

CORPORATE INFORMATION

Board of Directors
Mr. Madanlal Goyal <i>Non-Executive Director</i>
Mr. Hari Prasad Agrawal <i>Whole Time Director</i>
Mr. Naresh Kumar Mathur (till 30.05.2017) <i>Non-Executive Independent Director</i>
Ms. Sheetal Bhavin Nagda (w.e.f. 23.05.2016) <i>Non-Executive Independent Director</i>
Mr. Gaurav Satyanarayan Agrawal (w.e.f.30.05.2017) <i>Non-Executive Independent Director</i>
Mr. Dwarka Prasad Agrawal (till 02.08.2016) <i>Non-Executive Independent Director</i>
Ms. Tejaswini N Govindekar (till 23.05.2016) <i>Non-Executive Independent Director</i>
Key Managerial Personnel
Mr. Hari Prasad Agrawal Chief Financial Officer

Securities Listed on
BSE Limited

Corporate Identity Number
L51900MH1985PLC036708

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Statutory Auditors
M/s. AJAY SHOBHA & CO. Chartered Accountants A-701, La Chapelle, Evershine Nagar, Malad West, Mumbai – 400 064.

Registered Office
Unit No. 1207, B Wing, Plot No. C-66, BKC One, Bandra Kurla Complex, Bandra East, Mumbai – 400051. Tel : 022-61340923 Email: ganontrading@gmail.com

Secretarial Auditors
Ms. Priyanka Lahoti F-123, Rock Enclave, Shayadri Nagar, Kandivali West, Mumbai – 400067.

Registrar & Shares Transfer Agent
Sharex Dynamic (India) Pvt. Ltd. Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072.

Bankers
IDBI Bank Rupa Plaza Jawahar Road, Plot No 4, Near LIC Building , Ghatkopar East Mumbai -400077

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Shareholders of **M/s. GANON TRADING AND FINANCE COMPANY LIMITED** will be held on Thursday, June 29, 2017 at 11.00 a.m. at the registered office of the Company at Unit No. 1207, B Wing, Plot No C-66, One BKC, Bandra Kurla Complex, Mumbai – 400 051, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and Profit & Loss Account of the Company 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. Hari Prasad Agrawal (DIN: 02476724), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and in this regard to consider and if thought fit, to pass 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, 2018 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. Gaurav Satyanarayan Agrawal as an Independent Director**

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 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. Gaurav Satyanarayan Agrawal (DIN: 07686574), who was appointed as an Additional Director of the Company with effect from May 30, 2017, 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 June 29, 2017 up to the 37th Annual General Meeting of the Company to be held in 2022 for the year ended March 31, 2022."

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

Sd/-
Madanlal Goyal
Director
DIN: 00456394

Mumbai : June 2, 2017

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. An Explanatory Statement pursuant to the provision of Section 102(1) of the Companies Act, 2013 (herein after referred to as "the Act", is annexed hereto. As required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, relevant information in respect of the Directors seeking appointment and re-appointment at the AGM is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, June 23, 2017 to Thursday, June 29, 2017 (both days inclusive).
4. 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.
5. 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.
6. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
7. 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.
8. 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.
9. 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).

10. 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.

11. 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, June 26, 2017 (9.00 a.m.) and ends on Wednesday, June 28, 2017 (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 June 22, 2017, 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 sequence number which is printed on Ballot Form / Attendance Slip indicated 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter 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 scrutiniser to verify the same.
- (xxi) 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 June 22, 2017.
- B. Ms. Priyanka Lahoti, Practising Company Secretary (Membership No. ACS 23930 & COP 8654) 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.
- F. 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. Hari Prasad Agrawal	Mr. Gaurav Satyanarayan Agrawal
Date of Birth	12.04.1966	01.12.1992
Nationality	Indian	Indian
Date of Appointment	04.09.2015	30.05.2017
Qualifications	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.
Directorships held in other companies	1. Spg Multi Trade Private Limited 2. Pratik Distributors Private Limited 3. SPG Macrocosm Limited 4. Krishnamani Holdings Pvt. Ltd.	1) SPG Multi Trade Pvt Ltd 2) SPG Macrocosm Ltd
Committee position held in other companies	NIL	NIL
No. of shares held in the company	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS UNDER ITEM NOS. 4 OF THE ACCOMPANYING NOTICE DATED JUNE 2, 2017

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. Gaurav Satyanarayan Agrawal as an Additional Director of the Company with effect from May 30, 2017.

In terms of the provisions of Section 161(1) of the Act, Mr. Gaurav Satyanarayan Agrawal 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. Gaurav Satyanarayan Agrawal for the office of Director of the Company.

Mr. Gaurav Satyanarayan Agrawal 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. Gaurav Satyanarayan Agrawal 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 May 30, 2017 has recommended the appointment of Mr. Gaurav Satyanarayan Agrawal as an Independent Director from May 30, 2017 up to the conclusion of 37th Annual General Meeting to be held in the year 2022.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Gaurav Satyanarayan Agrawal 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. Gaurav Satyanarayan Agrawal 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. Gaurav Satyanarayan Agrawal is given hereunder:

Mr. Gaurav Satyanarayan Agrawal, son of Mr. Satyanarayan Atmaram Agrawal, resident of A/P, Bhavasar Gali, Chopda, Jalgaon, Maharashtra, India. He has vast knowledge in Finance and Accounts. 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. Gaurav Satyanarayan Agrawal 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. Gaurav Satyanarayan Agrawal 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.

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

**Madanlal Goyal
Director
(DIN: 00456394)**

**Date: June 02, 2017
Place: Mumbai**

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