2016, issued by the department of company affairs, in terms of sub section 11 of section 143 of the companies Act, 2013 since in Our opinion and according to the information and explanation given to us, the said order is applicable to the company.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.(and proper returns adequate for the purposes of our audit have been received from the branches not visited by us)
- c) The Balance Sheet and the Statement of Profit and Loss are in agreement with the books of account. [and the returns received from the branches not visited by us]
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:-
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

In terms of our report attached.

For OM PRAKASH KHAJANCHI
Chartered Accountants

[OM PRAKASH KHAJANCHI]
Sole Proprietor
ICAI Membership No. 65549

Place : Kolkata

Date : The 28th Day of May, 2018

Annexure A to the Auditors' Report

Referred to in our Report of even date to the members of Emerald Commercial Limited as at and for the year ended 31st March, 2018

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

- (i) In respect of its fixed assets:
 - (a) The company has fixed assets so this clause is applicable to the company.
- (ii) In respect of its inventory:
 - (a) The inventories have been physically verified during the year by the management and in our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.
- (iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:
 - (a) According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.
- (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 Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) In our opinion and according to the information and explanations given to us, the Company has not received any deposits during the year.
- (vi) To the best of our knowledge as explained, the requirement of maintenance of cost records under clause 148(1) of the Companies Act, 2013, read with companies (cost Records and Audit) Rules, 2014 , is not applicable to the company.
- vii) In respect of statutory dues:
 - (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, applicable to it, with the appropriate authorities.
 - (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, Sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2018 for a period of more than six months from the date they became payable.
- viii) In our opinion and according to the information and explanations given to us, the Company has no dues to financial institutions, banks and debenture holders.
- ix) In our opinion, during the year, there were no moneys raised by way of initial public offer or further public offer and term loans.
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- xi) In our opinion and according to the information and explanations given to us, no any managerial remuneration was paid during the year.
- xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provision of clause 3(xii) of the Order is not applicable.
- xiii) In our opinion and according to the information and explanations given to us, there were no any transactions with related parties.
- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year under review therefore this clause is not applicable.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the Directors.
- xvi) In our opinion and according to the information and explanations given to us, the Company is registered u/s 45-IA of the Reserve Bank of India Act, 1934.

For OM PRAKASH KHAJANCHI
Chartered Accountants

CA OM PRAKASH KHAJANCHI
Sole Proprietor
Membership Number: 65549
Date: 28th May, 2018

OM PRAKASH KHAJANCHI

Chartered Accountants

135 C. R. AVENUE, 4TH FLOOR, ROOM NO.36 KOLKATA-700007

OPJAIN88@YAHOO.CO.IN

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF EMERALD COMMERCIAL LIMITED

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

We have audited the internal financial controls over financial reporting of M/s EMERALD COMMERCIAL LIMITED ("the company"), as of 31st March, 2018, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018 based on the internal control

over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

In terms of our report attached.
For OM PRAKASH KHAJANCHI
Chartered Accountants

[OM PRAKASH KHAJANCHI]
Sole Proprietor
ICAI Membership No. 65549

Place : Kolkata

Date : The 28th Day of May, 2018

EMERALD COMMERCIAL LIMITED

(CIN- L29299WB1983PLC036040)

Balance Sheet as at 31st March, 2018

Particulars		Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 01st April,2016
A	ASSETS				
1	Non Current assets				
	(a) Property, Plant & Equipment	1	47,389	1,07,071	2,07,341
	(b) Financial Assets				
	- Investment	2	10,34,35,300	7,88,49,300	6,00,15,300
	(c) Deffered Tax(net)	3	11,443	3,456	-
	Total Non-Current Assets		10,34,94,132	7,89,59,827	6,02,22,641
2	Current assets				
	Inventories	4	92,77,790	5,12,07,344	14,85,900
	Financial Assets				
	Trade Receivables	5	36,02,155	6,91,433	1,01,36,472
	Cash and cash equivalents	6	2,25,60,568	65,84,570	1,19,81,549
	Loan And Advance	7	59,20,41,289	59,42,77,392	64,04,37,508
	Other Fiancial assets	8	1,29,97,245	1,24,46,521	86,02,145
	Total Current Assets		64,04,79,047	66,52,07,260	67,26,43,574
	TOTAL		74,39,73,179	74,41,67,087	73,28,66,215
B	EQUITY AND LIABILITIES				
1	Equity				
	Equity Share capital	9	43,59,88,370	43,59,88,370	43,59,88,370
	Other Equity				
	Reserves and surplus	10	29,30,04,622	29,17,23,044	29,04,31,170
			72,89,92,992	72,77,11,414	72,64,19,540
2	Liability				
	Non Current Liabilities				
	Financial Liabilities				
	Provision	11	13,89,162	15,16,810	16,14,912
	Deffered Tax Liabilities(Net)		-	-	16,283
			13,89,162	15,16,810	16,31,195
3	Current liabilities				
	(a) Trade Payables	12	1,24,94,128	1,24,57,100	34,08,600
	(b) Other Financial Liabilities	13	1,74,482	9,11,883	3,62,000
	(c) Provisions	14	9,22,415	15,69,880	10,44,880
			1,35,91,025	1,49,38,863	48,15,480
	TOTAL		74,39,73,179	74,41,67,087	73,28,66,215

See accompanying notes forming part of the financial statements

1-28

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In terms of our report attached.

For and on behalf of the Board of Directors

For OM PRAKASH KHAJANCHI
Chartered Accountants

Indrajit Sett
Director
DIN-03581182

Biki Ray
Director
DIN-05253193

[OM PRAKASH KHAJANCHI]
Sole Proprietor

ICAI Membership No. 65549

Anisha Agarwal
Company Secretary
PAN-APBPA6321E

Place: Kolkata

Date: The 28th Day of May, 2018

EMERALD COMMERCIAL LIMITED

(CIN- L29299WB1983PLC036040)

Statement of Profit and Loss for the year ended 31st March, 2018

Particulars		Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
1	Revenue			
1.a	Revenue from operations	15	6,01,91,043	8,92,94,166
2	Total revenue		6,01,91,043	8,92,94,166
3	Expenses			
	(a) Purchase of Stock in Trade	16	1,19,41,610	12,27,97,596
	(b) Changes in Inventories	17	4,19,29,555	(4,97,21,445)
	(c) Employee Benefit Expense	18	33,42,809	18,67,584
	(d) Payment To Auditors	19	7,500	40,000
	(e) Finance Cost	20	1,335	31,617
	(f) Depreciation & Amortisation		59,682	1,00,270
	(f) Other expenses	21	13,65,194	1,24,79,511
	Total expenses		5,86,47,685	8,75,95,133
4	Profit / (Loss) before tax (2 - 3)		15,43,358	16,99,033
5	Tax expense:			
	(a) Current tax expense for Current year		3,97,415	5,25,000
	(b) Deferred tax expense for Current year		(7,987)	(19,739)
			3,89,428	5,05,261
6	Profit / (Loss) for the year (4 - 5)		11,53,930	11,93,772
7	Earnings per share (of Rs. 10/- each):	27		
	(a) Basic		0.03	0.03
	(b) Diluted		0.03	0.03
	See accompanying notes forming part of the financial statements	1-28		

In terms of our report attached.

For OM PRAKASH KHAJANCHI
Chartered Accountants

For and on behalf of the Board of Directors

Indrajit Sett
Director
DIN-03581182

Biki Ray
Director
DIN-05253193

[OM PRAKASH KHAJANCHI]
Sole Proprietor
ICAI Membership No. 65549

Anisha Agarwal
Company Secretary
PAN-APBPA6321E

Place : Kolkata

Date : The 28th Day of May, 2018

EMERALD COMMERCIAL LIMITED

Notes forming part of the financial statements

1. Corporate Information

M/s EMERALD COMMERCIAL LIMITED (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Being a Public Limited Company its shares are listed on CSE & BSE stock exchanges. The company Principal Business in NBFC's, like Loans & Advance and Investments.

2. Significant Accounting Policies

2.1 Basis of Accounting and Preparation of Financial Statements

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate affairs pursuant to section 133 of the companies Act, 2013 ("the Act"), read with the companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements for all periods up to and including the year ended 31st March, 2018, were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India, which includes the accounting standards prescribed under section 133 of the Act read with rule 7 of the Companies (accounts) Rules, 2014 and other provisions of the Act (collectively referred to as "Indian GAAP"). These financial statements for the year ended 31st March, 2018 are the first Ind AS Financial Statements with comparatives, prepared under Ind AS. The Company has consistently applied the accounting policies used in the preparation of its opening Ind AS Balance Sheet at 1st April, 2016 throughout all periods presented, as if these policies had always been in effect and are covered by Ind AS 101 "First Time Adoption of Indian Accounting Standards".

Certain of the Company's Ind-AS accounting policies used in the opening Balance Sheet differed from its Indian GAAP policies applied as at 31st March, 2016 and accordingly the adjustments were made to restate the opening balances as per Ind-AS. The resulting adjustment arising from events and transactions before the date of transition to Ind-AS were recognized directly through retained earnings as at 1st April, 2016 as required by Ind-AS 101. The financial statements of the Company for the year ended 31st March, 2018 has been approved by the Board of Directors in their meeting held on 24.05.2018.

2.2 Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

2.3 Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

2.4 Revenue recognition

Revenue is recognised based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

2.5 Interest Income

Interest Income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

2.5 Sale of Products

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

2.5 Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

2.5 Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). At cost or Net Realizable value whichever is lower.

2.6 Cash Flow Statement

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value. For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

2.6 First Time Adoption to Ind AS

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 01st April, 2017, with a transition of 1st April, 2016. Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS Standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

2.6 Earnings per share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive equity shares into equity shares.

2.7 Taxes on income

Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively enacted, at the end of the reporting period.

Deferred Tax

Deferred Tax assets and liabilities is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred taxes relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

2.8 Depreciation and Amortization

Depreciation on Car is provided under Written Down Method at rates determined based on the useful life of the respective assets and the residual values in accordance with Schedule II of the Companies Act, 2013 or as reassessed by the Company based on the technical evaluation.

Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.s., from (up to) the date on which asset is ready for use (disposed of).

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on car is recognised so as to write off its cost over useful lives, using the written down value method. The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

The residual value in case of car has been considered as 5%. Estimated useful life of car has been determined as 6 Years.

2.8 Provisions and contingencies

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligation cannot be made. The Company discloses the existence of contingent liabilities in Other Notes of Financial Statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

EMERALD COMMERCIAL LIMITED
(CIN- L29299WB1983PLC036040)

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE
DEPRECIATION ON FIXED ASSETS AS PER COMPANIES ACT' 2013**

NOTES : 1

**Fixed Assets
(Tangible Assets)**

S r. N o	Particulars	Gross Block			Depreciation			Net Block	
		Balance as on 31.03.17	Addition/ Deletion	Balance as on 31.03.2018	Balance as on 31.03.2017	During the year	Balance as on 31.03.2018	WDV balance as on 31.03.20 17	WDV balance as on 31.03.201 8
1	FURNITURE & FIXTURE	48,510		48,510	43,744	4,766	48,510	4,766	-
2	OFFICE EQUIPMENT	2,71,167	-	2,71,167	1,68,862	54,916	2,23,778	1,02,305	47,389
3	COMPUTER & ACCESSORIES	14,90,935	-	14,90,935	14,90,935	-	14,90,935	-	-
	TOTAL	18,10,612	-	18,10,612	17,03,541	59,682	17,63,223	1,07,071	47,389

NOTES

(i) All above assets are freehold assets.

(ii) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful live as specified in schedule II.

Depreciation on Computer has not been provided as residual value is more than WDV shown in the books.

**For and on behalf of the Board
of Directors of
EMERALD
COMMERCIAL
LIMITED**

**For OM PRAKASH HAJANCHI
CHARTERED ACCOUNTANTS**

**Indrajit Sett
Director
DIN-03581182**

**Biki Ray
Director
DIN-05253193**

**OM PRAKASH KHAJANCHI
Sole Proprietor**

**Anisha Agarwal
Company Secretary
PAN-APBPA6321E**

**Sushil Gupta
Chief Financial
Officer
PAN-AFVPG6991A**

**ICAI Membership No. 065549
Place : Kolkata**

Date : The 28th Day of May, 2018

EMERALD COMMERCIAL LIMITED**Notes forming part of the financial statements****Note 2: Non Current Investments**

Particulars	As at 31-Mar-18	As at 31-Mar-17
Trade Investments In Unquoted equity shares (fully paid-up) (valued at cost) (As per list attached)	10,34,35,300	7,88,49,300
Total	10,34,35,300	7,88,49,300

Note 3: Deferred Tax Assets

Particulars	As at 31-Mar-18	As at 31-Mar-17
Deferred Tax	11,443	3,456
Total	11,443	3,456

Note 4: Inventories

Particulars	As at 31-Mar-18	As at 31-Mar-17
Closing Stock	92,77,790	5,12,07,344
Total	92,77,790	5,12,07,344

Note 5: Trade Receivables

Particulars	As at 31-Mar-18	As at 31-Mar-17
Sundry Debtors Over Six Months Others	36,02,155	6,91,433
Total	36,02,155	6,91,433

Note 6: Cash and Cash Equivalents

Particulars	As at 31-Mar-18	As at 31-Mar-17
Balances with banks In current accounts	2,09,44,727	60,63,999
Cash in hand	16,15,841	5,20,571
Total	2,25,60,568	65,84,570

Note 7: Other Current Assets

Particulars	As at 31-Mar-18	As at 31-Mar-17
Loans & Advances	59,20,41,289	59,42,77,392
Advances (Advance Recoverable in Cash)	36,97,000	36,97,000
Tax Deducted at Sources	93,00,245	87,49,521
Total	60,50,38,534	60,67,23,913

Note 9: Reserves & Surplus

Particulars	As at 31-Mar-18	As at 31-Mar-17
(a) Securities premium account Opening balance	28,85,65,109	28,85,65,109

Add : Premium on shares issued during the year	-	-
	28,85,65,109	28,85,65,109
Less : Utilised during the year for:	-	-
Closing balance	28,85,65,109	28,85,65,109
(b) Statutory Reserve (As per RBI Act for NBFC)		
At The Beginning Of The Year	14,02,345	11,63,595
Addition During The Year (Transfer From Surplus)	2,30,790	2,38,750
At The End Of The Year	16,33,135	14,02,345
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	17,55,590	7,02,466
Add: Profit / (Loss) for the year	11,53,930	11,93,772
Less: Transfer to Statutory Reserve @20%	2,30,790	2,38,750
Less: Contingent Provision Against Standard Assets	(1,27,648)	(98,102)
Closing balance	28,06,378	17,55,590
Total	29,30,04,622	29,17,23,044

Note 10: Long Term Provisions

Particulars	As at 31-Mar-18	As at 31-Mar-17
Contingent Provision Against Standard Assets	13,89,162	15,16,810
Total	13,89,162	15,16,810

Note 11: Trade Payables

Particulars	As at 31-Mar-18	As at 31-Mar-17
Sundry Creditors	1,24,94,128	1,24,57,100
Total	1,24,94,128	1,24,57,100

Note 12: Other Current Liabilities

Particulars	As at 31-Mar-18	As at 31-Mar-17
Audit fees payable		-
TDS Payable	45,000	2,31,931
Expenses Payable	1,29,482	6,79,952
	1,74,482	9,11,883

Note 13: Short Term Provisions

Particulars	As at 31-Mar-18	As at 31-Mar-17
Provision for Income Tax	15,69,880	10,44,880
Add: During the year	3,97,415	5,25,000
Less: paid/adjusted	10,44,880	-
Total	9,22,415	15,69,880

EMERALD COMMERCIAL LIMITED**Notes forming part of the financial statements****Note 14: Revenue from operations**

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Sale of Textile Goods	-	3,95,73,280
Sale of Shares	1,06,52,596	51,29,728
Interest Received	4,95,38,447	4,45,91,158
Total	6,01,91,043	8,92,94,166

Note 15: Other Income

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Other Income	-	-
Total	-	-

Note 16: Purchase of Stock in Trade

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Purchase of Textile goods		5,69,87,700
Purchase of Shares	1,19,41,610	6,58,09,896
Total	1,19,41,610	12,27,97,596

Note 17: Changes in Inventories

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Opening Stock	5,12,07,345	14,85,900
Less: Closing Stock	92,77,790	5,12,07,345
Total	4,19,29,555	(4,97,21,445)

Note 18: Employee Benefit Expenses

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Salaries & Wages	33,42,809	18,67,584
Bonus		
Staff Welfare Expenses		
Total	33,42,809	18,67,584

Note 19: Payment To Auditors

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
As Statutory Audit Fees	7,500	25,000
As Tax Audit Fees	-	15,000
Total	7,500	40,000

Note 20: Finance Cost

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Interest on loan	-	-
Demat Charges & Income Tax Payable	1,335	31,617
Total	1,335	31,617

Note 21: Depreciation and amortisations

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Depreciation Expenses	59,682	1,00,270
Total	59,682	1,00,270

Note 22 : Other expenses

Particulars	For the year ended 31-Mar-18	For the year ended 31-Mar-17
Advertisement Expenses	30,305	26,914
Bad Debts - Unrecoverable Loans & Advances (Refer Note. 2.8)	-	58,68,517
Bank Charges	472	6,593
Business Promotion Expenses	88,276	9,10,400
Commission & Brokerage on Financial Lending	2,60,000	46,38,580
Donation	23,000	-
Filing Fees	-	9,100
General Expenses	27,064	53,875
Income Tax Demand AY 2014-15	40,520	-
Interest on TDS	785	75
Legal & Professional Fees	2,53,500	1,05,000
Listing and Depository Fee	2,88,811	3,19,363
Office Rent	48,000	79,500
Postage, Telegram & Courier Charges	13,101	87,885
Printing & Stationary Expenses	67,285	43,356
Profit & Loss on Sale of Shares	-	18,660
Registrar Fees	48,000	61,749
Repair & Maintenance Expenses	-	1,300
Secretarial Fees	-	10,830
Software & IT Services	8,688	13,975
Telephone Expenses	9,412	41,302
Travelling and Conveyance Expenses	1,57,975	1,82,537
Total	13,65,194	1,24,79,511

Note 23: Contingent Liabilities and Commitments to the extent not provided for

	As at 31st March, 2018	As at 31st March, 2017
(a) Contingent Liabilities		
Security given by the company in respect of loans taken by other companies	Nil	Nil

(b) Commitments	Nil	Nil
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Note 24: Earning and Expenditure in Foreign Currency

Amount (₹)

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Earnings	Nil	Nil
Expenditures	Nil	Nil

Note 25: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

Note 26:

In the opinion of the Board, the current assets have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

Note 27: Related Parties, Related Party Transactions & Balances receivable/payable as at the end of the year

27.a: Related Parties

Description of relationship	Names of related parties
(a) Enterprises under the same management	
(i) Ultimate Holding Company	Nil
(ii) Holding Company	Nil
(iii) Subsidiaries	Nil
(iv) Fellow Subsidiaries (to be given only if there are transactions)	Nil
(b) Associates and Joint Ventures	Nil
(c) Key Management Personnel (KMP)	Nil
	Nil
(d) Relatives of KMP	Nil
(e) Company in which KMP / Relatives of KMP can exercise significant influence	

Amount
(₹)

27.b: Related Party Transactions

Particulars of Related Party	Nature of Transactions	For the year ended 31st March, 2018	For the year ended 31st March, 2017
		Nil	Nil

Amount
(₹)

27.c: Balances receivables/(payable) as at the end of the year

Particulars of Related Party	As at 31st March, 2018	As at 31st March, 2017
Receivable	Nil	Nil
Payable	Nil	Nil

Note 28: Earning Per Shares

year ended 31st March, 2018

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations			
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	1153930	1153930	1153930	1153930	0	0	0	0	1153930	1153930	1153930	1153930
Weighted Average No. of Shares	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	43598837	43598837	43598837	43598837
EPS (Rs.)	0.03	0.03	0.03	0.03	0.00	0.00	0.00	0.00	0.03	0.03	0.03	0.03

year ended 31st March, 2017

Amount (₹)

	Continuing Operations				Discontinuing Operations				Total Operations			
	Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items		Before Extraordinary and Exceptional Items		After Extraordinary and Exceptional Items	
	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted
Face Value of Shares	10	10	10	10	10	10	10	10	10	10	10	10
Profit/Loss	119372	119372	119372	119372	0	0	0	0	119372	119372	119372	119372
Weighted Average No. of Shares	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	4.4E+07	43598837	43598837	43598837	43598837
EPS (Rs.)	0.03	0.03	0.03	0.03	0.00	0.00	0.00	0.00	0.03	0.03	0.03	0.03

Note 29: Figures for the previous year

The figures for the previous year have been regrouped and/or rearranged wherever found necessary to make those comparable with the figures for the current year.

In terms of our report attached

For OM PRAKASH KHAJANCHI

Chartered Accountants

[OM PRAKASH KHAJANCHI]

Sole Proprietor

ICAI Membership No. 65549

Place : Kolkata

Date : The 28th Day of May, 2018

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

INDRAJIT SETT

Director

DIN-03581182

BIKI RAY

Director

DIN-05253193

Anisha Agarwal

Company Secretary

PAN-APBPA6321E

Sushil Gupta

**Chief
Financial
Officer**

**PAN-
AFVPG6991A**

EMERALD COMMERCIAL LIMITED

L29299WB1983PLC036040

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2018

	For the year ended 31st March 2018 (Rupees)	For the year ended 31st March 2017 (Rupees)
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net profit before tax and after extra- ordinary items (As per profit & loss account)	15,43,358.00	16,31,554.00
Adjustments for items not included	61,017.00	46,075.00
<u>Operating Profit before working capital changes</u>	16,04,375.00	16,77,629.00
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in current loans and advances	1,20,62,791.00	95,16,647.00
(Increase)/ decrease in Trade receivables	(1,27,45,070.00)	(32,74,648.00)
(Increase)/ decrease in inventories		-
Increase/ (decrease) in secured or unsecured loans		26,27,532.00
Increase/ (decrease) in current liabilities	36,28,633.00	43,96,369.00
<u>Cash generated from operations</u>	45,50,729.00	1,49,43,529.00
Direct Taxes Paid	-	-
Net cash flow from operating activities (A)	45,50,729.00	1,49,43,529.00
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Proceed from sale(purchase) of investments	(41,15,144.00)	(1,38,44,100.00)
(Increase)/decrease in capital expenditure	-	-
(Increase)/decrease in fixed assets		(65,820.00)
Net cash flow from investing activities (B)	(41,15,144.00)	(1,39,09,920.00)
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from issue of equity shares	-	-
Share Apportionment Money received(refund)	-	-
Net cash flow from financing activities (C)	-	-
Net cash flow during the year (A + B + C)	4,35,585.00	10,33,609.00
Add: Opening cash and cash equivalents	18,15,573.00	7,81,964.00
Closing cash and cash equivalents	22,51,158.00	18,15,573.00
Components of cash and cash equivalents		
Cash in hand	16,15,841.00	7,81,439.00
Deposit with banks in current accounts	2,09,44,727.00	10,34,134.00
Toal cash and cash equivalents	2,25,60,568.00	18,15,573.00

In terms of our report attached

For and on behalf of the Board of Directors

For OM PRAKASH KHAJANCHI

Chartered Accountants

[OM PRAKASH KHAJANCHI]

Sole Proprietor

ICAI Membership No. 65549

Place : Kolkata

Date : The 28th Day of May, 2018

INDRAJIT SETT

Director

DIN-03581182

**Anisha Agarwal
Company Secretary**

PAN-APBPA6321E

BIKI RAY

Director

DIN-05253193

**Sushil Gupta
Chief Financial Officer**

PAN-AFVPG6991A

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 36th Annual General Meeting of the company, to be held on the 29th day of September, 2018 At 10.00 AM at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, room No.3, Kolkata-700001, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Sl. No.	Resolution	Optional	
		<i>For</i>	<i>Against</i>
1.	<i>Adoption of Financial Statement of Accounts for the year ended on 31st March, 2018.</i>		
2.	<i>Reappointment of Mr. Indrajit Sett, Director, retires by rotation.</i>		
3.	<i>Appointment of Om Prakash Khajanchi Chartered Accountants, Kolkata (M.No – 065549), as a Statutory Auditor and fixing their remuneration.</i>		
4.	<i>To Approve Special Resolution for Appointment of Mr. Girish Agarwal as an Independent Director of the company.</i>		
5.	<i>To Approve Special Resolution for Make Borrowing Upto 50 Cr.</i>		
6.	<i>To Approve Special Resolution for Provide loans, advances and investment upto 80 cr.</i>		

Signed this.....day of..... 2018

Signature of Shareholder _____

Signature of Proxy holder(s)_____

Please
Affix
Revenue
Stamp

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 36th Annual General Meeting of the Company being held on 29th September, 2018 at 10.00 A.M at "PODDAR COURT" 18, Rabindra Sarani, Gate No. 4, 4th Floor, Room no.3, Kolkata-700001

1. 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.
			<i>(See Note No.1)</i>

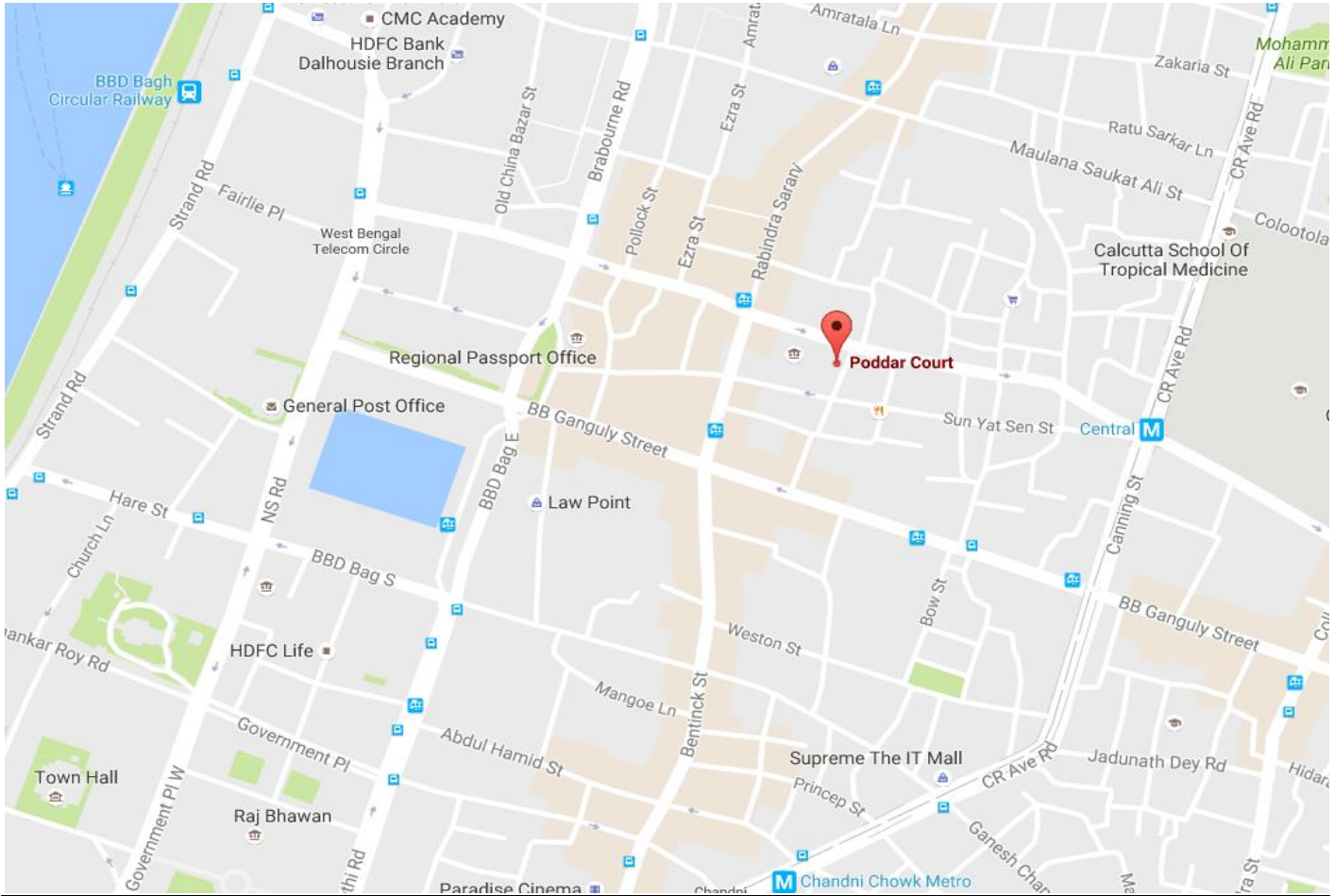
Notes:

- (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 04th September, 2018 of the 36th Annual General Meeting. The e-voting period starts from 09.00 A.M. on 26.09.2018 and ends at 5.00 P.M. on 28.09.2018, the e-voting module shall be disabled by CDSL for voting thereafter.

EMERALD COMMERCIAL LIMITED

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ROAD MAP TO AGM VENUE



18 RABINDRA SARANI, PODDAR COURT GATE NO.4, 4TH FLOOR,
ROOM NO.3, KOLKATA-700001