

ARONI COMMERCIALS LIMITED

30th ANNUAL REPORT

2014 - 2015

CORPORATE INFORMATION

BOARD OF DIRECTORS AS ON 31.03.2015

Shri. V. V Sureshkumar	Director
Shri. Ashish Mohta -	Independent Director
Smt. Manisha Parikh	Additional Director
Shri. Hatim Harianawala	Independent Director

BOARD COMMITTEES

Audit Committee

Shri. Hatim Harianawala
Shri. Ashish Mohta
Smt. Manisha Parikh

Stakeholder Relationship Committee

Shri. Hatim Harianawala
Shri. Ashish Mohta
Smt. Manisha Parikh

Nomination & Remuneration Committee

Shri. Hatim Harianawala
Shri. Ashish Mohta
Smt. Manisha Parikh

Risk Management Committee

Shri. Hatim Harianawala
Shri. Ashish Mohta
Smt. Manisha Parikh

Key Managerial Personnel

Smt. Shreya Dhende	Company Secretary
Shri. Nirav Shah	CEO
Shri. Anoop Chaturvedi	CFO

BANKERS

HDFC Bank Limited
Kotak Mahindra Bank Limited
Credit Agricole Corporate & Investment Bank

Statutory Auditors

M/s Lalit Mehta Associates
Chartered Accountants

Secretarial Auditors

M/s Nishant Jawasa & Associates
Company Secretaries

Internal Auditors

Ajmera Ajmera & Associates
Chartered Accountant

Registrars and Share Transfer Agents

M/s. Link Intime (India) Private Limited
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai- 400078
Tele: 022- 25963838, Fax: 022- 25946969

REGISTERED OFFICE

209-210, Arcadia Building,
2 nd Floor, Plot No. 195,
Nariman Point, Mumbai - 400021
Tel. : 022-66708600, Fax: 022-66708650
CIN: L74999MH1985PLC035047
Web site: www.aronicommercials.com
Email ID: aroni.investors@gcvl.in

Stock Exchange's where company's Shares are listed

BSE Limited
The Calcutta Stock Exchange Limited

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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **Aroni Commercials Limited** will be held at Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001 on Friday the 25th day of September, 2015 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Balance Sheet as at 31st March, 2015 and statement of Profit and Loss and annexures thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.
- To re-appoint a Director in place of Shri.V. V. Sureshkumar(DIN: 00053859), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 139 & 142 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Lalit Mehta and Associates (FRN: 105568W); Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the company to hold office from the conclusion of the Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board to determine their remuneration based on recommendation of Audit Committee, plus out of pocket expenses.

SPECIAL BUSINESS:

- To appoint Smt. Manisha Parikh (DIN:06969906) as a Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT Smt. Manisha Parikh (DIN 06969906) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th December, 2014 and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the company but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By order of the Board of Directors

Sd/-

SHREYA DHENDE
COMPANY SECRETARY

Place: Mumbai
Dated: 12th August, 2015

REGISTERED OFFICE:

209-210, Arcadia Building,
2nd Floor, Plot No. 195,
Nariman Point, Mumbai - 400021

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share capital.
- The instrument of proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc.; must be supported by an appropriate resolution/authority, as may be applicable.
- Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
- The Members/proxies are requested to bring their copy of the Annual Report to the Meeting along with duly filled in Attendance Slips for attending the meeting
- Members desirous of obtaining any information concerning the accounts and operations of the Company for the financial year ended on 31st March, 2015 are requested to write to the Company, at an early date to enable the Management to keep the information ready.
- The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2015 to 25th September, 2015 (both days inclusive) for annual closing.

7. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting and as required under Clause 49 of the listing Agreement entered with the Stock Exchange is annexed hereto.
8. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent to M/s. Link Intime (India) Private Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-400078 in respect of their physical share folios.
9. 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
10. **Green initiative**-Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Electronic Copy of the 30th Annual Report (including the Notice) of the company inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the company/ Depository Participant(s) of the communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
12. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice and is given under the Explanatory Statement. The Directors have furnished the requisite declarations for their appointment.
13. Voting through electronic means
- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting.
- The instructions for members for voting electronically are as under:-
- In case of members receiving e-mail:
- Members are requested to follow the below instructions to cast their vote through e-voting:
1. Use User ID and Password for e-voting sent separately to the shareholders.
 2. Open the internet browser and type the URL: <https://www.evoting.nsdl.com>.
 3. Click on Shareholder-Login.
 4. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
 5. If you are logging for the first time, please enter the user ID and Password sent to you.
 6. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 7. Home page of "e-voting" opens. Click on e-voting > Active Voting Cycles.
 8. Select EVEN (E-Voting Event Number) of Aroni Commercial Limited i.e. 102820. Once you enter the number, the "Cast Vote" Page will open. Now you are ready for e-voting.
 9. Cast your vote by selecting appropriate option and click "Submit" and also click "Confirm" when prompted. Kindly note that vote once cast cannot be modified,
 10. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at njawasa@yahoo.co.in or aroni.investor@gcvl.in with a copy marked to evoting@nsdl.co.in.
 11. Once the vote on a resolution is cast by the shareholder he/she shall not be allowed to change it subsequently.
 12. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for

members available at the "Downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in.

General Instructions

- a. The e-voting period commences on 22nd September, 2015 (10:00 a.m. IST) and ends on 24th September, 2015 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Shri. Nishant Jawasa, Practicing Company Secretary (Membership No. FCS 6557), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the evoting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any; forthwith to the Chairman of the Company.

- e. The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairman of the Company or the person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.aronicommercials.com and on the website of NSDL and communicated to the Stock Exchanges.

13. Electronic copy of the Annual Report for 2015 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form to all members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

The Board of Directors of the company appointed, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, Smt. Manisha Parikh as an Additional director of the Company with effect from 18th December, 2014.

In terms of the provisions of Section 161 (1) of the Act Smt. Manisha Parikh would hold office up to the date of the ensuing Annual General Meeting.

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

Smt. Manisha Parikh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director.

Brief resume of Smt. Manisha Parikh, nature of her expertise in specific functional are as and names of companies in which She holds directorships and memberships/ chairmanships of the Board Committees, Shareholding and relationships between directors inter-se as stipulated in the clause 49 of the Listing Agreement with the Stock Exchanges, is provided below.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Manisha Parikh be appointed as the Director of the Company.

Save and except Smt. Manisha Parikh none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

BRIEF RESUME OF PERSONS PROPOSED TO BE RE-APPOINTED AS DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING:

Name	Smt. Manisha Parikh	Shri. V. V. Suresh Kumar
Age	42 Years	57 years
Qualification	B.A	B.com, Diploma in Marketing & Management
Nature of Expertise	Accounts & Finance	Accounts, Finance & Marketing
Experience	Experience of 20 Years in the field of Accounting and Finance.	Experience of 25 Years in the field of Accounting, Finance and Marketing.
Date of Appointment	18th December, 2014	17th January, 2011
Terms & Condition of Appointment / Reappointment	Liable to retire by rotation	Liable to retire by rotation
Name of Companies in which also holds Directorship	Nil	Arcies Laboratories Limited Winro Commercial (India) Limited GeeCee Investments Limited GeeCee Logistics & Distributions Private Limited GeeCee Ventures Limited Mountain Side Agriculture Private Limited Rosy Agriculture Private Limited GCIL Finance Limited
Name of the Companies in Committees of which holds membership / chairmanship	Nil	GCIL Finance Limited (Membership - Remuneration Committee) Winro Commercial (India) Limited (Membership - Remuneration Committee and Stakeholder Relationship Committee)
Shareholding in Aroni Commercials Limited	Nil	2040
Relationship with other Directors, Managers and other KMP	Nil	Nil
No. of Board Meeting attended	2	10

By order of the Board of Directors

Sd/-

SHREYA DHENDE
COMPANY SECRETARY

Place: Mumbai

Dated: 12th August, 2015

Route map from CST Station to Oricon House and from Churchgate to Oricon House



ARONI COMMERCIAL LIMITED

Registered Office: 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai – 400 021.
 Tel No. 022-66708600 • Fax No. 022 - 6670 8650 • Email Id: aroni.investor@gcvl.in
 CIN No. L74999MH1985PLC035047 • website: ww.aronicommercials.com

PROXY FORM - FORM MGT 11

Name of the Member (s):

Registered Address:

Email id:

Folio No./Client Id/ DP ID:

I / We being a member(s) of ARONI COMMERCIAL LIMITED shares of the above named company, hereby appoint

1. Name: Address:
 E-mail id: Signature: or falling him/her
2. Name: Address:
 E-mail id: Signature: or falling him/her
3. Name: Address:
 E-mail id: Signature:

as my/our Proxy to attend and vote (on poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on **25th day of September, 2015 at 04.00 P.M at Oricon House, 6th Floor, 12, K. Dubhash Marg, Mumbai – 400 001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolution
1	Adoption of the Financial Statements and Reports thereon for the year ended March 31, 2015
2	Re-appointment of Shri.V. V.Sureshkumar who retires by rotation
3	Appointment of M/s Lalit Mehta and Associates (FRN: 105568W); Chartered Accountants, Chartered Accountants as Statutory Auditors of the company and to fix their remuneration.
	Special Business - Ordinary Resolution
4	Appointment of Smt. Manisha Parikh as a Director of the Company

Signed this _____ day of _____ 2015.

Affix
 Re. 1.00
 Revenue
 Stamp

Signature of the Shareholder

Signature of the proxy holder(s)

Note:

- 1) This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ARONI COMMERCIAL LIMITED

Registered Office: 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai – 400 021.

Tel No. 022-66708600 • Fax No. 022 - 6670 8650 • Email Id: aroni.investor@gcvl.in

CIN No. L74999MH1985PLC035047 • website: ww.aronicommercials.com

ATTENDANCE SLIP

30TH ANNUAL GENERAL MEETING

DP ID – Client ID / Folio No.	
Name & Address of Sole Member:	
No of Shares held	

I certify that I am a member / proxy of the Company

I hereby record my presence at the 30th Annual General Meeting of the Company, to be held on 25th day of September, 2015 at 04.00 P.M at Oricon House, 6th Floor, 12, K. Dubhash Marg, Mumbai – 400 001

Member's / Proxy's Signature

.....Cut Here.....

ELECTRONIC VOTING PARTICULAR

EVEN (E-voting Event Number)	User ID	Password / PIN

Note: Please read the complete instructions given under the Note (the instruction for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from 22nd September, 2015 (10:00 a.m. IST) and ends on 24th September, 2015 (5:00 p.m. IST). The voting module shall be disabled by NSDL for voting thereafter. .