



Annual Report 2013-14

FORWARD LOOKING STATEMENT

In this annual report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions.

We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward - looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward- looking statements, whether as a result of new information, future events or otherwise.

**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

CONTENTS

- 1) Company Information
- 2) Notice of Annual General Meeting
- 3) Director's Report
- 4) Management's Discussion and Analysis
- 5) Report on Corporate Governance
- 6) CEO/CFO Certification
- 7) Auditor's Report
- 8) Auditor's Certificate on Corporate Governance
- 9) Balance Sheet
- 10) Profit and Loss Account
- 11) Schedules forming parts of Accounts
- 12) Cash Flow Statement
- 13) Attendance Slip
- 14) Proxy Form



**THIS PAGE HAS BEEN
LEFT BLANK INTENTIONALLY**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Bhavesh Makwana

Managing Director

Deepak Rathod

Managing Director

Sagar Ruparelia

Non - Executive Director

Viranchi Trivedi

Independent Director

Dilip Shah

Independent Director

Tejas Mehta

Independent Director

Vandana Bhanushali

Independent Director

BANKERS

Axis Bank

Karnataka Bank

AUDITORS

SRY & Associates

503- 504, Rattan Jyoti,

18 Rajendra Palace,

New Delhi- 110 008

REGISTERED OFFICE ADDRESS

Aarya Global Shares & Securities

302, Vikas Commercial Complex,

Bhakti Marg, Vikas Paradise,

Mulund (West),

Mumbai- 400 080

REGISTERED OFFICE ADDRESS

Skyline Financial Services Pvt Ltd

D - 153A, 1st Floor,

Okhla Industrial Area,

Phase - I,

New Delhi - 110 020.

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of **THE AARYA GLOBAL SHARES AND SECURITIES LIMITED** will be held on, the **27th September, 2014 at 11.00 a.m.** at 302, VIKAS COMMERCIAL COMPLEX, VIKAS PARADISE, BHAKTI MARG, MULUND (WEST), MUMBAI-400080 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon.

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

“RESOLVED THAT Mr. Deepak Devji Rathod, a Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.”

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

“RESOLVED THAT Mr. Viranchi Hemant Trivedi, a Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.”

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

“RESOLVED THAT Mr. Dilip Pravinchandra Shah, a Director liable to retire by rotation, who does not seek reelection, be not re-appointed as the director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.”

5. To appoint M/s Bhadresh Sanghvi & Associates, Chartered Accountants, as Auditors of the Company in place of M/s SRY & Associates who have expressed their unwillingness to get re-appointed by passing following resolution:

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, M/s Bhadresh Sanghvi & Associates, Chartered Accountants in place of M/s SRY & Associates, Chartered Accountants who have expressed their unwillingness to get re-appointed. Appointment of M/s Bhadresh Sanghvi has been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 14th August 2014 be and are hereby appointed as the Statutory Auditors

of the Company who shall hold office from the conclusion of this meeting till the conclusion of the next annual general meeting, with this meeting being counted as the first meeting

RESOLVED FURTHER THAT appointment of the Auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting

RESOLVED FURTHER THAT any of the director of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.

SPECIAL BUSINESS :

6. 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 152, 161 and any other applicable provisions of the Companies Act, 2013(as amended or re-enacted from time to time) read with the Companies (Appointment and Qualification of Directors) Rules 2014, Mrs. Meeta Rathod (DIN- 02004283) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th August, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Meeta Rathod (DIN- 02004283) for the office of the Director of the Company, be and is hereby elected and appointed as Director of company, whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT pursuant to section 152, 164 , 165 & 179 (3), 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that she is not disqualified to be appointed as director in DIR-8, AND declaration in form MPB-1 giving notice of her concern or interest in the companies/ firms and that post appointment her number of directorships will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such things, acts and deeds which may be necessary for giving effect to this resolution and to file e-Form No. DIR-12, MGT-14 with Registrar of Companies, on the MCA -21 portal.”

7. 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 152, 161 and any other applicable provisions of the Companies Act, 2013(as amended or re-enacted from time to time) read with the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Navin Rathod (DIN- 01873679) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th August, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Navin Rathod (DIN- 01873679)for the office of the Director of the Company, be and is hereby elected and appointed as Director of company, whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT pursuant to section 152, 164 , 165 & 179 (3), 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he is not disqualified to be appointed as director in DIR-8, AND declaration in form MPB-1 giving notice of his concern or interest in the companies/ firms and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such things, acts and deeds which may be necessary for giving effect to this resolution and to file e-Form No. DIR-12, MGT-14 with Registrar of Companies, on the MCA -21 portals.”

8. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Tejas Mehta (DIN: 01621454) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152,164 , 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the, director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

9. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment

and Qualifications of Directors) Rules 2014, Ms. Vandana Bhanushali (DIN: 03169798) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

10. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Sagar Ruparelia (DIN: 02000356) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.