

37th

Annual Report

2016 - 2017



CHOKHANI
INTERNATIONAL LIMITED

Bankers

Indian Bank

Auditors

M/s. B. K. Shroff & Company
Chartered Accountants,
3/7-B, Asaf Ali Road, Plot No. 4, 1st Floor,
New Delhi-110 002

Head Office & Registered Office

Chokhani House
Z-20, 1st Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110 020

Registrars & Share Transfer Agents

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, Near Dada Harsukh Das Mandir
New Delhi-110062



CIN: L51109DL1980PLC010428

Registered Office : Z-20, First Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110020
Email: Secretarial@cilsd.in
Website: www.cilsd.in
Phone : 011-47105100

NOTICE

Notice is hereby given that the 37th Annual General Meeting of Members of M/s. Chokhani International Limited will be held on Friday, 29th day of September 2017 at 1, DSIDC Complex, Okhla Industrial Area, Phase-I, New Delhi-110020 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rekha Suresh Goenka (DIN 07027109) who retires by rotation and being eligible, offer herself for re- appointment.
3. To Ratify the appointment of the Statutory Auditors.

To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) appointment of M/s B K Shroff & Co., Chartered Accountants, New Delhi (Firm Registration No-302166E) as an auditor of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the company in mutual consultation with the Auditors.”

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an Special Resolution:

RE-APPOINTMENT OF MR. JAGDISH PRASAD CHOKHANI AS MANAGING DIRECTOR

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and Section 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof), and provision of SEBI (Listing Obligation and Disclosure Requirements) 2015 and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, subject to the provision of articles of association of the company and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for the re- appointment of Mr. Jagdish Prasad Chokhani as

a Managing Director of the Company, not liable to retire by rotation for a further period of 5 years from 01st day of October, 2017 to 30th Day of September, 2022, with No Remuneration under the Companies Act 2013,

FURTHER RESOLVED THAT the Company shall have the absolute discretion to pay bonus to Mr. Jagdish Prasad Chokhani under the provision of the Companies Act, 2013 **FURTHER RESOLVED THAT** remuneration to be paid, if any required to be paid in future to the Managing Director shall be within the ceiling limit as stated under section II of part II of schedule V of Companies Act, 2013

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question(s), difficulty(s) or doubt(s) that may arise in this regard.”

5. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

REGULARISATION OF MR. M H ANSARI AS NON EXECUTIVE DIRECTOR OF THE COMPANY

RESOLVED THAT in pursuance to the provision of the section 149, 152 and 161 read with Rules of Companies (Meeting of Board and its powers) Rules, 2014, of Companies Act, 2013 along with other applicable relevant rules and regulations under the said Act (including any re-enactment(s) and modification(s) thereof, consent of Members of the Company be and is hereby accorded for appointment of Mr. M H Ansari as Non Executive Director of the Company who was appointed as additional Director w.e.f. 26.08.2017 & who is liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign, execute and file all the necessary documents, papers and forms to any statutory authorities, departments and Registrar of Companies etc. on behalf of the Company.

RESOVED FURTHER THAT the aforesaid person be and is hereby authorized to delegate any of his power to any other person for the aforesaid purpose.”

By the Order of Board of Directors

Place : New Delhi
Date : 26-08-2017

Priyanshu Kumar
Company Secretary

Notes:

1. Details of Directors seeking regularization (appointment)/re-appointment at the Annual General Meeting of the Company to be held on Friday 29th September, 2017 are provided in **(Annexure - 1 & 2)** of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than



ten percent of the total share capital of the company carrying voting rights. However a single person may act as proxy and such person shall not act as proxy for another person or shareholder.

The instrument appointing the proxy (**Annexure A-1**) should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the AGM (i.e. on or before 11:00 a.m. on 27th September, 2017).

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23rd September, 2017 to Friday 29th September, 2017 (Both days inclusive) for determining the names of members eligible for voting at the meeting.
5. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
6. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Corporate Affairs and Legal Department of the Company at its Office.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to the Company. Members holding shares in DEMAT form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
8. Members/ Proxies should bring the attendance slips (**Annexure - A-2**) duly filled and signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.
9. Members seeking any information/document relating to the Accounts, Legal and other matters with respect to the businesses to be transacted at the Annual General Meeting

may write to the Company Secretary/Director at the Registered Office of the Company at least seven days in advance of the Meeting.

10. Members have facility for dematerializing equity shares of the Company with Central Depository Services (India) Ltd. The ISIN No. allotted to the Company is INE772F01015. Any member desirous of dematerializing his holding may do so through any Depository Participant.
11. Any person who becomes a member of the Company after the dispatch of Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 22nd September, 2017 have the options to request for physical copy of the Ballot form by sending an email to Secretarial@cilsd.in by mentioning their Folio No./DP ID and Client ID No. Ballot paper received after 29th September 2017 will be invalid.
12. Members may please note that all investor related communication may be addressed to the Registrar and Share Transfer Agent at the following address:
Beetal Financial & Computer services Pvt. Ltd.
Unit: Chokhani International Ltd.
Beetal house, 3rd Floor 99, MADANGIR, BEHIND LSC NEAR Dada Harsukhdas Mandir, New Delhi-110062
Tel no. 011-29961281-83
E-mail id: beetalrta@gmail.com
For effecting changes in address/bank details, members are requested to notify:
 - (i) The R&T Agent of the Company, viz. Beetal Financial & Computer services Pvt. Ltd., if shares are held in physical form; and
 - (ii) Their respective Depository Participant (DP), if shares are held in electronic form.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
14. The Company has appointed Mr. Sumit (Membership No-34665 & COP. No.- 14337) to act as the Scrutinizer, to conduct and scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.

Voting through Electronic Means

15. Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means as on cut-off date



i.e. Friday, 22nd September, 2017.

The e-voting period will commence from Tuesday, 26th of September, 2017 at 09:00 a.m. and will end at 5:00 p.m. on Thursday, 28th of September, 2017. The e-voting module will be disabled thereafter. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being, Friday, 22nd September, 2017.

16. As per the provisions of Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the results of the e-voting will be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be placed on the Company's website www.cilsd.in

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instruction for receiving E-voting are as under:-

In case of members receiving e-mail:

- i. Log on to the e - voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT" and Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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 existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN implies issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/ Depository Participant requested to use the first two letters name and the last 8 digits of the sequence number in the PAN field. Sequence number is printed on address slip. 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 100 then you enter RA0000100 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both 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 (v).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the CHOKHANI INTERNATIONAL LIMITED on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.



xvii Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii Note for Non Individual Shareholders and Custodians :

- Non Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The e-voting period begins on Tuesday, 26th of september, 2017 at 09:00 a.m. and will end at 5:00 p.m. on Thursday, 28th of September, 2017. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting @cdslindia.com.

The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

1. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
2. Members holding shares in physical form are requested to forward all applications for transfers and all other shares-related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company.
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/

Beetal Financial & Computer Services Pvt. Ltd. (the RTA).

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and as per Rule 18 of the Companies (Management and Administration) Rules, 2014 allowed companies to send any notice/document (including Annual Report) to its members via e-mail. To support this green initiative of the Government in letter and spirit, the Company has taken an initiative to collect e-mail addresses of all its members.

Members holding shares in physical form are requested to provide/ update their e-mail addresses to our RTA, Beetal Financial & Computer Services Private Limited (Registrar and Share Transfer Agent) and also to mail us at contact@cilsd.in. Company has already requested our Shareholder to provide the same by inland letter.

Note: Members holding shares in dematerialized form may kindly update their e-mail addresses with their respective Depository Participants (DP's) and Company at Contact@cilsd.in.

Annexure to the Notice

EXPLANATORY STATEMENT IN PURSUANCE TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO. 4

Mr. J.P. Chokhani was re appointed as Managing Director of the Company in a Board Meeting held on 26th August, 2017 for a period of further five years however he will attain the age of 70 years during his tenure as Managing Director. Company has proposed to pass special resolution.

Appointment of Managing Director is subject to approval of shareholders as per the requirement of Schedule V of the Companies Act 2013. Therefore shareholders approval is required for the appointment of Managing Director of the Company.

ITEM NO. 5

Mr. M H Ansari, a commerce post graduate and having vast experience of more than 25 years in the field of secretarial and Human Recourse Management activities. He is also serving as a Chief financial officer in a Chokhani Global Express Limited, a listed company.

Mr. M H Ansari is not disqualified from being appointed as a Director in terms of Companies Act, 2013 and has consented to act as Director of the Company. The Board considers it desirable to avail the expertise and guidance of Mr. M H Ansari on the Board & to appoint as Director on the Board of the Company. Further his appointment on the board is subject to the approval of shareholders in the ensuing annual general meeting.



ANNEXURE - 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (LODR), 2015 and SS-2)

Name of the Director	Jagdish Prasad Chokhani
Director Identification Number	00304040
Date of joining the Board	15.05.1980
Profile of Director	Mr. Jagdish Prasad Chokhani age 68 years has been associated with the Company since long time. He has very rich experience in general administrative and management duties of a company.
Expert in specific Functional Area	Good knowledge in dealing with matters related to administrative and marketing.
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	1. Chokhani Global Express Ltd.
Chairmanships/Memberships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	2
No. of shares held in the Company	872050

* Directorship and Committee membership(s) in Chokhani International Limited is not included in the aforesaid disclosure. Also, alternate directorship(s), directorship(s) in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee membership(s) are excluded. Membership(s) and Chairmanship(s) of Audit committee and Stakeholder's Relationship Committee of only Public Companies have been included in the aforesaid table.

By order of the Board

Place : New Delhi
Date : 26-08-2017

Priyanshu Kumar
Company Secretary

**ANNEXURE - 2****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of SEBI (LODR), 2015 and SS-2)

Name of the Director	M H Ansari
Director Identification Number	07553594
Date of joining the Board	26.08.2017
Profile of Director	Mr. M H Ansari, a commerce post graduate and having vast experience of more than 25 years in the field of secretarial and Human Recourse Management activities
Expert in specific Functional Area	Good knowledge in dealing with matters related to administrative and marketing.
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)*	N.A.
Chairmanships/Membershipsof Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	N.A.
No. of shares held in the Company	500

* Directorship and Committee membership(s) in Chokhani International Limited is not included in the aforesaid disclosure. Also, alternate directorship(s), directorship(s) in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee membership(s) are excluded. Membership(s) and Chairmanship(s) of Audit committee and Stakeholder's Relationship Committee of only Public Companies have been included in the aforesaid table.

By order of the BoardPlace : New Delhi
Date : 26-08-2017**Priyanshu Kumar**
Company Secretary



**CHOKHANI INTERNATIONAL LIMITED
ATTENDANCE SLIP**

(Annexure A-2)

(THE ATTENDANCE SLIP DULY FILLED IN IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

CIN: L51109DL1980PLC010428

Registered Office: Z-20, First Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020

Email : Secretarial@cilsd.in

Website: www.cilsd.in Phone. : 011-47105100

FOR DEMAT SHARES	FOR PHYSICAL SHARES	
DP ID*	REGD. FOLIO NO.	
CLIENT ID*	NO. OF SHARES HELD	

Full name of the member _____

Address _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 37th Annual General Meeting of the Company on Friday, 29th September, 2017 at 11:30 AM at "1, DSIDC Complex, Okhla Industrial Area, Phase-I, New Delhi-110020.

Signature of Member/Proxy

PROXY FORM

Annexure A-1

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

Form MGT-11

CIN: L51109DL1980PLC010428

Registered Office: Z-20, First Floor, Okhla. Industrial Area, Phase - II, New Delhi - 110020

Email : Secretarial@cilsd.in

Website: www.cilsd.in Phone. : 011-47105100

Name of the Member (s) :
Registered Address :
E-mail ID :
Folio No./ Client ID :
DP ID :

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

- Name: Address:
E-mail ID: Signature:..... or failing him
 - Name: Address:
E-mail ID: Signature:..... or failing him
 - Name: Address:
E-mail ID: Signature:..... or failing him
- as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting / Extraordinary General Meeting of the Company, to be held at "1, DSIDC Complex, Okhla Industrial Area, Phase-I, New Delhi-110 020 on Friday, the 29th September, 2017 at 11:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mrs. Rekha Suresh Goenka (DIN 07027109) who retires by rotation and being eligible, offer herself for re- appointment.		
3	To Consider and ratify the appointment of Auditors of the company and fix their remuneration.		
	Ordinary Business		
4	Re-appointment of a Director in place of Mr. Jagdish Prasad Chokhani (DIN :00304040) as Managing Director (Special Resolution).		
5	Regularisation of Mr. M. H. Ansari as Non Executive Director of the Company (Ordinary Resolution).		

Signed this..... day of..... 2017

Signature of Shareholder..... Signature of Proxy holder(s).....

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

Affix Revenue Stamp



REPORT OF THE DIRECTORS

To the Members,

The Directors are pleased to present their 37th Report along with the audited financial statements of the Company for the year ended 31st March, 2017.

FINANCIAL PERFORMANCE

The Company's financial performance for the year ended 31st March, 2017 is summarized below:

Particulars	2016-17	2015-16
Operational Income	-	-
Other Income	1,95,400	17,83,674
Total Revenue	1,95,400	17,83,674
Profit / (Loss) before Tax	(39,20,386)	(77,92,966)
Profit / (Loss) after Tax	(39,20,386)	(77,92,966)
General Reserves	(57,46,94,858)	(57,07,74,472)

Performance Overview

During the year under review, there were no operations. The lead Institution i.e. IDBI Ltd. and IFCI have filed a suit before the Debt Recovery Tribunal (DRT) Madras and ICICI have also filed a suit before the Debt Recovery Tribunal (DRT), Mumbai for recovery of their dues.

ICICI had also sued the company before the Mumbai high court and an official receiver as appointed by the court took over the possession of the suit securities on 14.08.1998. Mumbai high court transferred this case to DRT Mumbai. On request of ICICI, DRT Mumbai has appointed a private receiver in place of court receiver. As per direction of DRT Mumbai, ICICI /Receiver made an advertisement in the newspaper on 27.11.2002 for sale / disposal of assets of the company viz. floating dry docks, Machineries, furniture and fixtures, vehicles stores and spares etc. on as is where is basis and as is what is basis. These assets as intimated by DRT receiver have since been disposed off. The company had filed a counter claim on ICICI (Lead Bank) amounting to Rs. 210 cr.

Further pending decision in the matter of company's claim on ICICI (Lead Bank) amounting to Rs.210 crores, on account of the institution company has suffered loss which resulted in a total loss of company's most valuable assets which had a

value more than sufficient to meet the claims of all secured and/or unsecured creditors. By failing to carry out timely maintenance despite reminders from the Court Receiver, High Court, Mumbai and others the financial institutions allowed dissipation and ultimate destruction of the two dry docks and other imported & indigenous machineries. Therefore the cost of fixed assets (net of relevant revaluation reserve) less depreciation provided till the date of disposal and value of inventories aggregating to Rs.48.81 crores as intimated by DRT Receiver has been deducted from secured loans. In view of above, the management is of the considered opinion that no amount whatsoever is due and payable to the Financial Institutions.

However in the financial year 2015-16, on 30th June 2015, Debt Recovery Tribunal, Mumbai has allowed a claim of Rs. 18,81,15,054/- to ICICI Bank Ltd. with subsequent simple interest @12% per annum from 1.04.1997 till realization. The Counter Claim of the company amounting to Rs. 210 Crores has been rejected by the DRT. Your Company has filed an appeal against this order before Debt Recovery Appellate Tribunal, Mumbai.

Further during the financial year 2016-17, DRT, Chennai vide its order dated 03/01/2017 allowed the claim of IDBI and IFCI amounting to Rs. 31,03,48,000/- and Rs. 21,60,83,000/- respectively totaling Rs. 52,64,31,000/- against which the company has filed a review petition and the matter is sub-judice.

During the year under review, there has been no change in the nature of business of the Company. Further, no material changes and commitments have occurred between the end of the financial year and the date of the report affecting the financial position of the Company.

Subsidiaries and Associates

Company doesn't have any Subsidiaries or Associates Company.

Material Subsidiaries

Pursuant to Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to formulate a policy for determining material subsidiaries but the same Clause is not applicable on Company as Company doesn't have any Subsidiary Company.

**Management Discussion and Analysis**

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

Dividend

There is no operation in the company since long, thus your directors are not able to recommend any dividend for the financial year 2016-17.

Reserves

In the above disclosure, General reserves are negative and equity has been eroded.

Public Deposits

During the F.Y. 2016-17, your Company has not accepted any deposits within the meaning of Section 73 and 76 Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such no amount of principal or interest was outstanding as on date of the Balance Sheet.

Corporate Governance A separate report on Corporate Governance along with the General Shareholders Information, as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed as a part of the Annual Report along with the Auditor's Certificate on Corporate Governance.

Extract of Annual Return

The details forming part of the extract of the Annual Return in the Form MGT-9, in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "**Annexure A**" to this report.

Particulars of loans, guarantees or investments

The Net Worth of the Company is negative and company had not given any loans or guarantee or investment during the year under review under the provision of section 186 of the Companies Act, 2013.

Meetings of the Board and Committees

The details in respect to the number of Board and Committees meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

Audit Committee

Pursuant to the provisions of section 177 of

Companies Act, 2013, the Audit Committee of the Company consisting of two Directors - Mr. Aditya Tulshan as Chairman, and Mr. Jagdish Prasad Chokhani as members. Mrs. Lakshmi Devi Chokhani has been resigned and your company is looking for suitable candidate for the position of Directorship.

Board of Directors of the Company has duly accepted the recommendations of Audit Committee during financial year 2016-17.

Vigil Mechanism-

The Company has established a Vigil Mechanism/ Whistle Blower Policy. The purpose of this mechanism is to provide a framework to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and provide adequate safeguards against victimization of the person availing this mechanism. This Policy has been appropriately communicated within the organization and is effectively operational. The policy provides mechanism whereby whistle blower may send protected disclosures directly to the Chairman of Audit Committee or Ethics Officer.

Risk Management - As per the requirement of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company laid down the procedures to inform Board members about the risk assessment and minimization procedures and the Board was responsible for framing, implementing and monitoring the risk management plan for the company. The Company has developed and implemented a Risk Management Policy to identify and mitigate key risks that may threaten the existence of the Company.

However it is to be noted that company's ship repairing business has been suspended since June 1998 and it has pending litigation with govt./ autonomous bodies and financial institution

Internal Financial Controls

Your Company has put in place adequate internal financial controls with reference to financial statements. Such system has been designed to provide for:

- Adoption of accounting policies in line with applicable accounting standards.
- Proper recording of transactions with internal checks and reporting mechanism.



- Compliance with applicable statutes, policies, management policies and procedures.

The management of your Company periodically reviews the financial performance against the approved plans across various parameters and takes necessary action, wherever necessary. However trading of the Company has been suspended since 1998 but the Company has to incur continuous expenses in the form of litigation and other miscellaneous expenses.

FRAUD REPORTED BY AUDITOR

There was no fraud by the Company during the financial year 2016-17, which has been noticed (or) reported during the course of our Audit by the Auditors under section 12 of section 143 of Companies Act, 2013.

Declaration of Independence

Your Company has received declaration from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules made there under as well as Regulation 25 & 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of the familiarization programme for the Independent Directors have been uploaded on the website of the Company and may be accessed through the link: http://www.cilsd.in/CIL/Policy/Familiarisation_Programme%20for%20Independent%20Directors.pdf.

Details of Significant and material orders passed by the Regulators or Courts or Tribunals impacting going concern status and Company's operation in future.

No significant and material order was passed by Regulators or Courts or Tribunals during the year under review impacting the going concern status of your Company.

Directors and Key Managerial Personnel

Appointments

During the financial year 2016-17, no Directors were appointed in the Company.

In accordance with the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules,

2014, Mrs. Rekha Suresh Goenka, Director is liable to retire by rotation at the forthcoming Annual General Meeting.

In terms of provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, the Board of Directors of the Company has, in its meeting held on 28th June 2016, appointed Mr. Chellappa Srinivasan as Chief Financial Officer and appointed Mr. Priyanshu Kandhway, as Company Secretary and Priyanshu Kandhway, Company Secretary as Chief Financial Officer of the Company on 14th November, 2016 and 16th May, 2017, respectively.

Resignations

During the financial year 2016-17, Ms. Himanshi Zaira, Company Secretary who was appointed on 1st March, 2016, has resigned on 3rd September, 2016, and Mr. Ram Kumar Tiwari, Chief Financial Officer has resigned on 30th June, 2016 and Mr. Chellappa Srinivasan who was appointed as Chief Financial Officer resigned on 3rd September, 2016.

The Board places on record its appreciation for their valuable contribution during their association with your Company

Directors' Responsibility Statement

Pursuant to Section 134(3)(c), the Directors hereby state and confirm that :

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) 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;
- (d) the Directors have prepared the annual accounts on a going concern basis; and



- (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statement indicating the manner in which formal annual evaluation has been done

In terms of provisions of Companies Act, 2013 and Regulation 17 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual evaluation of its own performance and that of its Directors individually. The evaluation criteria as laid down by the Nomination & Remuneration Committee included various aspects of the functioning of Board such as composition, process & procedures including adequate & timely information, attendance, delegation of responsibilities, decision-making; roles & responsibilities including monitoring, benchmarking, feedback; stakeholder relationship and committees.

The performance of individual Directors including the Chairman was evaluated on various parameters such as knowledge & experience, interest of stakeholders, time devoted etc. The evaluation process has been explained in the Corporate Governance Report of the Annual Report. The evaluation of Independent Directors was based on aspects like participation in & contribution to the Board decisions, knowledge & experience and judgment.

COMPANIES CEASED OR BECOME SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE DURING THE YEAR

No Company is either ceased or become subsidiaries, joint ventures or associate Company during the financial year 2016-17.

PARTICULARS OF REMUNERATION

The information as required in accordance with Section 197(12) of the Companies Act, 2013, read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. However, as per the provision of Section 136 of the Companies Act, 2013, the Report and the Accounts are being sent to all members of the Company.

No remuneration paid to any Director or Managing director of the company except by way of sitting fees for the financial year 2016-17 due to the prevailing condition of the Company. There are Key managerial Personnel (KMP) appointed in the Company during the financial year 2016-17 but only Company Secretary cum Chief Financial Officer is getting remuneration who was appointed on 14th November 2016. Thus there is no relevance to disclose remuneration for making any comparison as per the requirement of the provision of the Act and Rules made there under.

Nomination and Remuneration Policy

The Nomination & Remuneration Policy as approved by the Board on the recommendation of the Nomination & Remuneration Committee is annexed with this Report as **Annexure "B"**.

Corporate Social Responsibility

Since Company's Business not operating its business since June 1998, thus corporate social responsibility (CSR) provision is not applicable to the company.

Internal Complaints Committee (Anti-Sexual Harassment Policy)

During the period under review, no complaints were received by the Internal Complaints Committee established under the Policy for Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace.

Related party transactions

There is no related party transaction in the company with any related party. The Company has formulated a policy on Related Party Transactions which is available on the website of the Company and can be accessed through the mentioned link <http://www.ciltd.in/CIL/Policy/Related%20Party%20Policy.pdf>.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information as required by Section 134 (3) (m) read with relevant rules of the Companies Act, 2013, is set out as under:

Conservation of Energy –

Pursuant to the direction of DRT Mumbai, all the ship repairing assets of the Company sold off. There are no more ship repair operations. Therefore, no measures to conserve the energy are required to be undertaken.

**Technology absorption, adoption & innovation**

N.A. (in view of above)

Foreign Exchange Earnings & outgo

Particulars	Current Year	Previous Year
	(2016-17)	(2015-16)
Earnings	Nil	Nil
Outgo	Nil	Nil

Auditor and Auditor's Report**Statutory Auditors**

M/s B.K. Shroff & Co., Chartered Accountants, appointed as Statutory Auditors of the Company in the 36th Annual General Meeting of the Company to hold office till conclusion of 39th AGM. As required under Regulation 33 of SEBI (LODR), 2015, the Auditors also confirmed that they hold a valid certificate issued by the Peer Review of the Institute of Chartered Accountants of India.

However the Board discussed the qualifications raised by the Auditors in their Reports and noted the same along with the explanations provided by the Management as annexed to this Report. Board confirm that certain debit and credit balances are not confirmed and reconciled which may affect certain financial disclosure which is unavoidable due to pending litigation with Govt./autonomous bodies and financial Institutions.

Secretarial Auditor

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company appointed Ms. Sapna Garg, ACS, Company Secretary in Practice and proprietor of M/S Sapna Garg & Associates., Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as '**Annexure C**' to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remark.

Acknowledgements

The Board hereby places on record its sincere appreciation for the continued assistance and support extended to the Company by its collaborators, customers, bankers, vendors, Government authorities and employees.

Your Directors acknowledge with gratitude the encouragement and support extended by our valued Shareholders.

On behalf of the Board Directors

Jagdish Prasad Chokhani
Chairman

DIN- 00304040

Place : New Delhi
Date : 26/08/2017



Annexure-A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)
of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L51109DL1980PLC010428
ii	Registration Date	May 15, 1980
iii	Name of the Company	CHOKHANI INTERNATIONAL LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares
v	"Address of the Registered office" & contact details"	Z-20, First Floor, Okhla Industrial Area Phase-II New Delhi-110020
vi	Whether listed company	Listed with BSE
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind LSC Near Dada Harsukhdas Mandir, New Delhi-110062 Contact No- 011-29961281-83

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Company is not in Operation since 1999, Initially it was into ship repairing business	N.A.	N.A.

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	There is no Holding, subsidiary and associates of the company	N.A	N.A	N.A	N.A


IV (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
A. Promoters									
(1) Indian									
a) Individual/HUF	1534330	714747	2249077	6.86%	1534330	714747	2249077	6.86%	0.00%
"b) Central Govt.or" State Govt."	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corporates	1282280	1925392	3207672	9.79%	1282280	1925392	3207672	9.79%	0.00%
d) Bank/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL:(A) (1)	2816610	2640139	5456749	16.65%	2816610	2640139	5456749	16.65%	0.00%
(2) Foreign									
a) NRI- Individuals	0	6750000	6750000	20.60%	6750000	6750000	6750000	20.60%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other...	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (A) (2)	0	0	6750000	20.60%	0	0	6750000	20.60%	0.00%
"Total Shareholding of Promoter "(A)=(A) (1)+(A)(2)"	2816610	9390139	12206749	37.25%	2816610	9390139	12206749	37.25%	0.00%
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	73900	73900	0.23%	0	73900	73900	0.23%	0.00%
b) Banks/FI	4710503	73440	4783943	14.60%	4710503	73440	4783943	14.60%	0.00%
C) Cenntral govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Fund	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIS	0	0	0	0.00%	0	0	0	0.00%	0.00%
"h) Foreign Venture Capital Funds"	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (B)(1):	4710503	147340	4857843	14.82%	4710503	147340	4857843	14.82%	0.00%
(2) Non Institutions									
a) Bodies corporates	1743080	1426650	3169730	9.67%	1743390	1428990	3172380	9.68%	0.01%
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	330515	10500288	10830803	33.05%	335050	10493103	10828153	33.04%	-0.01%



ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	972880	225000	1197880	3.65%	972880	225000	1197880	3.65%	0.00%
c) Others (specify)	4120	507025	511145	1.56%	4120	507025	511145	1.56%	0.00%
SUB TOTAL (B)(2):	3050595	12658963	15709558	47.93%	3055440	12654118	15709558	47.93%	0.00%
"Total Public Shareholding"(B)=(B)(1)+(B)(2)"	7761098	12806303	20567401	62.75%	7765943	12801458	20567401	62.75%	0.00%
"C. Shares held by Custodian for "GDRs & ADRs"	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	1,05,77,708	2,21,96,442	3,27,74,150	100.00%	1,05,82,553	2,21,91,597	3,27,74,150	100.00%	0%

(ii) SHARE HOLDING OF PROMOTERS (Including person acting in concert)

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares company	% of total shares of the encumbered to total shares	% of shares pledged	NO of shares of the company	% of total shares encumbered to total shares	% of shares pledged	
1	Ajay Kumar Sharma	130	0.00%	0	130	0.00%	0	NIL
2	Ajay Prakash	1000	0.00%	0	1000	0.00%	0	NIL
3	Amarjit Singh Chadha	1000	0.00%	0	1000	0.00%	0	NIL
4	Anil Kumar Garg	130	0.00%	0	130	0.00%	0	NIL
5	Anil Kumar Hitesh Kumar	40000	0.12%	0	40000	0.12%	0	NIL
6	Anil Kumar Jaju	10000	0.03%	0	10000	0.03%	0	NIL
7	Anil Kumar Menon	200	0.00%	0	200	0.00%	0	NIL
8	Anusuya Vaid	1300	0.00%	0	1300	0.00%	0	NIL
9	Archana Sharma	1500	0.00%	0	1500	0.00%	0	NIL
10	Arjun Bharti	500	0.00%	0	500	0.00%	0	NIL
11	Arun Chandra Talwani	1650	0.01%	0	1650	0.01%	0	NIL
12	Arun Sharma	1000	0.00%	0	1000	0.00%	0	NIL
13	Ashok Gupta	1000	0.00%	0	1000	0.00%	0	NIL
14	Atul Garg	500	0.00%	0	500	0.00%	0	NIL
15	Atul Garg	11800	0.04%	0	11800	0.04%	0	NIL
16	Bajrang Lal Anil Kumar H U F	20000	0.06%	0	20000	0.06%	0	NIL
17	Bajrang Lal Anil Kumar	40000	0.12%	0	40000	0.12%	0	NIL
18	Bhagirati Sharma	1500	0.00%	0	1500	0.00%	0	NIL
19	Darshana Sharma	500	0.00%	0	500	0.00%	0	NIL
20	Dattatraya Govind Gupte	1200	0.00%	0	1200	0.00%	0	NIL
21	Desh Bandhu Verma	500	0.00%	0	500	0.00%	0	NIL
22	Dr Ranjit Majumdar	1200	0.00%	0	1200	0.00%	0	NIL
23	Elamana Gopala Krishnan	130	0.00%	0	130	0.00%	0	NIL
24	G D Sharma	500	0.00%	0	500	0.00%	0	NIL

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25	Girdhar Sharma	2000	0.01%	0	2000	0.01%	0	NIL
26	Gurdeep Singh	1500	0.00%	0	1500	0.00%	0	NIL
27	Hans Raj Chaudhary	250	0.00%	0	250	0.00%	0	NIL
28	Hari Chanda Sharma	1000	0.00%	0	1000	0.00%	0	NIL
29	Hari Om	750	0.00%	0	750	0.00%	0	NIL
30	J P Chokhani H U F	200	0.00%	0	200	0.00%	0	NIL
31	J P Chokhani H U F	163700	0.50%	0	163700	0.50%	0	NIL
32	J P Sharma	500	0.00%	0	500	0.00%	0	NIL
33	Jagdish Chokhani	600	0.00%	0	600	0.00%	0	NIL
34	Jagdish Prasad Chokhani (Huf).	161300	0.49%	0	0	0.00%	0	0.49%
35	Jagdish Prasad Chokhani	871450	2.66%	0	1032750	3.15%	0	0.49%
36	K A Durai	110	0.00%	0	110	0.00%	0	NIL
37	K B Sharma	1000	0.00%	0	1000	0.00%	0	NIL
38	K K Gupta	2000	0.01%	0	2000	0.01%	0	NIL
39	Kailash Bhandari	100	0.00%	0	100	0.00%	0	NIL
40	Kamlesh Tyagi	500	0.00%	0	500	0.00%	0	NIL
41	Kavita Chokhani	361880	1.10%	0	361880	1.10%	0	NIL
42	Kishore Kumar	500	0.00%	0	500	0.00%	0	NIL
43	Kusum Prabhakar	2000	0.01%	0	2000	0.01%	0	NIL
44	Lakshmi Srinivasan	500	0.00%	0	500	0.00%	0	NIL
45	Lalita Devi Chokhani	4000	0.01%	0	4000	0.01%	0	NIL
46	Laxmi Devi Jaju	10000	0.03%	0	10000	0.03%	0	NIL
47	Love Kush Kumar Singh	500	0.00%	0	500	0.00%	0	NIL
48	M M Bhandari	1500	0.00%	0	1500	0.00%	0	NIL
49	M/s J C Family Trust	200	0.00%	0	200	0.00%	0	NIL
50	Madan Mohan Bhandari	1000	0.00%	0	1000	0.00%	0	NIL
51	Madhu Sharma	110	0.00%	0	110	0.00%	0	NIL
52	Madhu Sudan Chokhani	1000	0.00%	0	1000	0.00%	0	NIL
53	Madhusudan Chokhani	2000	0.01%	0	2000	0.01%	0	NIL
54	Madhusudan Chokhani	139700	0.43%	0	139700	0.43%	0	NIL
55	Mahabir Chand	6000	0.02%	0	6000	0.02%	0	NIL
56	Manjula Gupta	500	0.00%	0	500	0.00%	0	NIL
57	Manorama Jalan	1390	0.00%	0	1390	0.00%	0	NIL
58	Maya Anil Menon	200	0.00%	0	200	0.00%	0	NIL
59	Meena Sharma	1000	0.00%	0	1000	0.00%	0	NIL
60	Mini Menon	200	0.00%	0	200	0.00%	0	NIL
61	Mohan Sebastian	390	0.00%	0	390	0.00%	0	NIL
62	Mohanlal Chandulal Agrawal	1300	0.00%	0	1300	0.00%	0	NIL
63	Mridula Sharma	1000	0.00%	0	1000	0.00%	0	NIL
64	Mukesh Goyal Karta	1000	0.00%	0	1000	0.00%	0	NIL
65	Mukesh Goyal	1500	0.00%	0	1500	0.00%	0	NIL
66	Naresh Kumar	1000	0.00%	0	1000	0.00%	0	NIL
67	Neelam R Chokhani	13400	0.04%	0	13400	0.04%	0	NIL
68	Neelam R Chokhani	560	0.00%	0	560	0.00%	0	NIL
69	Nityanand Gupta	100	0.00%	0	100	0.00%	0	NIL
70	O Koteswara Rao	100	0.00%	0	100	0.00%	0	NIL
71	Om Prakash Degan	2500	0.01%	0	2500	0.01%	0	NIL
72	P P Chokhani Huf	9800	0.03%	0	9800	0.03%	0	NIL
73	Pandit Ramji Lal Shastri	500	0.00%	0	500	0.00%	0	NIL
74	Panna Lal Sharma	500	0.00%	0	500	0.00%	0	NIL

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75	Pawan Kumar Vij	500	0.00%	0	500	0.00%	0	NIL
76	Prem Kumar	1000	0.00%	0	1000	0.00%	0	NIL
77	R C Chokhani	19200	0.06%	0	19200	0.06%	0	NIL
78	R R Singhvi H U F	1000	0.00%	0	1000	0.00%	0	NIL
79	R Srinivasan	600	0.00%	0	600	0.00%	0	NIL
80	Raj Ratan Singhvi	1000	0.00%	0	1000	0.00%	0	NIL
81	Ram Gopal	1000	0.00%	0	1000	0.00%	0	NIL
82	Ram Gopal	250	0.00%	0	250	0.00%	0	NIL
83	Renu Talwani	600	0.00%	0	600	0.00%	0	NIL
84	S M Dugar	100	0.00%	0	100	0.00%	0	NIL
85	Sadhna Atolia	200	0.00%	0	200	0.00%	0	NIL
86	Sadhna Goyal	1000	0.00%	0	1000	0.00%	0	NIL
87	Sadhna Sharma	500	0.00%	0	500	0.00%	0	NIL
88	Sajjan Mal Dugar	100	0.00%	0	100	0.00%	0	NIL
89	Salina Minz	500	0.00%	0	500	0.00%	0	NIL
90	Samir Kumar Chanda	500	0.00%	0	500	0.00%	0	NIL
91	Sanjay Kumar Ming	500	0.00%	0	500	0.00%	0	NIL
92	Sarabh Jain	2000	0.01%	0	2000	0.01%	0	NIL
93	Satya Bhama Kedia	1100	0.00%	0	1100	0.00%	0	NIL
94	Satyadhanapathi P V B	10	0.00%	0	10	0.00%	0	NIL
95	Shankarlal Chokhani	600	0.00%	0	600	0.00%	0	NIL
96	Shashi Bala	1000	0.00%	0	1000	0.00%	0	NIL
97	Shikha Tyagi	500	0.00%	0	500	0.00%	0	NIL
98	Shobha Devi Agarwal	200	0.00%	0	200	0.00%	0	NIL
99	Shri Satish Gupta	1000	0.00%	0	1000	0.00%	0	NIL
100	Shyam Sunder Fateh Chand	4500	0.01%	0	4500	0.01%	0	NIL
101	Sivadasan C	250	0.00%	0	250	0.00%	0	NIL
102	Subidh Kumar Sharma	500	0.00%	0	500	0.00%	0	NIL
103	Suman Gupta	1000	0.00%	0	1000	0.00%	0	NIL
104	Sunil Kumar Bansal	10	0.00%	0	10	0.00%	0	NIL
105	Sunita	1000	0.00%	0	1000	0.00%	0	NIL
106	Surajmal Baxi	1500	0.00%	0	1500	0.00%	0	NIL
107	Surendra Kumar	1500	0.00%	0	1500	0.00%	0	NIL
108	Suresh Chander Tiwari	500	0.00%	0	500	0.00%	0	NIL
109	Suresh Kumar	2000	0.01%	0	2000	0.01%	0	NIL
110	Suresh Sharma	500	0.00%	0	500	0.00%	0	NIL
111	Sushila Agarwal	1300	0.00%	0	1300	0.00%	0	NIL
112	Tushar Hindocha	13600	0.04%	0	13600	0.04%	0	NIL
113	Uma M Menon	225	0.00%	0	225	0.00%	0	NIL
114	Urmila Devi Chokhani	71431	0.22%	0	71431	0.22%	0	NIL
115	Usha Swaminathan	600	0.00%	0	600	0.00%	0	NIL
116	V P Chokhani	61061	0.19%	0	61061	0.19%	0	NIL
117	V P Chokhani	26510	0.08%	0	26510	0.08%	0	NIL
118	Vani Singhania	56100	0.17%	0	56100	0.17%	0	NIL
119	Varsha Rajiv Wad	200	0.00%	0	200	0.00%	0	NIL

CHOKHANI INTERNATIONAL LIMITED

120 Veena Jaju	10000	0.03%	0	10000	0.03%	0	NIL
121 Vimal Kumar Banka	100	0.00%	0	100	0.00%	0	NIL
122 Virender Kumar Sharma	500	0.00%	0	500	0.00%	0	NIL
123 Vishnu Chokhani	45500	0.14%	0	45500	0.14%	0	NIL
124 Yogeshwar Dayal Khanna	500	0.00%	0	500	0.00%	0	NIL
125 Yogin Majumdar H U F	1200	0.00%	0	1200	0.00%	0	NIL
126 Chokhani Business Limited	847080	2.58%	0	847080	2.58%	0	NIL
127 Chokhani Investments Ltd	408500	1.25%	0	408500	1.25%	0	NIL
128 Chokhani Investments Ltd	206500	0.63%	0	206500	0.63%	0	NIL
129 Chokhani Shipyard Bengal Ltd	120000	0.37%	0	120000	0.37%	0	NIL
130 Dhanuka Real Estate & Investment Ltd	9012	0.03%	0	9012	0.03%	0	NIL
131 Kesri Investment Limited	2100	0.01%	0	2100	0.01%	0	NIL
132 Kesri Investment Limited	508830	1.55%	0	508830	1.55%	0	NIL
133 Krishna Holdings P Ltd	1200	0.00%	0	1200	0.00%	0	NIL
134 M/s Accurate Traders Ltd	30000	0.09%	0	30000	0.09%	0	NIL
135 M/s Dhanuka Real Estate & Investment Pvt Ltd	2450	0.01%	0	2450	0.01%	0	NIL
136 M/s Fcb Holding P Ltd	10000	0.03%	0	10000	0.03%	0	NIL
137 M/s Gulshan Investment Co Ltd	1500	0.00%	0	1500	0.00%	0	NIL
138 M/s Indramani Holding P Ltd	10000	0.03%	0	10000	0.03%	0	NIL
139 M/s Lords Teehna Project P Ltd	10000	0.03%	0	10000	0.03%	0	NIL
140 M/s Marketing & Sales Service	50100	0.15%	0	50100	0.15%	0	NIL
141 M/s N G Adhesive Industries Pvt Ltd	550	0.00%	0	550	0.00%	0	NIL
142 M/s Purnima Investment & Properties Pvt Ltd	9500	0.03%	0	9500	0.03%	0	NIL
143 M/s Sunflag Commercial Enterprises Ltd	10000	0.03%	0	10000	0.03%	0	NIL
144 M/s Suvridha Holding P Ltd	10000	0.03%	0	10000	0.03%	0	NIL
145 Marwari Investments Pvt Ltd	3200	0.01%	0	3200	0.01%	0	NIL
146 Neha Leasing & Holding Ltd	40000	0.12%	0	40000	0.12%	0	NIL
147 Rockhard Leasing Holding Pvt Ltd	20000	0.06%	0	20000	0.06%	0	NIL
148 Shilpa Holding Pvt Ltd	100000	0.31%	0	100000	0.31%	0	NIL
149 Sugan Fertilisers & Chemicals Ltd	20500	0.06%	0	20500	0.06%	0	NIL
150 Sugan Tmt Industries Limited	773450	2.36%	0	773450	2.36%	0	NIL
151 Transcon Builders Contractors P Ltd	3200	0.01%	0	3200	0.01%	0	NIL
152 Goodwill Navigation Inc.	4041800	12.33%	0	4041800	12.33%	0	NIL
153 Kepindia Investment Pvt Ltd	2708200	8.26%	0	2708200	8.26%	0	NIL

Total Shareholding of Promoter and Promotor Group 12206749

12206749



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

SI No.	Shareholders Name	Shareholding		Date	Increase/ (Decrease)	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the Company			No of shares	% of total shares of the company

There is no change in Shareholding of Promoters.

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

SI No.	Shareholders Name	Shareholding		Date	Increase/ (Decrease)	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)		
		No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the Company			No of shares	% of total shares of the company	
1	ICICI Bank Ltd.	beginning	1996895	6.09	Nil	Nil	No Change	No Change
		end	1996895	6.09				
2	IDBI Bank Ltd.	beginning	1695735	5.17	Nil	Nil	No Change	No Change
		end	1695735	5.17				
3	Amrex Marketing Pvt Ltd.	beginning	1639060	5	Nil	Nil	No Change	No Change
		end	1639060	5				
4	Administrater of the specified undertaking of the Unit trust of India-asset-reconstruction fund.	beginning	1017673	3.11	Nil	Nil	No Change	No Change
		end	1017673	3.11				
5	Prakashbhai K Vaghela	beginning	578760	1.77	Nil	Nil	No Change	No Change
		end	578760	1.77				
6	Shahi Finance Pvt. Ltd.	beginning	337125	1.03	Nil	Nil	No Change	No Change
		end	337125	1.03				
7	Shailesh Bhai P Prajapati	beginning	2,94,120	0.90	Nil	Nil	No Change	No Change
		end	2,94,120	0.90				
8	Everest Housing Pvt. Ltd.	beginning	200000	0.61	Nil	Nil	No Change	No Change
		end	200000	0.61				
9	3A Capital Services Ltd	beginning	182700	0.56%	Nil	Nil	No Change	No Change
		end	182700	0.56%				
10	Avril Creation Limited	beginning	125000	0.38	Nil	Nil	No Change	No Change
		end	125000	0.38				



(v) Shareholding of Directors & KMP

Sl No.	Shareholders Name	Shareholding	Date		Increase/ (Decrease)	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
			No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total shares of the Company		No of shares	% of total shares of the company
1	Jagdish Prasad Chokhani	beginning	8,72,050	2.661		0	0
		end	8,72,050	2.661	Nil	8,72,050	2.661
2	Lakshmi Devi Chokhani	beginning	Nil		Nil	Nil	Nil
		end			Nil	Nil	Nil
3	Aditya Tulshan	beginning	Nil		Nil	Nil	Nil
		end			Nil	Nil	Nil
4	Rekha Suresh Goenka	beginning	Nil		Nil	Nil	Nil
		end			Nil	Nil	Nil
5	Ram Kumar Tiwari**	beginning	Nil		Nil	Nil	Nil
		end			Nil	Nil	Nil
6	Himanshi Zaira***	beginning	Nil		Nil	Nil	Nil
		end			Nil	Nil	Nil
7	Priyanshu Kandhway****	beginning	Nil		Nil	Nil	Nil
		end			Nil	Nil	Nil

**Resigned with effect from 10.02.2017

**Resigned with effect from 30.06.2016

***Resigned with effect from 05.09.2016

****Appointed with effect from 14.11.2016

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposite	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	36187957*	Nil	Nil	36187957*
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	36187957	Nil	Nil	36187957
Change in Indebtedness during the financial year				
Additions	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	36187957*	Nil	Nil	36187957*
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	36187957	Nil	Nil	36187957

Note* : Kindly refer Note No. 5 (Short Term Borrowing) of the Financial statement as annexed with the annual report.



VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. Particulars of No Remuneration	Name of the MD/WTD /Manager	Total Amount
1 Gross salary	Managing Director Jagdish Prasad Chokhani	
(a) Salary as per provisions contained ' in section 17(1) of the Income Tax. 1961.		Nil
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil
2 Stock option	Nil	Nil
3 Sweat Equity	Nil	Nil
4 Commission as % of profit others (specify)	Nil	Nil
5 Others, please specify	Nil	Nil
Total (A) Ceiling as per the Act		

Note : Mr. Jagdish Prasad Chokhani, Managing Director of the company has voluntarily foregone his remuneration because company is not in operation since long.

B. Remuneration to other directors:

Independent Directors:-

S.No	Name of the Director	Fee for attending Board/committee Meetings	Commission	Others#	Total
	Mrs. Lakshmi Devi Chokhani*	1000	Nil	Nil	1000
	Mr. Aditya Tulshan	9000	Nil	Nil	9000
	Total				10000

*Resigned with effect from 10.02.2017

Non- Executive / Promoter Directors

S.No	Name of the Director	Fee for attending Board/committee Meetings	Commission	Others#	Total
1	Sh. J.P Chokhani	10338	N.A	N.A	10338
2	Mrs. Rekha Suresh Goenka	0	N.A	N.A	0
	Total				10338

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

Sl. Particulars of No Remuneration	Key Managerial Personnel			Total
	CEO	Company Secretary	CFO	
1 Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Nil	193026	149618	342644
(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
2 Stock Option	Nil	Nil	Nil	Nil
3 Sweat Equity	Nil	Nil	Nil	Nil
4 Commission	Nil	Nil	Nil	Nil
as % of profit	Nil	Nil	Nil	Nil
others, specify	Nil	Nil	Nil	Nil
5 Others, please specify				
Total		193026	149618	342644

Note* : Himanshi Zaira , Company Secretary has resigned on 05.09.2017 and New Company Secretary has joined the company on 14.11.2017 as Company Secretary.

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	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding*	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



Annexure-B

Director's Appointment & Remuneration Policy

Chokhani International Limited ("CIL" or the "Company") has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and the provisions of Clause 49.

Objective

The objective of this Policy is to provide a consistent framework to the Committee to perform its functions in compliance with the Law pertaining to the appointment of, remuneration payable to and removal of, directors, key managerial personnel and senior management personnel and make appropriate recommendations to the Board.

Applicability

This Policy shall be applicable to all Directors, Key Managerial Personnel, Senior Management Personnel and other employees of Chokhani International, wherever applicable.

Definitions

"Key Managerial Personnel (KMP)" means the Managing Director, Chief Financial Officer and Company Secretary.

"Senior Management Personnel" shall mean the Chief Operating Officers of the respective SBUs of the Company, people designated as Executive Directors & Corporate Function heads.

Criteria for appointment and removal of Directors, Key Managerial Personnel & Senior Management

1. Appointment criteria and qualifications

- (a) Subject to Law and the HR Policy of the Company, the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and/or KMP in the manner as it deems fit and make appropriate recommendations to the Board.
- (b) If required and considered fit by the Committee, appropriate consultations shall be held with Chokhani International Managing Director.

2. Term / Tenure

The Term / tenure of the Directors shall be governed by and as prescribed under Law.

3. Removal

Due to reasons for any disqualification mentioned under Law or any other justifiable grounds, the Committee may recommend to the Board, with reasons to be recorded in writing, for removal of a Director or KMP.

Purpose

- a) To evaluate the performance of the members of the Board.
- b) To ensure remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.



Performance Evaluation

The evaluation of Directors, KMP and Senior Management Personnel shall be conducted yearly or at such intervals as may be considered necessary.

Role of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;

Remuneration payable to Directors, Key Managerial Personnel and other employees

1. Managing Director / Whole-time directors

- (a) The Nomination and Remuneration Committee shall make such recommendations to the Board, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time directors.
- (b) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time directors shall be governed by Law read with Management Regulations of the Company and be subject to the approval of shareholders of the Company and Central Government, wherever required.

2. Non-executive / Independent directors

- (a) The Non-executive/ Independent directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount as may be prescribed by Law.
- (b) The Non-executive/ Independent directors may be entitled to reimbursement of reasonable and direct expenses for participation in the Board and other meetings and profit related commission as may be approved by the shareholders of the Company which shall not exceed 1% of the net profits of the Company.
- (c) An Independent director shall not be entitled to any stock option.
- (d) The sitting fee paid to Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.

3. KMP, Senior Management Personnel and other employees

- (a) The remuneration of KMP (excluding the MD & CEO) and Senior Management Personnel shall be governed by the HR Policy of Chokhani International on the basis of recommendation of the MD & CEO of the Company.
- (b) The remuneration of other employees shall be governed by the HR Policy of Chokhani International.
- (c) The remuneration shall be subject to applicable taxes and the Company may withhold there from any amounts as are required to be withheld pursuant to the applicable laws. Any tax liability arising in respect of payments made pursuant to the remuneration shall be borne solely by the respective director, KMP and senior management personnel.

Appointment criteria and qualification:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the



person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment.

For the appointment of KMP (other than Managing / Whole time Director) or Senior Management, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole time Director) or Senior Management, the Managing Director is authorized to identify and appoint a suitable person for such position. However, if the need be, the Managing Director may consult the Committee / Board for further directions/ guidance.

Place: New Delhi
Dated : 26.08.2017

Jagdish Prasad Chokhani
Chairman
DIN: 00304040

Annexure-C

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2017

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,
Chokhani International Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Chokhani International Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that -

- a. 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.
- b. 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.
- c. We have not verified the correctness and appropriateness of the financial statements of the Company.
- d. The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- e. 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.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

- (vi) The Company is in the business of repairing of ships but Company doesn't have any operations during the reporting period.

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

We 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 Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors of 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 for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We 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.

We further report that during the audit period, there were no instances of:

- i. Public/Rights/Preferential issue of shares/debentures/sweat equity.
- ii. Redemption of securities.
- iii. Decisions by the Members in pursuance to section 180 of the Act.
- iv. Merger/Amalgamation/Reconstruction.
- v. Foreign technical collaborations.

For Sapna Garg & Associates

Company Secretaries

Sapna Garg

ACS No.: 22058

C P No.: 10716

August 26, 2017

New Delhi



REPORT ON CORPORATE GOVERNANCE

CORPORATE PHILOSOPHY

Corporate Governance refers to a set of policies, principles, laws, regulations and procedures etc. Our Company has made the requisite compliances under Corporate Governance. The Company has been regularly disclosing in its Directors' Report the information concerning the performance, prospects and other relevant matters affecting the operations of the Company. As required under Regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, following disclosures are set out towards achievements of good Corporate Governance.

The Company is managed in accordance with most of the requirements prescribed on Corporate Governance. In addition, Shareholders/Investors Grievance Committee and Audit Committee of Directors have been constituted.

BOARD OF DIRECTORS

At Chokhani International, the Board of Directors approve and review the strategies and oversee the actions and result of Management. The Management team of the Company is headed by Managing Director of the Company.

Composition of Board

The Chokhani International, Board is comprised with in accordance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The present strength of the Board is four, out of which three Directors are Non – Executive Directors and the Company has an Executive Chairman. The Non-Executive Directors includes independent professionals, In terms of the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 with stock exchanges, the Chokhani Board comprises more than half of its Directors as Independent Directors. However one independent director has been resigned on 10.02.2017 & company is finding suitable person to be appointed in the board.

Board Procedures

Detailed agenda with explanatory notes and all other related information is circulated to the members of the Board in advance of each meeting. Detailed presentations are made to the Board covering all major functions and activities. The requisite strategic and material information is made available to the Board to ensure transparent decision making by the Board.

Number of Board Meetings

During the financial year 2016-17, the Board of Directors of the Company met five times. The maximum time gap between any two Board Meetings was not more than one hundred and twenty days. The details of the Board meetings are as under :

Sl. No.	Date	Board Strength	No. of Directors Present
1	30.05.2016	4	3
2	28.06.2016	4	3
3	11.08.2016	4	4
4	14.11.2016	4	3
5	10.02.2017	4	4

Disclosures of relationships between Directors inter – se

None of the Directors are related to each other.



Information relating to Directors

The details relating to the composition and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, the number of Directorships, Committee Memberships and Chairmanships held by them as on 31st March, 2017 are given below

S. No.	Name	Category	Attendance		Last AGM	Outside Directorship and Memberships & Chairmanships		
			No. of Meetings Held	attended		Director-ships ¹	Committee Membership-ships ²	Committee Chairman-ships ²
1.	Mrs. Lakshmi Devi Chokhani	Independent Director	5	2	No	1	2	1
2.	Mr. Aditya Tulshan	Independent Director	5	5	Yes	1	2	2
3.	Mrs. Rekha Suresh Goenka	Woman Director	5	5	Yes	1	-	-
4.	Mr. Jagdish Prasad Chokhani	Managing Director	5	5	Yes	1	2	-

- The Directorship held by Directors as mentioned above do not include directorships of foreign companies and Section 8 companies and of CIL as per Companies Act, 2013
- In accordance with SEBI (Listing and Obligation and Disclosure Requirements) Regulation, 2015, Memberships/ Chairmanship of only the Audit Committee and Stakeholders' Relationship Committee of all public limited companies have been considered except CIL.

No Director is a member of more than 10 Board - level Committees of public limited companies, or is Chairman of more than 5 such Committees

The Board reviews Compliance Reports of all the laws applicable to the Company, prepared by the Company as well as the steps taken by the Company to revamp instances of such non-compliances wherever and whenever required.

Shares and convertible instruments held by Non- Executive Directors

None of Non Executive Directors held any shares as on 31st March, 2017

The details of the familiarization programme for the Independent Directors have been uploaded on the website of the Company and may be accessed through the link: http://www.cilsd.in/CIL/Policy/Familiarisation_Programme%20for%20Independent%20Directors.pdf.

Annual Independent Directors Meeting:

During the year under review, an annual Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on February 10, 2016, wherein all Independent Directors were present, to review the performance of the Non-Independent Non-Executive Directors including the Chairman of the Board and performance of the Board as a whole. The Non- Independent Directors did not take part in the meeting.

Code of Conduct

Chokhani's Board has adopted a Code of Conduct for members of the Board and Senior Management ("Code"). The Code lays down, in detail, the standards of business conduct, ethics and governance.

A copy of the Code has been posted on the Company's website and can be accessed through the following link: <http://www.cilsd.in/CIL/CODE%20OF%20CONDUCT.pdf>.



The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director to this effect is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management an affirmation that they have complied with the Code of Conduct in the financial year 2016-17.

Jagdish Prasad Chokhani
Managing Director

Committees of the Board

Company has three Board Committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee.

Details regarding the role and composition of the Board Committees, including the number of meetings held during the financial year 2016-17 and the attendance of the members are provided below:

AUDIT COMMITTEE

The composition of the Audit Committee meets the requirement of Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Section 177 of Companies Act, 2013. The present member of Audit Committee of the Company consists of Mr. Aditya Tulshan (Independent Director), Mr. Jagdish Prasad Chokhani (Executive Director) and Mrs. Lakshmi Devi Chokhani. However Mrs. Lakshmi Devi Chokhani (Non-Executive Independent Director), a member of the audit committee of the company resigned from her office of directorship w.e.f 10.02.2017 and board is considering a suitable candidature for the same position.

MEETINGS OF THE AUDIT COMMITTEE

During the year 2016-17, the Committee met five times on 30.05.2016, 28.06.2016, 11.08.2016, 14.11.2016 and 10.02.2017

The functions of the Audit Committee of the Board include the following:

- Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing, with the management, the annual financial statements before submission of the same to the Board for approval, with particular reference to:-
Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' report in terms of sub-section 5 of Section 134 of the Companies Act, 2013;
Changes, if any, in accounting policies and practices and reasons for the same;
Major accounting entries involving estimates based on the exercise of judgment by management;
Significant adjustments, if any, made in the financial statements arising out of audit findings;
Compliance with Listing and other legal requirements relating to financial statements;
Disclosure of any related party transactions;
Qualifications, if any, in the draft audit report; and
Reviewing, with the management, the quarterly financial statements before submission of the same to the Board for approval.
- Reviewing, with the management, performance of Statutory Auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.



- Discussions with management and/or internal auditors, if any, of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations into matters where there is suspected fraud or irregularity.
- Discussions with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in making payments to the specified category of creditors etc.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

Meetings and Attendance during the year 2016-2017

S.No	Name	Held	Attended
1.	Mr. Aditya Tulshan	5	5
2.	Mrs. Lakshmi Devi Chokhani	5	2
3.	Mr. Jagdish Prasad Chokhani	5	5

NOMINATION AND REMUNERATION COMMITTEE -

The composition of the Nomination and Remuneration Committee meets the requirement of Regulation 19 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Section 178 of Companies Act, 2013.

The present members of the committee are Mr. Aditya Tulshan as the Chairman of the Committee who is also an Independent Non Executive Director, Mrs. Rekha Suresh Goenka (Non Executive) and Mrs. Lakshmi Devi Chokhani. However Mrs. Lakshmi Devi Chokhani (Non-Executive Independent Director), a member of the committee of the company resigned from her office of directorship w.e.f 10.02.2017 and board is considering a suitable candidature for the same position.

The basic function of the committee is mentioned as under:-

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key managerial Personnel and other employees,
- 2) Formulation of criteria for evaluation of Independent Directors and the Board,
- 3) Devising a policy on Board Diversity,
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Meetings and Attendance during the year 2016-2017, the committee met two time i.e. 28.06.2016 and 14.11.2016

S.No	Name	Designation	Held	Attended
1.	Mr. Aditya Tulshan	Chairman	2	2
2.	Mrs. Lakshmi Devi Chokhani	Member	2	0
3.	Mrs. Rekha Suresh Goenka	Member	2	2



The Terms of Reference of Nomination and Remuneration Committee are as follows:-

- 1) Fixing the level and composition of remuneration which is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully,
- 2) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- 3) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goal.

Nomination and Remuneration Policy

This Remuneration Policy has been formulated to pay equitable remuneration to Directors, KMPs and other employees and to harmonize the aspirations of the human resource consistent to the goals of the company and it has been approved by the Board.

Guiding Principles:-

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

- When determining the remuneration policy and arrangements for Executive Directors/ KMP's, the Remuneration Committee considers pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.
- The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.
- Our remuneration policy is guided by a common reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Approval of the Remuneration Policy:-

This Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Person and Board of Directors.

The Remuneration Policy is binding for the Board of Directors including its provisions on stock options. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Board's minutes.

Remuneration Related to Directors

The Remuneration payable to the Directors will be determined by the committee and recommended by the board for approval. The Remuneration and commission paid to the Managing Director shall be in accordance with the Companies Act, 2013.

Remuneration to KMPs and Other Employees

The policy on remuneration of KMPs and other employees is as below:-

The Remuneration and Reward structure of the employees comprises of two broad based components- annual remuneration and long-term awards.

a) Annual Remuneration

Annual Remuneration refers to the Annual Compensation payable to the employees. This comprises of two parts- a fixed component and a performance linked variable component based on the extent of achievement of individual's objectives and performance of the business units.

The objective is to set the total remuneration at levels to attract, motivate and retain high-calibre and high-potential personnel in a global competitive market.



b) Long- Term Rewards

Long- Term Rewards may include Long- Term Incentive Plans(LTIP) under which incentives would be granted to eligible employees based on their contribution to the performance of the company, relative position in the organization and the length of service under the supervision and approval of the Committee.

Remuneration of Non- Executive/ Independent Directors

The Remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board and is revised from time to time, depending on individual performance, the company's performance and provisions made in the Companies Act, 2013 and the rules made thereunder.

Policy Review

In case of any subsequent changes in the provisions of Companies Act, 2013 or any regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the policy would be modified in due course to make it consistent with the law.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

The composition of the Stakeholder's Relationship Committee meets the requirement of Regulation 20 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Section 178 of Companies Act, 2013

The Stakeholder's Relationship Committee comprising one executive and two independent directors. The present members of the Committee are Mr. Aditya Tulshan (Chairman and Non- Executive Director), Mr. Jagdish Prasad Chokhani and Mrs. Lakshmi Devi Chokhani (Members). However Mrs. Lakshmi Devi Chokhani resigned from the office of directorship/membership of committee w.e.f 10.02.2017 .

The Committee inter-alia oversees and reviews matters pertaining to share transfer. The Committee looks into redressal of shareholders' complaints like transfer of shares, non-receipt of Annual Report etc. received from investors in co-ordination with the Company's Registrar and Transfer Agent.

The Committee has met 10 times during the year i.e. 16.05.2016, 30.05.2016, 30.06.2016, 11.08.2016, 23.09.2016, 28.10.2016, 30.12.2016, 30.01.2017, 28.02.2017 and 30.03.2017

Status of complaints received during the period ended 31st March, 2017 is as under-

No. of Complaints received - 0

No. of Complaints replied - 0

No. of Complaints pending - 0

S.N o	Name	Held	Attended
1.	Mr. Aditya Tulshan	10	10
2.	Mrs. Lakshmi Devi chokhani	10	2
4.	Mr. Jagdish Prasad Chokhani	10	10

Compliance Officer – Mr. Priynashu Kumar is Compliance Officer of the Company w.e.f 14.11.2016 before him Ms. Himamshi Zaira was Compliance Officer for the period of 1st April, 2016 to 5th September, 2016 in the company.

Subsidiary Companies

SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 defines a "material non-listed Indian subsidiary" as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.



CIL does not have any material non-listed Indian subsidiary.

Management

Management Discussion and Analysis

A separate chapter on Management Discussion and Analysis is given in this Annual Report

GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:

Financial Year	Date and Time	Location	Special Resolution
2015-2016	30.09.2016 (11.00 A.M)	1,DSIDC Complex, Okhla Industrial Area Phase-I, NewDelhi-110020	No
2014-2015	30.09.2015 (11.00 A.M)	1,DSIDC Complex, Okhla Industrial Area Phase-I, New Delhi-110020	Yes
2013-2014	30.09.2014 (10.30 A.M)	1,DSIDC Complex, Okhla Industrial Area Phase-I, New Delhi-110020	No

Postal Ballot

There was no special resolution passed by the Company through postal ballot during the year ended 31st March, 2017 and there is no special resolution which is proposed to be conducted through postal ballot.

DISCLOSURES

No significant Related Party Transactions have been entered into by the company that may have potential conflict with the interest of the company at large and No personnel have been denied access to the Audit Committee.

The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs and Policy on materiality of RPTs which is uploaded on the website of the Company and can be accessed through the following link:

<http://www.cilsd.in/CIL/Policy/Related%20Party%20Policy.pdf>.

Details of Non-Compliance by the Company

No penalties/ strictures have been imposed on the Company by any regulatory authority for non-compliance of any law or any matter related to capital market, during the last three years.

Institution IDBI etc

Code for prevention of Insider Trading Practices

In compliance of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and "Code of Conduct to Regulate, Monitor and Report Trading by Insiders".

"Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" prescribes the framework for fair disclosure of events and occurrences that could impact price discovery in the market for securities of the Company and "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" has been formulated to regulate, monitor and report trading by employees and other connected persons of the Company.

CEO/CFO Certification

Managing Director and Chief Financial Officer have certified to the Board with respect to the financial statements, in controls and other matters as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.



Shareholders

Disclosure regarding appointment/ re-appointment/ resignation of Directors

During the year 2016-17, Mrs. Lakshmi Devi Chokhani, Director of the company resigned from the office and further the company is searching the suitable person for the same position.

Whistle Blower policy of the Company

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 Crores.

The Company adopted the whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the company code of conduct and ethics. There has been no change to the whistle blower policy adopted by the Company during fiscal 2017.

MEANS OF COMMUNICATION

Quarterly Results are sent to the Stock Exchanges regularly and also published in the following newspapers

Sl. No.	Quarter	News Papers	Date of Publication	Website
1.	30/06/2016	Financial Express(English) Jansatta(Hindi)	12/08/2016	www.cilsd.in
2.	30/09/2016	Financial Express (English) Jansatta (Hindi)	15/11/2016	www.cilsd.in
3.	31/12/2016	Financial Express (English) Jansatta (Hindi)	11/02/2017	www.cilsd.in
4.	31/03/2017	Financial Express(English) Jansatta (Hindi)	17/05/2017	www.cilsd.in

It does not displays official news releases and presentations made to institutional investors or to the analysts as the Company is suspended since 1998 and there is no operation in the company.

Company's Website

The website of the Company, www.cilsd.in regularly updated with the financial results, corporate information, shareholding Pattern etc.

Compliance

Mandatory Requirements

As on 31st March, 2017, the Company has complied with the all applicable mandatory requirements of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Non - Mandatory Requirements

Shareholders' Rights/ Information

Information like financial results, shareholding pattern, press releases, etc. are displayed on the Company's website www.cilsd.in

Certificate on Corporate Governance

The Company obtained a Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance, as mandated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The certificate is annexed to this Annual Report.



GENERAL INFORMATION FOR SHAREHOLDERS

Annual General Meeting :

Date and Time : September, 29th September, 2017 at 11.30 am
Venue : 1, DSIDC Complex, Okhla Industrial Area, Phase-I,
New Delhi-110020.

Book Closure Date : 23rd September, 2017 to 29th September, 2017 (both days inclusive)

Market Price

There is no market price data - high or low during any month in the last financial year i.e. 2016-17 as the trading of the Company is suspended since 1998.

Share Transfer system

The Company's shares held in the dematerialized form are electronically traded in the Depository.

In the case of transfers in physical form which are lodged at the above offices of the Registrar and Share Transfer Agent, such transfers are processed with the stipulated time period. All share transfers are approved by the officials authorized by the Board and thereafter ratified by the Stakeholders' Relationship Committee at its next meeting

Outstanding ADR's/ GDR's/ Warrant/ Options

The Company has not issued any ADR's or GDR's or Warrants or convertible instruments.

Financial Calendar

Financial Year 1st April to 31st March

For the year ended 31st March, 2017, results were announced on

First Quarter : 30th May, 2016
Second Quarter : 14th November, 2016
Third Quarter : 10th February , 2017
Fourth Quarter : 16th May, 2017

Listing of Equity Shares : The Securities of the Company are presently listed at BSE Limited. However trading has been suspended since 1998

Stock Code

ISIN: INE772F01015
BSE Code: 523246

Dematerialization

: The Company fulfills the required criteria for dematerialization of its Securities.

Dividend

Company

: Keeping in mind the prevailing condition (trading of the is suspended since 1998), no dividend has been recommended for the financial year 2016-17.

Registrar & Transfer Agent

(share transfer and communications regarding share certificates, change of address etc.)

: **M/s Beetal Financial & Computer Services (P) Ltd.**

Beetal House, 3rd Floor,
99, Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062.



Market Rates : No Trading was carried out during the year.

Shareholders' Issues

The Shareholders may send their queries to the e-mail address - Secretarial@cilsd.co.in proactively managed by the Company.

Distribution of Shareholding		%
Govt. [Central & State(s)]	-	Nil
Public Financial Institutions & Banks	-	14.60
Mutual Funds	-	0.22
Foreign Holdings	-	20.59
Director/ Relatives of Directors	-	5.769
Bodies Corporate	-	19.57
Other top 50 Shareholders	-	5.185
Others	-	32.63
TOTAL		100 .00

Plant locations : There is no operation of the company since long and there is no plant as on date.

Address for Correspondence : D-3/2, Okhla Industrial Area, Phase-II, New Delhi-110020

For CHOKHANI INTERNATIONAL LIMITED

Jagdish Prasad Chokhani
Managing Director
DIN- 00304040



MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT (CIL)

INDUSTRY STRUCTURE AND DEVELOPMENT

India has substantial fleet of ships both in the commercial as well as defence sector. There are more than 2,000 Indian owned vessels operating in Indian waters. This generates a resident demand for ship repair activities locally in Indian waters. However, due to unavailability of Infrastructure or price competitiveness, most of ocean going vessels goes overseas for repair.

Indian ship repair yards could capture a higher share of market by improvement in infrastructure, increasing ship repair yard capacity and competitive performance. Excluding some of the niche markets such as gas carriers and highly specialized defence vessel, Indian ship repair yards could cater to all types of ships owned and operated in Indian waters.

There exists an opportunity to create infrastructure for repair of large ships. This would help ship repair company attracted business that is going to international yards due to lack of infrastructure in India and competitive pricing in China. The Modi Government's focus to change ship building perspective in India and develop India into a large shipbuilding and repair. The infrastructure has to be developed by private sector and government would provide supportive policy measures. This provides large opportunity for a ship repair company to enter Indian Ship Repair business.

India has several companies with dedicated ship repair yards. Some of the repair yards have the entire infrastructure required for undertaking ship repair. This infrastructure includes repair berth, workshops, steel fabrication and replacement infrastructure, etc. These ship repair yards can undertake dry-docking activity of ships that forms the most revenue generating activity in ship repair.

In addition to ship repair yards, there are several workshops located in and around government owned major ports in India. These workshops, take drydock or slipway on lease for repair of ships. They do not own large infrastructure required for undertaking repair. Afloat repairs and breakdown repairs of ships calling to ports for trade forms major component of workshops involved in ship repair activity.

OUTLOOK

Chokhani International Limited (hereinafter referred as "CIL") was established to construct, purchase, take on lease, import or export or otherwise acquire and to carry-on the business or to undertake or take part in management, supervision or control of the business or operation of ship repairs and ship building industry including shipyards on land and on water including seasm, and operation of dry-dock and other related facilities and know how.

CIL's ship repairing operations are suspended since June 1998. The Company has suffered continued losses including the current year and erosion of equity due to many pending litigations with Govt. / Autonomous bodies and Financial Institutions.

Loans were recalled by all Indian Financial Institutions viz. IDBI, IFCI, ICICI (including SCICI). IDBI & IFCI filed a suit before the Debt Recovery Tribunal (DRT), Madras and ICICI filed a suit before the Debt Recovery Tribunal, Mumbai for recovery of their dues. Receiver was appointed by the authorities, who disposed of the assets of the Company. CIL filed the Cross claim for negligence which resulted in a total loss of CIL's most valuable assets which had a value more than sufficient to meet the claims of all secured and/or unsecured creditors. By failing to carry out timely maintenance, despite reminders from the Court Receiver, High Court, Mumbai and others the financial institutions allowed dissipation and ultimate destruction of the two dry docks and other imported & indigenous machineries which made CIL purportedly defunct.

Notwithstanding anything stated above, management is trying its best to come out of sub-judice matters and no stone will be left unturned to revive the Company, no sooner circumstances are favorable.



INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an audit process to ensure adequacy and effectiveness of controls. The internal controls are formulated and implemented by the management with an objective to achieve an effective monitoring and compliance with applicable laws. The independent Audit Committee of the Board of Directors regularly reviews, significant audit findings, compliance with accounting standards and other legal requirements relating to financial statements. However there is no operation in the Company.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and the applicable accounting standards issued by the ICAI .The management of Chokhani International Limited accepts the integrity and objectivity of these financial statements as well as the various estimates and judgments used therein.

CAUTIONARY STATEMENT

Certain Statements made in this report relating to Company's objectives, outlook, etc. may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual performance may differ from such estimates, whether express or implied. Important factors that could make a difference to the Company's operations; include Government Regulations, Tax regimes, Economic developments and other allied factors.



CERTIFICATE ON CORPORATE GOVERNANCE

The Members of CHOKHANI INTERNATIONAL LIMITED

We have examined the compliance of the conditions of Corporate Governance by Chokhani International Limited ('the Company') for the year ended on March 31, 2017, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") of the Company.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the 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 with the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no Investor Grievances are pending for a period of exceeding One Month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For N. Agarwal & ASSOCIATES
Company Secretaries

Place : New Delhi
Date : 26.08. 2017

(NIDHI AGARWAL)
Proprietor
C.P. No. 8431

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

The Members CHOKHANI INTERNATIONAL LTD.

This is to certify that:

- a) We have reviewed financial statement for the year ended 31st March, 2017 and the cash flow statement for the year (consolidated and unconsolidated) and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading; and
 - ii) these statements together present a true and fair view of the 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 controls for financial reporting and that Company have evaluated the effectiveness of internal controls systems of listed entity pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies, if any, and the steps taken or proposed to be taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee
 - i) There is no Significant changes in the internal control over financial reporting during the year,
 - ii) There is no significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) That there were no instances of any significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having such significant role in the Company's internal control system.

For **CHOKHANI INTERNATIONAL LTD.**

Place : New Delhi
Date : 26.08.2017

JAGDISH PRASAD CHOKHANI
Managing Director
DIN 00304040

MR. PRIYNASHU KANDHWAY
Chief Financial Officer



INDEPENDENT AUDITORS' REPORT

To the Members of **CHOKHANI INTERNATIONAL LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of CHOKHANI INTERNATIONAL LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the period from 1st April, 2016 to 31st March, 2017 then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 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 financial statements.

Basis for Qualified Opinion

- (i) *Non-confirmation /reconciliation of certain debit & credit balances, which on final confirmation/reconciliation may affect certain financial disclosures, and has also resulted in the balances being as per books of accounts only.(Refer Note no.23)*
- (ii) *The company's ship repairing operations remained suspended since June 1998. The company has suffered continued losses including in the current year and erosion of equity due to many pending litigation with Govt./ Autonomous bodies & financial institutions and there is substantial doubt that the company will be able to continue as a going concern. We are accordingly unable to express our opinion on companies ability to continue as a going concern.(Refer note no. 24)*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of matter described in the Basis of Qualified Opinion Paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Loss and its cash flows for the period ended on that date.

Report on Other Legal and Regulatory requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, , we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 has disclosed the impact of pending litigations on its financial position in its financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. – Refer Note No.5 and Note No. 21 to the Financial statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report

that the disclosed are in accordance with books of account maintained by the company and as produced to us by the management – Refer note no.29 of the financial statements.

For B.K.Shroff & Co.
Chartered Accountants
Firm Reg. No. : 302166E

Place : New Delhi
Date : 16.05.2017

Partner
Membership Number
:90378

**Annexure – A to the Auditors' Report
Annexure referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our report of even date**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management according to a regular program, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification. Discrepancies noticed have been properly dealt with in the books of account.
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) There are no inventory in the company hence provisions of clause (ii) of the order are not applicable to the company.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and as such clauses (iii) (a), (b) and (c) of the order are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us no loans, investments, guarantees and security covered under section 185 and 186 of the Companies Act, 2013 has been given by the company.
- (v) According to the information and explanation given to us, the company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of the order are not applicable to the company.
- (vi) As informed to us Company is not required to maintain any cost records as prescribed by the Central Government under section 148(1) of companies act 2013
- (vii) (a) *The company is generally regular in depositing*



with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable except as under:

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which amount relates
Madras Port Trust	Lease Rent	23,360,045	1997-98 and 1988-1999

- (b) According to the records of the company, dues of income-tax or Sales tax or service tax or duty of custom or duty of excise or value added tax which have not been deposited on account of any dispute are as under :
- (viii) *As per information and explanations given by the management during the year, we are of the opinion that the company has not repaid the installment of principal amount of loan since 1993-94 aggregating to Rs 24,87,14,599 (in case of Rupee Loans) and Rs 27,55,93,485 (in case of Foreign Currency Loans). The interest on such loans amounting to Rs. 26,05,46,353 provided upto year 1998-99 is also not paid since 1994-95. However company has not made provision for Interest, penal interest and/or other charges from 1999-00. As explained and as per the documents produced before us for our examination, the company has disputed the repayment of dues to Financial Institution and filed suit for counter claim, since the matter is subjudice, the amount of liability on account of Interest, penal interest and/or other charges, if any as on the balance sheet date is not ascertainable and will be accounted on the final settlement of dispute with the financial institution. (For details, circumstances & sequence of events refer para 1 to 6 of note no 6). Since there is a dispute between the company & the lender, we are unable to determine whether there is a default in repayment of dues to the concerned Financial Institution.*
- (ix) In our opinion, during the year no money has been raised by way of initial public offer or further public offer (including debt instruments) or term loans hence provisions of clause (ix) of the order are not applicable to the company.
- (x) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, no managerial remuneration has been paid or provided in the books during the year.
- (xii) The company is not a nidhi company and hence provisions of clause (xii) of the order are not applicable to the company.
- (xiii) In our opinion all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year under review the company has not made any preferential allotment on private placement of shares or fully or partly convertible debentures.
- (xv) The company has not entered into any non cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934

For B.K.Shroff & Co.
Chartered Accountants
Reg. No. : 302166E

Place : New Delhi
Date : 16.05.2017

Partner
Membership Number: 90378

Annexure B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of Chokhani International Limited ("the Company") as of March 31, 2017 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial



controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 my /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:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- b) 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
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 issued by the ICAI".

For B.K.Shroff & Co.
Chartered Accountants
Firm Reg. No. : 302166E

Place : New Delhi
Date : 16.05.2017

Partner
Membership Number
:90378



BALANCE SHEET AS AT 31ST MARCH, 2017
CIN: L51109DL1980PLC010428

PARTICULARS	Note No.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
I. EQUITY AND LIABILITIES			
1 Shareholder's funds			
(a) Share Capital	2	327,741,500	327,741,500
(b) Reserves and Surplus	3	(57,46,94,858)	(57,07,74,472)
2 Non-current liabilities			
(a) Long-term provisions	4	2,220	1,675
3 Current liabilities			
(a) Short-term borrowings	5	3,61,87,957	3,61,87,957
(b) Trade payables	6		
(A) Total outstanding dues of micro enterprises and small enterprises		-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		2,82,27,323	2,83,27,323
(c) Other current liabilities	7	28,51,06,036	28,49,02,477
(d) Short-term provisions	8	44,726	43,095
		<u>10,26,14,904</u>	<u>10,64,29,555</u>
II. ASSETS			
Non-current assets			
1 (a) Fixed assets	9		
(i) Tangible assets		6,891	4,24,747
(b) Non-current investments	10	-	-
(c) Other non-current assets	11	2,61,770	2,46,770
2 Current assets			
(a) Trade receivables	12	10,03,45,887	10,03,45,887
(b) Cash and cash equivalents	13	19,04,371	51,55,805
(c) Short-term loans and advances	14	47,315	71,383
(d) Other current assets	15	48,670	1,84,963
		<u>10,26,14,904</u>	<u>10,64,29,555</u>

Signed in terms of our report of even date
For B. K. SHROFF & Co.
CHARTERED ACCOUNTANTS
Firm Regn. No. 302166E

**For and on behalf of the Board of Directors of
Chokhani International Ltd.**

Kavita Nangia
PARTNER
M.No. 90378

Jagdish Prasad Chokhani
CHAIRMAN AND MANAGING DIRECTOR
DIN-00304040

Aditya Tulshan
DIRECTOR
DIN-06797682

PLACE: NEW DELHI
DATE: 16.05.2017

Priyanshu Kumar Kandhway
COMPANY SECRETARY



STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017
CIN: L51109DL1980PLC010428

PARTICULARS	Note No.	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
I. Revenue from operations		-	-
II. Other income	16	1,95,400	17,83,674
III. Total Revenue (I + II)		<u>1,95,400</u>	<u>17,83,674</u>
IV. Expenses:			
Cost of materials consumed		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	17	4,58,444	3,48,126
Finance costs	18	3,747	9,017
Depreciation and amortization expense	29	1,00,794	1,27,388
Other expenses	19	35,52,801	90,92,109
Total expenses		<u>41,15,786</u>	<u>95,76,640</u>
V Profit before tax (VII- VIII)		(39,20,386)	(77,92,966)
VI Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
VII Profit (Loss) for the period		<u>(39,20,386)</u>	<u>(77,92,966)</u>
VIII Earnings per equity share:	20		
(1) Basic		(0.12)	(0.24)
(2) Diluted		(0.12)	(0.24)

Signed in terms of our report of even date
For B. K. SHROFF & Co.
CHARTERED ACCOUNTANTS
Firm Regn. No. 302166E

For and on behalf of the Board of Directors of
Chokhani International Ltd.

Kavita Nangia
PARTNER
M.No. 90378

Jagdish Prasad Chokhani
CHAIRMAN AND MANAGING DIRECTOR
DIN-00304040

Aditya Tulshan
DIRECTOR
DIN-06797682

PLACE: NEW DELHI
DATE: 16.05.2017

Priyanshu Kumar Kandhway
COMPANY SECRETARY



Note-1: SIGNIFICANT ACCOUNTING POLICIES

ACCOUNTING CONVENTION

These accounts are prepared under the historical cost convention and on the basis of a going concern with revenues recognised and expenses accounted on their accrual including provisions/adjustments for committed obligations and amounts determined as payable or receivable during the financial year. Excise duty and Customs duty are accounted as and when the liability for payment arises.

REVENUE RECOGNITION

- (a) Revenue earned from ship repair has been accounted on the basis of ship repair work done and billed after adjusting credit notes/discounts. However, in respect of invoices raised and accounted but under negotiations till the finalisation of the balance Sheet, no provision has been made to meet the possible contingencies arising, if any, after the Balance Sheet date, wherever it is not possible to ascertain with reasonable accuracy the quantum to be provided for.
- (b) Scrap generated is not valued but accounted for when sold.
- (c) Other income/claims are accounted when right to receive the same is established.

FIXED ASSETS

- (a) Certain Fixed Assets which were revalued on 31st March, 1993 are stated at revalued cost as adjusted on account of translation difference, Other Fixed Assets are stated at historical cost of acquisition including installation and commissioning.
- (b) Borrowing costs eligible for capitalisation incurred, in respect of acquisition / construction of a qualifying asset, till the asset is substantially ready for use, are Capitalised as part of the cost of that asset.

DEPRECIATION OF FIXED ASSETS

- (a) Depreciation for the year has been provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.
- (b) In case of assets where actual cost does not exceed Rs. 5,000/- at the rate of 100%.
- (c) On revalued assets on straight line method on the revalued amount. The difference between depreciation on assets based on revaluation and that on original cost is transferred from Revaluation Reserve to Statement of Profit & Loss..
- (d) No depreciation is charged on assets not put to use.

INVESTMENT

- a) Long term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.
- b) Current investments are valued at cost or market value whichever is lower. The decline in the value of current investment is provided in the accounts each year.

CURRENT ASSETS

Inventories are valued at cost except damaged material which is valued at lower or cost of estimated net realisable value. Work in Progress is valued at direct material cost plus direct labour cost, including manufacturing & administrative overheads to the work in progress. The cost of materials is arrived by Weighted Average Method.



AMORTIZATION OF MISC. EXPENDITURE

- a) Miscellaneous expenditure like preliminary and share issue expenses are written off over a period of 10 years. Accordingly 1/10th of such expenditure has been written off during the year.
- b) Deferred Revenue Expenditure on Major Maintenance Programme is charged to revenue over a period of 5 years following the year it is incurred.

FOREIGN CURRENCIES

Foreign Currency assets and liabilities are translated into rupees at the exchange rates prevailing as on the date of Balance Sheet. Translation differences on foreign currency liabilities related to fixed assets are adjusted in the cost of fixed assets. Other material exchange translation differences are reflected in the Statement of Profit & Loss under appropriate income /expenses account.

RETIREMENT AND OTHER BENEFITS

Expenses and liabilities in respect of employee benefits are recorded in accordance with Revised Accounting Standard 15 – Employee Benefits (Revised 2005) issued by the ICAI.

(a) Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(b) Gratuity

Gratuity is a post employment benefit and is in the nature of a defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date less the fair value of plan assets, together with adjustment for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by and independent actuary using the projected unit credit method.

Actuarial gains and losses, if any, arising from past experience and changes in actuarial assumptions are charged or credited to the Profit and loss account in the year to which such gains or losses relate.

(c) Leave Encashment

Liability in respect of leave encashment becoming due or expected after the balance date is estimated on the basis of an actuarial valuation performed by an independent Actuary using the projected unit credit method.

**Note-2**

Share Capital	As at 31.03.2017		As at 31.03.2016	
	Number	₹	Number	₹
Authorised				
Preference Shares of ₹ 100 each	-	-	-	-
Equity Shares of ₹ 10 each	40,000,000	400,000,000	40,000,000	400,000,000
Issued				
Equity Shares of ₹ 10 each	32,774,150	327,741,500	32,774,150	327,741,500
Subscribed & Paid up				
Equity Shares of ₹ 10 each	32,774,150	327,741,500	32,774,150	327,741,500
Total	32,774,150	327,741,500	32,774,150	327,741,500

A) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting Period**EQUITY SHARES**

Particulars	As at 31.03.2017		As at 31.03.2016	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	32,774,150	327,741,500	32,774,150	327,741,500
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	32,774,150	327,741,500	32,774,150	327,741,500

b) Detail of Shareholder holding more than 5% Shares in the Company

Name of Shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Goodwill Navigation Inc.	4,041,800	12.33	4,041,800	12.33
Kepindia Investments Pvt Ltd	2,708,200	8.26	2,708,200	8.26
ICICI Bank Limited	1,996,895	6.09	1,996,895	6.09
IDBI Bank Limited	1,695,735	5.17	1,695,735	5.17
Amrex Marketing Private Limited	1,639,060	5.00	1,639,060	5.00

c) The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date

**Note-3 Reserve & Surplus**

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
a. Capital Reserves		
Opening Balance	216,500	216,500
(+) Current Year Transfer	-	-
Closing Balance	<u>216,500</u>	<u>216,500</u>
b. Surplus		
Opening balance	(57,09,90,972)	(56,31,98,006)
(+) Net Profit/(Net Loss) For the current year	(39,20,386)	(77,92,966)
Less: Adjustment on account of depreciation	-	(10,749)
Closing Balance	<u>(57,49,11,358)</u>	<u>(57,09,90,972)</u>
Total	<u>(57,46,94,858)</u>	<u>(57,07,74,472)</u>

Note No.- 4 Long Term Borrowings

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
(a) Provision for employee benefits		
Gratuity (Unfunded)	1,519	1,675
Leave Encashment (Unfunded)	701	-
Total	<u>2,220</u>	<u>1,675</u>

Note No.- 5 Short Term Borrowings

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Secured		
a) Rupee Term loans		
From Banks:		
ICICI Bank Ltd.	81,362,670	81,362,670
Industrial Development Bank of India	133,104,950	133,104,950
Industrial Finance Corporation of India	34,246,979	34,246,979
b) Foreign Currency loans		
From Banks:		
ICICI Bank Ltd.	106,752,364	106,752,364
Industrial Development Bank of India	78,498,651	78,498,651
Industrial Finance Corporation of India	90,342,470	90,342,470
Less : Assets sold/ Disposed off by DRT Receiver		
(Refer foot not No.5)	-488,120,127	-488,120,127
	<u>36,187,957</u>	<u>36,187,957</u>

Notes :-

- Amount due and payable to Financial Institutions i. e. ICICI, IDBI and IFCI in terms of loan agreements executed by the Company with them were secured by way of first mortgage by deposit of title deeds with the lead institution of all immoveable properties, both present and future, and first charge by way of hypothecation of two Floating Dry Docks of 14000 M.T. and 2400 M.T. lifting capacity and all the other movable assets (save and except book debts) including movable machinery, machinery spares, tools and accessories present and future, which have since been disposed off by DRT Receiver during the preceding years.
- The above term loans stand recalled by all the financial institutions i e ICICI, IDBI and IFCI (Refer foot note no.6)



- 3 (I) Rupee Term Loan includes amount due to erstwhile SCICI Ltd amount Rs.35,951,120/- (Previous Year Rs.35,951,120/-)
- (II) Foreign Currency Loan includes amount due to erstwhile SCICI Ltd amount Rs.69,603,824/- (Previous Year Rs.69,603,824/-)
- 4 The Financial Institution (ICICI, IDBI & IFCI) had an option to convert at par Rs. 518.35 lakhs out of the total sanctioned rupee term loan of Rs.2990 lakhs into fully paid equity shares of the company during the period from July 01, 1992 to June 30, 1995. In exercise of this option the institutions have converted rupee term loans to extent of Rs. 253.42 lakhs during the year 1992-93.
- 5 Cost of Fixed Assets (Less Depreciation Provided till the date of disposal) and value of inventories disposed off by DRT Receiver (also refer foot note No.6(iii))
- 6(i) Notices of recall of loans have been received from All Indian Financial Institutions viz. IDBI, IFCI, ICICI (including SCICI). IDBI & IFCI have filed a suit before the Debt Recovery Tribunal (DRT), Madras and ICICI have filed a suit before the Debt Recovery Tribunal, Mumbai for recovery of their dues.
- (ii) ICICI has also sued the Company before the Mumbai High Court & an Official Receiver has been appointed who has taken possession of the suit securities on 14.08.1998. Mumbai High Court transferred this case to DRT Mumbai. On request of ICICI, DRT Mumbai has appointed a Private Receiver in place of Court Receiver. As per direction of DRT Mumbai, ICICI / Receiver inserted an advertisement in the newspaper on 27.11.2002 for sale / disposal of Assets of the company viz Floating Dry Docks, machineries, furniture and fixtures, vehicle and stores and spares etc. on as is where is basis and as is what is basis. These assets as intimated by DRT Receiver have since been disposed off.
- (iii) The Company's had in earlier year's filed a claim on ICICI (Lead Bank) amounting to Rs. 210 crores, on account of negligence in maintaining the assets by the lead bank which resulted in total loss of company's most valuable assets having value more than sufficient to meet the claims of all secured and / or unsecured creditors. By failing to carry out timely maintenance despite reminders from the court Receiver, High court, Mumbai and others the financial Institutions allowed dissipation and ultimate destruction of the two dry docks and other imported & indigenous machineries. Therefore the cost of fixed assets (net of relevant revaluation reserve) less depreciation provided till the date of disposal together with value of Inventories aggregating to Rs. 48.81 crores as intimated by DRT Receiver had been deducted from secured loans. Earlier years the Debt Recovery Tribunal (DRT) vide its order dated 30.06.2015 has allowed the claim of ICICI Bank of Rs. 18.81 Cr. (along with simple interest @12% p.a. from 01.04.1997 till the date of realization) & Company's claim amounting to Rs. 210 crores has been dismissed. The company has filed an appeal before DRAT, Mumbai. The Debt Recovery Tribunal(DRT) Chennai vide it's order dated 03.01.17 has allowed the claim of IDBI of Rs. 31.03 Crores and IFCI of Rs. 21.61 Crores totaling Rs. 52.64 Crores (along with 6% simple interest from 03.02.1999 till the date of realisation). The company has filed review petition before DRT, Chennai. In view of above, the management is of the opinion that no amount whatsoever is due and payable to the Financial Institutions and necessary final adjustment will be made as and when matter is decided by Court.
- (iv) Owing to the recall of loans by the Financial Institutions, the liability in respect of foreign currency loans has been accounted in terms of Indian rupees. Hence the adjustment with respect to variation in the foreign exchange rates from 1st April 1997 has neither been considered necessary, nor provided.
- (v) Without prejudice to the dispute regarding default in repayment of loan from 1993-94 and payment of interest from 1994-95 to the date of balance sheet as per figures given hereunder:-



Particulars	As at 31.03.2017 ₹	As at 31.03.2016 ₹
1. Loan (Rupee loan ₹ 248714599, FC loan ₹ 275593485) (Previous year ₹ 248714599, FC loan ₹ 275593485)	524308084	524308084
2. Interest (Refer Note No. 7- Current Liabilities)	260546353	260546353

Since the matter is subjudice, the amount of penal interest and other charges from 1999-2000 has neither been provided nor considered necessary to be disclosed by the company. As in the opinion of the management such charges (including interest) are not at all payable in view of the counter claim of the company (refer para 6(iii) above).

Note No. 6 TRADE PAYABLES

Trade Payables	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Total outstanding due of micro Enterprises and small Enterprises	Nil	Nil
Total outstanding due of creditors other then micro Enterprises and small Enterprises	2,83,27,323	2,83,27,323
Total	2,83,27,323	2,83,27,323

There are no amounts due or payable towards principal and interest to suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006.

Note-7 OTHER CURRENT LIABILITIES

OTHER CURRENT LIABILITIES	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Current Maturities Long Term debts other Payables-Employees	7,38,117	7,59,117
Sales Tax & Withholding taxes	15,720	39,878
Interest accrued and due (refer para 1 to 6 of Note no. 5)	26,05,46,353	26,05,46,353
Lease Rent (MPT)	2,33,60,046	2,33,60,046
Other Payables	4,45,800	1,97,083
Total	28,51,06,036	28,49,02,477

There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on 31.03.2017.

Note-8 SHORT TERM PROVISIONS

Short Term Provisions	As at 31.03.2017 ₹	As at 31.03.2016 ₹
(a) Provision for employee benefits		
Gratuity (Unfunded)	37,872	35,860
Leave Encashment (Unfunded)	6,854	7,235
Total	44,726	43,095



(Amount in Rupees)

NOTE : 9 FIXED ASSETS

	GROSS BLOCK		Accumulated Depreciation				NET BLOCK					
	Balance as at 1 April 2016	Additions/ (Disposals)	Acquired through business	Revaluations/ (Impairments)	Balance as at 31 March 2017	Balance as at 1 April 2016	Charge for the year	Transfer to Reserve & Surplus	On disposals	Balance as at 31 March 2017	Balance as at 1 April 2016	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
a Tangible Assets												
Furniture and Fixtures	9,40,472	(9,27,696)	-	-	12,776	5,18,275	1,00,794	-	(6,10,634)	8,435	4,341	4,22,197
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-
Office equipment	8,16,303	(7,65,303)	-	-	51,000	8,13,753	-	(7,65,303)	-	48,460	2,550	2,550
Total	17,56,775	(16,92,999)	-	-	63,776	13,32,028	1,00,794	(13,75,937)	-	56,885	6,891	4,24,747
Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-
Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-
Intangible assets under Development	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-	-
Total (a+b+c+d)	17,56,775	(16,92,999)	-	-	63,776	13,32,028	1,00,794	(13,75,937)	-	56,885	6,891	4,24,747
Previous year	37,18,519	(19,61,744)	-	-	17,56,775	24,31,453	1,27,388	-	12,26,813	13,32,028	4,24,747	-

**Note-10 NON CURRENT INVESTMENTS**

Particulars	As at 31.03.2017 ₹	As at 31.03.2016 ₹
A Trade Investments		
B. Other Investments		
(i) (i) Investment in Equity instruments(Quoted) INDRATNA 1000 Units of Rs. 10/- each fully paid up. *Present Market value Rs. Nil (Previous Year Rs. NIL)	10,641	10,641
Less : Provision for diminution in the value of Investments	10,641	10,641
Total (A + B)	-	-

NOTE:-

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Aggregate amount of quoted investments	10,641	10,641
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments (#)	10,641	10,641

Note-11 Other Non-Current Assets

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Others (specify nature)		
Secured, considered good	2,61,770	2,46,770
	2,61,770	2,46,770

Note-12 TRADE RECIEVABLES

	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good (refer foot note)	10,03,45,887	10,03,45,887
Total	10,03,45,887	10,03,45,887

Note: Debtors includes amounts due at the time of discontinued operations from (i) The Shipping Corporation of India (ii) The Commander, Coast Guard which are under litigation at various stages. The management is confident of recovery, therefore no provision has been considered necessary.

**Note-13 CASH AND CASH EQUIVALENT**

Cash and cash equivalents	As at 31.03.2017 ₹	As at 31.03.2016 ₹
a. Balances with banks*		
Current Account	3,80,957	15,37,868
b. Cash on hand includes Imprest Amount	23,414	1,17,937
c. Others (Fixed Deposit, Maturity less than 12 months)	15,00,000	35,00,000
	<u>19,04,371</u>	<u>51,55,805</u>

Note-14 SHORT TERM LOANS & ADVANCES

Short-term loans and advances	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Others (specify nature)		
Secured, considered good	47,315	71,383
Unsecured, considered good	-	-
	<u>47,315</u>	<u>71,383</u>

Note-15 Other Current Assets

Short-term loans and advances	As at 31.03.2017 ₹	As at 31.03.2016 ₹
Pre Paid Expenses	2,609	3,285
Others (Malvi Ranchoodas & Co.)	-	-
Interest accrued but not due	46,061	1,81,678
	<u>48,670</u>	<u>1,84,963</u>

Note-16 OTHER INCOME

Particulars	For the Year ended 31 March 2017 ₹	For the Year ended 31 March 2016 ₹
Interest Income	1,93,125	4,32,742
Provision for value of Investments W/back	-	13,50,000
Net gain/loss on sale of investments	-	-
Sundry balance W/Back (NET)	2,275	932
Total	<u>1,95,400</u>	<u>17,83,674</u>

**NOTE-17 EMPLOYEE BENEFIT EXPENSES**

Employee Benefits Expense	For the Year ended 31 March 2017 ₹	For the Year ended 31 March 2016 ₹
(a) Salaries and incentives	413624	262028
(b) Contributions to		
(i) Provident fund	26585	32837
(c) Gratuity fund contributions	1856	3100
(d) Earn Leave Salary	320	-
(e) Staff welfare expenses	16059	50161
Total	4,58,444	3,48,126

Gratuity Valuation and leave encashment liability valuation as per AS-15. The provision for leave encashment and by actuary as per table below gratuity payable has made on the basis of valuation made

Period	Gratuity Valuation (Amount in Rs.)		Leave Encashment value (Amount in Rs.)	
	Current Year	Previous Year	Current Year	Previous Year
Present value of the obligation at the beginning of the period	37535	34435	7235	8167
Interest Cost	2815	2755	543	653
Current Service Cost	3558	3716	1094	410
Benefits paid (if any)	0	0	0	0
Actuarial (gain)/loss	(4517)	(3371)	(1317)	(1995)
Present value of the obligation at the end of the period	39391	37535	7555	7235
Present value of the obligation at the end of the period	39391	37535	7555	7235
Fair value of plan assets at end of period	0	0	0	0
Net liability / (asset) recognized in Balance Sheet and related analysis	39391	37535	7555	7235
Funded Status	39391	37535	(7555)	(7235)
Best estimate for contribution next year				
Interest cost	2815	2755	543	653
Current service cost	3558	3716	1094	410
Expected return on plan asset	0		0	0
Net actuarial (gain)/loss recognized in the period	(4517)	(3371)	(1317)	(1995)
Expenses to be recognized in the statement of profit and loss accounts	1856	3100	(320)	(932)
Actuarial (gain) /loss – plan assets	0	0	0	0
Outstanding actuarial (gain)/loss at the end of the period	0	0	0	0
Number of employees	2	2	2	2

CHOKHANI INTERNATIONAL LIMITED



Total monthly salary	12525	12525	22404	22574
Average Past Service (Years)	9.6	9.2	9.6	9.2
Expected Average remaining working lives of employees (Years)	16.4	17.1	16.4	17.1
Average Age (Years)	43.6	42.9	43.6	42.9
Total Number of Leave	0	0	32	0
Discount rate	7.50% per anum	8% per anum	7.50%	8%
Salary Growth Rate	5% per anum	5% per anum	5%	5%
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0	0	0	0
Withdrawal rate 18 to 60 years	2% p. a.	2% p. a.	2% p. a.	2% p. a.
Normal Retirement Age	60 years	60 years	60 years	60 years
Salary	Terminal Basic salary(Excluding all other Allowances and Perquisites)	Terminal Basic salary (Excluding all other Allowances and Perquisites)	As per rules of the company	As per rules of the company
Benefits on Normal Retirement	15/26*Salary* Number of Leaves	15/26*Salary* Number of Leaves	1/26*Salary Number of Leaves	1/26*Salary Number of Leaves
Leaves Vesting Period	5 years of service	5 years of service		
Benefit on early exit due to death Disability	As above except that no vesting condition apply	As above except that no vesting condition apply	As above subject to rules of company	As above subject to rules of company
Limit	1,000,000	1,000,000		

**NOTE-18 FINANCE COST**

Particulars	For the Year ended 31 March 2017 ₹	For the Year ended 31 March 2016 ₹
Interest expense	-	5,075.00
Bank Charges	3,747	3,942
Total	3,747	9,017

NOTE-19 OTHER EXPENSES

Other Expenses	For the Year ended 31 March 2017 ₹	For the Year ended 31 March 2016 ₹
Travelling & Conveyance	2,10,817	4,72,584
Communication Expenses	9,848	11,182
Rate & Taxes	15,550	50,000
Legal & Professional Charges	17,41,413	41,15,306
Directors Sitting Fees	21,830	23,333
Auditor's Fees & Expenses (Refer details below*)	74,635	74,857
Secretarial Expenses	12,95,238	28,94,658
Rent	46,600	45,000
Other Miscellaneous Expenses	44,808	53,917
Bad debts written off	-	26,31,946
Less: Liabilities no longer required written back	-	25,80,605
Loss on sale of shares	-	12,90,000
Loss on sale of Fixed Assets	92,062	9,931
Total :-	35,52,801	90,92,109

*** Payments to the Statutory Auditors**

Payments to the auditor as	For the Year ended 31 March 2017 ₹	For the Year ended 31 March 2016 ₹
a. auditor	53,130	52,899
b. for other services	21,505	21,958
Total	74,635	74,857



NOTE No. 20 Earnings per share (EPS)		(Amount in ₹)	
Earnings per share (EPS)		Current Year	Previous Year
Calculation of EPS			
S.No.	Particulars	Equivalent of shares	Equivalent of shares
1	Opening no. of shares	3,27,74,150	3,27,74,150
2	Closing no. of shares	3,27,74,150	3,27,74,150
3	Weighted average no. of shares for basic EPS	3,27,74,150	3,27,74,150
4	Profit/(Loss) for the year	(39,20,386)	(77,92,966)
5	EPS : Basic	(0.12)	(0.24)
	: Diluted	(0.12)	(0.24)

Note 21:**Contingent liabilities and commitments (to the extent not provided for)**

Particulars	As at 31.03.2017	As at 31.03.2016
(i) Contingent Liabilities *		(Amount in ₹)
Other money for which the company is contingently liable	49,120,000	49,120,000
	49,120,000	49,120,000

*In the absence of availability of details, previous year figures have been given against current year figures.

22. Remuneration paid to Managing Director NIL (Previous Year NIL)

*In view of the prevailing circumstances, Managing Director has Consented to waive-off his remuneration and other benefits.

23. (i) Balances under the head Term Loans, Loans & Advances, Deposits, Sundry Debtors, Sundry Creditors for materials and Sub-contractors, remained unconfirmed till the Balance Sheet date.

(ii) In the opinion of the Management, the aggregate values of Current Assets, loans and advances on realisation in ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet. Certain advances & Debtors which are under dispute/litigation, pending decision, have not been provided.

24) The net worth of the company is fully eroded and the company has received recall notice from All Indian Financial Institutions viz. IDBI, IFCI, ICICI (including SCICI). ICICI has filed a suit before the debt recovery Tribunal (DRT) Mumbai and IDBI & IFCI filed a suit before debt recovery Tribunal (DRT) Chennai for recovery of their dues. The Company's had in earlier year's filed a claim on ICICI (Lead Bank) amounting to Rs. 210 crores. Earlier years the Debt Recovery Tribunal (DRT) vide its order dated 30.06.2015 has allowed the claim of ICICI Bank of Rs. 18.81 Cr. (along with simple interest @12% p.a. from 01.04.1997 till the date of realization) & Company's claim amounting to Rs. 210 crores has been dismissed. The company has filed an appeal before DRAT, Mumbai. The Debt Recovery Tribunal(DRT) Chennai vide it's order dated 03.01.17 has allowed the claim of IDBI of Rs. 31.03 Crores and IFCI of Rs. 21.61 Crores totaling Rs. 52.64 Crores (along with 6% simple interest from 03.02.1999 till the date of realisation). The company has filed review petition before DRT, Chennai. Pending decision on the matter, going concern concept will hold good depending upon the required support from the financial institution, promoters and others. Necessary adjustments may have to be made to the value of assets and liabilities in case the going concern concept is vitiated.

**25 SEGMENT REPORTING**

The company operated in only one operating segment i.e. ship repairs. However the operation remained suspended since June, 1998.

27 RELATED PARTY TRANSACTIONS

Related party transactions during the year ended March 31, 2017 are detailed below:

Key Management Personnel and their relatives

Mr. Jagdish Chokhani
 Mr. Madhusudan Chokhani
 Mrs. Anita Chokhani
 Mrs. Rekha Goenka
 Mr. S. Chellappa (CFO)
 Ms. Himanshi Zaira (Company Secretary)
 Mr. Priyanshu Kr. Kandhway (Company Secretary)

Related party transaction of Key Management Personnel and their relatives

Particulars	Transaction during the year 2016-17	Balance as on 31.03.2017	Transaction during the year 2015-16	Balance as on 31.03.2016
Sitting fee paid to				
Sh. Jagdish Chokhani	10338	-	11386	-
Smt. Rekha Goenka	-	-	562	-
Salary paid to:				
Mr. Priyanshu Kr. Kandhway (Company Secretary)	107591	15407	-	-
Ms. Himanshi Zaira (Company Secretary)	85435	-	134022	15407
Mr. S. Chellappa (CFO)	149618	-	-	-

28 DEFERRED TAX (NET)

	As at 31st March, 2017	As at 31st March, 2016
Deferred Tax Assets		
Arising on account of Timing difference	-	-
Accumulated Depreciation as per Income Tax	106299045	106299045
Accumulated long term capital loss as per Income Tax	2891128	2891128
Accumulated loss as per Income Tax	8862913	7809177
Deferred Tax Liabilities		
Arising on account of Timing difference	-	-
Due to section 43B of the Income Tax Act	-	-
Others	-	-
Net Deferred Tax Assets	118053086	116999350
Opening Balance	116999350	113938405
Addition/(deduction) during the year	1053736	3060945
Closing Balance	118053086	116999350



Since the operations of the company remained suspended since June, 1998, the management believes that there is no certainty that deferred tax assets could be realized in future, therefore the recognition of deferred tax assets has been deferred. No Depreciation claimed in Income tax since financial year 1999-2000 and accordingly no deferred tax asset with respect to fixed asset calculated since said date.

28 Depreciation & Amortization

	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Depreciation & Amortization Expense	100794	127388

29 Additional information as required by Paragraph 6 of the General instructions for preparation of Balance Sheet to Schedule III to the Companies Act, 2013 with respect to details of Specified Bank Notes (SBNs) held and transacted during the period 08-11-2016 to 30.12.2016

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016 (*)	115000	7865	122865
(+) Permitted receipts (Cash withdraw from bank)	-	200000	200000
(-) Permitted payments	-	15301	15301
(-) Amount deposited in Banks	115000	100000	215000
Closing cash in hand as on 30.12.2016 (*)	-	92564	92564

*As certified by the management

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated the 8th November, 2016

NOTE :-

- I. Previous year figures have been re-grouped and re-arranged wherever necessary.
- II. Figures in brackets represent previous year's figures.
- III. Figures have been rounded off to nearest Rupee.

Note 1 to 29 form an integral part of accounts.

As per our report of even date
For B. K. SHROFF & Co.
CHARTERED ACCOUNTANTS
Firm Regn. No. 302166E

For and on behalf of the Board of Directors of
Chokhani International Ltd.

Kavita Nangia
PARTNER
M.No. 90378

JAGDISH PRASAD CHOKHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN-00304040

Aditya Tulshan
DIRECTOR
DIN-06797682

PLACE: NEW DELHI
DATE: 16.05.2017

Priyanshu Kumar Kandhway
COMPANY SECRETARY



CHOKHANI INTERNATIONAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

PARTICULARS	FOR THE YEAR 2016-17 (Rs.)	FOR THE YEAR 2015-16 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	(39,20,386.00)	(77,92,966.00)
ADJUSTMENT FOR:		
Depreciation	1,00,794.00	1,27,388.00
Dividend / Interst	(1,93,125.00)	(4,32,742.00)
Loss/(Profit) on sale of shares	-	12,90,000.00
Provision for value of Investment w/back	-	(13,50,000.00)
Loss/(Profit) on sale of Fixed Assests	92,062.00	9,931.00
Operating profit before working capital changes	(39,20,655.00)	(81,48,389.00)
ADJUSTMENT FOR:		
Trade and Other receivables	1,45,361.00	96,51,056.00
Inventories	-	-
Trade Payables & other liabilities	1,05,735.00	(34,04,722.00)
Cash Generated from operations	(36,69,559.00)	(19,02,055.00)
Interest paid	-	-
Direct Tax paid	-	-
Dividend paid	-	-
Net cash from operative activities	(36,69,559.00)	(19,02,055.00)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) /Sale of fixed assets	2,25,000.00	7,25,000.00
Dividend / Interst received	1,93,125.00	4,32,742.00
Sale of Investment	-	23,10,000.00
(Purchase) of investments	-	-
Receipt from Other Non-Current investments	-	-
Net Cash used in investing activities	4,18,125.00	34,67,742.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share & other equity instrument	-	-
Proceed from long term borrowings	-	-
Repayment of long tem borrowings	-	-
Increase in bank borrowings	-	-
Net cash from financing activities	-	-
Net increase/(Decrease) in cash and cash equivalent	(32,51,434.00)	15,65,687.00
Cash and cash equivalent (Opening Balance)	51,55,805.00	35,90,118.00
Cash and cash equivalent (Closing Balance)	19,04,371.00	51,55,805.00

NOTE: Figures in parentheses represent cash outflow
See accompany notes to the financial statements

Signed in terms of our report of even date
For B. K. SHROFF & Co.
CHARTERED ACCOUNTANTS
Firm Regn. No. 302166E

For and on behalf of the Board of Directors of
Chokhani International Ltd.

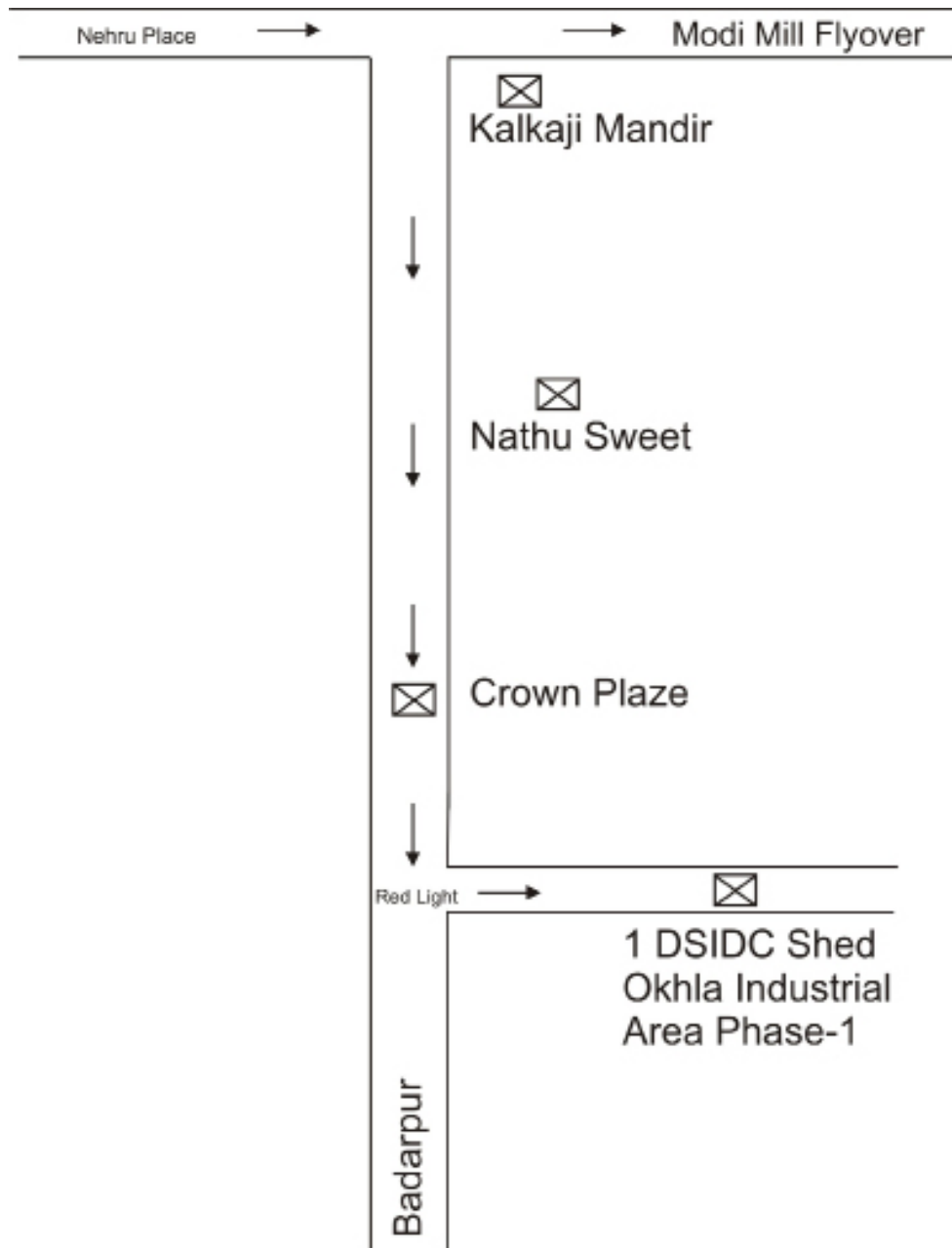
Kavita Nangia
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DIRECTOR
DIN-06797682

PLACE: NEW DELHI
DATE: 16.05.2017

Priyanshu Kumar Kandhway
COMPANY SECRETARY



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