

GROMO TRADE & CONSULTANCY LIMITED

FORMERLY KAMALAKSHI FINANCE CORPORATION LIMITED

43rd ANNUAL REPORT

2015-16



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BOARD OF DIRECTORS

Mr. Dheeraj Shah	-	Managing Director
Mr. Praful Solanki	-	Director
Ms. Sonal Virani	-	Director
Mr. Upendra Patel	-	Additional Director
Mr. Mehul Kadiya	-	Additional Director

CHIEF FINANCIAL OFFICER

Ms. Pratiksha Mashkariya

STATUTORY AUDITORS

M/s. R. Soni & Co, Chartered Accountants
46 Mulji Jetha Bldg, Above Bank of Baroda, 185/187 Princess Street,
Marine lines 400002

INTERNAL AUDITOR

M/s. A.M. Gohel & Co.

SECRETARIAL AUDITOR

M/s. P.D. Pandya & Associates

REGISTRAR & TRANSFER AGENTS

M/s. Purva Sharegistry (India) Pvt Ltd
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E),
Mumbai – 400 011
Tel:022-23016761, 022-23018261 Email: busicomp@vsnl.com

LISTING OF EQUITY SHARES

BSE LIMITED
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

BANKERS

Axis Bank Ltd – Andheri (West)
DCB Bank Ltd – Andheri (West)
RBL Bank – Andheri (West)

REGISTERED OFFICE

B/411, Crystal Plaza, New Link Road, Opp Infinity Mall, Andheri (West),
Mumbai-400053| Tel: 022-60505001
Email id: infogromo@gmail.com Web site: www.gromotrade.com

Notice of Annual General Meeting

NOTICE is hereby given that the 43rd Annual General Meeting of the members of **M/s. Gromo Trade & Consultancy Limited** (Formerly Kamalakshi Finance Corporation Limited) will be held on **Monday, 26th September, 2016** at 03:00 P.M. at the registered office of the Company at B/411, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai – 400053 to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March 2016, together with the reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Dheeraj Babulal Shah (DIN: 02072433), Managing Director, is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor of the Company and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the company do hereby ratify the appointment of M/s. R. Soni & Co., Chartered Accountants (Registration No. 130349W) as Statutory Auditors of the Company to hold office up to the conclusion of 44th Annual General Meeting, on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

SPECIAL BUSINESS

4. To regularize the appointment of Mr. Upendra Pravinbhai Patel (DIN: 06854187) as an Independent Non – Executive Director and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and other applicable provisions of The Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 Mr. Upendra Pravinbhai Patel (DIN: 06854187) who was appointed as an Additional Director pursuant to the Provisions of section 161(1) of The Companies Act, 2013 and the Articles of association of the Company and who holds office up to the date of this Annual general Meeting and in respect of whom the Company has received a notice in writing under section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 26/03/2016 to 25/03/2021, not liable to retire by rotation".

5. To regularize the appointment of Mr. Mehul Kadiya (DIN:07591755) as an Independent Non – Executive Director and to consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 149, 152 read with schedule IV and other applicable provisions of The Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 Mr. Mehul Kadiya (DIN: 07591755) who was appointed as an Additional Director pursuant to the Provisions of section 161(1) of The Companies Act, 2013 and the Articles of association of the Company and who holds office up to the date of this Annual general Meeting and in respect of whom the Company has received a notice in writing under section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 25/07/2016 to 24/07/2021, not liable to retire by rotation.

6. Approval for Related Party Transaction

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

“Resolved That pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, consent of the Company be and is hereby accorded to the Board to enter into any transaction of sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and any combination thereof, including material related party transaction etc on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into by the Company and remaining outstanding at any time shall not exceed Rs.50 Crores during financial year.”

“Resolved Further That the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

Registered Office:
B/411, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai-400053

Date: 11/08/2016
Place: Mumbai

By Order of the Board of Directors
For Gromo Trade & Consultancy Ltd

Sd/-
Dheeraj Babulal Shah
(Managing Director)

GROMO TRADE & CONSULTANCY LIMITED

(FORMERLY KAMALAKSHI FINANCE CORPORATION LIMITED)

Registered Office: B/411, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai – 400053 |
CIN: L67120MH1951PLC222871 | **Tel:** 022-60505001 | **Website:** www.gromotrade.com | **Email:**
info@gromo@gmail.com

Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support.

You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id.

With this one small action, you could leave a greener legacy for future generations. We look forward to your support.

Thanking you,
For Gromo Trade & Consultancy Ltd

Sd/-
Dheeraj Shah
Managing Director



1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty in number 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 percent of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
5. 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 DP ID and Client ID/Folio No.
6. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. The register of Members and Share Transfer Books of the Company will be closed from 17/09/2016 to 19/09/2016 both days inclusive, for payment of dividend/bonus, if any, declared/ approved, at Annual General Meeting.
8. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
9. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Purva Share registry (India) Pvt Ltd, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011.
10. **The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Purva Share registry (India) Pvt Ltd.) of the Company.**
11. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2015-2016 along with Notice of 43rd Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2015-2016 along with the notice of the 43rd Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
12. Electronic copy of the Notice convening the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
13. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website www.gromotrade.com which

can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays.

14. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
15. The Company has paid the annual listing fees for the financial year 2016-2017 to BSE Limited.
16. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
17. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.



1. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company will be providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 43rd 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).
2. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
3. The members who have casted 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.

a. The Following are the instructions for E-voting:

- i. Members whose e-mail addresses are registered with the company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
 1. Open e-mail and open PDF file viz; "gtcl-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 3. Click on shareholder- Login
 4. Insert user ID and password and initial password noted in step 1 above. Click Login
 5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on e-voting. Active e-voting cycles.
 7. Select "EVEN of Gromo Trade & Consultancy Ltd (Formerly Kamalakshi Finance Corporation Ltd).

8. Now you are ready for e-voting and cast vote page opens.
 9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 10. Upon confirmation, the message “Vote caste successfully” will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. For the votes to be considered valid, the institutional shareholder(s) i.e. other than individuals, HUF, NRI, etc. are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authorization letter etc. together with attested specimen signature of the authorized signatory/signatories who are authorized to vote, to the scrutinizer via e-mail infogromo@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. For members whose email IDs are not registered with the Company/ Depository participant(s) who receive physical ballot forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Ballot Form
 - b. Please follow all the steps from 1 to 12 mentioned above, to cast your vote.
 - iii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot password’ option available on the site to reset the password.
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. In case of any queries you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the ‘Downloads’ section of www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in
 - vi. The e-voting period commences on Friday 23/09/2016 at 9:00 A.M. and ends on Sunday, 25/09/2016 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Monday, 19/09/2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
 - vii. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 19/09/2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or www.gromotrade.com. However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
 - viii. 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, viz. 19/09/2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - ix. Mr. R. Soni, Chartered Accountant, (Membership No. 133240), Partner of M/s. R. Soni & Co., Chartered Accountants, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
 - x. The Scrutinizer shall after the conclusion of voting at the AGM, 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 authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xi. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.gromotrade.com and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.



Item No. 4

Mr. Upendra Pravinbhai Patel was appointed by the Board of Directors of the Company as additional director on 26th March, 2016 with the recommendation of the board. He holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013. As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Upendra Pravinbhai Patel as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of his proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding his candidature for the office of the director. Mr. Upendra Pravinbhai Patel has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub section. Mr. Upendra Pravinbhai Patel is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mr. Upendra Pravinbhai Patel as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Mr. Upendra Pravinbhai Patel is independent of the management.

Copy of the draft letter for appointment of Mr. Upendra Pravinbhai Patel as independent director setting out terms and conditions is available for inspection by members at the registered office of the company.

The Board of Director is of the opinion that Mr. Upendra Pravinbhai Patel possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director.

None of the Directors except Mr. Upendra Pravinbhai Patel is in anyway interested in the said resolution.

The Board recommends passing of the ordinary resolution set out in item no.4 of the Notice

Item No. 5

Mr. Mehul Kadiya was appointed by the Board of Directors of the Company as additional director on 25th July, 2016 with the recommendation of the board. He holds Office until the ensuing annual general meeting under section 161 (1) of the Companies Act, 2013. As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Mehul Kadiya as Independent director of the company pursuant to section 149, Schedule IV and other applicable provision, if any, of the Companies Act, 2013. The proposed appointment is recommended by the board. In respect of his proposed appointment, the company has, as required by section 160 of the Companies Act, 2013, received a notice in writing regarding her candidature for the office of the director. Mr. Mehul Kadiya has submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub section. Mr. Mehul Kadiya is not disqualified from being appointed as director in terms of section 164 of the Act.

In the Opinion of the Board the proposed appointment of Mr. Mehul Kadiya as independent director fulfills the conditions specified in the Act and the rules made there under and that the proposed appointment of Mr. Mehul Kadiya is independent of the management.

Copy of the draft letter for appointment of Mr. Mehul Kadiya as independent director setting out terms and conditions is available for inspection by members at the registered office of the company.

The Board of Director is of the opinion that Mr. Mehul Kadiya possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director.

None of the Directors except Mr. Mehul Kadiya is in anyway interested in the said resolution.

The Board recommends passing of the ordinary resolution set out in item no.5 of the Notice

Item No. 6

The Company has got the approval of the shareholders in the 42nd Annual General Meeting of the Company held on 11th September, 2015 under Section 188(1) of the Companies Act, 2013 and rules made there under for entering into certain transactions with related parties by way of Ordinary resolution;

Further, as per the provisions of Schedule II of SEBI (LODR) Regulations, 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through a special resolution and the related parties are required to abstain from voting on such resolution.

"Material Related Party Transaction" under Schedule II of SEBI (LODR) Regulations, 2015 means any transaction to be entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of the Company for the financial year 2015-16 is `Rs. 10.85. Accordingly, any transaction(s) by the Company with a related party (except with its wholly owned subsidiaries) exceeding Rs.1.08 Crore (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members is required for the same.

Members' approval is hence sought for the following transactions which may be entered into by the Company with its related parties from time to time:

Sr. No.	Name of Related Parties	Nature of Relationship	Nature of transaction	Amount
1	M/s. Esaar (India) Limited	Group Company	Relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company/ Group Company, making of loans to, and/or giving of guarantees or providing security on behalf of Esaar (India) Limited and/or making of investments in the securities of M/s. Esaar (India) Limited and the purchase from and/or sale to it of any securities by the Company, or a combination thereof, etc	Upto Rs. 50 Crores, with each Related Party
2.	Mr. Dheeraj Shah	Promoter & Managing Director		

The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point in time.

None of the Directors except Mr. Dheeraj Shah is in anyway interested in the said resolution.

The Board commends passing of the Special Resolutions set out at item nos. 6 of the Notice.

Registered Office:
B/411, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai-400053
Date: 11/08/2016
Place: Mumbai

By Order of the Board of Directors
For Gromo Trade & Consultancy Ltd

Sd/-
Dheeraj Babulal Shah
(Managing Director)