



*Agrimony Commodities Limited*

## **ANNUAL REPORT 2016-17**





**CORPORATE INFORMATION****Board of Directors**

- Mr. Anandrao Gole      Chairman and Managing Director
- Mr. Jairaj Bafna      Chief Financial Officer & Director
- Ms. Nalini Shetty      Independent Non Executive Director
- Mr. Suresh Kulkarni      Independent Non Executive Director
- Mr. Satish Bokdia      Independent Non Executive Director (Resigned w.e.f. October 7, 2016)

**Company Secretary and Compliance Officer**

Ms. Monali Mehta (Resigned w.e.f. October 08, 2017)

Ms. Sheetal Musale (Appointed w.e.f. April 19, 2017)

**Bankers**

Bank of India

**Statutory Auditor**

M/s. V.R. Bhabhra & Co.,  
Chartered Accountants  
303, Sagar Shopping Centre,  
Opp Bombay Bazaar,  
76, Jai Prakash Road,  
Andheri (West)  
Mumbai- 400 058

**Internal Auditor**

M/s. P. V. Thaker & Co.,  
Chartered Accountants  
8, Jaihind Cottage,  
Shahaji Raje Road,  
Vile Parle (East).  
Mumbai- 400057

**Secretarial Auditor**

Dhirendra Maurya & Associates  
Practicing Company Secretaries  
Shop No. 5, Jay Rudra Apt.,  
J. P. Thakur Marg,  
Opp. Post Office,  
Bhayander (West),  
Thane - 401101

**Registered Office****Agrimony Commodities Limited**

Office No. 701, 7th Floor,  
Kingston Tejpal Road,  
Vile Parle (East),  
Mumbai- 400057  
Maharashtra, India  
Tel No: 022-26124294  
Fax No: 022-26124294  
**CIN:** L74999MH1991PLC062821  
**Email:** agrimonycommodities@gmail.com  
**Website:** www.agrimonycommodities.com

**Registrar and Transfer Agent**

**M/s. Purva Share Registry Pvt Ltd,**  
Unit no. 9 Shiv Shakti Ind. Estt.  
J .R. Boricha Marg, Lower Parel (E),  
Mumbai- 400011  
Maharashtra, India  
Tel No: 022-26124294

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## **NOTICE**

Notice is hereby given that the Twenty Sixth Annual General Meeting of M/s. Agrimony Commodities Limited will be held on Friday, 29th September, 2017 at 4.00 p.m. at Registered Office No. 701, 7<sup>th</sup> Floor, Kingston, Tejpal Road, Vile Parle (East), Mumbai- 400057 to transact the following business:

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### **Ordinary Business:**

1. To receive, consider and adopt:
  - a. 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 the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of the Auditors thereon
2. To appoint a Director in place of Mr. Anandrao Gole (DIN: 06668955), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors and fix their remuneration.

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. V. R. Bhabhra & Co., Chartered Accountants, bearing Registration No.112861W, be and is hereby appointed as the Statutory Auditor of the Company for further period of five years to hold office after the conclusion of 26<sup>th</sup> Annual General Meeting till conclusion of the 31<sup>st</sup> Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and the Board be and is hereby authorized to fix such remuneration as may be determined in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **Special Businesses:**

#### **4.RE-APPOINTMENT OF Ms. NALINI SHETTY (DIN:07124868) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to recommendation of the Audit Committee and Board of Directors, Ms. Nalini Shetty (DIN:07124868) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five years i.e. from October 1st, 2017 to 30th September, 2022 whose period of appointment shall not be liable to retire by rotation.”

**By Order of the Board of Directors  
For Agrimony Commodities Limited**

**Sd/-  
Sheetal Musale  
Company Secretary**

**Place: Mumbai**

**Date: September 04, 2017**



**NOTES:**

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 and details under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking reappointment at the Annual General Meeting (AGM) are annexed hereto.
2. A member entitled to attend and vote at the Twenty Sixth Annual General Meeting (the "Meeting") is entitled to appoint a proxy/ proxies to attend and vote instead of him/her 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 ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. The instruments 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 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 applicable.
4. The members / proxies & Authorized Representative are requested to bring duly filled in Attendance Slips for attending the Meeting and Members/proxies are also requested to bring a copy of the Annual Report along with them at the Meeting.
5. This Notice is being sent with Annual Report along with attendance slip, proxy form and route map of the venue of the Meeting.
6. Green Initiative - Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice by email and others are being sent by courier.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Relevant documents under Section 170, and 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) between 3.00 p.m. to 5.00 p.m. up to the date of AGM. The aforesaid documents will also be available for inspection by the members at the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive)
10. Members are requested to send all their documents and communications pertaining to shares to M/s. Purva Share Registry Private Limited at their address at Unit no. 9, Shiv Shakti Ind. Estt, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011, Telephone No : 91-22-2301 6761 / 8261, Fax : 91-22-2301 2517 and Email id- busicomp@vsnl.com for both physical and demat

segments of Equity Shares. Please quote on all such correspondence- "Unit- Agrimony Commodities Limited." For Shareholders queries Telephone, 022- 26124294.

11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent M/s. Purva Share Registry Private Limited, Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Purva Share Registry Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Purva Share Registry Private Limited.
12. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above mentioned transactions.
13. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agents, M/s. Purva Share Registry Private Limited.
14. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For other Members, physical copies are being sent. To support "Green Initiative", Members who have not registered email addresses are requested to register the same with the Company's Registrar and Transfer Agent M/s. Purva Share Registry Private Limited/ Depository Participants, in respect of shares held in physical /electronic mode respectively.
15. Members may also note that the Notice of the 26th Annual General Meeting, Attendance Slip, Proxy Form and Annual Report will also available on the Company's website [www.agrimonycommodities.com](http://www.agrimonycommodities.com) for their download.
16. The route map showing directions to reach the venue of the Twenty Sixth Annual General Meeting is annexed to this notice.
17. In terms of Section 152 of the Act, Mr. Anandrao Gole (DIN: 06668955), retires by rotation at the Meeting and being eligible, had offered themselves for reappointment and Ms. Nalini Shetty (DIN: 07124868), be re-appointed for second term of five years. The Board of Directors of the Company commends their re-appointment. Details of Directors, as required pursuant to 36(3) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings are provided herein below:



Particulars	Mr. Anandrao Gole
Date of Birth	September 14, 1965
Designation	Managing Director
Qualifications	Director of Mumbai District Co-operative Bank
Date of Appointment	1st October, 2013
Expertise in specific functional area	Expertise in Banking and Commodities Market
Shareholding in the Company	10,90,000 shares
Directorships held in other bodies corporate as on 31st March 2017	NIL
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2017	None
Relationship with other Directors and Key Managerial Personnel	None
Number of Board Meetings Attended during the year	10
Remuneration Drawn	NIL

Particulars	Ms. Nalini Shetty
Date of Birth	31/10/1981
Designation	Independent Director
Qualifications	MBA in Human Resource
Date of Appointment	30th September, 2015
Expertise in specific functional area	Risk Management Analyst
Shareholding in the Company	None
Directorships held in other bodies corporate as on 31st March 2017	None
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2017	None
Relationship with other Directors and Key Managerial Personnel	None
Number of Board Meetings Attended during the year	10
Remuneration Drawn	Nil

**1. Information and instructions relating to E-voting are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on 26th September, 2017 at 9.00 a.m. and ends on 28th September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**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 issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Address Stickers indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>





- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Members holding shares in physical form will then directly reach 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant “**AGRIMONY COMMODITIES LIMITED**” on which you choose to vote.
- (v) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the 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.
- (vii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xiv) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

**Other Instructions:**

1. The remote e-voting period commences on 26th September, 2017 (9.00 a.m. IST) and ends on 28th September, 2017 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, he shall not be allowed to change it subsequently.
2. The facility for voting, through ballot paper shall be made available for the members attending the meeting who have not cast the votes through remote e-voting.
3. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Friday, 22nd September, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
5. Mr. Pragnesh Thaker, Chartered Accountant (Membership No. 133400) of M/s. P. V. Thaker & Company, Practicing Chartered Accountant, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.