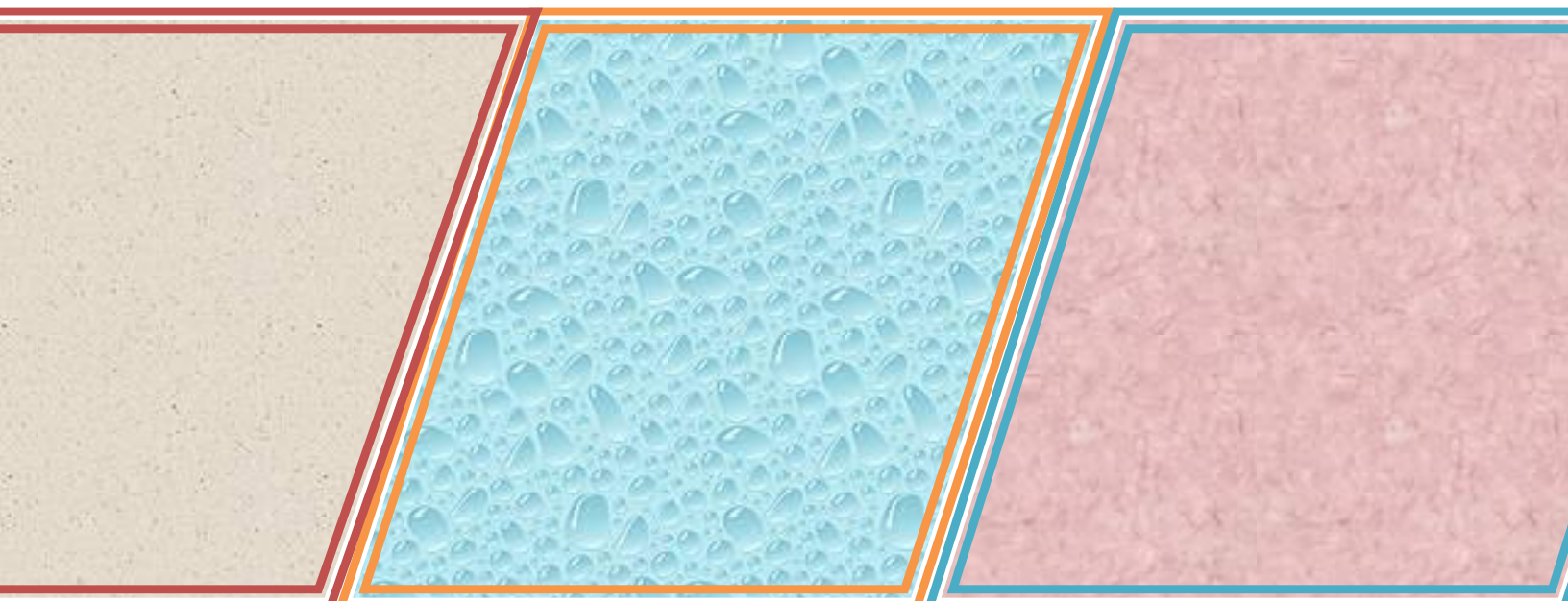


Alora Trading Company Limited

Annual report 2016-2017



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CORPORATE INFORMATION

CIN- L70100MH1982PLC296275

SCRIP CODE – 539693 SCRIP ID- ALORA

BOARD COMPOSITION

1	Veepul Gohill	Executive Director
2	Bhavna Kesur	Non-Executive Director
3	Rajendra Jadhav	Independent Director
4	Dinesh Chauhan	Independent Director

COMMITTEE

AUDIT COMMITTEE

1	Rajendra Jadhav	Chairman
2	Dinesh Chauhan	Member
3	Veepul Gohill	Member

NOMINATION AND REMUNERATION COMMITTEE

1	Rajendra Jadhav	Chairman
2	Dinesh Chauhan	Member
3	Bhavna Kesur	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

1	Rajendra Jadhav	Chairman
2	Dinesh Chauhan	Member
3	Veepul Gohill	Member

AUDITORS

Statutory Auditor

M/s. Tejas Nadkarni & Associates

24, 2nd Floor, Xth Central Mall,
Near D Mart, Mahavir Nagar
Kandivali (W)
Mumbai-400067

Secretarial Auditors

Nomita Verma

2/22, 2nd Floor,
Ashok Nagar,
Kolkata-700040

Internal Auditor

M/s. J.L. Gandhi & Co

53, 2nd Floor, 45/49,
Balkrishna Society,
Kalbadevi Road,
Mumbai-400002

REGISTRAR & TRANSFER AGENT**Skyline Financial Services Pvt. Ltd**

D-153A, 01st Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110020.

BANKERS

Axis Bank

REGISTERED ADDRESS

Shop No.37, Rock Avenue,
E Plot, Hindustan Naka,
Kandivali (w),
Mumbai - 400067

www.aloratradingltd.com

aloratradingcompany@gmail.com

022-65172555

NOTICE

Notice is hereby given that the Annual General meeting of Alora Trading Company Limited for FY 2016-17 will be held on Saturday, 30th September, 2017 at 10.00 a.m. at the Registered office of the Company situated at Shop no. 37, Rock Avenue E Plot, Hindustan Naka, Kandivali (W), Mumbai-400067 to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the Financial Year 2016-17 ended on 31st March, 2017 including audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of Board of Directors and Auditors thereon.

2. **Appointment of Statutory Auditor**

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Tejas Nadkarni & Associates**, Chartered Accountants, (Firm Registration No. 135197W), be and are hereby appointed as the Statutory Auditors of the Company to conduct Audit and hold office for financial year 2017-18 to financial year 2019-20 subject to ratification of the appointment by the members held at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and hereby authorized to do all such act deeds and things which are necessary to give effect to the aforesaid resolution".

SPECIAL BUSINESS:

3. **Regularization of Appointment of Mr. Veepul Gohill (DIN: 05322517) as an Executive Director:**

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 160 and 161 including rules made thereunder and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, **Mr. Veepul Gohill (DIN: 05322517)** who was appointed as an Additional Director in the meeting of the Board of Directors held on 14th February, 2017 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.

4. Regularization of Appointment of Mrs. Bhavna Kesur (DIN:07726094) as a Non-Executive Director:

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 160 and 161 including rules made thereunder and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, **Mrs. Bhavna Kesur (DIN: 07726094)** who was appointed as an Additional Director in the meeting of the Board of Directors held on 14th February, 2017 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.

5. Regularization of Appointment of Mr. Rajendra Jadhav (DIN: 07726096) as an Independent Director:

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 160 and 161 including rules made thereunder and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, **Mr. Rajendra Jadhav (DIN: 07726096)** who was appointed as an Additional Director in the meeting of the Board of Directors held on 20th April, 2017 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of five (5) years w.e.f. 30th September, 2017.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.

6. Regularization of Appointment of Mr. Dinesh Chauhan (DIN: 07726085) as an Independent Director:

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 160 and 161 including rules made thereunder and other applicable provisions (including any modification or re-enactment

thereof), if any, of the Companies Act, 2013, **Mr. Dinesh Chauhan (DIN: 07726085)** who was appointed as an Additional Director in the meeting of the Board of Directors held on 20th April, 2017 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of five (5) years w.e.f 30th September, 2017.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.

7. Regularization of Appointment of Mr. Veepul Gohill (DIN: 05322517) as Managing Director:

To consider and, if thought fit, to pass, with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary, the Company hereby approves the appointment of **Mr. Veepul Gohill (DIN: 05322517)** as Managing Director of the Company for a period of five years with effect from 14th February, 2017 on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof for the purpose of identification is placed before the meeting, and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution”

8. Approval to deliver document through a particular mode as may be sought by the member:

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

9. Adoption of New Articles of Association of the Company:

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Articles of Association, as set out in the draft and placed before the meeting for the purpose of identification, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable that may arise in this regard.”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 3

Regularization of Mr. Veepul Gohill (DIN: 05322517) as an Executive Director:

The Board at its meeting held on 14th February, 2017, appointed Mr. Veepul Gohill (DIN: 05322517) as an Additional Director with effect from that Board meeting pursuant to Section 161 of the Companies Act, 2013. Hence, Mr. Veepul Gohill (DIN: 05322517) will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers that Mr. Veepul Gohill’s association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution Nos. 3, in relation to appointment of Mr. Veepul Gohill, as Director, for the approval by the shareholders of the Company.

Except Mr. Veepul Gohill, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in item No. 3.

Item No. 4

Regularization of Mrs. Bhavna Kesur (DIN: 07726094) as a Non- Executive Director:

The Board at its meeting held on 14th February, 2017, appointed Mrs. Bhavna Kesur (DIN: 07726094) as an Additional director with effect from that Board meeting pursuant to Section 161 of the Companies Act, 2013. Hence, Mrs. Bhavna Kesur (DIN: 07726094) will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of Section 164 of the Companies Act, 2013.

The Board considers that Mrs. Bhavna Kesur's association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution Nos. 4, in relation to appointment of Mrs. Bhavna Kesur as a Director, for the approval by the shareholders of the Company.

Except Mrs. Bhavna Kesur, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in item No. 4

Item No. 5

Regularization of Mr. Rajendra Jadhav (DIN: 07726096) as an Independent Director:

The Board at its meeting held on 20th April, 2017, appointed Mr. Rajendra Jadhav (DIN: 07726096) as an Additional director with effect from that Board meeting pursuant to Section 161 of the Companies Act, 2013. Hence, Mr. Rajendra Jadhav (DIN: 07726096) will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of Section 164 of the Companies Act, 2013.

The Board considers that Mr. Rajendra Jadhav's association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution Nos. 5, in relation to appointment of Mr. Rajendra Jadhav as a Director, for the approval by the shareholders of the Company.

Except Mr. Rajendra Jadhav, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in item No. 5.

Item No. 6

Regularization of Mr. Dinesh Chauhan (DIN: 07726085) as an Independent Director:

The Board at its meeting held on 20th April, 2017, appointed Mr. Dinesh Chauhan (DIN: 07726085) as an Additional director with effect from that Board meeting pursuant to Section 161 of the Companies Act, 2013. Hence, Mr. Dinesh Chauhan (DIN: 07726085) will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers that Mr. Dinesh Chauhan's association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No. 6, in relation to appointment of Mr. Dinesh Chauhan as a Director, for the approval by the shareholders of the Company.

Except Mr. Dinesh Chauhan none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out in item No. 6

Item No. 7

The Board, pursuant to the recommendation of the Nomination and Remuneration Committee, proposes to appoint Mr. Veepul Gohill as the Managing Director of the Company for a period of five years w.e.f. 14th February, 2017.

He has excellent grasp and thorough knowledge and experience in Financial Management, Strategic Management and Business Oversight. Considering his knowledge of various aspects relating to the Company's affairs, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Veepul Gohill, should be available to the Company as a Managing Director

Your Directors recommend passing the Ordinary Resolution as set out in the notice.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Veepul Gohill, are concerned / interested in this resolution.

The draft agreement between the Managing Director and Company setting out the terms of appointment is available for inspection at the Registered Office of the Company on any working day during business hours.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed