

Ganon Trading And Finance Company Limited

**Registered Office: Unit No 1207, B Wing,
Plot No C – 66, One BKC, Bandra Kurla Complex,
Bandra East, Mumbai – 400051**

31st ANNUAL REPORT

2015-2016

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the shareholders of Ganon Trading and Finance Company Limited will be held on Thursday, September 29, 2016 at the registered office of the Company at Unit No 1207, B Wing, Plot No C – 66, One BKC, Bandra Kurla Complex, Bandra East, Mumbai – 400051 at 11.00 a.m. to transact the following business

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Madan Lal Goyal (DIN: 00456394), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard 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, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Ajay Shobha & Co, Chartered Accountants (ICAI Registration No. 317031W), who were appointed as Statutory Auditors of the Company for five financial years (2015-2016 to 2019-2020) at the 30th Annual General Meeting (AGM) of the Company held on September 30, 2015 to hold office until the conclusion of the fifth consecutive AGM of the Company to be held in the year 2020 (subject to ratification of their appointment by the Members at every AGM held after this AGM), be and is hereby ratified for the financial year ending on March 31, 2017 and that the Board of Directors be and are hereby authorized to fix such remuneration in consultation with the auditors, and that such remuneration may be paid on the basis as agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

4. Appointment of Mr. Naresh Kumar Mathur as an Independent Director

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 Sections 149, 150, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Naresh Kumar Mathur (DIN: 00352591), who was appointed as an Additional Director of the Company with effect from August 02, 2016, and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from September 29, 2016 up to the 36th Annual General Meeting of the Company to be held in 2021 for the year ended March 31, 2021.”

5. Appointment of Mrs. Sheetal Bhavin Nagda as a Woman Independent Director

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 Sections 149, 150, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Sheetal Bhavin Nagda (DIN: 07179841), who was appointed as an Additional Director of the Company with effect from May 23, 2016, and who holds office upto the date of

this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from September 29, 2016 up to the 36th Annual General Meeting of the Company to be held in 2021 for the year ended March 31, 2021."

By Order of the Board of Directors
For **Ganon Trading and Finance Company Limited**

Madanlal Goyal
Director
(DIN: 00456394)

Mumbai : September 07, 2016

Registered Office :

Unit No 1207, B Wing, One BKC,
Plot No C – 66, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
E-mail address: ganontrading@gmail.com
Website: www.ganontrading.com

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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE 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.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 or any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2016 to Thursday, September 29, 2016 (both days inclusive).
3. Members are requested to send all correspondences relating to shares including requests for transfer, change of address, change of status, change of mandate, Bank Account details to our Registrar and Share Transfer Agents: M/s. Sharex Dynamic (India) Pvt. Ltd having their office at Unit No 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai 400 072 Tel.: 022 - 2851 5606 / 2851 5644 Fax: 022 – 2851 2885. In respect of shares held in dematerialised mode, the shareholders should inform their concerned Depository Participant only.
6. In all the correspondences with the Company / Registrar and Share Transfer Agents, the members holding in physical form are requested to quote their account / folio numbers and in case their shares are held in dematerialised form, they must quote their Client ID Number and DP ID Number.
7. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
8. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
9. As per the provisions of the Companies Act, facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents (RTA) of the Company.
10. Pursuant to the Circular No.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively issued by Ministry of Corporate Affairs on 'Green Initiative in Corporate Governance', Shareholders are requested to duly communicate their e-mail Id's to their respective DPs or RTA of the Company (A perforated form being attached in the Annual Report for the same).
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. Process and manner for members opting for e-voting are as under:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM.

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

- (i) The remote e-voting period begins on Monday, September 26, 2016 (9.00 a.m.) and ends on Wednesday, September 28, 2016 (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 of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions

contained in this Notice.

- (xiii) Click on the EVSN for 'Ganon Trading and Finance Company Limited'.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) After entering these details appropriately, click on 'SUBMIT' tab.
- (xx) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - The list of accounts should be mailed to 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.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- A. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2016.
- B. Ms. Chandanbala O. Mehta, Practising Company Secretary (Membership No. 6122) of M/s Chandanbala Jain & Associates has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- C. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

- D. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ganontrading.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- E. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.

The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**Details of the Directors seeking appointment / re appointment at
the forthcoming Annual General Meeting
[In pursuance of Regulation 36(3) of the Listing Regulations
(relating to Corporate Governance)]**

Name of the Director	Mr. Madan Lal Goyal	Mr. Naresh Kumar Mathur	Mrs. Sheetal Bhavin Nagda
Date of Birth	20.01.1947	23.11.1952	23.02.1982
Nationality	Indian	Indian	Indian
Date of Appointment	27.08.2012	02.08.2016	23.05.2016
Qualifications	B.Com	B.Com	B.Com
Expertise in specific functional areas	He is the key person of the Company having vast knowledge and through experience in Accounts and several fields of business and he is in to business for more than 4 decades.	He has vast knowledge in Finance and Accounts and also having vast experience in trading mostly in field of cotton business. He has widely travelled on different assignments and is an effective Team Leader.	She carries a rich experience of over 6 years in the trading business and having vast knowledge in accounts.
Directorships held in other companies	1. SPG Macrocasm Limited 2. SPG Ventures Private Limited 3. SPG Multi Trade Private Limited 4. Krishnamani Holdings Pvt. Ltd. 5. Gooddeal Properties Private Limited	NIL	1.Prabhu Steels Industries Limited 2.Welplace Portfolio and Financial Consultancy services Limited 3.Lavnya Media Services Private Limited 4.Ovision Media Services Private Limited
Committee position held in other companies	NIL	NIL	NIL
No. of shares held in the company	NIL	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS UNDER ITEM NOS. 4 & 5 OF THE ACCOMPANYING NOTICE DATED SEPTEMBER 07, 2016**Item No. 4**

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Naresh Kumar Mathur as an Additional Director of the Company with effect from August 02, 2016.

In terms of the provisions of Section 161(1) of the Act, Mr. Naresh Kumar Mathur would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Naresh Kumar Mathur for the office of Director of the Company.

Mr. Naresh Kumar Mathur is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence. As per the said Section, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he / she shall not be included in the total number of directors for retirement by rotation.

Mr. Naresh Kumar Mathur has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is an independent of the management.

The Nomination & Remuneration Committee at its meeting held on August 02, 2016 has recommended the appointment of Mr. Naresh Kumar Mathur as an Independent Woman Director from August 02, 2016 up to the conclusion of 36th Annual General Meeting to be held in the year 2021.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Naresh Kumar Mathur as an Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Naresh Kumar Mathur as an Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

The brief profile of Mr. Naresh Kumar Mathur is given hereunder:

Mr. Naresh Kumar Mathur, son of Mr. Mahender Prasad, resident of B – 60, Sarvodaya Enclave, New Delhi – 110017, India. He has vast knowledge in Finance and Accounts and also having vast experience in trading mostly in field of cotton business. He has widely travelled on different assignments and is an effective Team Leader.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Naresh Kumar Mathur is appointed as an Independent Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Except Mr. Naresh Kumar Mathur no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

Item No. 5

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Sheetal Bhavin Nagda as an Additional Director of the Company with effect from May 23, 2016.