

APUNKA INVEST COMMERCIAL LIMITED

(FORMERLY KNOWN AS ADMIRE INVESTMENTS LIMITED)

CIN: L67120WB1980PLC032655
Ph - 033-65039586

8, Nayapatty Road
1st Floor, Kolkata- 700055

website: www.ainvest.co.in
email id : info@ainvest.co.in

Date:13/09/2017

BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
BSE Scrip Code: 539469

Dear Sir,

Sub: 37th Annual Report

We are sending herewith copy of 37th Annual Report for the financial year 2016-17 of Apunka Invest Commercial Ltd.

The above information is for your record.

Thanking You,

Yours Faithfully,

For APUNKA INVEST COMMERCIAL LIMITED

APUNKA INVEST COMMERCIAL LIMITED

Manish Dalmia
Director/Authorized Signatory

(Director/ Authorised Signatory)

ANNUAL REPORT

2016-2017

APUNKA INVEST COMMERCIAL LIMITED

CIN: L67120WB1980PLC032655

8, Nayapatty Road,

Kolkata – 700 055

West Bengal

APUNKA INVEST COMMERCIAL LIMITED

<u>CONTENTS</u>	<u>PAGE NO.</u>
<i>NOTICE</i>	<i>1-9</i>
<i>DIRECTOR'S REPORT</i>	<i>10-15</i>
<i>ANNEXURES TO DIRECTOR'S REPORT</i>	<i>16-22</i>
<i>MANAGEMENT DISCUSSION AND ANALYSIS</i>	<i>23-24</i>
<i>MD & CFO CERTIFICATION</i>	<i>25</i>
<i>CERTIFICATE ON CORPORATE GOVERNANCE</i>	<i>26</i>
<i>CORPORATE GOVERNANCE REPORT</i>	<i>27-37</i>
<i>FINANCIAL STATEMENTS</i>	
<i>INDEPENDENT AUDITOR'S REPORT</i>	<i>38-45</i>
<i>BALANCE SHEET</i>	<i>46</i>
<i>PROFIT & LOSS ACCOUNT</i>	<i>47</i>
<i>CASH FLOWS STATEMENT</i>	<i>48</i>
<i>NOTES TO FINANCIAL STATEMENT</i>	<i>49-51</i>
<i>SIGNIFICANT ACCOUNTING POLICIES</i>	<i>52-54</i>

NOTICE

Notice is hereby given that the 37th Annual General Meeting (AGM) of the shareholders of the Company will be held on Monday, the 11th day of September, 2017 at 8, NAYAPATTY ROAD, KOLKATA - 700055 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2017 and the report of the Director's and Auditor's thereon.
2. To appoint a director in place of Pawan Kumar Pareek (holding Din 02709675) who retires by rotation and being eligible offer himself for re –appointment.
3. To appoint auditors of the Company and to fix their remuneration and to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, and all other provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of audit committee of the Board, the Company hereby approved the appointment of M/s A Saraogi & Associates., Chartered Accountants (Firm Registration No.:322993E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2022 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Place: Kolkata

Date: 31st July, 2017

By Order of the Board

For Apunka Invest Commercial Ltd

Sd/-
(Manish Dalmia)
Managing Director
Din No - 02279315

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.

Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., **Purva Shareregistry (India) Pvt. Ltd. at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011.**

- a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
2. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
 3. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
 4. Electronic copy of the notice of the 37th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
 5. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
 6. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.

7. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
8. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., Purva Sharegistry (India) Pvt. Ltd. at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Contact No.: 022 23012518 E-Mail: basicomp@gmail.com.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 5, 2017 (Tuesday) to September 11, 2017 (Monday) (both days inclusive).
10. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents,

12. Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall 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 ballot 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.

13. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 8th September, 2017 (9:00 am) and ends on 10th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (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.
- (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> <p><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p><input type="checkbox"/> 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.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p><input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

- (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 Apunka Invest Commercial Limited 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 Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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 or contact them at 1800 200 5533.

- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
14. 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 rinkujain20@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 10th September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
 15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th September, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
 16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 28th July, 2017.
 17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 4th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 18. 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 4th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 19. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 4th September, 2017 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., **Purva Shareregistry (India) Pvt. Ltd** Contact No.: 022 23012518 E-Mail: busicomp@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 20. Mrs. Rinku Jain (Practicing Chartered Accountant) (Membership No.ACS - 303262) (40, Garan Hatta Street, 1st Floor, Kolkata-700006) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
 21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ainvest.co.in and on the website of CDSL. The same will be communicated to the stock exchange viz. BSE Ltd. and Calcutta Stock Exchange Limited, where the shares of the company are listed.

Details of Director Proposed to be appointed/re-appointed at the Annual General Meeting

Name of Director	Mr. Pawan Kumar Pareek
Age	39 years
Date of Appointment on the Board	29/09/2000
Expertise in specific field	He possesses experience of over 11 years in providing Business advisory services and also in the field of Capital Market, Financial Sector and Business Strategy
Names of other Companies in which he/she holds Directorships	<ul style="list-style-type: none">• Debdaru Dealmark Private Limited• Mahabala Dealtrade Private Limited• Kshmaya General Traders Private Limited• Vritti Dealmark Private Limited• Devesh Commosale Private Limited• Jahman Merchants Private Limited• Namrata Dealmark Private Limited
Chairman/ Member of the committee(s) of the Board of Directors of the Company	Nil
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	Nil
Shareholding in the Company	14,000 (0.41%) Equity Shares

Place: Kolkata

Date: 31st July, 2017

By Order of the Board

For Apunka Invest Commercial Ltd

**Sd/-
(Manish Dalmia)
Managing Director
Din No - 02279315**

APUNKA INVEST COMMERCIAL LIMITED
Regd Office: 8, Nayapatty Road, Kolkata – 700 055, West Bengal
Tel No: 033-6503 9586, email: info@ainvest.co.in
CIN : L67120WB1980PLC032655

ATTENDANCE SLIP

I/We hereby record my/our presence at the 37 th Annual General Meeting of the Company to be held on Monday, 11th September, 2017 at 11.00 A.M at its registered office at 8, Nayapatty Road, Kolkata – 700 055, West Bengal	Folio/DP ID & Client ID No.:
	Name :
	Address :
	Joint holders Name :
	Shares

.....
Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
170807008		

Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically.

The e-Voting facility will be available during the following voting period:

Commencement of e-voting: From <Friday, 08.09.2017 & 9.00 AM >

End of e-Voting: Up to <Sunday, 10.09.2017 & 5.00 PM >

PROXY FORM
MGT-11

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

Name of the shareholder:
 Registered address:
 E-mail ID:
 Folio No. / Client ID:
 DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name _____	Address _____
Email Id _____	Signature _____ or failing him
Name _____	Address _____
Email Id _____	Signature _____ or failing him
Name _____	Address _____
Email Id _____	Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Monday, 11th September, 2017 at 11.00 A.M at its registered office at 8, Nayapatty Road, Kolkata – 700055, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional)	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2017 and the report of the Director’s and Auditor’s thereon.		
2.	To appoint a Director in place of Mr. Pawan Kumar Pareek, (holding Din 02709675) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To approve the appointment of Statutory Auditors M/s A Saraogi & Associates, Chartered Accountants.		

Signed thisday of2017

Member’s Folio /DP ID & Client ID No.....
 Signature of Shareholder(s).....
 Signature of Proxy holder (s)

Affix Revenue Stamp

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

DIRECTORS REPORT

For The Financial Year 2016-17

Dear Members,

The Board of Directors hereby submits the 37th annual report of the business and operations of the Company together with the audited financial statements for the financial year ended March 31st, 2017.

▪ **Financial Performance of the Company**

Particulars	(Amount in Rs.)	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A. Total Revenue	5,692,962	11,486,894
B. Total Expenses	5,582,036	11,344,870
C. Profit Before Tax (A-B)	110,926	142,024
D. Less: Current Tax	33,135	43,885
E. Profit After Tax (C-D)	77,791	98,139
F. Basic/ Diluted Earnings Per Share	0.02	0.03

▪ **Directors:**

A) Changes in Directors and Key Managerial Personnel

There was no change in the composition of Director \KMP during the year under review.

B) Declaration by an Independent Director(s) and re- appointment

Mr. Nitish Acharya and Ms. Pampa Trivedi, Independent Directors of the Company have confirmed that they fulfilled all the conditions of the Independent Directorship as laid down in sub-section (6) of Section 149 of the Companies Act, 2013 and the rules made there under and the same have been noted by the Board.

C) Formal Annual Evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies