

**ANNUAL REPORT : 2009-2010**



**AARYA GLOBAL**  
**SHARES & SECURITIES LTD.**

**FORMERLY KNOWN AS KUVAM INTERNATIONAL FASHIONS LIMITED**

# **AARYA GLOBAL SHARES AND SECURITIES LIMITED**

(Formerly known as Kuvam International Fashions Limited)

## **25<sup>TH</sup> ANNUAL REPORT**

**2009 – 2010**

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**AARYA GLOBAL SHARES AND SECURITIES LIMITED**

(Formerly known as Kuvam International Fashions Limited)

**Regd. Office :** G.T.Road, Near Toll Barrier, Dohara, Ludhiana

**BOARD OF DIRECTORS**

<b>Managing Director</b>	Mr. Bhavesh Makwana
<b>Joint Managing Director</b>	Mr. Deepak Rathod Mr. Sagar Ruparelia
<b>Directors</b>	Mr. Sailesh Mehta Mr. Rakesh Doshi Mr. Dilip Shah Mr. Viranchi Trivedi
<b>Auditors</b>	SRY & Associates 503-504, Rattan Jyoti, 18 Rajendra Palace , New Delhi- 110 008.
<b>Banker</b>	Punjab National Bank Kotak Mahindra Bank Karnataka Bank
<b>Corporate Office</b>	G-4, New Sunita, Opp. Thane Station Thane (West), Mumbai- 400 601
<b>Registered Office</b>	Near Toll Barrier, G.T.Road, Dohara, Ludhiana Punjab-141 421.

## NOTICE

Notice is hereby given to the Members of **Aarya Global Shares and Securities Limited (Formerly known as Kuvam International Fashions Limited)** that the Annual General Meeting of the Company will be held at 9.30 A.M. on Friday, 27<sup>th</sup> day of August, 2010 at the Registered Office of the Company situated at G.T. Road, Near Toll barrier, Doraha, Punjab-141 421 to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet and Profit and loss A/c for the year ended 31<sup>st</sup> March, 2010 together with the Directors Report and Auditors Report thereon.
2. To re- appoint M/s SRY & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS**

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

**"RESOLVED THAT** Mr. Viranchi Hemant Trivedi, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 15<sup>th</sup> October, 2009 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director liable to retire by rotation.

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

**"RESOLVED THAT** Mr. Sailesh Pravin Chandra Mehta, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 13<sup>th</sup> April, 2010 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director liable to retire by rotation.

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

**"RESOLVED THAT** Mr. Rakesh Dipchand Doshi, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 13<sup>th</sup> April, 2010 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director liable to retire by rotation.

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

**"RESOLVED THAT** Mr. Dilip Pravinchandra Shah, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 13<sup>th</sup> April, 2010 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing under Section 257 of the Companies Act, 1956 has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director liable to retire by rotation.

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

**"RESOLVED THAT** that pursuant to the provisions of Section 94(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of Article 57 of the Articles of Association of the Company, all the 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each of the Company be and are hereby sub-divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity shares of Re. 1/- each;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all the necessary steps for giving effect to the foregoing resolution, including recalling of the existing Share Certificates from the Shareholders, issue of new Share Certificates in lieu of the existing ones in accordance with the applicable provisions of the Companies Act, 1956 and those of the Companies (Issue of Share Certificates) Rules, 1960."

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

**"RESOLVED THAT** pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

- V. The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Re. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Board of Directors of the Company, be and is hereby authorized to do all such deeds, acts and things as may be deemed expedient to give effect to the aforesaid resolution."

**By Order Of the Board**

Place : Ludhiana

Date : 24<sup>th</sup> July, 2010

**Bhavesh Makwana**  
(Managing Director)

**Registered office:**

G.T. Road, Near Toll barrier,  
Doraha, Punjab-141 421.

**NOTES :**

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXY FORM IS HEREBY ENCLOSED.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed on 10<sup>th</sup> Day of August, 2010 and 11<sup>th</sup> Day of August, 2010 (Both the days inclusive) in connection with the Annual General Meeting of the Company.
3. The members are requested to:
  - a. Intimate to the Company's Registrars and Share Transfer Agents, M/s. Skyline Financial Services Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
  - b. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
5. Members/beneficial Owners are requested to quote their full name as per the Company's record, Folio No. /DP and Client ID Nos. as the case may be, in all their correspondence with the Company.
6. 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.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEMS OF THE NOTICE.****ITEM NO.3**

Mr. Viranchi Hemant Trivedi was appointed as an Additional Director of the Company on 15<sup>th</sup> October, 2009. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

None of the Directors are interested in this resolution except Mr. Viranchi Hemant Trivedi, since it relates to his appointment.

Your Directors recommend this resolution for your approval.

**ITEM NO.4**

Mr. Sailesh Pravinchandra Mehta was appointed as an Additional Director of the Company on 13<sup>th</sup> April, 2010. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

None of the Directors are interested in this resolution except Mr. Sailesh Pravinchandra Mehta, since it relates to his appointment.

Your Directors recommend this resolution for your approval.

**ITEM NO.5**

Mr. Rakesh Dipchand Doshi was appointed as an Additional Director of the Company on 13<sup>th</sup> April, 2010. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs. 500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

None of the Directors are interested in this resolution except Mr. Rakesh Dipchand Doshi, since it relates to his appointment.

Your Directors recommend this resolution for your approval.

**ITEM NO.6**

Mr. Dilip Pravinchandra Shah was appointed as an Additional Director of the Company on 13<sup>th</sup> April, 2010. Pursuant to Section 260 of the Companies Act, 1956, he holds office up to the date of this Annual General Meeting.

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Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

None of the Directors are interested in the said resolution except Mr. Dilip Pravinchandra Shah, since it relates to his appointment.

Your Directors recommend this resolution for your approval.

**ITEM NO.7**

In order to maintain uniformity in the nominal value of the Company's Equity Shares with the nominal value of Equity Shares of other Companies, the Board of Directors of the Company, at its meeting held on 24<sup>th</sup> July, 2010 resolved to take steps for sub-division of the Equity Shares of the Company from Rs. 10/- (Rupees Ten each) into Shares of Re. 1/- (Rupee one each)

Therefore, the proposed resolutions are commended to the shareholders of the Company for their consideration and approval.

The Directors of the Company are interested in the proposed resolution to the extent of their respective shareholdings in the Company.

**ITEM NO. 8**

Consequent to the sub- division of face value of the Equity shares of the Company (as per item no.7 of the notice), it is necessary to alter the Capital Clause of the Memorandum of Association of the Company.

Section 16 read with provisions of Section 94 of the Companies Act, 1956, provides inter-alia, that subject to the provisions of the Companies Act, 1956, the Company may, alter its Memorandum of Association by passing an Ordinary Resolution, at the General Meeting. Accordingly, the Ordinary Resolution for item no. 7 is placed before the meeting to approve the corresponding amendments in Clause V of the Memorandum of Association in the manner set out in the text of the respective resolutions, so as to reflect the alteration in the Authorized Share Capital of the Company.

The Board of Directors of the Company accordingly, recommends the resolution for approval by the members.

The Directors of the Company are deemed to be concerned or interested in the resolution only to the extent of shares held by them in the Company.

**Place :** Ludhiana

**Date :** 24<sup>th</sup> July, 2010

**Registered office:**

G.T. Road, Near Toll barrier,  
Doraha, Punjab-141 421.

**By Order Of the Board**

**Bhavesh Makwana**  
(Managing Director)



## **DIRECTOR'S REPORT**

### **TO THE SHAREHOLDERS,**

Your Directors have the pleasure in presenting the 25<sup>th</sup> Annual Report on the performance of the Company for the year ended 31st March, 2010 together with the Audited Statement of Accounts and Auditors Report thereon.

1. <b>FINANCIAL RESULTS :</b>	<b>(Rs. In LACS)</b>	
	<b>2009- 2010</b>	<b>2008-2009</b>
Gross Revenue (incl. misc. income)	676.30	3615.87
Gross Profit / (loss) (before financial charges and depr.)	72.42	30.17
Financial Charges	0.00	24.54
Depreciation	0.00	4.31
Profit / (loss)	72.42	1.32

The Directors are hopeful of further improvement in the near future.

### **2. OPERATIONS :**

True to the expectations, working and operational parameters of the Company were satisfactory. The steps taken during the previous year were further pursued to reduce costs. The increase in total net profit is mainly due to decrease in Operating Expenses and Interest payments.

Further, the increase in interest income has improved the profitability of the Company on year on year basis. The textile industry witnessed intense competition on account of which the turnover was adversely affected in the current financial year. As the Company had large quantities of finished goods in stock, no production activities were carried out in this financial year.

Your Company is exploring various investment avenues to maximize Shareholders Wealth.

### **3. DIVIDEND**

In order to conserve the financial resources of the Company, the Directors do not recommend any dividend for the year under review.

### **4. FUTURE PROSPECTUS :**

Your Company is venturing in the new stream of Business of Broking, Finance, trading and investments in shares, commodities and currencies, including Debt segment, Futures and options Segment or other segments of Recognized stock Exchange. Considering the past performance and future prospects of the financial services sector, the Management is very optimistic on the various growth opportunities in the proposed stream of businesses. Your Management also possesses the required expertise and resources to gain strategic benefits in the long run.

**5. DIRECTORS :**

Mr. Sagar Ruparelia has been appointed as a Joint Managing Director of the Company for the term of 5 years w.e.f 1<sup>st</sup> April, 2010.

Mr. Viranchi Trivedi, Mr. Rakesh Doshi, Mr. Dilip Shah and Mr. Sailesh Mehta, Additional Directors of the Company, have been proposed to be Appointed as Directors Liable to retire by rotation upon the notice received in writing from a Member of the Company along with the deposit of Rs.500/- signifying their intention to propose the said Directors as candidate for the Office of Directors.

All the Directors of the Company holding office as on 31.03.2010 have furnished a written representation of compliance u/s 274 (1) (g) of the Companies Act, 1956.

**6. AUDITORS.**

The Company's Auditors M/s. SRY & ASSOCIATES, retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for reappointment. You are requested to appoint auditors to hold such office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting and to fix their remuneration.

**7. COMMENTS ON AUDITORS REPORT**

The observations made by the Auditors in their report has been fully clarified in the relevant notes forming part of the Accounts and being self-explanatory no further comments are required.

**8. PARTICULARS OF EMPLOYEES**

During the year under review, no employee of the Company was in receipt of remuneration exceeding the sum prescribed under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975. Thus furnishing of particulars under the Companies (particulars of employees) Rules 1975 does not arise.

**9. DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of section 217 (2AA) of the Companies Act, 1956, your Directors place on record a responsibility statement stating that:

- (i) In the preparation of the annual accounts, applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors, in consultation with the auditors, have selected such accounting policies and applied them consistently and made judgments 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.