

ANNUAL REPORT

2014-15

VIRDHI COMMERCEIAL CO. LTD.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Manjula Agarwal- Chairperson and Executive Director
Alpana Agarwal - Executive Director and CFO
K. K. Poddar - Independent Director
A.Venkatesh - Independent Director
Hanuman Prasad Agarwal- Non-Executive Director

AUDITORS

M/s. RUNGTA & RUNGTA
Chartered Accountants
25, R.N.Mukherjee Road

BANKERS

CENTRAL BANK OF INDIA

REGISTERED OFFICE

711, "KRISHNA",
224, A.J.C.Bose Road,
7th Floor Kolkata-700 017
Phone: (033) 2290-7902, 22877892, 2287-7622
Fax: (033) 2287-8577

SHARE TRANSFER AGENT

M/s.Niche Technologies Pvt.Ltd.
D-511, Bagree Market
71,B.R.B.Basu Road
Kolkata 700 001

CONTACT PERSON

Mr. S. Abbas
Phone: (033) 2235727071/3070
Fax: (033) 22156823
E-mail: nichetechpl@nichetechpl.com

EXCHANGE ON WHICH COMPANY'S SHARES ARE LISTED

CALCUTTA STOCK EXCHANGE LTD.

NOTICE

NOTICE is hereby given that 33rd Annual General Meeting of the Members of Virdhi Commercial Company Limited will be held at its Registered Office at 'Krishna' Room No.711, 224, A. J. C. Bose Road, Kolkata-700 017 on Monday, 28th September 2015 at 12.30 P.M. to transact the following business:-

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the audited profit and loss Account for the financial year ended 31st March, 2015 and Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
- 2.** To elect a director in place of Smt. Manjula Agarwal (DIN:00050203) who retires by rotation and being eligible, offers himself for reappointment.
- 3.** To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following Resolution as an ordinary Resolution:

“Resolved that pursuant to the provision of sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules Viz. Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Rungta & Rungta, firm, Chartered Accountant (Registration No. 0305134E), which has been approved at the Annual General Meeting held on September 29, 2014 for the term of 3 years, i.e. from the conclusion of the 32nd Annual General meeting until the conclusion of the 35th Annual General Meeting, be and is hereby ratified for the Financial Year 15-16 at such remuneration to be fixed by the Board of directors of the company, based on the recommendation of the Audit Committee, in addition to reimbursement of out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

- 4.** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Shri A.Venkatesh:-

“RESOLVED THAT Shri A.Venkatesh (DIN: 01047632) who was appointed as an Additional Director with effect from March, 30, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 115 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing,

under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Shri A.Venkatesh as an Independent Director:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any Statutory amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Shri A.Venkatesh (DIN: 01047632), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting upto 27th September, 2020 and that he shall not be liable to retire by rotation.”

6. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an ordinary Resolution for the appointment of Shri K.K.Poddar as an Independent Director:-

Resolved that pursuant to the provision of section 149, 150,152 and all other applicable provisions, if any of the companies act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof , for the time being in force) read with Schedule IV of the Act , Shri K.K.Poddar (DIN. 01105058), Non-Executive Director of the Company whose period of office is liable to retirement by rotation as per companies act, 1956, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and who is eligible for appointment , be and is hereby appointed as an independent director of the company , whose term shall not be liable to retire by rotation, to hold the office for a term up to 27th September, 2020.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Shri Hanuman Prasad Agarwal:-

“RESOLVED THAT Hanuman Prasad Agarwal (DIN: 07224886) who was appointed as an Additional Director with effect from June, 30, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 115 of Article of Association of the Company and who holds office up to the date of this Annual General

Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for **Re-appointment of Smt. Manjula Agarwal as Whole Time Director**

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable Articles of the Articles of Association of the Company, consent of the company be and is hereby accorded to the re-appointment of Smt. Manjula Agarwal (DIN 00050203) as Whole Time Director of the Company for a period of three (3) years commencing from June 30th 2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the remuneration of Smt. Manjula Agarwal, Whole Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the explanatory statement to this resolution and the Companies Act, 2013.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for **Re-appointment of Smt. Alpana Agarwal as Whole Time Director and CFO**

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable Articles of the Articles of Association of the Company, consent of the company be and is hereby accorded to the re-appointment of Smt. Alpana Agarwal (DIN 00050237) as Whole Time Director and CFO of the Company for a period of three (3) years commencing from June 30th 2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the remuneration of Smt. Alpana Agarwal, Whole Time Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject

to the overall limits specified under the explanatory statement to this resolution and the Companies Act, 2013.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos.4 to 9 of the Notice, is annexed hereto.
3. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Transfer Books of the Company will be closed from Tuesday 22nd September 2015 to Monday, 28th September 2015, both days inclusive.
4. The members holding shares in the dematerialized mode are requested to intimate all changes with respect to their mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant (DP), which would be changed automatically in the company's record which will help the company to provide efficient and better service to the members.
5. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.
6. All documents if any referred to in the notice are open for inspection at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting and also at the meeting.

7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least seven days in advance of the AGM.
8. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. Members/Proxies are requested to bring their Attendance Slip for attending the Meeting.
10. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Electronic copy of the Annual Report for 2015 is being sent to all the Members whose e-mail 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 the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity atleast once in a financial year, to the Member to register his e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.virdhicommercial.net

12. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business

may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

- II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through allot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The proceed and manner for remote e-voting are as under:
 - i. The e-voting period commences on 25th September, 2015 (9.00 a.m. IST) and ends on 27th September, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date 21st, September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on “Shareholders” tab.
 - iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. 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.
 - vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first 2 Characters of the name of First Holder and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable

	number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company then please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant "**Virdhi Commercial Co.Ltd.**" on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non –Individual Shareholders and custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at ajasso.abhijeet@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, upto 5:00 pm without which the vote shall not be treated as valid.

14. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cutoff date 21st September, 2015.
15. The shareholder shall have one vote per equity share held by them as on the cutoff date 21st September, 2015.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the EOGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Any person who acquires shares after dispatch of the Notice of Annual General meeting and holding shares as on the cut-off date i.e 21st September, 2015, are requested to send the written / email communication to the Company at virdhicom@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. CS Abhijeet Jain of A&J Associate, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated Scrutinizer's Report to the Chairman of the Company.
20. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.virdhicommercial.net. and on the website of CDSL www.evoting.com and communicated to the CSE Limited where the shares of the Company are listed.

By Order of the Board

Kolkata, 12th August 2015

Manjula Agarwal

(Director)

(DIN: 00050203)

(CIN) : L67120WB1982PLC034846

Website: www.virdhicommercial.net

E-mail :virdhicom@rediffmail.com

Registered Office:

“Krishna”, 224, A.J.C.Bose Road,

Kolkata-700 017

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

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

Item Nos. 4 to 5

Pursuant to the provisions of section 149 of the Act read with Schedule IV of the Act, appointment of an Independent Director requires approval of the members.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed that Shri A. Venkatesh be appointed as an Independent Director of the Company. The appointment of Shri A.Venkatesh shall be effective upon approval by the members in the meeting.

Shri A.Venkatesh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and given his consent to act as a Director.

The Company has received a declaration from Shri A. Venkatesh that he meets the Criteria of Independence as prescribed both under sub-section (6) of section 149 of the Act. In the opinion of the Board, Shri A. Venkatesh fulfills the conditions of his appointment as an Independent Director as specified in the Act, rules framed thereunder. Shri A.Venkatesh is independent of the management and possesses appropriate Skills, experience and Knowledge.

He does not hold any share in the Company.

The Company has received a notice in writing from a member along with deposit of requisite amount under section 160 of the Act proposing the candidature of Shri A. Venkatesh for the office of Director of the Company.

Copy of the draft Letter of Appointment of Shri A.Venkatesh as Independent Director setting out terms and conditions of his appointment is available for inspection at the Registered Office of the Company during business hours on any working day till the date of Annual General Meeting and the terms and conditions for the appointment of independent director is also available on the website of the Company www.virdhicommercial.net

The details of the independent Director whose appointment is proposed at Item No. 4 and 5 of the accompanying notice has been given in the annexure attached.

Save and except Shri A. Venkatesh and his relatives, to the extent of their Shareholding, if any in the Company, none of the other Directors/Key managerial personnel of the Company/ their relatives thereof, are in any way, concerned or interested financially or otherwise in the resolution no. 4 and 5 of the notice.

Item No. 6

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation and shall be appointed for not more than two terms of five years each.

The Nominations Committee has recommended the appointment of Shri K. K. Poddar as Independent Director for a term of five years.

Shri K. K. Poddar non-executive director of the Company has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of him as Independent Directors is now being placed before the Members for their approval.

He does not hold any share in the Company.

A copy of the draft Letters of Appointment for Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during business hours on any working day till the date of Annual General Meeting and

the terms and conditions for the appointment of independent director is also available on the website of the Company www.virdhicommercial.net

Save and except Shri K. K. Poddar and his relatives, to the extent of their Shareholding, if any in the Company, none of the other Directors/Key managerial personnel of the Company/ their relatives thereof, are in any way, concerned or interested financially or otherwise in the resolution no. 6 of the notice.

Item No.7

As recommended by NRC, the Board appointed Shri Hanuman Prasad Agarwal as an Additional Director of the Company with effect from June 20, 2015, pursuant to the provisions of Article 107 of the Articles of Association of the company read with Section 161(1) of the Companies Act, 2013. Shri Hanuman Prasad Agarwal holds office as director of the Company up to the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received signifying intention to propose Shri Hanuman Prasad Agarwal as a candidate for the office of Director of the Company.

Board recommends for the approval of Members, the appointment of Shri Hanuman Prasad as Director of the Company, whose term of office shall be subject to retirement by rotation.

He does not hold any share in the Company.

Save and except Shri Hanuman Prasad Agarwal and his relatives, to the extent of their Shareholding, if any in the Company, none of the other Directors/Key managerial personnel of the Company/ their relatives thereof, are in any way, concerned or interested financially or otherwise in the resolution no. 7 of the notice.

Item No.8

Smt. Manjula Agarwal was appointed as Whole Time Director for a period of Five years w.e.f. July 1, 2010 at a remuneration approved by shareholders in Annual General Meeting held on 30th September 2010. Her office as whole time director was due for renewal with effect from 30th June, 2015.

Considering the duties and responsibilities of the office of Whole Time Director and on the recommendation of the Nomination and Remuneration Committee, Board at their meeting held on 30th May, 2015 approved the re-appointment of Smt. Manjula Agarwal as Whole time Director for a period of three (3) years commencing from 30th June, 2015.

The Board further approved revision in her remuneration and other terms and conditions as recommended by the nomination and remuneration committee and set out herein after effective from August 1st, 2015.

She does not hold directorship in any other Company. She holds 116775 equity shares of the Company.

The Board considers that it would be in the interest of the Company to approve the following terms of re-appointment effective from 30th June, 2015 and remuneration of Whole time Director of the Company effective from 1st August, 2015.

SALARY

Salary of Rs. 75,000/- (Rupees Seventy Five Thousands only) per month with an authority to the Board to grant such further increases from time to time as they may deem fit, on the terms and conditions including remuneration in accordance with the provisions contained in SECTION II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

PERQUISITES:

In addition to the aforesaid salary, the Whole Time Director shall be entitled to the following perquisites:

Perquisites: Perquisites applicable to the Whole time Director are as follows:-

- ii. Housing : Residential accommodation or House Rent Allowance at the rate of 50% of Salary.
- iii. Leave: Smt. Manjula Agarwal will be entitled to leave with full pay or encashment thereof as per the rules of the company. Encashment of the unavailed leave being allowed at the end of tenure.
- iii. Leave Travel Concession: Reimbursement of all expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred of self and family during leave travel periods, wherever undertaken, whether in India or abroad.
- iv. Company's contribution to Provident Fund and superannuation funds to the extent these not taxable under the Income Tax Act, 1961 which shall not be included in the computation of limits for remuneration or perquisites.
- v. Gratuity: Gratuity at the rate of 15 day's salary for each completed year of service.
- vi. Personal Accident Insurance: Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

- vii. Entertainment Expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.
- Viii Club Memberships: Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.
- ix. Medical Reimbursement: Reimbursement of actual medical expenses incurred in India/or abroad and including hospitalization, nursing home and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant are also payable.
- x. Expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company and Company will provide such furniture and furnishing as may be required by the whole time Director.
- xi. Use of Company Car and telephone for official purpose.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of her tenure as Whole Time Director, the payment of salary, perquisites and other allowances shall be restricted to the limits prescribed in SECTION II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

For the purpose of computation of minimum remuneration, the following shall not be included:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (b) Gratuity at the rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure.

Copy of the agreement would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day till the date of Annual General Meeting.

The Directors recommend this resolution for the approval of shareholders by way of special resolution.

Save and except Smt. Manjula Agarwal and her relatives, to the extent of their Shareholding, if any in the Company, none of the other Directors/Key managerial personnel of the Company/ their relatives thereof, are in any way, concerned or interested financially or otherwise in the resolution no. 8 of the notice.

Statement as per part II of Schedule V:

General Information			
1.	Nature of Industry	The company is a Non Banking Financial Company. The main Business of the Company is Investment in securities, dealing in shares and providing loan.	
2.	Date or expected date of commencement of commercial production	Not Applicable	
3.	In case of new companies expected date of commercial of activities as per project approved by financial Institution appearing in prospectus	Not Applicable	
4.	Financial performance based on given indicators	Financial year 2014-15 (Rs. In lacs)	Financial year 2013-14 (Rs. In lacs)
	Total Income	13.30	13.11
	Profit/(loss) before tax	13.14	12.80
	Net profit after taxation	9.15	9.37
5.	Export performance and net foreign exchange earned	FOB Value of Export	Amount (Rs in lacs)
		Not Applicable	
6.	Foreign Investments or collaboration if any	Not Applicable	
	Information about Director		
1	Information about Director	Smt Manjula Agarwal is the Whole Time Director and Promoter of the Company. She has been associated with the Company for over 19 years.	
2	Past Remuneration	Rs.720000/-p.a.	
3	Recognition of Awards	Nil	
4.	Job Profile and her suitability	Smt Manjula Agarwal shall be responsible for day to day operation and managing affairs of the Company under the superintendence, guidance and control of the Board. Her experience, knowledge, contributions and directions are compulsorily required for the growth and success of the Company.	
5.	Remuneration proposed	As mentioned under explanatory Statement	
6	Comparative remuneration profile	The proposed remuneration is commensurate with	

	with respect to industry, size of the company, profile of the position and person	size and nature of business of the company and huge responsibility Smt. Manjula Agarwal is carrying. The remuneration does differ from Company to Company in the industry depending on the respective operation
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Smt Manjula Agarwal is a promoter Director She has pecuniary relationship with the Company in her capacity as Whole Time Director and Promoter. She holds 6.25% Shares in the paid up capital of the Company. She is not related with any managerial personnel of the Company.
	<i>Other Information</i>	
1.	Reasons of loss or inadequate Profit	Uncertain Economic Conditions, poor economic growth, high inflation, slow-down in industrial growth severely affected Capital Market. This had an adverse effect on profitability.
2.	Steps taken or proposed to be taken for improvement	The Company is reconstructing its entire business activities and investing in good scrips
3.	Expected increase in profits	The management is optimistic of achieving improvement in performance in FY-2015-2016.
	<i>Disclosures</i>	
1.	Disclosures	Remuneration Package and disclosures in respect of the managerial person has been fully mentioned in the respective resolution read with explanatory statement

Item No.9

Smt. Alpana Agarwal was appointed as Whole Time Director for a period of Five years w.e.f. July 1, 2010 at a remuneration approved by shareholders in Annual General Meeting held on 30th September 2010. She was also appointed as key managerial personnel (CFO) of the company in terms of provisions of Section 203 of the Companies Act, 2013 with effect from 1st April 2014.t 2014. Her office as whole time director was due for renewal with effect from 30th June, 2015. Considering the duties and responsibilities of the office of Executive Director and CFO and on the recommendation of the Nomination and Remuneration Committee, Board at their meeting held on 30th May, 2015 approved the re-appointment of Smt. Alpana Agarwal as Executive Director & CFO for a period of three (3) years commencing from 30th June, 2015.

The Board further approved revision in her remuneration and other terms and conditions as recommended by the nomination and remuneration committee and set out herein after effective from August 1st, 2015.

She does not hold directorship in any other Company. She holds 114025 equity shares in the Company.

The Board considers that it would be in the interest of the Company to approve the following terms of re-appointment with effect from 30th June, 2015 and remuneration of as Executive Director & CFO of the Company effective from 1st August, 2015.

SALARY

Salary of Rs. 75,000/- (Rupees Seventy Five Thousands only) per month with an authority to the Board to grant such further increases from time to time as they may deem fit, on the terms and conditions including remuneration in accordance with the provisions contained in SECTION II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

PERQUISITES:

In addition to the aforesaid salary, the Whole Time Director shall be entitled to the following perquisites:

Perquisites: Perquisites applicable to the Whole time Director are as follows:-

- iv. Housing : Residential accommodation or House Rent Allowance at the rate of 50% of Salary.
- v. Leave: Smt. Alpana Agarwal will be entitled to leave with full pay or encashment thereof as per the rules of the company. Encashment of the unavailed leave being allowed at the end of tenure.
- iii. Leave Travel Concession: Reimbursement of all expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred of self and family during leave travel periods, wherever undertaken, whether in India or abroad.
- v. Company's contribution to Provident Fund and superannuation funds to the extent these not taxable under the Income Tax Act, 1961 which shall not be included in the computation of limits for remuneration or perquisites.
- v. Gratuity: Gratuity at the rate of 15 day's salary for each completed year of service.
- vi. Personal Accident Insurance: Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

- vii. Entertainment Expenses: Reimbursement of entertainment expenses incurred in the course of business of the Company.
- Viii Club Memberships: Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.
- ix. Medical Reimbursement: Reimbursement of actual medical expenses incurred in India/or abroad and including hospitalization, nursing home and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant are also payable.
- x. Expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company and Company will provide such furniture and furnishing as may be required by the whole time Director.
- xi. Use of Company Car and telephone for official purpose.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the currency of her tenure as Whole Time Director, the payment of salary, perquisites and other allowances shall be restricted to the limits prescribed in SECTION II of Part II of Schedule V to the Companies Act,2013 as minimum remuneration.

For the purpose of computation of minimum remuneration, the following shall not be included:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (b) Gratuity at the rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure.

The Directors recommend this resolution for the approval of shareholders by way of special resolution.

Copy of the agreement would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day till the date of Annual General Meeting.

Save and except Smt. Alpana Agarwal and her relatives, to the extent of their Shareholding, if any in the Company, none of the other Directors/Key managerial personnel of the Company/ their relatives thereof, are in any way, concerned or interested financially or otherwise in the resolution no. 9 of the notice.

Statement as per part II of Schedule V:

General Information			
1.	Nature of Industry	The company is a Non Banking Financial Company. The main Business of the Company is Investment in securities, dealing in shares and providing loan.	
2.	Date or expected date of commencement of commercial production	Not Applicable	
3.	In case of new companies expected date of commercial of activities as per project approved by financial Institution appearing in prospectus	Not Applicable	
4.	Financial performance based on given indicators	Financial year 2014-15 (Rs. In lacs)	Financial year 2013-14 (Rs. In lacs)
	Total Income	13.30	13.11
	Profit/(loss) before tax	13.14	12.80
	Net profit after taxation	9.15	9.37
5.	Export performance and net foreign exchange earned	FOB Value of Export	Amount (Rs in lacs)
		Not Applicable	
6.	Foreign Investments or collaboration if any	Not Applicable	
	Information about Director		
1	Information about Director	Smt Alpana Agarwal is the Whole Time Director and Promoter of the Company. She has been associated with the Company for over 19 years.	
2	Past Remuneration	Rs.720000/-p.a.	
3	Recognition of Awards	Nil	
4.	Job Profile and her suitability	Smt Alpana Agarwal shall be responsible for day to day operation and managing affairs of the Company under the superintendence, guidance and control of the Board. Her experience, knowledge, contributions and directions are compulsorily required for the growth and success of the Company.	
5.	Remuneration proposed	As mentioned under explanatory Statement	
6	Comparative remuneration profile	The proposed remuneration is commensurate with	

	with respect to industry, size of the company, profile of the position and person	size and nature of business of the company and huge responsibility Smt. Alpana Agarwal is carrying. The remuneration does differ from Company to Company in the industry depending on the respective operation
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Smt Alpana Agarwal is a promoter Director She has pecuniary relationship with the Company in her capacity as Whole Time Director and Promoter. She holds 6.10% Shares in the paid up capital of the Company. She is not related with any managerial personnel of the Company.
	<i>Other Information</i>	
1.	Reasons of loss or inadequate Profit	Uncertain Economic Conditions, poor economic growth, high inflation, slow-down in industrial growth severely affected Capital Market. This had an adverse effect on profitability.
2.	Steps taken or proposed to be taken for improvement	The Company is reconstructing its entire business activities and investing in good scrips
3.	Expected increase in profits	The management is optimistic of achieving improvement in performance in FY-2015-2016.
	<i>Disclosures</i>	
1.	Disclosures	Remuneration Package and disclosures in respect of the managerial person has been fully mentioned in the respective resolution read with explanatory statement

By Order of the Board

Manjula Agarwal
(Director)
(DIN: 00050203)

Kolkata, 12th August,, 2015

(CIN) : L67120WB1982PLC034846
Website: www.virdhicommercial.net
E-mail :virdhicom@rediffmail.com
Registered Office:
"Krishna", 224, A.J.C.Bose Road,
Kolkata-700 017

VIRDHI COMMERCIAL CO. LTD.
 CIN: L67120WB1982PLC034846
 Registered Office: “Krishna”, 7TH Floor Room no 711
 224, A.J.C.Bose Road, Kolkata-700 017
 www.virdhicommercial.net, E-mail :virdhicom@rediffmail.com

PROXY FORM

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

CIN	L67120WB1982PLC034846		
Name of the Company	Virdhi Commercial Co. Ltd.		
Registered Office	“Krishna”, 7 TH Floor Rno 711 224, A.J.C.Bose Road, Kolkata-700 017		
Name of the Member(s)			
Registered Address			
E-mail Id			
Folio No./Client Id		DP ID	

I/We, being the member (s) of ----- shares of the above named Company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature	
	Or failing him		
2.	Name		
	Address		
	Email ID	Signature	
	Or failing him		
3.	Name		
	Address		
	Email ID	Signature	

As my/our proxy to attend and vote (on a poll) and on my/ our behalf at the 33rd Annual General Meeting of the Company, to be held on Monday, 28th September, 2015 at 12.30 P.M at “Krishna”, 7TH Floor Room no 711, 224, A.J.C.Bose Road, Kolkata-700 017and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	Vote (Optional) (See Note No. 3)
----------------	------------	-------------------------------------

		For	Against
Ordinary Business			
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015		
2.	To elect a director in place of Smt. Manjula Agarwal who retires by rotation and being eligible, offers himself for reappointment.		
3.	To ratify the appointment of Rungta & Rungta as Auditors and fixing of their remuneration		
Special Business			
4.	Appointment of Shri A. Venkatesh as Director of the Company		
5.	Appointment of Shri A. Venkatesh as Independent Director of the Company		
6.	Appointment of Shri K.K.Poddar as Independent Director of the Company		
7.	Appointment of Shri Hanuman Prasad Agarwal as Director of the Company		
8.	Re-appointment of Smt Manjula Agarwal as Whole Time Director of the Company		
9.	Re-appointment of Smt Alpana Agarwal as Whole time Director and CFO of the Company		

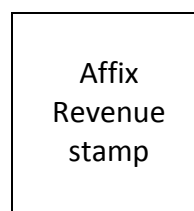
Signed this----- day of-----2015.

Signature of Shareholder:-----

Signature of 1st Proxy holder:-----

Signature of 2nd Proxy holder:-----

Signature of 3rd Proxy holder:-----



Note:

1. 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.
2. Any alteration or correction made to this proxy form must be initialed by the signatory/signatories.
3. If you wish to vote for a resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit.

VIRDHI COMMERCIAL CO. LTD.

CIN: L67120WB1982PLC034846

Registered Office: "Krishna", 7TH Floor Room no 711
224, A.J.C.Bose Road, Kolkata-700 017
www.virdhicommercial.net, E-mail: virdhicom@rediffmail.com

ATTENDANCE SLIP

DP ID No.*		Regd Folio No.	
------------	--	----------------	--

Client ID No.*		No. of Share(s) held	
----------------	--	----------------------	--

*Applicable for shares held in electronic form

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Monday, 28thSeptember, 2015 at 12.30 P.M at the "Krishna", 7TH Floor Room No 711, 224, A.J.C.Bose Road, Kolkata-700 017

Full name of shareholder/Proxy-----
(In Block Letter)

Signature of Shareholder/ Proxy

VIRDHI COMMERCIAL COMPANY LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in submitting the 33rd Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 2015.

FINANCIAL RESULTS :

Particulars	31.03.2015		31.03.2014	
	Profit before Depreciation	1330564		1311486
Depreciation and amortization expenses	-----		30966	
Profit before Taxation	1330564	1314534	1280520	134128
Less: Prior Period Adjustment	(16030)		60708	
Provision for Taxation	391000		402000	
Deferred Tax	11799		3705	
Excess/ (Short) Provision for Tax of earlier year written back	2967		1784	
Profit after Tax	914702		937307	
Less: Transfer to Statutory Reserve Fund	350000		350000	
Add: Balance in Profit & Loss A/c	20940984		20353677	
Less: Adjustment relating to fixed assets	17251		-----	
Balance carried to Balance Sheet	21488435		20940984	

DIVIDEND:

In view of long term requirement of funds, your directors do not recommend any dividend.

DEPOSITS:

Your Company is a non deposit taking Company (NBFC-ND). The Company has not accepted any fixed deposit during the year under review. The Company has passed a resolution for non acceptance of deposits from public.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RISK MANAGEMENT

At present, risk management is handled by the Whole time Directors and the risk management policy is yet to be framed.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

RBI guidelines

Reserve Bank of India (RBI) granted the Certificate of Registration to the Company in February, 1998 vide Registration No. 05.00462, to commence the business of a non-banking financial institution without accepting deposits. Your Company is a Non-Deposit accepting Non-Banking Financial Company (NBFC-ND). The Company has complied with and continues to comply with all the applicable regulations and directions of the RBI.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Retirement by Rotation:

Smt. Manjula Agarwal is retiring by rotation and being eligible, offer himself for re-appointment, pursuant to Section 152(6) of the Companies Act, 2013.

B) Appointment , Reappointment and Resignation

In accordance with the provisions of section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of your Company is seeking the appointment of Shri K.K.Poddar as Independent Director, whose period of office is liable to determine by retirement of director by rotation under the erstwhile applicable provision of the companies Act, 1956, meets all the criteria of Independence as laid down under section 149(6) and the code for independent Directors in schedule IV of the Companies Act, 2013.

Accordingly the Board recommends the aforesaid director as independent director of the Company to hold the office for 5 (five) consecutive years for a term upto 5 (Five) Years whose period of office shall not be liable to determine by retirement of directors by rotation.

During the period under review, on the recommendation of Nomination and Remuneration Committee, Shri A.Venkatesh was appointed as an Additional Director in the category of Independent Director of the Company w.e.f. 30th March, 2015. In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company he holds office till the ensuing AGM of the Company and being eligible offers himself for appointment as an Independent Director.

At the same Board Meeting, Board appointed Lata Bagri as additional Non-Executive Director who would be holding office up to the date of Forthcoming Annual General Meeting, but she resigned from the Board with effect from 7.04.2015. The Board places on record its appreciation and gratitude for her guidance during her association with the Company.

The Company has received notices in writing along with deposits of requisite amounts as per Section 160 of the Act, from members proposing the candidatures of Shri A.Venkatesh and Shri K.K.Poddar for the office of Independent Director for a period of Five (5) Consecutive years from the date of appointment at ensuing Annual General Meeting and that of Shri Hanuman Prasad for the office of Non-Executive Director.

The Board in its meeting held on 30.06.2015 appointed Shri Hanuman Prasad Agarwal as Non-Executive Director of the Company who shall hold office up to the date of forthcoming AGM.

Accordingly the Board recommends Shri A.Venkatesh as an independent directors of the company to hold the office for 5 (five) consecutive years for a term upto 2020 whose period of office shall not be liable to determination by retirement of directors by rotation and Shri Hanuman Prasad Agarwal as Non-Executive Director of the Company.

Smt. Alpana Agarwal was appointed the Whole Time Director of the Company for the period of Five years with effect from 1st July, 2010 and CFO of the Company with effect from 1st April, 2014. On the recommendation of the NRC, the Board of Directors in its meeting held on 30.06.2015, has re-appointed her as the Whole Time Director of the Company and CFO for further period of three Years, subject to the approval of members.

Smt. Manjula Agarwal was appointed the Whole Time Director of the Company for the period of Five years with effect from 1st July, 2010. On the recommendation of the NRC, the Board of Directors in its meeting held on 30.06.2015, has re-appointed her as the Whole Time Director of the Company for further period of three Years, subject to the approval of members.

Mr. Subhmoy Das has been appointed as Company Secretary, KMP and Compliance officer of the Company with effect from 30th March, 2015. However, he resigned from the Company with effect from 5th June, 2015.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Companies Act 2013.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meets with the criteria for 'Independent Director' as laid down in the Companies Act, 2013.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the provision of section 134 (p) of the Companies Act 2013, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including *inter alia* degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was not carried out by the Board, as the time span between their appointment and end of financial Year were too short to be evaluated.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has not received any complaint of sexual harassment during the financial year 2014-15.

TRANSACTIONS WITH RELATED PARTIES

.

All the related party transactions that were entered into during the financial year were on arm's length basis and in ordinary course of business. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure I** in Form AOC-2 and the same forms part of this report.

Your Directors draw attention of the members to Note 32 to the financial statement which sets out related party disclosures.

Committees of the Board

Audit committee

The Board of Directors in its meeting dated 30th March, 2015 constituted the Audit Committee as per provisions of Section 177 of the Companies Act, 2013 by the Board, as detailed under:

- i. Mr. A.Venkatesh, Chairman (Independent Director)
- ii. Mr. K.K.Poddar. , Member (Independent Director)
- iii. Lata Bagri, Member (Non-executive Director) *
- iv. Mr. Hanuman Prasad Agarwal, Member (Non-executive Director)**

*. *Lata Bagri, Non Executive Directors, ceased to be member of the Audit Committee effective from April 7, 2015.*

***Mr. Hanuman Prasad Agarwal was inducted to the Audit Committee effective from June 30, 2015*

The Term of Reference of the Audit Committee *inter alia*, include,—

- (i) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) Examination of the financial statement and the auditors' report thereon;
- (iv) Approval or any subsequent modification of transactions of the company with related parties;
- (v) Scrutiny of inter-corporate loans and investments;
- (vi) Valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) Evaluation of internal financial controls and risk management systems;
- (viii) Monitoring the end use of funds raised through public offers and related matters.

Nomination and Remuneration Committee

The Board of Directors at its meeting held on March 30, 2015 had constituted the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013, as detailed below:

- i. Mr. A.Venkatesh, Chairperson (Independent Director)
- ii. Mr. K.K.Podar Member (Independent Director)
- iii. Lata Bagri, Member (Non Executive Director)*
- iv. Mr. Hanuman Prasad Agarwal, Member (Non Executive Director)**

*. *Lata Bagri, Non Executive Directors, ceased to be member of the Audit Committee effective from April 7, 2015.*

** *Mr. Hanuman Prasad Agarwal was inducted to the Nomination and Remuneration Committee effective from June 30, 2015.*

During the year under review, your Company has adopted a Nomination and Remuneration Policy in terms of the provisions of Section 178 of the Companies Act, 2013. The remuneration paid by the Company to its employees and directors is as per this Nomination and Remuneration Policy, the details of which is given in Annexure-II

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the Financial Statements.

LISTING AGREEMENT

The Equity Shares of the Company are listed on Calcutta Stock Exchange Ltd.. The Company has paid the listing fee for FY 2015-16 to the Calcutta Stock Exchange Ltd.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. Rungta & Rungta, Chartered Accountants, Statutory Auditors of the Company, had been appointed as Statutory Auditors of your Company, for a period of three years at the Annual General Meeting held on 29th September, 2014. However, as per the first proviso of section 139(1) of the Companies Act, 2013, the appointment of auditors has to be ratified by the members at every Annual General Meeting. The Company has received a letter from auditors confirming their eligibility for re-appointment and meet the criteria for appointment specified in Section 141 of the Companies Act, 2013

Based on the recommendation of the Audit Committee and as per the provision of section 139(1) of the Companies Act, the Board of your Company proposes to ratify the appointment of M/s Rungta & Rungta, Chartered Accountant, as the Statutory Auditors of the Company for fy-2015-16.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

The Board had appointed M/s S.M. Gupta & Co., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as **Annexure-III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DISCLOSURES:

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: <http://www.virdhicommercial.net/uploads/VigilWhistle/policy.pdf>.

Meetings of the Board

Seven meetings of the Board of Directors were held during the year.

Conservation of energy, technology absorption and Foreign Exchange Earnings and outgo

The provisions of Section 134(3) (m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to your Company as it is not a manufacturing company. However, your Company has been increasingly using information technology in its operations and promotes conservation of resources. During the year under review, there was no foreign earning or expenditure in the Company.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as **Annexure IV** to this Report.

Disclosures required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year is 1:1
2. During the year under review there was nil increase in the remuneration of Whole time Director and Chief Financial Officer of your Company.
Mr. Subhomoy Das was appointed as the Company Secretary with effect from 30th, March, 2015. Accordingly the disclosures with respect to increase in remuneration is not made.
3. During the year under review there was nil increase in the median remuneration of the employees.
4. As on March 31, 2015 there were 2 permanent employees on the rolls of your Company.
5. The Company follows prudential remuneration policy under the guidance of the Board and Nomination and Remuneration Committee. Remuneration is linked to corporate performance, Business performance and individual performance.
6. Comparison of the remuneration of the Key Managerial Personnel against the Performance of the Company

There was nil increase in the remuneration of the Key Managerial personnel.

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies:

	March 31, 2014	March 31, 2015
Market capitalization (Rs. In lacs)	65.40	65.40
Price Earnings Ratio	7.00	7.14
Decrease in the market quotations of equity shares in comparison to the rate at which the last public offer made in	65%	65%

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial

remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Not applicable

9. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

The ratio of the remuneration of each of the KMP to the PAT of the Company

ED & CEO	78.71%
ED & CFO	78.71%

Mr. Subhomoy Das was appointed as the Company Secretary with effect from 30th, March, 2015. Accordingly the disclosures with respect to increase in remuneration is not made.

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

Not applicable

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

Not applicable

12. Affirmation that the remuneration is as per the remuneration policy of the Company

Yes

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under ESOS
4. The Whole-time Directors of the Company do not receive any remuneration or commission from any of its subsidiaries as the Company does not have any Subsidiary.
5. Particulars of Employees and related disclosures as per section 197(12) and Rule 5(2) and Rule 5(3).
7. 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.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for all associates for their Co-operation extended to the Company during the year.

By Order of the Board

Place: Kolkata

Date : 12.08.2015

Alpana Agarwal
Director
(DIN:00050237)

Manjula Agarwal
Director
(DIN:00050203)

ANNEXURE-I

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Not Applicable
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of	Glittek Granites Ltd.

	relationship	(Associated Company)
	Nature of contracts/arrangements/transaction	Rent Received
	Duration of the contracts/arrangements/transaction	Usually Annual
	Salient terms of the contracts or arrangements or transaction including the value, if any	Maintained at arm's length similar to third party contracts. Value of such transactions during the financial year is mentioned in the notes forming part of the financial statements at Note no. 32
	Date of approval by the Board	N.A
	Amount paid as advances, if any	N.A

Alpana Agarwal
Director
(DIN:00050237)

Manjula Agarwal
Director
(DIN:00050203)

Annexure-II

Nomination and Remuneration Policy

The Board of Directors of Virdhi Commercial Co. LTD. ("the Company") had constituted the "Nomination and Remuneration Committee" at the Meeting held on 30th March, 2015 with immediate effect, consisting of three (3) Non-Executive Directors of which majority are Independent Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

- 1.4. 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.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
 - 2.4.1. Chief Executive Officer or the Managing Director or the Manager;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary; and
 - 2.4.5. such other officer as may be prescribed.
- 2.5. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE

3.1. **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
 - 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
 - 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- ### 3.2 **Policy for appointment and removal of Director, KMP and Senior Management**

3.2.1 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

- a) Managing Director/Whole-time Director:

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

- b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. *However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.*
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in

writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

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

3.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the

Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

4.2 Minimum three (2) members shall constitute a quorum for the Committee meeting.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

10.4 Determining the appropriate size, diversity and composition of the Board;

10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

10.6 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

- 10.7 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.8 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.9 Recommend any necessary changes to the Board; and
- 10.10 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 to delegate any of its powers to one or more of its members of the Committee.
- 11.4 to consider any other matters as may be requested by the Board.
- 11.5 Professional indemnity and liability insurance for Directors and senior management

12. MINUTES OF COMMITTEE MEETING

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

Annexure-III

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED – 31.03.2015

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

To,
The Members,
VIRDHI COMMERCIAL CO LTD
Krishna 7th Floor 224 A J C Bose Rd
KOLKATA-700017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIRDHI COMMERCIAL CO. LTD.** (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (A statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and read with the Statutory Auditors' Report on Financial Statements and Compliance of the conditions of Corporate Governance and also the information provided by the Company, its officers; agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the company has, during the audit period covering the financial year ended on 31.03.2015 generally complied with the applicable 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **VIRDHI COMMERCIAL CO LTD** for the financial year ended on 31.03.2015 according to the applicable provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act; 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) to the extent applicable to the company:- **As reported to us, there were no FDI, ODI and ECB transactions in the company during the year under review.**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act) to the extent applicable to the company:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **No instances were reported during the year.**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable During the year.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **The Company has appointed a SEBI authorized Category I Registrar and Share Transfer Agent as required under Law.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable during the year.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **No buy – back was done during the year.**

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India: **not yet applicable**.
- ii. The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited.

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

We further report that as far as we have been able to ascertain -

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. Based on the compliance mechanism established by the Company and on the basis of the certificates placed before the Board and taken on record by the Directors at their meetings, we are of the opinion that the company has adequate systems and processes commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and the Company has complied with the applicable laws, as reported to us.

We further report that :

1. The Company has appointed a Company Secretary on 30.03.2015. Necessary forms are yet to be filed.
2. Form MGT-10 pursuant to Section 93 of the Companies Act, 2013 is yet to be filed.
3. Clause 49 of the Listing Agreement is not applicable to the Company.
4. There is no staff on the rolls of the Company.
5. The Company has not declared any dividend since incorporation and hence no amounts were required to be transferred to IEPF.
6. Section 135 of the Companies Act, 2013 relating to CSR is not applicable to the Company.
7. Articles of Association were altered during the year.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the company and its Officers for systems and mechanism set-up by the company for compliances under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

Place: Kolkata

Date: 30.05.2015

Encl: Annexure 'A' forming an integral part of this Report

(S.M.Gupta)

S.M.Gupta & Co.

FCS No:896

C P No:2053

To,
The Members,
VIRDHI COMMERCIAL CO LTD
Krishna 7th Floor 224 A J C Bose Rd
KOLKATA-700017

"Annexure A"

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

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

Place:Kolkata

Date:30.05.2015

(S.M.Gupta)

S.M.Gupta & Co.

FCS No:896

C P No:2053

Annexure-IV

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
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	L67120WB1982PLC034846
ii	Registration Date	29.04.1982

iii	Name of the Company	VIRDHI COMMERCIAL CO.LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES / INDIAN NON-GOVERNMENT COMPANY
v	Address of the Registered office & contact details	KRISHNA BUILDING, 7 TH FLOOR 224,A.J.C.BOSE ROAD KOLKATA-700 017, WEST BENGAL
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/S NICHE TECHNOLOGIES PVT. LTD., D-511, BAGREE MARKET 71, B.R.B.BASU ROAD KOLKATA -700 001 CONTACT PERSON : MR. S. ABBAS PHONE : 033 2235727071/3070 FAX : 033 22156823 E-MAIL : nichetechpl@nichetechpl.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Financial Services	64990	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	Glittek Granites Ltd. Plot No. 42, KIADB Industrial Area, Hoskote, Dist. Bangalore, Karnataka	L14102KA1990PLC023497	Associate Company	49.98%	2(6)
2.	Granites Mart Ltd. 41D, KIADB Industrial Area, Hoskote, Bangalore, Karnataka	U25209KA1999PLC025310	Associate Company	49.97%	2(6)
3.	Rubiks Agencies & Resorts Pvt. Ltd. Krishna Building, 7 TH Floor, 224,A.J.C.Bose Road, Kolkata-700 017, West Bengal	U51109WB1988PTC093566	Associate Company	41.30%	2(6)
4.	USD Tea Industries Pvt. Ltd. Krishna Building, 7 TH Floor, 224,A.J.C.Bose Road, Kolkata-700 017, West Bengal	U90498WB1999PTC090498	Associate Company	42.03%	2(6)
5.	Glittek Infrastructure Pvt. Ltd. Krishna Building, 7 TH Floor,	U45400WB2001PTC092970	Associate Company	22.80%	2(6)

C.	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	0	43450	43450	2.325	0	43450	43450	2.325
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	189000	228035	417035	22.318	189000	228035	417035	22.318
	c) Others Specify								
	1. NRI								
	2. Overseas Corporate Bodies								
	3. Foreign Nationals								
	4. Clearing Members								
	5. Trusts								
	6. Foreign Bodies - D.R.								
	Sub-total (B)(2)	189000	302985	491985	26.329	189000	302985	491985	26.329
	Total Public Shareholding (B) = (B)(1)+ (B)(2)	189000	302985	491985	26.329	189000	302985	491985	26.329
	Shares held by Custodian for GDRs & ADRs								
	GRAND TOTAL (A+B+C)	1565617	302985	1868602	100.000	1565617	302985	1868602	100.000

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of 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	Alpana Agarwal	114025	6.102	0.000	114025	6.102	0.000	0.000
2	Ashoke Agarwal	67456	3.610	0.000	67456	3.610	0.000	0.000
3	Ashoke Agarwal	85255	4.563	0.000	85255	4.563	0.000	0.000
4	Bimal Kumar Agarwal	3126	0.167	0.000	3126	0.167	0.000	0.000
5	Bimal Kumar Agarwal	58645	3.138	0.000	58645	3.138	0.000	0.000
6	Kamal Kumar Agarwal	4390	0.235	0.000	4390	0.235	0.000	0.000
7	Kamal Kumar Agarwal	78900	4.222	0.000	78900	4.222	0.000	0.000
8	Karuna Devi Agarwal	105445	5.643	0.000	105445	5.643	0.000	0.000
9	Manjula Agarwal	116775	6.249	0.000	116775	6.249	0.000	0.000
10	Mudit Agarwal	238100	12.742	0.000	238100	12.742	0.000	0.000
11	Rahul Agarwal	288500	15.439	0.000	288500	15.439	0.000	0.000
12	Tanushree Agarwal	56000	2.997	0.000				-2.997
13	Tushar Agarwal	160000	8.563	0.000	216000	11.559	0.000	2.996
	T O T A L	1376617	73.671	0.000	1376617	73.671	0.000	0.000

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	1376617	73.671%	There is no Change in promoter holding	

Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			
At the end of the year	1376617	73.671%	

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ARCHANA AGARWAL				
	a) At the Beginning of the Year	5000	0.268		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5000	0.268
2	AUTO SALES AGENCIES PVT. LTD.				
	a) At the Beginning of the Year	21500	1.151		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			21500	1.151
3	MIRA AGARWAL				
	a) At the Beginning of the Year	10005	0.535		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10005	0.535
4	NIDHI AGARWAL				
	a) At the Beginning of the Year	4230	0.226		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4230	0.226
5	PRADEEP KUMAR AGARWAL				
	a) At the Beginning of the Year	20000	1.070		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			20000	1.070
6	RAJESH KR AGARWAL				
	a) At the Beginning of the Year	19000	1.017		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			19000	1.017
7	RASHI AGARWAL				
	a) At the Beginning of the Year	189000	10.115		
	b) Changes during the year	NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			189000	10.115
8	RISHABH MERCANTILES PVT. LTD.				

	a) At the Beginning of the Year	10000	0.535		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.535
9	SUSHILA DEVI KILLA				
	a) At the Beginning of the Year	100000	5.352		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100000	5.352
10	SUSHILA KILLA				
	a) At the Beginning of the Year	79030	4.229		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			79030	4.229
	TOTAL	457765	24.498	457765	24.498

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Smt Alpana Agarwal	114025	6.1249	114025	6.102
2	Smt. Manjula Agarwal	116775	6.243	116775	6.243
3	Shri K.K.Poddar	Nil	Nil	Nil	Nil
4	Shri A. Venkatesh	Nil	Nil	Nil	Nil
5	Lata Bagri	Nil	Nil	Nil	Nil

V

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment						
			Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year						
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						
Additions			-	2470000	-	2470000
Reduction			-	400000	-	400000
Net Change			-	2070000	-	2070000
Indebtedness at the end of the financial year						

i) Principal Amount	-	2070000	-	2070000
ii) Interest due but not paid	-	7675	-	7675
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		2077675		2077675

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

A. **Remuneration to Managing Director, Whole time director and/or Manager:**

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Smt. Alpana Agarwal Whole Time Director	Smt. Manjula Agarwal Whole Time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	720000	720000	1440000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	720000	720000	1440000
	Ceiling as per the Act	Ceiling not applicable, since only minimum remuneration is paid.		

B. **Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount
		Sri A. Venkatesh	K.K.Poddar	
1	Independent Directors			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify	Nil	Nil	Nil
	Total (1)			
2	Other Non Executive Directors	Lata Bagri		
	(a) Fee for attending board committee meetings			Nil
	(b) Commission			
	(c) Others, please specify.	Nil		

C. OTHER OFFICERS IN DEFAULT		
Penalty		NO PENALTY
Punishment		
Compounding		

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF VIRDHI COMMERCIAL COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of VIRDHI COMMERCIAL CO.LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 of the state of affairs of the Company as at 31st March 2015, its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 23 to the financial statements ;
 - 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 by the Company to the Investor Education and Protection Fund

for **RUNGTA & RUNGTA**
(Regn. No 305134E)
Chartered Accountants

CA S K ROONGTAA
Partner
Membership No.15234

25, R.N Mukherjee Road,
Kolkata, the 30th day of May **2015**

ANNEXURE TO THE AUDITORS' REPORT

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

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) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed Assets have been physically verified by the management during the year based on a phased program of verifying all the assets over a period of three years, which in our opinion is reasonable having regard to the size of the Company and nature of fixed assets. As informed, no material discrepancies were noticed on such verification.
 - (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) As explained to us, the physical and demat verification in respect of stock of shares has been conducted by the management at reasonable intervals.
 - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of stocks of shares followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification as compared to book records.
- (iii) According to the information and explanations given to us, the Company has not granted any fresh 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.

In respect of the aforesaid loans, there is no stipulation as to repayment of loan and /or interest thereon. Further the loans are repayable by the party on demand/ call loan policy framed by the Company, therefore the question of overdue does not arise.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) In our opinion and according to information and explanations given to us the company has not accepted any deposit from public during the year.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing undisputed statutory dues including Investor Education and Protection Fund, income tax and nay other material Statutory dues, as applicable with the appropriate authorities and no statutory dues as on 31st March,2015 was outstanding for a period of more than six months from the date they became payable.

- (b) According to information and explanations given to us, there are no dues in respect of income tax, wealth tax, sales tax, custom duty, excise duty, service tax, cess and other statutory dues as applicable, which have not been deposited on account of any dispute except as set out below :

Name of the Statute	Nature of dues	Amount of Tax (Rs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act	Excise Duty Penalty	9,96,489=90 9,96,489=90 <u>19,92,979=80</u> Pertaining to the USD Inds Pvt. Ltd. (Transferor Company)	1993-94	Commissioner (Appeals)

- (c) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.
- (viii) There has no accumulated losses as at March, 2015 and it has not incurred cash losses during the year and immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us there being no dues to banks, as such the question of delay and default does not arise.
- (x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year
- (xi) In our opinion and according to information given to us no term loan has been taken by the Company during the year.
- (xii) 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.

As per our Report attached

for **RUNGTA & RUNGTA**
(Regn. No 305134E)
Chartered Accountants

25, R.N Mukherjee Road
Kolkata, the 30th day of May 2015

CA S K ROONGTAA
Partner
Membership No.15234

Name of the Company : VIRDHI COMMERCIAL COMPANY LTD
Balance Sheet as at 31.03.2015

Particulars		Note No.	As at 31 March 2015	As at 31 March 2014
			₹	₹
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	Share capital	2	18,686,020	18,686,020
	Reserves and surplus	3	194,443,287	193,545,837
2	Non-current liabilities			
	Deferred Tax Liabilities		21,706	9,907
3	Current liabilities			
	Short Term Borrowings	4	2,077,675	-
	Other current liabilities	5	185,910	123,771
	Short-term provisions	6	409,825	402,000
	TOTAL		215,824,424	212,767,534
II.	ASSETS			
1	Non-current assets			
	Fixed assets	7		
	(i) Tangible assets		116,429	133,680
	Non-current investments	8	164,723,986	164,723,986
	Long-term loans and advances	9	780,000	1,212,000
	Other non-current assets	10	381,286	1,072,540
2	Current assets			
	Inventories	11	730,387	747,626
	Cash and cash Equivalents	12	429,702	41,666
	Short-term loans and advances	13	48,562,633	44,736,036
	Other current assets	14	100,000	100,000
	TOTAL		215,824,424	212,767,534

Significant Accounting Policies

1

The notes referred to above form an integral part of the Accounts. This is the Balance Sheet referred to in our report of even date.

For Rungta & Rungta
Chartered Accountants
(Registration No.0305134E)

On Behalf of the Board

(S K Roongtaa)
(Partner)
Membership No 15234

Subhomoy Das
Company Secretary

Alpana Agarwal
Director
DIN: 00050237

Manjula Agarwal
Director
DIN:00050203

25, R.N.Mukherjee Road,
Kolkata, the 30th Day of May,2015

Name of the Company : VIRDHI COMMERCIAL COMPANY LTD
Statement of Profit and loss for the year ended 31.03.2015

Particulars	Note No.	As at 31 March 2015	As at 31 March 2014
		₹	₹
I. Revenue from operations	15	3,759,046	3,672,042
II. Other Income	16	188,233	-
III. Total Revenue		3,947,279	3,672,042
IV. Expenses:			
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	17	17,239	354
Employee benefits expense	18	1,458,825	1,540,613
Depreciation and amortization expense	19	-	30,966
Interest		7,675	-
Other expenses	20	1,132,976	819,590
Total expenses		2,616,715	2,391,522
V. Profit before exceptional items and tax (II - III)		1,330,564	1,280,520
VI. Exceptional items			
Prior Period Adjustment (Refer Note No 36)		(16,030)	60,708
VII. Profit before Tax (IV - V)		1,314,534	1,341,228
VIII Tax expense:-			
(1) Current tax		391,000	402,000
(2) Deferred tax		11,799	3,705
(3) (Short)/Excess Provision for Tax of Earlier Years		2,967	1,784
IX Profit (Loss) for the year (VI - VII)		914,702	937,307
X Profit (Loss) for the year (VII)		914,702	937,307
XI Earnings per equity share:(Face Value Rs 10/-each)			
(1) Basic		0.49	0.50
(2) Diluted		0.49	0.50

The notes referred to above form an integral part of the Accounts. This is the Profit & Loss Account referred to in our report of even date.

For Rungta & Rungta
Chartered Accountants
(Registration No.0305134E)

On Behalf of the Board

(S K Roongtaa)
(Partner)
Membership No 15234

Subhomoy Das
Company Secretary

Alpana Agarwal
Director
DIN: 00050237

Manjula Agarwal
Director
DIN:00050203

25, R.N.Mukherjee Road,
Kolkata, the 30th Day of May,2015

VIRDHI COMMERCIAL COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

	31.03.2015	31.03.2014
	₹	₹
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit before tax and extra ordinary items	1,314,534	1,341,228
Adjustment for :		
1. Depreciation	-	30,966
2. Miscellaneous to the extent written off	-	28,328
4. Interest Paid	7,675	
Operating profit before working capital changes	1,322,209	1,400,522
Adjustments for :		
1. Trade payables and other liabilities	69,964	(290,787)
2. Inventories	17,239	354
3. Trade and other receivables	(2,703,343)	(739,616)
Cash generated from operations activities	(2,616,140)	(1,030,049)
Adjustment for		
1 Direct Tax Paid	(399,832)	(403,921)
Net cash used in operating activities	(1,693,763)	(33,449)
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Assets		
Sale of Investment	-	-
Purchase of Investments	-	-
Net cash used in Investing activities	-	-
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from Issue of Share Capital	-	-
Increase in Reserves	-	-
Increase in Borrowing	2,077,675	-
Increase in deferred tax Liability	11,799	3,705
Interest Paid	(7,675)	
Net Cash from Financing Activities	2,081,799	3,705
D. Net increase/(decrease) in cash and cash equivalents (A+B+C)	388,036	(29,744)
Cash and Cash equivalents at the beginning of the year	41,666	71,410
Cash and Cash equivalents at the end of the year	429,702	41,666

Note (I) Figures for the previous year have been rearranged and regrouped, wherever considered necessary.

This is the Cash Flow Statement referred to in our Report of even date.

On Behalf of the Board

For Rungta & Rungta

Chartered Accountants
(Registration No.0305134E)

(S K Roongtaa)

(Partner)

Membership No 15234

25, R.N.Mukherjee Road,
Kolkata, the 30th Day of May,2015

Subhomoy Das
Company Secretary

Alpana Agarwal
Director
DIN: 00050237

Manjula Agarwal
Director
DIN:00050203

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2015**1. SIGNIFICANT ACCOUNTING POLICIES & OTHER NOTES ON ACCOUNTS.****a) Accounting Convention**

The Financial Statement are prepared under the historical cost convention on the accrual basis of accounting and in accordance with Accounting principles generally accepted in India and comply with the accounting standards notified by the central Government of India and relevant provisions of the Companies Act, 2013.

All assets & liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013

b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of Assets and Liabilities (including contingent liabilities) and the reported Income and Expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between actual results and the estimates are recognized in the periods in which the results are known/ materialise.

Current and Non-current classificaton

All assets and liabilities are classified into current and non-current

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a) It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realised within 12 after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria;

- a) It is expected to be settled in the company's normal operating cycle
- b) It is held primarily for the purpose of being traded.;
- c) It is due to be settled within 12 months after the reporting date; or
- d) The company does not have an unconditional right to defer settlement of liability for at least 12 months after the reporting date
Terms of a liability that could, at the option of the counterparty, result in its settlement by issue of equity instruments do not affect its classification.

Current liability include current portion of non-current financial liabilities

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

c) Tangible Assets

Tangible Assets are stated at cost. Cost includes cost of acquisition, non-refundable levies, directly attributable cost of bringing the assets to the working condition for intended use, expenditure during construction period and interest up to the date the assets is put to use. Profit or Loss on disposal of tangible asset is recognised in Profit & Loss Statement.

d) Depreciation

Depreciation on Tangible Assets is charged on Straight Line Method at the rate then prescribed in the Schedule XIV of the Companies Act, 1956 upto 31.03.2014 and after 01.04.2014 in accordance with Schedule II of the Companies Act, 2013, except in case of assets added or disposed off it is charged on prorata basis with reference to the date of addition/deletion. Intangible assets are amortised on straight line basis over the estimated useful assets of life.

e) Impairment of Assets

In accordance with Accounting Standard 28 AS (28) on 'Impairment of Assets' where there is an indication of impairment of the Company's assets, the carrying amount of the company's assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated at higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An Impairment loss is charged to the Profit & Loss Account in the year in which the carrying amount of the asset or a cash generating unit exceeds its recoverable amount .The Impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

f) Investment

Investment are stated at Cost Gains/Losses on disposal of investments are recognized as Income/Expenditure , Dividends are accounted for on cash basis.Provision for diminution in the value of long term investment is made only if such a decline is other than temporary in the opinion of the Management

g) Inventories

Quoted Shares are valued on the principle of " At Lower of cost or Market Value" and Unquoted Current Investments for each category are valued at the lower of cost and break up or fair value or face value or net asset value , as the case may be,

h) Revenue Recognition

(l) Revenue /Income and Cost/Expenditure are generally accounted for on accrual basis as they are earned or incurred, except,in case of significant uncertainties.Claims of whatsoever nature and Dividend are accounted for on cash basis. Interest income is generally recognized on a time proportion basis taking into account the amount outstanding and the rate applicable, when there is reasonable certainty as to realisation.

i) Employee Benefits

Defined Benefit Plan :The company has a defined benefit gratuity plan covering all its employees. Gratuity is covered under a scheme of LIC and contribution in respect of such scheme are recognized in Profit & Loss Account. The liability at the Balance Sheet date is provided for based on actuarial valuation carried out by Life Insurance Corporation of India in accordance with AS 15 of employee benefits issued by the Institute of Chartered Accountants of India.

j) Taxation:

Income - tax expense comprises Current tax and Deferred tax charge or credit.Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. The Deferred tax Asset and Deferred tax Liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised,only if there is a virtual certainty of its realisation,supported by convincing evidence. Deferred tax Assets on account of other timing differences are recognised,only to the extent there is a reasonable certainty of its realisation.At each Balance Sheet date, the carrying amount of Deferred Tax Assets are reviewed to reassure realisation.

k) Earning per share

Basic and diluted earning per share are computed by dividing the net profit after tax attributable to equity shareholders for the year, with the weighted number of equity shares outstanding during the year.

l) Contingent Liabilities

Contingent liabilities are not provided for and are generally disclosed by way of notes to accounts.

2) OTHER NOTES ON ACCOUNTS:

- a) The Company is a NBFC (Non Banking Financial Company) duly registered with Reserve Bank of India.
- b) Amount due to Micro, Small & Medium Enterprises as on 31st March, 2015 - Rs NIL.
- c) Previous year's figures have been regrouped / rearranged wherever necessary.
- d) Disclosure in terms of paragraph 13 of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007 for the financial year ended 31st March, 2015.

2 Authorised, Issued, Subscribed and Paid-up Share Capital

<u>Share Capital</u>	As at 31 March 2015		As at 31 March 2014	
	Nos.	Amount ₹	Nos.	Amount ₹
<u>Authorised</u> Equity Shares of 10 /- each	3,060,000	30,600,000	3,060,000	30,600,000
<u>Issued, Subscribed and Paid-up</u> Equity Shares of 10 /- each	1,868,602	18,686,020	1,868,602	18,686,020
Total	1,868,602	18,686,020	1,868,602	18,686,020

2A Reconciliation of the number of shares outstanding :

<u>Particulars</u>	As at 31 March 2015		As at 31 March 2014	
	Nos.	Amount ₹	Nos.	Amount ₹
Equity Shares outstanding at the end of the year	1,868,602	18,686,020	1,868,602	18,686,020
Equity Shares Issued during the year	Nil	Nil	Nil	Nil
Equity Shares bought back during the year	Nil	Nil	Nil	Nil
Equity Shares outstanding at the end of the year	1,868,602	18,686,020	1,868,602	18,686,020

2B Shareholders holding more than 5% shares of the Company

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sri Rahul Agarwal	288,500	15.44%	288,500	15.44%
Sri Mudit Agarwal	238,100	12.74%	238,100	12.74%
Smt Rashi Agarwal	189,000	10.12%	189,000	10.12%
Smt Sushila Devi Killa	179,030	9.58%	179,030	9.58%
Sri Tushar Agarwal	216,000	11.56%	160,000	8.56%
Smt Manjula Agarwal	116,775	6.25%	116,775	6.25%
Smt Alpana Agarwal	114,025	6.10%	114,025	6.10%
Smt Karuna Devi Agarwal	105,445	5.64%	105,445	5.64%

2C Rights preference and restrictions attached to the equity shares

The equity shares of the company having par value of Rs 10, per share, rank pari passu in all respects including voting rights and entitlement to dividend and share in the company residual asset.

3 Reserves & Surplus

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
a. Other Reserves		
Revenue Reserve	26,898,208	26,898,208
Consequent upon amalgamation of Utilservo Trading & Investment Co Pvt Ltd with the Company		
Amalgamation Reserve	143,906,645	143,906,645
Consequent upon amalgamation of USD Industries Pvt Ltd Kshitish Marketing Pvt Ltd, Mirgaya Vinimay Pvt Ltd & Glittek Infotech Ltd with the Company		
Statutory Reserve	2,150,000	1,800,000
(Created pursuant to 45 I C of Reserve Bank of India Act, 1934)		
Closing Balance	172,954,853	172,604,853
b. Surplus/(Deficit) in the statement of Profit & Loss		
Opening balance	20,940,984	20,353,677
(-) Adjustment relating to Fixed Assets - refer Note 22	17,251	-
(+) Net Profit/(Net Loss) For the current year	914,702	937,307
(-) Transfer to Statutory Reserve account	350,000	350,000
Closing Balance	21,488,435	20,940,984
Total	194,443,287	193,545,837

4 Short Term Borrowings

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
From Directors	675,000	-
From Shareholders	1,395,000	-
Interest Accrued and due	7,675	-
Total	2,077,675	-

5 Other Current Liabilities

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
(d) Other Liabilities	185,910	123,771
Total	185,910	123,771

6 Short Term Provisions

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
Provision for Income Tax	391,000	402,000
Total	391,000	402,000

8 Non-Current Investments

<u>Particulars</u>	As at 31 March 2015		As at 31 March 2014	
	Nos.	₹	Nos.	₹
LONG TERM (At Cost)				
A) (Quoted)				
<u>Equity Shares</u>				
Glittek Granites Ltd. Total	12,975,000	76,747,886	12,974,500	76,747,886
B) (Unquoted)				
Auto Sales Agenices Pvt Ltd	2,000	20,000	2,000	20,000
United Sales Agencies (Calcutta) Pvt Ltd	100	1,000	100	1,000
U.S.D. Tea Industries Pvt. Ltd.	475,470	8,529,700	475,470	8,529,700
Granite Mart Ltd.	514,640	17,627,900	514,640	17,627,900
Rubiks Agencies & Resorts Pvt Ltd	13,826	16,997,500	13,826	16,997,500
Glittek Infrastructure Pvt Ltd	389,500	44,800,000	389,500	44,800,000
Total	1,395,536	87,976,100	1,395,536	87,976,100
GRAND TOTAL (A+B)	14,370,536	164,723,986	14,370,036	164,723,986
Note:				
Aggregate Market Value and Book Value of the Company's Quoted Investments are as follows:				
Market Value of Quoted Investments	12,975,000	37,238,250	12,974,500	29,452,115
Book Value of Quoted Investments	12,975,000	76,747,886	12,974,500	76,747,886

9 Long Term Loans and Advances

(Unsecured, considered good unless otherwise stated)

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
a. Security Deposits	780,000	1,212,000
Total	780,000	1,212,000

10 Other non-current assets

(Unsecured, considered good)

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
Prepaid Expenses	-	-
Income Tax Refund	7,079	706,976
Tax Deducted at Source	372,330	363,687
Fringe Benefit Tax	1,877	1,877
Total	381,286	1,072,540

11 INVENTORIES

(Quoted Shares are valued at lower of cost or Market Value and Unquoted Shares are valued at cost)

Particulars		As at 31 March 2015		As at 31 March 2014	
		Nos.	₹	Nos.	₹
Tata Steel Ltd.		2565	404460	2565	404460
Mirc Electronics Ltd.		487	4675	487	2367
Hindustan Oil Exploration Ltd.		2392	88026	2392	113381
Gold Star Steel Alloys Ltd.		1620	-	1620	-
Steel Authority of India Ltd.		500	33700	500	35700
Khaitan Agro Complex Ltd.		500	-	500	-
Indo Maxwell Ltd.		5000	-	5000	-
J.K.Tyre & Industries Ltd.		3285	46274	657	46274
Bengal Assam Company Ltd		51	24837	51	17210
Timken India Ltd.		1000	90000	1000	90000
ICICI Bank Ltd.		330	10230	66	10230
Software Tech Group		100	198	100	222
Himachal Futuristic Communication Ltd		600	8010	600	4914
Reliance Industries Ltd		120	10858	120	10858
Reliance Capital Ltd		3	271	3	271
Reliance Communication Ltd		60	3555	60	7734
Reliance Power Ltd *		15	848	15	1060
Reliance Infrastructure Ltd		4	146	4	146
Ceeta Industries Ltd		1000	4300	1000	2800
	Total	19,632	730387	16,740	747626

12 Cash and Cash Equivalents

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
a. Balances with banks		
In current Account with Scheduled Banks	382,022	33,315
b. Cash on hand	47,680	8,350
Total	429,702	41,665

13 Short Term Loans and Advances

Unsecured, (considered good unless otherwise stated)

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
a. To related parties- refer note no 30	37,731,739	38,652,713
b. Others (specify nature)		
Others	10,830,894	6,083,323
Total	48,562,633	44,736,036

14 Other Current Assets

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
Advance against LIC Group Gratuity Fund	100,000	100,000
Total	100,000	100,000

15 Revenue from Operation

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
Interest Income	3,723,267	3,636,840
Dividend (on Inventories)	35,779	35,202
Total	3,759,046	3,672,042

16 Other Income

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
Interest on Income Tax Refunds	188,233	-
Total	188,233	-

17 Changes in inventories of finished goods, stock-in-process and Stock-in-trade

Particulars	As at 31 March 2015		As at 31 March 2014	
	₹	₹	₹	₹
	Nos	Amount	Nos	Amount
Opening Stock	19,632	730,387	16,740	747,980
Purchased during the year	-	-	-	-
Sales/Adjustments	-	-	-	-
Closing Stock	19,632	730,387	16,740	747,626

18 Employees Benefit Expenses

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
Salaries and Allowances	1,440,000	1,440,000
Gratuity Funds	18,825	100,613
Total	1,458,825	1,540,613

19 Depreciation and amortization expenses

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
Depreciation	-	30,966
Total	-	30,966

20 Administration & Other Expenses

Particulars	As at 31 March 2015		As at 31 March 2014	
	₹	₹	₹	₹
Other Administrative and Selling Expenses				
Postage & Telephone	4,933		4,382	
Demat Charges	1,979		-	
Rent	480,000		240,000	
Rates & Taxes	38,212		45,879	
Legal & Professional Expenses	85,946		26,459	
Repair & Maintenance - Others	279,962		212,138	
Advertisement Expenses	55,235		46,944	
Vehicle Upkeep	31,378		33,750	
Auditors' Remuneration - refer note no 22	37,500		37,000	
Bank Charges	6,117		4,589	
Amalgamation Expenses W/Off	-		28,328	
Depository Services	13,282		14,321	
Office Space Charges	25,200		25,200	
Electric expenses	31,794		75,820	
Filing Fees	15,600		1,500	
General Expenses	3,974		8,800	
Listing Fees	11,798		11,798	
Interest (Late Payment)	5,942		-	
Interest Paid on Income Tax	4,123		2,682	
Total		1,132,976		819,590

7 FIXED ASSETS

Sl.	Fixed Assets	Gross Block(at cost)				Depreciation and Amortization				Net Block		
		Balance as at 1 April 2014	Additions	Disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	For the year	Deductions	Transferred to Retained Earnings	Balance as at 31 March 2014	Balance as at 31st March 2015	
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
a	Tangible Assets											
	Furniture and Fixtures	1,514,116	-	-	1,514,116	1,421,159	-	-	17,251	1,438,410	75,706	92,957
	Vehicles	582,468	-	-	582,468	574,374	-	-	-	574,374	8,094	8,094
	Office equipment	724,300	-	-	724,300	691,671	-	-	-	691,671	32,629	32,629
	Total	2,820,884	-	-	2,820,884	2,687,204	-	-	17,251	2,704,455	116,429	133,680
	PREVIOUS YEAR	2,820,884	-	-	2,820,884	2,656,238	30,966	-	-	2,687,204	133,680	164,646

VIRDHI COMMERCIAL CO LTD

- 21** In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.
- 22** Pursuant to the enactment of the Companies Act, 2013, the Company applied estimated useful lives as specified in Schedule II of the Companies Act 2013. Accordingly the unamortised carrying value is being depreciated/amortised over the revised remaining useful lives. The WDV of the fixed assets whose lives have expired at 1st April 2014 have been adjusted net of tax in the opening balance of Profit & Loss account amounting to Rs 17251/-.

23 Contingent liabilities and commitments

<u>Particulars</u>	As at 31 March 2015	As at 31 March 2014
	₹	₹
(i) Contingent Liabilities		
Claims against the company not acknowledged as debt and pending judicial decisions"		
(a) Excise Duty claim on one transferor Company M/s USD Industries Pvt Ltd including Penalty of Rs 996489=90 (Previous Year-Same)	1992980	1992980
(b) Fringe Benefit Tax for Asst Year 2006-2007 under dispute	-	49270
No Provision has been made for above demands since the Board is hopeful of a favourable decision in the pending proceedings and the chances of any liabilities arising therefore is highly remote.		
	1992980	2042250

24 Auditors Remuneration

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
a. Audit	30000	25000
b. Limited Review	7500	7500
Total	37500	32500

- 25** In Keeping with Accounting Standards 13 issued by the Institute of Chartered Accountants of India no provision has been made for depletion in market value of Non Current Investments-Long Term quoted Investments held by the Company, as the same is considered by the management to be of a temporary nature, considering the inherent value and nature of these investments.

- 26** The details of the company's post-retirement benefit plans for gratuity for its employees determined as per actuarial valuation by Life Insurance Corporation of India are given below :

1 Assumptions	31.03.2015	31.03.2014
Discount Rate	8%	8%
Expected Rate of return	8%	8%
Salary Escalation	7%	7%
Mortality Rate	LIC(1994-96) ultimate	LIC(1994-96) ultimate
Withdrawal Rate	1% to 3% depending on age	1% to 3% depending on age

2 Table showing changes in present value of obligations	31.03.2015	31.03.2014
	₹	₹
Present value of obligations as at beginning of year	251286	79,778
Interest cost	20103	6,679
Current Service Cost	61841	60,709
Benefits Paid	-	-
Actuarial (Gain)/Loss on obligations	-16,700	35,750
Present value of obligations as at end of year	316530	182,916

3 Table showing changes in the fair value of plan assets	31.03.2015	31.03.2014
Fair value of plan assets at beginning of year	291555	83,487
Expected return on plan assets	26240	9,912
Contributions	-	79,728
Benefits paid	-	-
Actuarial (Gain)/Loss on plan assets	-	-
Fair value of plan assets at the end of year	317795	173,127

4 Actuarial Gain/Loss recognized	VIRDHI COMMERCIAL CO LTD 31.03.2015	31.03.2014
Actuarial (Gain)/Loss - obligations	(16,700)	35,750
Actuarial (Gain)/Loss - plan assets	-	-
Total (Gain)/Loss for the year	(16,700)	35,750
Actuarial (Gain)/Loss recognized in the year	(16,700)	35,750

5 The amounts to be recognized in the balance sheet and statements of profit and loss

Present value of obligations as at the end of year	316,530	182,916
Fair value of plan assets as at the end of the year	317,795	173,127
Funded status	1,265	(9,789)
Net Asset/(liability) recognized in balance sheet1	NIL	NIL

6 Expenses Recognised in statement of Profit & loss

Current Service cost	61841	60709
Interest Cost	20103	6679
Expected return on plan assets	(26,240)	(9,912)
Net Actuarial (Gain)/Loss recognized in the year	(16,700)	35750
Expenses recognised in statement of Profit & loss1	NIL	NIL

a. Premium paid for the year amounting to Rs. 18825/- (Previous year Rs.100613/-) has been debited to the Profit & Loss Account under Payments to & for employees.

27 The company does not have more than one reportable segment in terms of Accounting Standard - 17 "Segment Reporting".

28 Balances of Sundry Creditors, Sundry Debtors, Advances are subject to confirmation.

29 The Company is registered as a Non Banking Financial Company under section 45 IC of the Reserve Bank of India Act, 1934

30 Figures for current year as well as previous year have been rounded off to nearest rupee

31 Some of the assets of erstwhile transferee Companies are still in process of being transferred in the name of transferee Companies

32 Related party disclosure as per AS-18

As required by Accounting Standard AS-18 "Related Parties Disclosure" issued by "The Institute of Chartered Accountants of India" are as follows:-

A. Particulars of Associate / Subsidiary Companies :

Name of related Party	Nature of relationship
Granite Mart Ltd.	Associate Company
Glittek Granites Ltd	Associate Company
USD Tea Industries Pvt Ltd	Associate Company
Rubiks Agencies & Resorts Pvt Ltd	Associate Company
Glittek Infrastructure Pvt Ltd	Associate Company

B. Particulars of Key Management Personnel:

Name	Nature of relationship
Mrs Alpana Agarwal	Director
Mrs Manjula Agarwal	Director

C. Particulars of Relatives of Key Managerial Personnel

Name	Nature of relationship
Mr Kamal Kumar Agarwal	Husband of Mrs Alpana Agarwal
Mr Rahul Agarwal	Son of Mrs Alpana Agarwal
Mr Ashoke Agarwal	Husband of Mrs Manjula Agarwal
Ms Tanushree Agarwal	Daughter of Mrs Manjula Agarwal
Mr Mudit Agarwal	Nephew of Director

D. Details of transactions with Associate Company

	Amount	
	2014-15	2013-14
(i) Granite Mart Ltd.		
Opening Balance	24,286,856	22,949,634
Received during the year	2,010,000	500,000
Interest accrued and due(Net of TDS)	1,910,238	1,837,222
Received during the year	-	-
Balance outstanding at year end	24,187,094	24,286,856
(ii) Glittek Granites Ltd		
Opening Balance	4,187,593	6,188,509
Received during the year	2,381,030	2,425,000
Interest accrued and due(Net of TDS)	228,369	424,084
Received during the year	-	-
Balance outstanding at year end	2,034,932	4,187,593
Office Maintenance (Received)	25,200	25,200
(iii) Rubiks Agencies & Resorts Pvt Ltd		
Opening Balance	6,258,264	5,789,328
Received during the year	2,100,000	-
Interest accrued and due(Net of TDS)	461,449	468,936
Received during the year	-	-
Balance outstanding at year end	4,619,713	6,258,264
(iv) Glittek Infrastructure Pvt Ltd *		
Opening Balance	3,920,000	3,920,000
Given During the year	2,970,000	-
Interest accrued (Interest Free)	-	-
Received during the year	-	-
Balance outstanding at year end	6,890,000	3,920,000

* No Interest is being received Since the grant of loan in the year 2008-09.

E. Details of transactions relating to persons referred to in (B) above

(I) Remuneration to Management Personnel:

1)Mrs Alpana Agarwal	720000	720000
2)Mrs Manjula Agarwal	720000	720000

(II) Particulars Transaction with Key management Personnel :

(a) Sri Mudit Agarwal		
Rent Paid/Payable	480000	240000

33 Earning Per Share:

Net Profit/(Loss) for the Year	914702	937307
Weighted average Number of Ordinary Shares	1868602	1868602
	Rs.10/-each	Rs.10/-each
Basic & Diluted EPS	0.49	0.50

34 As required by Accounting Standard AS-22 on accounting for Taxes on Income, net deferred tax has been accounted for as detailed below.

PARTICULARS	As at 31 March 2015	As at 31 March 2014
	₹	₹
Deferred Tax Liability B/f	9907	6202
Difference between book & Tax Depreciation	11799	3705
Deferred Tax Liability	21706	9907

35 There is no impairment loss on any assets in terms of AS-28 issued by the Institute of Chartered Accountants of India

PARTICULARS	As at 31 March 2015		As at 31 March 2014	
	Nos.	₹	Nos.	₹
Opening Stock	19632	730387	16740	747980
Purchased during the year	-	-	-	-
Sales/Adjustments	-	-	-	-
Closing Stock	19632	730387	16740	747980

37 Expenditure in Foreign currency: NIL (P.Y- NIL)

38 Prior Period Adjustments

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
Debits :		
Rates & Taxes	-	19,020
Audit Fees	5,000	-
Income Tax Payments (AY 2009-10)	11,030	-
Total Debits	16,030	19,020
Credits :		
Gratuity	-	79,728
Total Credits	-	79,728

- 39 There are no unclaimed amounts due against interest and dividend payable by the Company . As such no amount is due to be transferred to the Investor Education and Protection Fund in terms of Section 205 C 1 of the Companies Act ,1956 vide notification dated October 1, 2001.

The Notes referred to above from an integral part of the Accounts

For Rungta & Rungta
Chartered Accountants
(Registration No.0305134E)

(S K Roongtaa)
(Partner)
Membership No 15234

Subhomoy Das
Company Secretary

On Behalf of the Board

Alpana Agarwal
Director
DIN: 00050237

Manjula Agarwal
Director
DIN:00050203

25, R.N.Mukherjee Road,
Kolkata, the 30th Day of May,2015