

Annual Report
Financial Year 2018-19
Alora Trading Company Limited

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CORPORATE INFORMATION

CIN-L70100MH1982PLC296275

SCRIP CODE –539693

SCRIP ID- ALORA

BOARD COMPOSITION

1	Veepul Gohill	Managing Director
2	Rajendra Jadhav	Independent Director
3	Dinesh Chauhan	Independent Director
4	Suresh Naskar	Additional Non-Executive Director
5	Sangeeta Nerli	Additional Non-Executive Director

Key Managerial Personal

1.	Jitendra Singh	Chief Financial Officer
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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	Veepul Gohill	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

AUDITORS

Statutory Auditor

M/s. Rishi Sekhri & Associates

REGISTRAR & TRANSFER AGENT
Skyline Financial Services Pvt. Ltd
D-153A, 01st Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110020

REGISTERED ADDRESS

1, Ground Floor, Plot No. 37/39,
Rajyog Building, Carpenter 1st Street,
C P Tank, Girgaon, Mumbai – 400004
www.aloratradingltd.com
aloratradingcompany@gmail.com

BANKERS

Axis Bank

NOTICE:

NOTICE is hereby given that the 36th Annual General Meeting of Alora Trading Company Limited will be held on Tuesday, 24th September, 2019 at 10.30 a.m. at the Registered Office of the Company situated at 1, Ground Floor, Plot No. 37/39, Rajyog Building, Carpenter 1st Street, C P Tank, Girgaon, Mumbai- 400004, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

2. Regularisation of appointment of **Mr. Suresh Naskar** (DIN: 08537352):

“RESOLVED THAT Mr. Suresh Naskar holding DIN 08537352, who was appointed as an Non-Executive Additional Director of the Company, by the Board of Directors in their Meeting held on 19th August 2019, under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is here by authorized to file Form DIR-12 & any other Forms as may be required by the Registrar of Companies and to do all such act, deed, matter, and things as may be required to give effect to the forgoing resolution.”

3. Regularisation of appointment of **Mrs. Sangeeta Nerali** (DIN: 08469535):

“RESOLVED THAT Mrs. Sangeeta Nerali holding DIN 08469535, who was appointed as an Non-Executive Additional Director of the Company, by the Board of Directors in their Meeting held on 19th August 2019, under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is here by authorized to file Form DIR-12 & any other Forms as may be required by the Registrar of Companies and to do all such act, deed, matter, and things as may be required to give effect to the forgoing resolution.”

4. Regularisation of appointment of **Mr. Pappu Ghodke** (DIN: 07579169):

“RESOLVED THAT Mr. Pappu Ghodke holding DIN 07579169, who was appointed as an Non-Executive Additional Director of the Company, by the Board of Directors in their Meeting held on 29th August 2019, under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Additional Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is here by authorized to file Form DIR-12 & any other Forms as may be required by the Registrar of Companies and to do all such act, deed, matter, and things as may be required to give effect to the forgoing resolution.”

5. **Approval for Related Party Transactions**

“RESOLVED THAT pursuant to provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of the earlier resolution passed in the Extraordinary General Meeting held on March 23, 2019 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the members of the Company be and is hereby accorded for entering into the following related party transaction(s) to the extent of the maximum amounts in any financial year, as provided below:

Name of the Related Party Transaction	Nature of Transaction as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (In Rs.)	Any other relevant important for the information for members to take decision on the proposed resolution
Macario Trading LLP	Transactions related to purchase of Construction Materials	NA	Promoter of the Company	NA	Up Rs. 20 Crores	None

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions.”

**By the order of the Board
For Alora Trading Company Limited**

**Place: Mumbai
Date: 29th August 2019**

**Sd/-
Veepul Gohill
Chairman & MD**

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 2 to 4 of the accompanying Notice.

ITEM NO. 2:

Mr. Suresh Naskar, who was appointed as Non-Executive Additional Director of the Company in the Board meeting held on 19th August, 2019 will hold the office till the ensuing Annual General Meeting of the Company. A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as a Non-Executive Director. Mr. Suresh Naskar is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Suresh Naskar as a Non-Executive Director of the Company. The Board recommends the resolution at item no. 2 for the approval of the shareholders.

None of the Directors/ KMP of the Company are in any way concerned or interested in the resolution.

ITEM NO. 3:

Mrs. Sangeeta Nerali, who was appointed as Non-Executive Additional Director of the Company in the Board meeting held on 19th August, 2019 will hold the office till the ensuing Annual General Meeting of the Company. A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as a Non-Executive Director. Mr. Suresh Naskar is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Suresh Naskaras a Non-Executive Director of the Company. The Board recommends the resolution at item no. 3 for the approval of the shareholders.

None of the Directors/ KMP of the Company are in any way concerned or interested in the resolution.

ITEM NO. 4:

Mr. Pappu Ghodke, who was appointed as Non-Executive Additional Director of the Company in the Board meeting held on 29th August, 2019 will hold the office till the ensuing Annual General Meeting of the Company. A notice under section 160 of the Companies Act, 2013 has been received proposing his appointment as a Non-Executive Director. Mr. Pappu Ghodke is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013. Hence, it is proposed to appoint Mr. Pappu Ghodke as a Non-Executive Director of the Company. The Board recommends the resolution at item no. 4 for the approval of the shareholders.

None of the Directors/ KMP of the Company are in any way concerned or interested in the resolution.

ITEM NO. 5:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) provides for obtaining approval of members for entering into material related party transactions as provided therein. Further, in terms of the provisions of section 188 (1) of the Companies Act, 2013 read with the rules framed thereunder, for entering into related party transactions where the transaction value exceeds the thresholds prescribed, prior approval of members by way of an Ordinary Resolution is required. Accordingly, in terms of the provisions of the LODR Regulations and the Companies Act, 2013, approval of the members of the Company is being sought by way of an Ordinary Resolution set out at Item No. 5 of this Notice. Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the Related Party Transaction	Nature of Transaction as per Section 188 of the Companies Act, 2013	Name of the Director or KMP who is related, if any	Nature of Relationship	Material terms and particulars of the Contract or arrangement	Monetary Value (In Rs.)	Any other relevant information for the members to take decision on the proposed resolution
Macario Trading LLP	Transactions related to purchase of Construction Materials	NA	Promoter of the Company	NA	Up Rs. 20 Crores	None

**By the order of the Board
For Alora Trading Company Limited**

Place: Mumbai

Date: 29th August 2019

**Sd/-
Veepul Gohill
Chairman & MD**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. Members/Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
4. The Register of Members and the Share Transfer Books will remain closed from Wednesday, 18th September, 2019 to Tuesday, 24th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
5. Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the Secretarial Standard- 2 on "General Meetings", the particulars of Directors seeking appointment/re-appointment at the meeting are annexed to the Notice.
6. Members desiring any information as regards the accounts are requested to write to the compliance officer at an early date so as to enable the management to reply at the meeting. For any communication, the members may also send requests to the company's investor email id: aloratradingcompany@gmail.com
7. Members are requested to kindly bring their copies of the Annual Report to the meeting. As per the requirement of the Secretarial Standard- 2 on "General Meetings" the route map showing directions to reach the venue of the meeting is annexed to the Notice.
8. The Notice of the AGM is being sent by electronic mode whose email addresses are registered with the Company/Depository Participants, unless any member has requested for physical copy of the same. To support the 'Green Initiative' members who have not registered their email addresses are required to register the same with the Company / Depository.
9. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form

for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

11. Voting through electronic means:

In Compliance with the provision of Section 108 of the Companies Act, 2013 and 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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service by National Securities Depository Limited (NSDL), the instructions for remote e-voting are as under:

The Board of Directors have appointed Mrs. Neelam Ahire, Practicing Company Secretary, to conduct e-voting in a fair and transparent manner.

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.

Vote once cast by the member cannot be changed /altered.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI Listing 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 and the business may be transacted through e-Voting Services. 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 National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period begins on Saturday, 21st September, 2019 (9:00 am IST) and ends on Monday, 23rd September, 2019 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2019 may cast their vote by remote e-voting.