



GHUSHINE FINTRRADE OCEAN LIMITED
ANNUAL REPORT
2015-2016

Cautionary 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 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 realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



ANNUAL REPORT

2015-2016

A SATISFIED CUSTOMER IS THE BEST BUSINESS
STRATEGY OF ALL



SUCCESS AND
NOTHING ELSE.



GREAT THINGS IN BUSINESS ARE NEVER
DONE BY ONE PERSON.THEY ARE DONE
BY A TEAM OF PEOPLE.



To,

The Members,

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. Financial summary or highlights/Performance of the Company (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the company.

Particulars	2015-2016	2014-2015
Gross Profit	470,104	96,523
Net Profit Before Tax	470,104	96,523
Provision for Tax	152,347	29,070
Net Profit After Tax	317,757	67,453

2. Brief description of the Company's working during the year/State of Company's affair

The Company is involved in the trading, marketing, export, merchants and dealers in Art Silk and textile goods and allied materials including readymade wear, cotton, nylon, terelene and many more.

3. Change in the nature of business, if any

There is Change in the nature of Business like the trading, marketing, export, merchants and dealers in Art Silk and textile goods and allied materials including readymade wear, cotton, nylon, terelene and many more

The company got Listed on SME IPO Platform on 05th May, 2016.

4. Dividend

Due inadequate profit the Company has not declared dividend.

5. Share Capital

The Company allotted 26,00,000 equity shares of Rs.10 each .





6. Directors and Key Managerial Personnel

Mr. Alok Jain (DIN: 01426732) and Mrs. Kapila Jain (DIN: 01426794) Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

Mr. Alok Jain (DIN: 01426732) was appointed as Managing Director of the Company for a period of three years w.e.f. October 12th, 2015 to October 11th, 2018 on a monthly remuneration of ₹. 12,00,000/- (Rupees Twelve Lac Only).

Mrs. SHEELA SOMNATH KADECHKAR (DIN: 06867410), Mr. BHAVINI LANKAPATI JAGDISH (DIN: 07315285) and Mrs. KETAN ISHVARLAL PAREKH (DIN: 07316721) was appointed as Independent Director of the Company for a period of Five years w.e.f. October 10th, 2015 to 09th October, 2020.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years, but shall be eligible for reappointment on passing of a special resolution by the Company and shall not be liable to retire by rotation. All other Directors, except the Managing Director, will retire at the ensuing Annual General Meeting and, being eligible, offer themselves for re-election. The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013.

During the year, Mr. Ashish Giniwala who was appointed as Company Secretary and Compliance Officer on 29th October, 2015 had resigned on 7th March, 2016. Ms. Akriti Sharma who was appointed as Company Secretary and Compliance Officer on 01st April, 2016.

Also, Mr. Alok Jain (DIN: 01426732) and Mr. Mahesh Chourasiya has been appointed as Chief Executive Officer, Chief Financial Officer.

7. Report On Corporate Governance

As per SEBI's Circular No.-CIR/CFD/Policy Cell/7/2014 dated 15th September 2014, the provisions of Clause 49 of the Listing Agreement are not mandatory, hence no such report is required for the Company.

8. Particulars of Employees

As required under the provision of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 in respect of employees of the Company is not given, as there were no employees drawing remuneration beyond the prescribed limit under the above referred provisions.





9. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

10. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Managerial Remuneration:

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. **(AnnexureIII)**
- B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.
- D) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:—
 - (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria;
 - (iii) Service contracts, notice period, severance fees;
 - (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

11. Auditors:

M/s. Jain Anil & Associates, Chartered Accountants (Firm Registration No. 115987W), the retiring Statutory Auditors of the Company be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting ("AGM"), 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), at a remuneration to be determined by the Board of Directors of the Company, as Auditor and for other professional services rendered by them as may be





mutually agreed between the Company and the Auditor along with reimbursement of travelling and other out of pocket expenses as may be incurred by them during the course of the Audit.

AUDITORS' REPORT

The Auditors' Report does not contain any qualification, Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any further comments.

12. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under **M/s.Rohit Singhi & Associates**, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Form No. MR-3** to this report. The report is self-explanatory and do not call for any further comments.

13. Internal Audit & Controls

The Company continues to engage **M/s. Kaushik C Patel** as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

14. Policy:

During the year the Company Formulated and Adopted Codes under Sebi (Prohibition Of Insider Trading) Regulations, 2015, Whistle Blower Policy/ Vigil Mechanism, Risk Management Policy and also formulated and adopted Code of Independent directors and Code of for Board and Senior Management.

1 Board of Directors:

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	3
Other Non-Executive Directors	1
Executive Director (CEO & Managing Director)	1
Total	5





The Chairman of the Board is an Executive Director.

As required under Section 149(3) of the Companies Act, 2013, & Clause 49(II) (A) (1) of Listing Agreement, Mrs. Kapila Jain (DIN: 01426794), a Woman Director, has been appointed as an Independent Director on the Board.

Other Relevant details of Directors:

Name of Director	Date of Appointment	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position	
				Member	Chairman
Mr. Alok Jain (DIN: 01426732)	10/05/1995	Managing director	19	-	19
Mrs. Kapila Jain (DIN: 01426794)	10/05/1995	Director	19	19	-
Mrs. Sheela Somnath Kadechkar (DIN: 06862410)	12/10/2015	Independent Director	5	5	-
Ms. Bhavini Lankapati Jagdish (DIN: 07315285)	12/10/2015	Independent Director	5	5	-
Mr. KETAN ISHVARLAL PAREKH (DIN: 07316491)	12/10/2015	Independent Director	5	5	-
Mr. PAVAN SUMERMAL JAIN (DIN: 07255327)	15/07/2015	Independent Director	5	5	-
Mr. PRAHLAD SINGH KESARSINGH RATHOD (DIN: 06527642)	24/06/2015	Independent Director	11	11	-
Mr. KJSMATBEN PRAHLAD SINGH RATHOD (DIN: 06527659)	24/06/2015	Independent Director	11	11	-





Board Meetings held during the year

<u>Dates on which the Board Meetings were held</u>	<u>Total Strength of the Board</u>	<u>No. Of Directors Present</u>
1 st May,2015	2	2
19 th June,2015	2	2
24 th June,2015	2	2
1 st July,2015	4	4
04 th July,2015	4	4
09 th July,2015	4	4
10 th July,2015	4	4
14 th July,2015	4	4
15 th July,2015	4	4
10 th August,2015	5	5
15 th September,2015	5	5
21 st September,2015	5	5
1 st October,2015	5	5
12 th October,2015	5	5
29 th October,2015	5	5
28 th November,2015	5	5
01 st December,2015	5	5
16 th February,2016	5	5
07 th March,2016	5	5

