

ANNUAL REPORT 2015-16
of
Gems Commercial Co. Limited

Company Information's**Directors**

Mr. Pankaj Baradia- Independent Director
Ms. Ritika Nanda- Independent Director
Mr. Rajat Kumar- Managing Director
Mr.. Raj Kumar- Executive Director

CFO

Mr. Raj Kumar

Company Secretary

Mr. Sushil Chand Sood

Auditors

M/s Shiv & Associates
(Chartered Accountants)
Firm Registration No. 009989N
New Delhi

Bankers

Syndicate Bank
Rajendra Place
New Delhi

CIN

L51109WB1983PLC035777

Registered Office

11C, Ram Mohan Dutta Road,
Ground Floor, Kolkata-700020

Admin Office

9/14, (First Floor)
East Patel Nagar
New Delhi-110008
Phone: 011-25769111

Annual General Meeting- Thursday, July 28, 2016

Time: 01.00 PM

Venue: 11C, Ram Mohan Dutta Road,
Ground Floor, Kolkata-700020

Book Closure date: from July 20, 2016 to July 27, 2016

E-voting date: from July 24, 2016 to July 27, 2016

Notice

Notice is hereby given that the 33rd Annual General Meeting of the members of Gems Commercial Co. Limited [CIN: L51109WB1983PLC035777] will be held at the registered office of the Company at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Thursday, July 28, 2016 at 01.00 PM to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Adoption of Accounts

To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2016 along with the Reports of Board of Directors and Auditors thereon.

Item No. 2: Re-appointment of Mr. Raj Kumar (DIN: 06535325) as Director

To appoint a director in place of Mr. Raj Kumar (DIN: 06535325) who retire by rotation and being eligible offers himself for re-appointment.

Item No. 3: Ratification of appointment of M/s Shiv & Associates, Chartered Accountants as Statutory Auditors

To Consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

“**RESOLVED** that pursuant to provisions of section 139, 142 and other applicable provisions of the companies Act 2013 read with Companies (Audit and Auditors) Rule 2014((including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Shiv & Associates (FRN No. 009989N), Chartered Accountants as Statutory Auditors of the Company to hold the office till the conclusion of 37th Annual general Meeting, which was subject to ratification by shareholders at 33rd Annual General Meeting, be and is hereby ratified to hold the office from the conclusion 33rd AGM to the Conclusion of 37th AGM on a remuneration to be fixed by Board of Directors of the Company ”

By Order of the Board
For Gems Commercial Co. Limited

Place: New Delhi
Date: May 30, 2016

Rajat Kumar
(Managing Director)
(DIN: 06535125)

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as proxy on behalf of the member's upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other shareholder.
2. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution.
3. The Transfer Books of the company remain closed from 20th July, 2016 to 27th July, 2016 (both days inclusive).
4. All the Documents referred to the notice and Explanatory Statement is available for inspection at the registered office of the Company during the business hours between 2 PM to 5 PM till the date of Annual General Meeting.
5. Members are requested to send their queries, if any atleast seven days in advance of the meeting so that the information can be made available at the meeting.
6. Member are requested to notify immediately any change of address to the company.

7. E-voting:

- (i) In Compliance with section-108 read with rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide e-voting facility to shareholders through Central Depository Services(India) Limited(CDSL) as an alternative to cast their vote electronically on the Resolutions set forth in the Notice.
- (ii) A member may exercise his vote at any general meeting by electronic means.
- (iii) During the e-voting period, members of the company holding shares as on the cut-off date i.e. 22nd July, 2016, may cast their vote electronically. The voting rights of the shareholders shall be in proportion of their shares in paid-up equity share capital of the Company as on cut-off date.
- (iv) The e-voting period commences at 9.00 AM on 24th July, 2016 and ends at 5.00 PM on 27th July 2016. The e-voting shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
- (vi) **instructions for shareholders voting electronically are as under:**
- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on **Shareholders**.
- (c) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) 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.
- (f) 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>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>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> <ul style="list-style-type: none"> 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 (iv).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN of Little Rock Trade & Investment Limited.

- (k) 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.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 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.
- (r) 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

BOARD'S REPORT

To
The Members
GEMS Commercial Co Limited

Your Directors are please to present the Thirty Third Annual Report together with audited Financial Statement of the Company for the Financial Year ended on March 31, 2016.

1. FINANCIAL RESULTS

The summary of the financial performance of the Company for the financial year ended March 31, 2016 (compared to the previous year ended on March 31, 2015).

Particulars	Amount in ("thousand")	
	As on March 31, 2016	As on March 31, 2015
Income from operations & other income	7,085	6,804
Expenses	791	4,586
Profit/(Loss) - Before Extraordinary Items, Exceptional Items & Tax	6,294	2,218
Provision for standard and non-performing Assets written back	(2,008)	7,640
Profit/(Loss) before tax	4, 286	9,858
Tax	2	-
Profit/(Loss) after tax	4, 284	9,858

2. DIVIDEND

yours Directors in their meeting held on May 30, 2016 decided not to recommend any dividend for the Financial Year 2015-16 due to financial conditions of the company.

3. DEPOSITS

Your Company not invited, accepted any deposits from public during the financial year 2015-16. further your company has not accepted deposits from public falling within the ambit of section 73 of the Companies Act, 2013 and related rules made thereunder.

4. EXTRACT OF ANNUAL RETURN

The extract of the Annual return for the financial year ended March 31 2016 as required under section 92(3) of Companies Act, 2013 and rules made there under in form **MGT-9** is annexed (Annexure -I) with this report.

5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING/OUTGO

Your Company is a NBFC company and is not engaged in any manufacturing activity. The disclosure of information relating to conservation of energy and technology required under section 134(1)(m) of Companies Act, 2013 is not applicable on company.

There is no foreign exchange earning/outgo in the company.

6. COMPANY'S AFFAIRS

The Company continued to carry on the business of making investments in shares, securities and units of mutual funds and advancing monies to bodies corporate.

7. NBFC STATUS

The Company is registered with Reserve Bank of India as NBFC company and Net Owned Fund of the Company as on March 31, 2016 is Rs. 819.68 lakhs. The Company also secure the Auditor's Certificate on NOF and Asset-income Pattern of the Company. The Company is eligible to continue the business of NBFC Company.

8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/COURTS

There are no significant material orders passed by regulators/courts which would impact the going concern status of the company and its future operations.

9. MATERIAL CHANGES AND COMMITMENTS OR CHANGE IN NATURE OF BUSINESS

There are no significant material changes or commitments occurred during the reporting period which affects the financial position of the company. There is no change in nature of business of the company.

10. SHARE CAPITAL

The Authorised Share Capital of the company is Rs. 7,00,00,000/- (70,00,000 equity shares of Rs. 10 each) and paid up share capital is Rs. 6,23,50,000/-(62,35,000 equity shares of Rs. 10 each). There is no change in share capital of the company during the reporting financial year.

11. RESERVES

Your Directors recommend to transfer an amount of Rs. 42,84,000/- to the Reserves of the company.

12. LISTING/DELISTING OF EQUITY SHARES

The Equity shares of the company are listed on the Calcutta Stock Exchange and the Listing fee for the financial year was paid.

13. MANAGEMENT DISCUSSION AND ANALYSIS

In term of Regulation 34 of SEBI Listing Regulations 2015 read with other applicable provisions, the detailed review of the operation, performance and future outlook of the company and its business is given in Management Discussion and Analysis Report, which form part of this Annual Report. The Report on Management Discussion and Analysis is annexed (**Annexure-II**) with this report.

14. CORPORATE GOVERNANCE

Pursuant to regulation 34 of SEBI Listing Regulations 2015 read with Schedule V of this Regulations, a compliance report on corporate Governance has been annexed (**Annexure-III**), as a part of this report with Auditor's Certificate.

15. VIGIL/WHISTLE BLOWER POLICY

As per provisions of sub section 9 & 10 of the section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of the Board and its Powers) Rules 2014, every listed company requires to formulate a "whistle Blower Policy". The company has documented the vigil/whistle blower policy to deal with instance of fraud and mismanagement, if any. The details of policy are explained in the Corporate Governance Report.

16. RISK MANAGEMENT

The Requirement of constituting Risk Committee is applicable on top 100 Listed Companies only, and your Company is not required to constitute Risk Management Committee, however Company has voluntarily formed a risk management policy. The Company also identified the following as core risk area of the business of the Company Pursuant to Clause -49 of the listing agreement, the Company documented risk management policy to identify, evaluate business risks. The Key risks identified by the Company and its mitigation plans are as under-

Investment risks

The investment risk includes marketing risk, liquidity risk etc. and earning depend upon the market condition. To mitigate these risks, the company, invest in long term investment plan, mutual funds etc.

Interest rate risk

The company in business of providing loans to other companies, business institution. The interest rate risk is the risk where the change in interest in any way including change in market rate of interest rate might adversely affect the company. To mitigate this risk, company provide short term loans on fixed interest rate. And the risk is considered at the time of deciding the rate of interest offered to customers.

17. AUDITORS AND AUDIT REPORT

(i) Statutory Auditors

Your Directors would like to inform you that in the last Annual General Meeting (32nd AGM) of the Company held on September 25, 2015, M/s Shiv & Associates(FRN:009989N), Chartered Accountants were appointed as the auditors of the Company for a period of 5 years i.e. from the conclusion of 32nd AGM to the conclusion of 37th AGM. Ratification of appointment of M/s Shiv & Associates(FRN:009989N), is being sought from shareholders at ensuing Annual General Meeting.

The Board recommend the ratification of appointment at ensuing Annual General Meeting.

(ii) Secretarial Auditor

Pursuant to section 204 of the Companies Act, 2013 and Rule 9 of the Companies (appointment and remuneration of Managerial Personnel) rules, 2015 the Board of Directors in their Meeting held on February 10, 2016, has appointed M/s Avi Sangal, Company Secretary in practice as Secretarial Auditor of the Company for the Financial Year ended on March 31, 2016. The Secretarial Audit Report as given by Secretarial Auditor of the Company annexed with this Report(Annexure-IV).

(iii) Auditors' Report

There is no qualification, reservation, adverse remarks made by the Statutory Auditors and/or Secretarial Auditors in their Report for the Financial Year ended March 31, 2016, hence they do not call for any further explanation or comment u/s134(3)(f) of the Companies Act, 2013.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Directors

Ms. Shikha director retire by rotation and being eligible offer herself for reappointment. The Board recommends her appointment at the ensuing Annual General Meeting.

(ii) Board Evaluation

Pursuant to Companies Act, 2013 and Conditions under Listing Regulations 2015, The Board carried out an annual performance evaluation of its own, its directors individually and its committees and find it Satisfactory. The manner of evaluation has been explained in Corporate Governance Report.

(iii) Disclosure by Independent Directors

The disclosure by independent Directors received by the Company.

(iv) Numbers of Meeting of Board of Directors

The Board of Directors of your Company duly meets 6 times, the details of Board meeting are as described in corporate governance Report.

(v) Particulars of employees and director

The Information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 are as follows: -

- No Director or employee is in receipt of an income in excess of the limit prescribed under the Companies Act, 2013.
- There is no permanent employee except CFO & MD on the Role of the Company.
- There is no increment in salary of MD, CFO & Company Secretary of the Company during the Financial Year.

As there is no big change in business & Income, salary of the KMPs, and no permanent employee in company, no further disclosure made by your Board in this report, however as per section 136, a shareholder can inspect the documents at registered office of the Company or get related details by making a request to company in writing.

19. AUDIT COMMITTEE

Audit committee of the Board has been constituted as per requirement of section 177 of the Companies Act, 2013 and Rules 6 of the Companies (Meeting of the Board and its Powers) Rules 2014 and Regulation 18 of the Listing Regulations 2015. The Details of Audit Committee is given in Corporate Governance Report

20. NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration committee of the Board has been constituted as per requirement of section 178 of the Companies Act, 2013 and Rules 6 of the Companies (Meeting of the Board and its Powers) Rules 2014 and Regulation 18 of the Listing Regulations 2015. The Details of Nomination and Remuneration committee is given in Corporate Governance Report.

The Board has, on the recommendation of the Nomination & Remuneration Committee proposed to frame a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

21. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted as per requirement of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations 2015. The Details of Stakeholders Relationship Committee is given in Corporate Governance Report

22. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

23. PARTICULAR OF LOANS/GUARANTEES, OR INVESTMENTS

There are no loans given, guarantee given/security provided or investment made in violation of section 186 of the Companies Act, 2013 and rules made there under.

The Company is NBFC Company and Loan given/ investment made in ordinary course of business.

24. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Company has adequate internal control system to ensure the safeguard of assets and to protect against any unauthorised use. Company appointed outside internal auditor to carry out concurrent internal audit and to maintain the objectivity, the audit function report to the Board of Directors of the Company.

25. SUBSIDIARY/JOINT VENTURE

There are no subsidiary/joint venture company.

26. DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

27. CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013 and rules made thereunder, a Company having Net worth of five hundred crore or more or turnover of rupees one thousand crore or more or net profit of Rs. Five crore rupees or more during any financial year shall constitute a CSR Committee, in term of above said conditions, the provision of Section 135 of Companies are not applicable upon the Company.

28. BUSINESS RESPONSIBILITY REPORTING

As per Regulation 34(2)(f) of the Listing Regulations 2015(corresponding to Regulation 55 of Listing Agreement), listed companies shall submit, as a part of their Annual Reports, Business Responsibility Reports, this provision is applicable to top 100 companies (based on market capitalisation as on March 31, 2016), Hence this Clause is not applicable upon the Company.

29. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. We sure you will join your Directors in conveying our sincere appreciation to all employees of the Company for their hard work and commitment.

For and on Behalf of the Board of Directors
Gems Commercial Company Limited

Place: New Delhi
Date: May 30, 2016

(Ritika Nanda)
Director

(Rajat Kumar)
Managing Director

g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	6,65,080	6,65,080	10.67	-	6,65,080	6,65,080	10.67	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	79,900	79,900	1.28	-	79,900	79,900	1.28	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	7,44,980	7,44,980	11.95	-	7,44,980	7,44,980	11.95	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	7,44,980	7,44,980	11.95	-	7,44,980	7,44,980	11.95	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	62,35,000	62,35,000	100	-	62,35,000	62,35,000	100	-

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	Mansarover Commercial Pvt Ltd	757680	12.15		757680	12.15		-
2	Pashupatinath Commercial Pvt Ltd	1277730	20.48		1277730	20.48		-
3	Sovereign Commercial Pvt Ltd	1152230	18.48		1152230	18.48		-
4	Swastik Commercial Pvt Ltd	873400	14.01		873400	14.01		-
5	Trishul Commercial Pvt Ltd	1303730	20.92		1303730	20.92		-
6	Little Rock Trade & Investment Ltd	125250	2.01		125250	2.01		-
	Total	5490020	88.05		5490020	88.05		

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	54,90,020.00	88.05	-	-
	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	54,90,020.00	88.05	-	-

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and 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	
	At the beginning of the year	-	-	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	NIL		
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-	-	-

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	
	At the beginning of the year	-	-	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	NIL		
	At the End of the year	-	-	-	-	-	-

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

vi. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. Rajat Kumar MD	Raj Kumar ED & CFO	-	-	
1	Gross salary	1,14,000	48,000	-	-	1,62,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission- as % of profit- others, specify...	-	-	-	-	-
5	Others, please specify- Meeting Fee	4,500	4,500	-	-	9,000
	Total (A)	1,18,500	52,500	-	-	1,71,000
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Pankaj Baradia	Ms. Ritika Nanda			
1	Independent Directors					
	Fee for attending board committee meetings	4,500	4,500	-	-	4,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	4,500	4,500	-	-	9,000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)	4,500	4,500	-	-	9,000
	Total Managerial					-
	Overall Ceiling as per the Act					-

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-	60,000	-	60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	60,000	-	60,000

vii. Penalties / Punishment/ Compounding Of Offences:

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

Annexure-II to Board's Report**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company does not own any manufacturing, trading or processing unit. The main business of the Company is undertaking investment activities and earning income in the form of dividends, interest and profit on sale of investments and trading in shares, securities and units of mutual funds.

BUSINESS OPPORTUNITIES, RISKS AND CONCERNS

Amid the ups and downs in the Indian stock market, the Government is trying hard to carry the reforms process by adopting stricter controls and better mechanism for tracking irregular stock price movements. The current market situation is very volatile in which caution need to be exercised.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The entire operation of the Company relates to only one segment namely investment and financing activity.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In order to strengthen the internal control system of the Company the Code of Corporate Governance was adopted by the Board w.e.f. 30.1.2003. The Company has set up an Audit Committee to keep a vigil on the financial performance and ensure authenticity of accounts. Shareholder Grievance Committee was also formed by the Company to ensure speedy reprisal of all investor complaints and impel transparency of operations. The Company has also adopted a Code of Conduct for prevention of insider trading in terms of SEBI, (insider Trading) Regulations, 1992 and any modification, amendments from time to time of in this regulations. All the Directors on the Board and their relatives as well as the senior level employees of the Company are governed by this Code.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Since the Company is not an industrial undertaking, the distinction between financial performance and operational performance cannot be made.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company has employed only two persons and hence material developments on human resources front is not applicable at present.

Annexure – III to Board's Report

Corporate Governance for the Financial Year ended March 31, 2016 (as required under SEBI (Listing & Disclosure Requirements) Regulations, 2016)

(1) Company's Philosophy:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the company efficiently and professionally.

(2) Board of Directors:

(i) Composition and Category of Directors as of March 31, 2016 is as follows:

Category	Name of Directors	No of Directors
Promoter		NIL
Executive Directors	Mr. Rajat Kumar	2
	Mr. Raj Kumar	
Non-Executive- Independent Directors	Mr. Pankaj Baradia	2
	Ms. Ritika Nanda	
	Total no of Directors	4

(ii) Particulars of Directorship of other Companies

S. No	Name of Director	DIN	No of Directorship in other companies	No. of committee positions held as chairman in other public companies	No. of committee positions held as member in other public companies
1	Mr. Rajat Kumar	06535125	4	-	3
2	Mr. Raj Kumar	06535325	2	-	-
3	Ms. Ritika Nanda	06553679	2	-	-
4.	Mr. Pankaj Baradia	02696025	2		

(iii) Attendance of each Director at the Board Meeting and the last AGM During the year 2015-16

Name of Directors	No. of Board Meeting Attended	Last AGM Attendance Yes/No
Mr. Rajat Kumar	6	Yes
Mr. Raj Kumar	6	Yes
Ms. Ritika Nanda	6	Yes
Mr. Pankaj Baradia	6	Yes

(iv) Number of Board Meeting held, Date on which held:

Six Board meeting were held during the financial year from April 01, 2015 to March 31, 2016.

The dates on which the meetings were held are as follows:

April 01, 2015; May 30, 2015; July 28, 2015; September 21, 2015; November 07, 2015 & February 10, 2016.

(3) Committees of Board:

(i) Audit Committee:

Audit committee of the Board has been constituted as per requirement of section 177 of the Companies Act, 2013 and Rules 6 of the Companies (Meeting of the Board and its Powers) Rules 2014 and Regulation 18 of the Listing Regulations 2015. The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting

practices of the Company and its compliance with legal and regulatory requirements, the audit of the financial statement of the company, appointment, independence and performance of the statutory auditors and internal auditors of company. The Audit committee of the company consist three Directors. Representative of Statutory auditors is permanent invitee

Term of reference:

The scope of the activity of the audit committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending for appointment, remuneration and terms of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
4. Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to;
 - a. Matters required to be included in the Director's Responsibility statement to be included in the Board's Report in terms of clause c of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgement by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements concerning financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter-corporate loan and investments
10. Valuation of undertaking or assets of the company, wherever it is necessary.
11. Evaluation of internal financial control and risk management systems;
12. Reviewing with the management, performance of the statutory and internal auditors' and adequacy of internal control systems;
13. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
20. Carrying out any other function as is mentioned in terms of reference of the Audit Committee from time to time.

Executive summary of the Audit Committee are place before the immediate next Board Meeting held after the Audit Committee Meetings for deliberation. Dates of audit committee meetings are fixed in advance and agenda along with explanatory statements are circulated at least seven days before the meeting. In special or exceptional circumstances additional or supplementary item(s) on agenda are permitted.

S.No.	Name of Director	Position	No. of Meeting Held	No. of Meeting Attended
1.	Ms. Ritika Nanda	Chairman	4	4
2.	Mr. Raj Kumar	Member	4	4
3.	Mr. Pankaj Baradia	Member	4	4

(ii) Nomination and Remuneration Committee:

Nomination and Remuneration committee of the Board has been constituted as per requirement of section 178 of the Companies Act, 2013 and Rules 6 of the Companies (Meeting of the Board and its Powers) Rules 2014 and Regulation 18 of the Listing Regulations 2015 to set a policy on remuneration and other terms of employment of the Executive directors as well as the commission and sitting fees of the Non-executive directors. During the Financial year the committee met only one once on February 10, 2016.

Composition and attendance of members at the meeting of Nomination and Remuneration committee held during the financial year ended on March 31, 2016			
Date of Meeting	Ms. Ritika Nanda	Mr. Raj Kumar	Mr. Pankaj Baradia
February 10,, 2016	Yes	Yes	Yes
Whether attended Last AGM(Yes/No)	Yes	Yes	Yes

Remuneration Policy

Payment of remuneration to the managing director and Whole Time Directors(s) are governed by the uniform remuneration package approved by the board and the shareholders. The Remuneration structure comprises salary/commission linked to profits, perquisites and allowances etc.

The Non-Executive Directors do not draw any remuneration from the company other than the sitting fee and such commission as may be determined by the Board from time to time and calculated according to the provisions of Companies Act, 2013. The actual payment payable to each director is decided by the Board upon recommendation of the Remuneration committee.

(iii) Stakeholders relationship committee:

The Board had constituted the Stakeholders Relationship committee which expedite the process of redressal of complaints like non- transfer of shares, non-receipts of Balance sheet dividend etc. The Constitution of the Committee is as follows:

Ms. Ritika Nanda	-Chairman
Mr. Raj Kumar	- Member

4) General Body Meeting:

The Last three Annual General Meetings of the company were held within the statutory time period and the details of the same are reproduced herein below:

Financial Year	Date	Time	venue
2014-15	September 25, 2015	03.00 PM	11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020
2013-14	September 30, 2014	10.00AM	21F, Debodhar Street, Kolkata (WB)-700019
2012-13	September 30, 2013	10.00AM	7-A, Bentinck Street, 2 nd Floor, Old Wing, Kolkata-700001.

Extraordinary General Meeting held during the last three Financial Year – **NIL**
 Special Resolution passed through Postal Ballot during the last Financial Year- **NIL**

(5) Disclosures:

(i) Disclosure on materially significant related party transactions

No transactions of material nature have been entered into by the company with its promoters, directors or the management, their relatives or their subsidiaries etc. that may have potential conflict with interest of the Company at large. The Particulars of transactions between the Company and the related parties for the year ended on March 31, 2016 are disclosed in the notes to the account in this Annual Report. None of these transactions have any conflict with the company's interest.

(ii) Disclosure of accounting treatment in preparation of financial statements

The Company has followed the Accounting Standards issued by the institute of Chartered Accountants of India and notified by the Government of India from time to time.

In line with the clarification issued by the Ministry of Corporate Affairs vide its General Circular 08/2014 dated April 4, 2014 financial statements (including the documents required to be attached thereto) auditor's report and Board's Report of the company in respect of financial year ended at March 31, 2016 has been prepared as per the relevant provisions/ Schedules/ rules of the Companies Act, 2013.

(iii) Cases of Non-Compliances/Penalties:

There has been no instance of non-compliance by the company on any matter markets. Hence, there are no penalties or strictures by SEBI or the Stock Exchange or any other statutory body on matters related to capital markets during the year.

(iv) Risk Management

Pursuant to Regulation-21 of the Listing Regulations 2015, the Company voluntarily documented risk management policy to identify, evaluate business risks.

(v) Vigil/whistle blower policy

Regulation 22 of the Listing Regulations 2015 & Subsection (9 & 10) of Section 177 of the Companies Act, 2013 read with rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014, inter alia provides that every listed company shall establish a vigil mechanism call "whistle Blower policy" for Directors, employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. Your company has framed whistle Blower Policy.

(vi) Code for prevention of Insider Trading Practice

There is no trading in shares of the Company, hence the code is not required to comply by the Company, but in good governance practice the Company has formulated the Code for prevention of Insider Trading in line with the requirement of SEBI (Prohibition of Insider trading) Regulations 2015.

(vii) Functional Website of the Company as per Regulation 46 of SEBI(Listing Obligation & Disclosure Requirements) Regulations 2015

Pursuant to Regulation 46 of the SEBI(Listing Obligation & Disclosure Requirements) Regulations 2015, maintains a functional website and web address of the Company is www.gemscommercialco.co.in

(6) Means of Communication:

Quarterly, half-yearly and annual financial results of the company are communicated to the stock exchanges immediately after the same are considered by the Board and are published in the two newspapers i.e. The Eco of India in English & Arthik Lipi in Bengali (regional newspaper) within 48 hours of the Board Meetings.

(7) Management Discussion and Analysis Report form part of this annual report

The Complete on management discussion and analysis report are placed in separate section of the Annual Report.

(8) General Shareholder's Information

S. No.	Particulars	Details		
1	Annual General Meeting	Thursday, July 28, 2016	01.00 PM	11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020
2	Financial Calendar	April 01, 2016 to March 31, 2017		
	Financial Reporting for – Quarter-I (ending June 30, 2016)	By 2 nd Week of August, 2016		
	Financial Reporting for – Quarter-II (ending Sep 30, 2016)	By 2 nd Week of November, 2016		
	Financial Reporting for – Quarter-III (ending Dec 31, 2016)	By 2 nd Week of February, 2016		
	Financial Reporting for – Quarter-IV (ending Mar 31, 2016)	By last Week of May, 2017		
3	Date of Book Closure	July 20, 2016 to July 27, 2016		
4.	Date of e-voting	July 24, 2016 to July 27, 2016		
5	Listing on Stock Exchange	Name and address of Stock Exchanges		File No
		The Calcutta Stock Exchange Association Ltd, 7, Lyons Range, Kolkata-700001		17131
6	Listing Fees	The Listing fee for Calcutta Stock Exchange Association Ltd was paid for financial year ended March 31, 2016.		
7	Market Price details	There was no trading in the equity shares of the company during this year.		
8	Detail of registrar and Share Transfer Agent	NA		
9	Address for correspondence	9/14, First Floor, East Patel Nagar, New Delhi - 110008 Ph. no.- +911125769111 Email- satishagarwal307@yahoo.com		
10	Share Transfer system	Company process the share transfer on its own at its office.		
11	Dematerialization of Shares	The company's shares are in physical form and company not made any request to NSDL/CDSL for dematerialization of its shares		

9) Shareholding Pattern as on March 31, 2016

Particulars	Number of Share holders	Shares held in Physical form	Shares held in dematerialized form	Total Number of shares held	% of capital
A. Promoters and Promoters Group Holding					
1. Promoters					
Body Corporate	6	54,90,020	-	54,90,020	88.05
Individuals	-	-	-	-	-
2. Non Promoters Holdings					
Body Corporate	-	-	-	-	-
Individuals	1912	7,44,980	-	7,44,980	11.95
Total	1918	62,35,000	-	62,35,000	100

(12) Distribution of Shareholding as on March 31, 2016

Number of Equity Shares held	Number of Share holders	Number of Shares	% of Capital
Upto 500	1857	3,97,870	6.38
501-1000	11	7,730	0.13
1001-2000	-	-	-
2001-3000	-	-	-
3001-4000	-	-	-
4001-5000	-	-	-
5001-10000	8	65,000	1.04
10001-and Above	42	57,64,400	92.45
Total	1918	62,35,000	100

DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31, 2016.

Sd/
Rajat Kumar
Whole Time Director

Certification Under Regulation 17(8) of the SEBI(LODR) Regulation 2015

The Board of Directors
Gems Commercial Company Limited

We, the undersigned, certify to the Board that:

A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) these statements together present a true and fair view of the state of company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

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

C. We accept responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.

D. We have indicated to the auditors and to the audit committee:

- 1) Significant changes in internal control over financial reporting during the year;
- 2) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
- 3) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

For Gems Commercial Company Limited

sd/
Rajat Kumar
Whole Time Director

sd/
Raj Kumar
CFO and Executive Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Gems Commercial Company Limited

We have examined the compliance of conditions of Corporate Governance by Gems Commercial Company Limited ("the Company") for the year ended March 31, 2016 as stipulated in Listing Regulations of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further 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 the affairs of the company.

For and on behalf of
M/s Shiv & Associates
Chartered Accountants
FRN: 009989N

Sd/
Harendra Singhal
Place: New Delhi
Date: May 30, 2016

Annexure-IV to Board's Report**SECRETARIAL AUDIT REPORT***FOR THE FINANCIAL YEAR ENDED 31.03.2016**[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,

GEMS COMMERCIAL CO LTD

11C, Ram Mohan Dutta Road,
Ground Floor, Kolkata-700020

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

Based on my verification of the M/s **Gems Commercial Co Ltd** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **Gems Commercial Co Ltd** ("the Company") for the financial year ended on 31.03.2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **NA**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **NA**
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **NA**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable during the audit period)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(not applicable during the audit period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable during the audit period)**
 - 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; **(not applicable during the audit period)**

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable during the audit period)** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable during the audit period)**

vi. Law and guidelines applicable on **Non-Banking Financial Company (NBFC)** issued by Reserve Bank of India.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the *Calcutta Stock Exchange Limited*,

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

For **Avi Sangal & Associates**,
Company Secretaries

Avi Sangal
Proprietor
C.P. No.: 11984
Place: New Delhi
Dated: 30 May 2016

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
Gems Commercial Co Ltd
11C, Ram Mohan Dutta Road,
Ground Floor, Kolkata-700020

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of 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 procedures on test basis.
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

For **Avi Sangal & Associates,**
Company Secretaries

Avi Sangal
Proprietor
C.P. No.: 11984
Place: New Delhi
Dated: 30 May 2016

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF GEMS COMMERCIAL COMPANY LIMITED****Report on the Standalone Financial Statements**

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit/loss 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, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position. However a demand of Rs. 7,50,310/- is pending for the financial year ending on 31st March, 2008 (A.Y. 2008-2009).
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Shiv & Associates**
Chartered
Accountants
FRN: **009989N**

(**Harendra Singhal**)
(Partner)
(Membership No. 083769)

Place: New Delhi
Date: May 30, 2016

“Annexure A” to Independent Auditor’s Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the **GEMS COMMERCIAL COMPANY LIMITED** (“the Company”) for the year ended March 31, 2016

1. The Company does not have any fixed assets, hence sub-clause (a) & (b) of clause (1) of paragraph 3 of the company’s Auditor Report Order 2016 are not applicable.
2. a) The management has conducted the physical and electronic verification of inventory at reasonable intervals.

b) The discrepancies noticed on physical and electronic verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has granted unsecured loans to companies, firms or other parties covered by clause (76) of section 2 of companies act, 2013
 - a) The terms & conditions of such loans were not prejudicial to the company’s interest and equivalent to prevailing in market.
 - b) These loans are temporary in nature where principle & interest are payable on demand. Henceforth these are treated as regular.
 - c) These loans are payable on demand. Henceforth question of recovery of principal and interest is ‘not’ applicable.
4. According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. a) According to the information and explanations to us, during the year under audit the Provisions of the Provident Fund Act, ESI, Sales Tax, Wealth Tax, Excise Duty, VAT & Custom Duty are not applicable to the company. However, Service tax is applicable to company where payments are regular.
b) According to the information and explanations to us, on the last day of financial year, there was no amount outstanding in respect of undisputed Income Tax which were due for more than 6 months from the date they became payable.
c) According to the information and explanation given to us, except the income tax demand of Rs. 7,50,310 for assessment year 2008-2009 against which company has filed an appeal before CIT(A) and as per CIT(A) order demand is Rs. NIL, there are no other dues of Income-tax/Sales-tax/ Wealth-tax/Custom duty/Excise duty/cess, which have not been deposited on account of any dispute during the year under report.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.
16. According to the information and explanations given to us, the company has Non-Banking Financial Company and the company is registered under section 45IA of the Reserve Bank of India Act, 1934.

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of GEMS COMMERCIAL COMPANY LIMITED (“the Company”)

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

We have audited the internal financial controls over financial reporting of **GEMS COMMERCIAL COMPANY LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by

ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For **Shiv & Associates**
Chartered
Accountants
FRN: **009989N**

(Harendra Singhal)
(Partner)

(Membership No. 083769)

Place: New Delhi
Date: May 30, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note	(Rs. in thousands)	
		As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	62,350	62,350
(b) Reserves and Surplus	3	19,618	15,334
2 Non-Current Liabilities			
(a) Long-term Borrowings	4	10,019	10,019
3 Current Liabilities			
(a) Short-term Borrowings	5	130	-
(b) Other Current Liabilities	6	131	132
(c) Short-term Provisions	7	35,846	33,836
TOTAL		1,28,094	1,21,671
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
- Tangible Assets		-	-
(b) Non-Current Investments	8	5,125	5,125
2 Current Assets			
(a) Inventories	9	88,745	81,846
(b) Trade Receivables	10	2,122	1,688
(c) Cash and Cash Equivalents	11	157	174
(d) Short-term Loans and Advances	12	24,461	25,413
(e) Other Current Assets	13	7,483	7,425
TOTAL		1,28,094	1,21,671

Significant Accounting Policies

1

The accompanying notes form an integral part of the financial statements

*As per our report of even date attached***For SHIV & ASSOCIATES****For and on behalf of the Board of Directors**

Chartered Accountants

FRN No. 009989N

Rajat Kumar
Managing Director
DIN : 06535125Raj Kumar
CFO
DIN : 06535325

(Harendra Singhal)

Partner

M.No.: 083769

Pankaj Baradia
Director
DIN : 02696025

Ritika Nanda

Director

DIN : 06553679

Place : New Delhi

Date : 30th May, 2016

Sudhir Chander Sood
Company Secretary

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

		(Rs. in thousands)	
Particulars	Note	As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
I. INCOME			
Revenue From Operations	14	7,085	6,455
Other Income	15	-	349
Total Revenue		7,085	6,804
II. EXPENDITURE			
Purchases of Stock-in-Trade		6,899	2,488
Changes in Inventories	16	(6,899)	(1,758)
Employee Benefits Expense	17	204	156
Finance Costs	18	5	36
Other Expenses	19	582	3,664
Total Expenses		791	4,586
Profit Before Exceptional and Extraordinary Items and Tax		6,294	2,218
Exceptional Items		-	-
Profit before Extraordinary Items and Tax		6,294	2,218
Extraordinary Items			
a) Non Performing asset provision - writte off		(2,008)	7,640
Profit Before Tax		4,286	9,858
Tax Expense:			
- Current tax		2	-
- Deferred tax		-	-
Profit/(Loss) for the Period		4,284	9,858
Earnings Per Equity Share of face value of ` 10 each:			
Basic		0.69	1.58
Diluted		0.69	1.58

Significant Accounting Policies

1

The accompanying notes form an integral part of the financial statements

*As per our report of even date attached***For SHIV & ASSOCIATES
Chartered Accountants****FRN No. 009989N****(Harendra Singhal)***Partner***M.No.: 083769****For and on behalf of the Board of Directors****Rajat Kumar
Managing Director****DIN : 06535125****Raj Kumar
CFO****DIN : 06535325****Pankaj Baradia****Director
DIN : 02696025****Ritika Nanda****Director
DIN : 06553679**

Place : New Delhi

Date : 30th May, 2016

Sudhir Chander Sood**Company Secretary**

Cash Flow Statement for the year ended 31st March, 2016

Rs. In thousands

Particulars	Figure for the current reporting period	Figure for the previous reporting period
(A) Cash Flows from Operating Activities		
Net Profit before tax and extra ordinary items	4,284	9,858
Adjustments		
Depreciation and amortization from continuing operation	-	-
	4,284	9,858
Change in Working Capital:		
Adjustment for Increase / (Decrease) in operating liabilities:		
Increase/(decrease) short-term Borrowings	130	-
Increase/(decrease) short-term provisions	2,010	(7,639)
Increase/(decrease) in other current liabilities	(1)	(25,104)
Adjustment for (Increase) / Decrease in operating Assets:		
(Increase)/decrease in trade receivables	(434)	(468)
(Increase)/decrease in inventories	(6,899)	(1,757)
(Increase)/decrease in short-term loans and advances	952	25,279
(Increase)/decrease in other current assets	(58)	-
Net cash flow/Used in Operating activities (A)	(17)	169
(B) CASH FLOW FROM INVESTING ACTIVITIES:	-	-
Net Cash flow from/Used in Investing activities (B)	-	-
(C) CASH FLOW FROM FINANCIAL ACTIVITIES	-	-
Net Cash flow from/Used in Financial activities (C)	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(17)	169
Cash and cash equivalent at the beginning of the year	174	5
Cash and cash equivalent at the end of the year	157	174

As per report of even date attached

For SHIV & ASSOCIATES

Chartered Accountants

FRN No. 009989N

(Harendra Singhal)

Partner

M.No.: 083769

Place : New Delhi

Date : 30th May, 2016

For and on behalf of the Board of Directors of
Gems Commercial Company Limited

Rajat Kumar

Managing Director

DIN : 06535125

Raj Kumar

CFO

DIN : 06535325

Pankaj Baradia

Director

DIN : 02696025

Ritika Nanda

Director

DIN : 06553679

NOTES FORMING PART OF FINANCIAL STATEMENTS

Corporate Information

Gems commercial Company Limited ("the Company") is a public company domiciled in India. Its shares are listed in the Calcutta Stock Exchange Limited. The Company is incorporated under the provisions of the Companies Act, 1956 and also registered with Reserve Bank of India as NBFC Company.

SIGNIFICANT ACCOUNTING POLICIES

- A Basis of accounting and preparation of financial statements**
The financial statements of the Company are prepared on accrual basis, under historical cost convention. The comply with accounting standards specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Act/ the Companies Act, 1956, as applicable.
The accounting policies adopted in the preparation of financial statements are consistent with those of the preceding year
- B Use of Estimates**
The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.
- C Valuation of Inventories**
Inventories of quoted and unquoted shares are valued at cost but a separate provision for diminution in the value of shares is made.
- D Cash Flow Statements**
The Cash Flow Statement is prepared under "Indirect method" in accordance with Accounting Standard-3 on Cash Flow Statements notified in section 133 of the Companies Act, 2013. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
- E Contingencies and events occurring after balance sheet date :**
There are no contingencies and events after balance sheet date that effect the financial position of the company.
- F Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies**
The prior period expenses are charged separately to the profit and loss account. There is no change in the accounting policy during the year.
- G Depreciation and Amortisation**
There being no fixed assets no depreciation has been provided.
- H Revenue Recognition**
Interest Income
Interest income is recognised on accrual basis except in case of non-performing assets. Overdue interest is recognised as income on realisation.
Other Income
Dividend income is accounted on an accrual basis when the Company's right to receive the dividend is established.
Income from Services is recognised on accrual basis.
Other income is accounted on an accrual basis.
- I Accounting for Fixed Assets**
The Company did not hold any fixed assets at the close of the year.
- J Accounting for Investments**
Investments are classified as long-term and short-term. Long-term investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments. Short-term investment are carried at cost.

K Employee Benefits

Contribution to any employee benefit fund are charged to the profit and loss account as and when occurred.

L Borrowing Costs

All borrowing cost is charged to the revenue except to the extent they are attributable to qualifying assets that are capitalized.

M Segment Reporting

The company operates mainly in one segment i.e. investing activities. Therefore, there is no reportable segment.

N Related Party Disclosure

The Details are stated in Note-20 "Related Party Transactions" below which are not reproduced here.

O Leases

The company does not have any item covered under finance and operating lease which need disclosure as per Accounting Standard (AS-19) on "Leases".

P Earnings Per Share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

Particulars	As at	As at
	31-Mar-16	31-Mar-15
Profit After Tax available to Equity Shareholders	6,392	9,858
Weighted average number fo equity shares	6,235	6,235
Number of Equity Share	6,235	6,235
Face Value per share (₹)	10	10
Basic & diluted Earning per share (₹)	1.03	1.58

Q Consolidated Financial Statements

The company does not have any subsidiaries company. Therefore, company does not need to disclosure as per Accounting Standard - 21 Consolidated Financial Statement.

R Accounting for Taxes on Income

In accordance with Accounting Standard - 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, deferred Taxes resulting from timing differences between book and tax profits are accounted for at the current rate of tax to the extent the timing differences are expected to be crystalized.

S Intangible Assets

The Company did not hold any Intangible assets at the close of the year.

T Interim Financial Reporting

Quarterly financial results are published in accordance with the requirement of listing agreement with stock exchange. The recognition and measurement principles as laid down in the standard have been followed in the preparation of these results.

U Provisions, Contingent Liabilities and Contingent Assets

The company recognises a provision when there is a present obligation as a result of a past event that probable requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

The details are stated in Note-21 "Contingent Liabilities" below which are not reproduced here.

2 SHARE CAPITAL

(Rs. in thousands)

Share Capital	As at 31st March, 2016		As at 31st March, 2015	
	Number	(Rs.)	Number	(Rs.)
Authorised				
Equity Shares of ` 10/- each	7,000	70,000	7,000	70,000
Issued				
Equity Shares of ` 10/- each	6,235	62,350	6,235	62,350
Subscribed & fully Paid up				
Equity Shares of ` 10/- each fully paid	6,235	62,350	6,235	62,350
Total	6,235	62,350	6,235	62,350

2.1 Reconciliation of number of shares outstanding:

Particulars	Equity Shares			
	As at 31st March, 2016		As at 31st March, 2015	
	Number	(Rs.)	Number	(Rs.)
Shares outstanding at the beginning of the year	6,235	62,350	6,235	62,350
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	6,235	62,350	6,235	62,350

2.2 The details of shareholders holding more than 5% shares in the Company:

Name of Shareholder	Equity Shares			
	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mansarover Commercial Private Limited	757680	12.00	757680	12.00
Pashupati Nath Commercial Private Limited	1277730	20.00	1277730	20.00
Sovereign Commercial Private Limited	1152230	18.00	1152230	18.00
Swastik Commercial Private Limited	873400	14.00	873400	14.00
Trishul Commercial Private Limited	1303730	21.00	1303730	21.00

(As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.)

2.3 Terms/rights attached to equity shares:

The Company has only one class of equity shares having par value of ` 10 per share. Each equity share is entitled to one vote.

3 RESERVES AND SURPLUS

	(Rs. in thousands)	
	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Reserves & Surplus		
a. General Reserve		
Opening Balance	19,800	19,800
Add: Transferred during the year	-	-
Less: Utilised during the year	-	-
Closing Balance	19,800	19,800
b. Special Reserves		
Opening Balance	1,621	1,621
Add/(Less): Securities premium credited/ (utilised)	-	-
Closing Balance	1,621	1,621
c. Surplus		
Opening balance	(6,087)	(15,945)
Add: Net Profit for the current year	4,284	9,858
Closing Balance	(1,803)	(6,087)
Total	19,618	15,334

4 LONG TERM BORROWINGS

	(Rs. in thousands)	
	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Long Term Borrowings		
<u>Unsecured Loan</u>		
a. Loans from bodies Corporate		
Carissa Investment Pvt. Ltd.	10,019	10,019
Total	10,019	10,019

5 SHORT TERM BORROWINGS

	(Rs. in thousands)	
	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Short Term Borrowings		
<u>Unsecured Loan</u>		
Loans from related parties		
- Excellent Commercial Enterprises and Investment Ltd	35	-
- Hindustan commercial Company Ltd	94	-
Total	130	-

6 OTHER CURRENT LIABILITIES

(Rs. in thousands)		
Other Current Liabilities	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
(a) Other payables		
- Audit Fees	11	10
- Calcutta Stock Exchange	-	51
- Retainership	81	54
- Internal Audit Fees	5	5
- Professional Fees	16	-
- Demat Charges	3	3
- Director Fees	1	-
- Salary Payable	11	-
(b) Statutory dues		
- TDS Payable	3	8
Total	131	132

7 SHORT TERM PROVISIONS

(Rs. in thousands)		
Short Term Provisions	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Other Provisions		
Provision for Taxation	18	16
Provisions for standard assets	2	33
Diminution in the value of stock	10,068	10,068
Provision for written of doubtful assets	25,758	23,719
Total	35,846	33,836

8 NON CURRENT INVESTMENTS

(Rs. in thousands)		
Particulars	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Other Investments		
(a) Investment in Time Unit Shares (Non-Trade Investments, Unquoted, Valued at Cost)	5,125	5,125
Total	5,125	5,125
Less : Provision for diminution in the value of Investments	-	-
Total	5,125	5,125

9

INVENTORIES

Particulars	(Rs. in thousands)	
	AS AT	AS AT
	31.03.2016	31.03.2015
EQUITY SHARES (QUOTED) VALUED AT COST		
Equity shares (Quoted)		
144500 (previous year 144500) shares of Rs.10 each fully paid up in Golden Tobacco Limited	5,281	5,281
2940207 (previous year 2891207) shares of Rs.10 each fully paid in Gujarat Heavy Chemical Limited .	71,063	64,164
	76,344	69,445
Less: Provision for diminution in value of investment	3,865	3,865
Total (A)	72,479	65,580
EQUITY SHARES (UNQUOTED) VALUED AT COST		
232650 (previous per 232650) shares of Rs.10 each full paid up in General Exports & Credits Limited	2,065	2,065
455500 (previous year 455500) equity shares of Rs.10 fully paid up in Bharat Explosives Limited	4,555	4,555
47000 (previous year 47000) equity shares of Rs. 10 fully paid up in J & K Cigarettes Limited	470	470
6000 (previous year 6000) equity shares of Rs. 10 fully paid up in M. P. Tobacco Private Limited	60	60
17 (previous year 17) equity shares of Rs. 100 fully paid up in Pashupati Nath Comm (P) Limited	2	2
8000 (previous year 8000) equity shares of Rs.10 fully paid up in Purni Tobacco (P) Limited	80	80
2000 (previous year 2000) equity shares of Rs. 100 fully paid up in Raigarh Paper Mills Limited	200	200
20000 (previous year 20000) equity shares of Rs. 10 fully paid up in S.D.T. Enterprises Limited	200	200
71599 (previous year 71599) equity shares of Rs.10 fully paid up in Bharatpur Nutritional Prod. Ltd. (Formerly-Dalmia Industries Ltd.)	505	505
17 (previous year 17) equity shares of Rs.100 fully paid up in Swastik Comm (P) Limited	2	2
17 (previous year 17) equity shares of	2	2

Rs. 100 fully paid up in Sovereign Comm (P) Limited		
25000 (previous year 25000) equity shares of Rs. 10 fully paid up in World Growth Fund Limited	250	250
35000 (previous year 35000) equity shares of Rs.100 fully paid up in Dalmia (Bros) Pvt. Ltd.	3,500	3,500
4000 (previous year 4000) equity shares of Rs. 10 fully paid up in Dalmia Health Care Ltd.	40	40
21200 (previous year 21200) equity shares of Rs. 10 full paid up in Dalmia Health Care Ltd.	212	212
362300(previous year 362300) equity shares of Rs.10 fully paid up in Dalmia Health Care Ltd.	3,623	3,623
6250 (Previous year 6250) of Rs. 10/- each with Premium of Rs.70/- per share in Dalmia House Jeanie Pvt. Ltd.	500	500
Total (B)	16,266	16,266
Total Inventories (A+B)	88,745	81,846
Market value of quoted shares	3,43,947	1,83,235

* In the absence of fair market value of unquoted shares provisions for diminution in the value of shares has been made so as to value of unquoted shares @ Rs. 1/- each.

10 TRADE RECEIVABLES

	(Rs. in thousands)	
Trade Receivables	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
<i>Trade receivables outstanding for a period less than six months from the date they are due for payment</i>		
Unsecured, considered good	434	582
Less: Provision for doubtful debts	-	-
	434	582
<i>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</i>		
Unsecured, considered good	1,688	1,106
Less: Provision for doubtful debts	-	-
	1,688	1,106
Total	2,122	1,688

11 CASH AND BANK BALANCES

(Rs. in thousands)

Particulars	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Cash and Cash Equivalents		
(a) Balances with banks		
- Current Accounts	156	174
(b) Cash in hand	1	-
Total	157	174

12 SHORT TERM LOANS AND ADVANCES

(Rs. in thousands)

Short-term loans and advances (Unsecured, considered good)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
a. Loans to bodies Corporate		
Dalmia (Bros) Pvt. Ltd.	3,320	3,420
Dear Investment Pvt Ltd	109	109
Dalmia Housing Finance Ltd.	618	618
Bharat Explosive Ltd.	29	29
General Exports & Creditors Ltd	8,615	8,615
Lovely Investment Pvt Ltd	41	41
Rose Boys Home Care (P) Ltd.	900	900
Divine Leasing & Finance Limited	32	-
Harvatex Engineering and Processing Company Ltd	69	138
Little Rock Trade and Investment Ltd	503	242
Hindustan commercial Company Ltd	-	178
International Resources Ltd	32	213
Moderate investment & Commercial Enterprises Ltd	38	119
Carefree investment	59	185
Trishul Commercial Pvt Ltd	61	620
	14,426	15,428
b. Share Application Money		
Dalmia Consumer Care Pvt. Ltd.	2,750	2,750
Madhav Explosives Pvt Ltd	500	500
Technoblast India Pvt. Ltd.	1,960	1,960
	5,210	5,210
c. Advance to others		
Dalmia Center for Research & Development	4,775	4,775
K K Securities Ltd	0	-
Sainoor Automobiles Pvt Ltd	50	-
	4,825	4,775
Total	24,461	25,413

13 OTHER CURRENT ASSETS

(Rs. in thousands)

Particulars	As at 31st March, 2016	As at 31st March, 2015
	(Rs.)	(Rs.)
Balance with Revenue Authorities		
Fringe Benefit Tax	2	2
Income Tax	663	663
Income Tax recoverable	931	924
TDS	5,886	5,835
Wealth Tax Advance	1	1
Total	7,483	7,425

14 REVENUE FROM OPERATIONS

(Rs. in thousands)

Particulars	As at 31st March, 2016	As at 31st March, 2015
	(Rs.)	(Rs.)
Revenue From Operations		
Interest on loans	637	707
Dividend Income	6,448	5,748
Total	7,085	6,455

15 OTHER INCOME

(Rs. in thousands)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	(Rs.)	(Rs.)
Other Income	-	246
Interest on Income Tax Refunds	-	103
Total	-	349

16 (Increase)/decrease in inventories

(Rs. in thousands)

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	(Rs.)	(Rs.)
Change in Inventories of stock in trade	(6,899)	(1,758)
Total	(6,899)	(1,758)

17 EMPLOYEE BENEFITS EXPENSE

Particulars	(Rs. in thousands)	
	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	(Rs.)	(Rs.)
<u>Employee Benefits Expense</u>		
(a) Salary, Wages & Other Benefits	204	156
Total	204	156

18 FINANCE COSTS

Particulars	(Rs. in thousands)	
	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	(Rs.)	(Rs.)
<u>Interest & Finance Charges</u>		
- Interest	5	36
Total	5	36

19 OTHER EXPENSES

Particulars	(Rs. in thousands)	
	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	(Rs.)	(Rs.)
a. Other Expenses		
Legal & Professional Charges	162	175
Director's Meeting Fee	18	24
Retainership Fee	45	45
Listing Fee	1	28
Advertisement	41	47
Rate & Taxes	23	28
Printing & Stationery	93	80
Postage & Telephone	87	16
Bank Charges	2	2
Conveyance Charges	18	17
Demat Charges	2	2
Interest & Penalty paid	30	-
Filling Charges	9	28
General Expenses	20	27
E-Voting Charges	6	-
Bad Debts	-	3,113
<u>Payment to Auditors</u>		
:		
a. As auditor		

- Statutory Audit Fees	12	10
- Internal Audit Fees	6	6
b. for other services	9	17
Total	582	3,664

*Auditor fees included Service Tax

20 RELATED PARTY TRANSACTIONS

I. LIST OF RELATED PARTIES

A) RELATED PARTY WHERE KEY MANAGERIAL PERSONNEL EXERCISE SIGNIFICANT INFLUENCE

1	(Rajat Kumar)	Hindustan Commercial Company Ltd
2	(Rajat Kumar/Ritika Nanda))	Excellent Commercial Enterprises and Investment Ltd.
4	(Rajat Kumar)	Harvatex Engineering and Processing Co. Ltd.
3	(Raj Kumar)	Moderate Investment & Commercial Enterprises Ltd.
5	(Raj Kumar)	Carefree Investment Company Ltd.
6	(Ritka Nanda)	International Resources Ltd.

B) KEY MANAGERIAL PERSONNEL

1	Mr. Rajat Kumar (Managing Director)
2	Mr. Raj Kumar (Chief Executive officer/KMP)
3	Sushil Chander Sood(Company Secretary)

II. DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AND THE STATUS OF OUTSTANDING BALANCE AS ON 31ST MARCH, 2016

S. No.	COMPONENT	SIGNIFICANT INFLUENCE Transactions (Net)	KEY MANAGERIAL PERSONNEL Transactions (Net)
1	Siting Fees to directors	-	18
2	Remuneration paid to directors	-	162
3	Short-terms loans and advances received	1,408	-
4	Short-terms loans and advances given	590	-
5	Interest received	63	-
6	Interest paid	5	-
7	Outstanding Balance Debit / (Credit) as on 31.03.2016	67	-

21 CONTINGENT LIABILITIES

	Rs. In thousands	
Contingent liabilities and commitments (to the extent not provided for)	As at 31st March, 2016 (Rs)	As at 31st March, 2015 (Rs.)
Contingent Liabilities		
(a) Other money for which the company is contingently liable		
- Income Tax Liability disputed by the company	7,50,310	-
Total	7,50,310	-

The management is of the opinion that in majority of the cases, the company shall be in a position to resist or settle the cases.

- 22 The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors, according to such identification, the disclosures in respect to Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is as follows:

Particulars	Financial year 2015- 2016	Financial year 2014- 2015
i) The principal amount and interest due thereon remaining unpaid to any supplier as at end of each accounting year		
- Principal amount	NIL	NIL
- Interest thereon	NIL	NIL
ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of payment made to supplier beyond the appointed day during each accounting year	NIL	NIL
iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the Appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL
iv) The amount of interest accrued and remaining Unpaid at end of each accounting year; and	NIL	NIL
v) The amount of further interest remaining due and payable even in the succeeding years, Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowances as a deductible Expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL

- 23 Schedule in terms of paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007 and cash flow statement in terms of clause 32 of Listing Agreement are attached.

- 24 Previous year figures have been regrouped/rearranged wherever considered necessary

As per our report of even date attached

For SHIV & ASSOCIATES

Chartered Accountants

FRN No. 009989N

(Harendra Singhal)

Partner

M.No.: 083769

Place : New Delhi

Date : 30th May, 2016

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

Rajat Kumar
Managing Director
DIN : 06535125

Pankaj Baradia
Director
DIN : 02696025

**Raj
Kumar**
CFO
DIN : 06535325

Ritika Nanda
Director
DIN : 06553679

GEMS commercial company Limited

Schedule to the Balance Sheet Dated 31.03.2016

as required in terms of Paragraph 13 of Non-Banking Financial (Non-Accepting Holding)

Companies Prudential Norms (Reserve Bank) Directions, 2007

Particulars			
Liabilities Side:			
		Amount Outstanding	Amount Overdue
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :		
	a) Debentures		
	Secured	NIL	NIL
	Unsecured (Other than falling within the meaning of public deposits*)	NIL	NIL
	b) Deferred Credit	NIL	NIL
	c) Term Loans	NIL	NIL
	d) Inter-corporate loans and borrowing	NIL	NIL
	e) Commercial Paper	NIL	NIL
	f) Public Deposits*	NIL	NIL
	g) Other Loans (specify nature)		
2	Break-up of (1) (f) above (outstanding public deposits inclusive of Interest accrued thereon but not paid) :	NOT APPLICABLE	
	a) In the form of Unsecured debentures		
	b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
	c) Other Public deposits		
Assets Side:			
		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables (other than those included in (4) below):	NIL	
	a) Secured		
	b) Unsecured		
4	Break-up of Leased Assets and Stock on hire and hypothecation loans counting towards EL/HP activities	NOT APPLICABLE	
	i) Lease assets including lease rentals under sundry debtors :		
	a) Financial Lease		
	b) Operating lease		
	ii) Stock on hire including hire charges under sundry debetors:		
	a) Assets on hire		
	b) Repossessed Assets		
	iii) Hypothecation loans counting towards EL/HP activities		
	a) Loans where assets have been repossessed		
	b) Loans other than (a) above		

5 Break-up of Investments :**Current Investments :****1 Quoted :**

i)	Shares : (a) Equity	NIL
	(b) Preference	NIL
ii)	Debentures and Bonds	NIL
iii)	Units of mutual funds	NIL
iv)	Government Securities	NIL
v)	Others (Please specify)	NIL

2 Unquoted :

i)	Shares : (a) Equity	NIL
	(b) Preference	NIL
ii)	Debentures and Bonds	NIL
iii)	Units of mutual funds	NIL
iv)	Government Securities	NIL
v)	Others (Please specify)	NIL

Long term Investments :**1 Quoted :**

i)	Shares : (a) Equity	NIL
	(b) Preference	NIL
ii)	Debentures and Bonds	NIL
iii)	Units of mutual funds	NIL
iv)	Government Securities	NIL
v)	Others (Please specify)	51.25

2 Unquoted :

i)	Shares : (a) Equity	NIL
	(b) Preference	NIL
ii)	Debentures and Bonds	NIL
iii)	Units of mutual funds	NIL
iv)	Government Securities	NIL
v)	Others (Please specify)	NIL

6 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:

Category	Amount net of provisions		
	Secured	Unsecured	Total
(1) Related parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	67	NIL
(2) Other than related parties	NIL	NIL	NIL
Total	NIL	67	NIL

7 Investor group-wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted) : Please see not 3 below

Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provision)
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(1) Related parties		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
(2) Other than related parties	NIL	51.25
Total	NIL	51.25

** As per Accounting Standard of ICAI (Please see Note 3)

8 Other Information

	Particulars	Amount
i)	Gross Non-performing Assets	
	(a) Related parties	NIL
	(b) Other than related parties	NIL
ii)	Net Non-Performing Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
iii)	Assets acquired in satisfaction of debts	NIL

As per our report of even date attached

For SHIV & ASSOCIATES

Chartered Accountants

**FRN No.
009989N**

**(Harendra
Singhal)
Partner
M.No.: 083769**

Place : New
Delhi
Date : 30th May, 2016

For and on behalf of the Board of Directors

**Rajat Kumar
Managing Director
DIN : 06535125**

**Pankaj Baradia
Director
DIN : 02696025**

**Raj Kumar
CFO
DIN :
06535325**

**Ritika
Nanda
Director**

**DIN :
06553679**