

NIRAV COMMERCIALS LIMITED



ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS

Shri Lalit Kumar Daga Chairman
Shri Shailesh Daga
CA. Sudhir Goel

EXECUTIVES

Shri S.K.Sharma Chief Financial Officer
Shri H.Gopalan General Manager-Marketing

AUDITORS

A.J.Baliya & Associates
Chartered Accountants, Mumbai

BANKERS

HDFC Bank Ltd.
United Bank of India

REGISTERED OFFICE

B-1, Tulsi Vihar,
Dr. A. B. Road, Worli Naka,
Mumbai - 400 018.
email: info@associatedgroup.com

WORKS

Elesar Focchi

Survey No.65/3D, Plot No.1,
Cachigam Road, Ringanwada,
Daman – 396 210 (Union Territory).

Elesar Focchi

W-50, M.I.D.C.Industrial Area,
Taloja – 410 208
Dist.; Raigad (Maharashtra)

REGISTRARS AND SHARE TRANSFER AGENTS

Bigshare Services Pvt.Ltd.,
Regd.office; E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E),
Mumbai – 400 072.
Tel.022-4043200, Fax No.022-28475207
email: investor@bigshareonline.com

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Nirav Commercials Limited will be held at "Maheshwari Pragati Mandal-Mumbai" 1st Floor, Maheshwari Bhavan, 603, Jagannath Shankar Sheth Marg, Cheera Bazar, Marine Lines (East), Mumbai-400 002 on Thursday, the 28th August, 2014 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2014 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Shailesh Daga (DIN: 00074225) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. To appoint existing Non-Executive Chairman / Director Shri Lalit Kumar Daga (DIN : 00089905) as Chairman & Managing Director of the Company w.e.f. 30.05.2014 and in this regard to consider and if, thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Section 196, 197, and 203 read with the Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded to appointment of Shri Lalit Kumar Daga, (73 years) (DIN : 00089905) a Non-Executive Director/Chairman, designated as Chairman & Managing Director of the Company for a period of 5 years with effect from 30.05.2014 on the terms and conditions including remuneration which is set out as under, with the liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Lalit Kumar Daga, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

A. Terms & Conditions of Appointment

- (i) Period : Five years w.e.f. 30th May, 2014 to 29th May, 2019
- (ii) Remuneration : Upto Rs.2,00,000/- per month

B. Perquisites & Allowances:

In addition of the remuneration, the Chairman & Managing Director shall also be entitled for perquisites and allowances as mentioned in Schedule V Part II and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

For and on behalf of the Board

Lalit Kumar Daga
Chairman

Place: Mumbai
Date : 30th May, 2014

NOTES FOR MEMBERS' ATTENTION

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. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. 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.
3. Members are requested to bring their attendance slip alongwith their copy of Annual Report to the meeting.
4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of the meeting
5. The Register of Members and Share Transfer Books of the Company will remain closed from 26st August, 2014 to 28th August, 2014 (both days inclusive) for the purpose of Annual General Meeting.
6. Members holding share in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
7. The Securities and Exchange Board of India (SEBI) has mandated the 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 Participant with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
8. Members holding shares in the single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form will be send by RTA on request to the respective shareholders.
9. Members who hold shares in physical form in multiple folio in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the RTA or the Company at its registered office.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Resolution mentioned in the accompanying Notice.

Item No.4

The Board of Directors of the Company at their meeting held on 30th May, 2014 has, subject to approval of the members at the ensuing General Meeting, has re-appointed Shri Lalit Kumar Daga, aged 73 years (DIN : 00089905) a Non-Executive Director/Chairman, designated as Chairman & Managing Director of the Company for a period of 5 years with effect from 30th May, 2014.

Shri Lalit Kumar Daga (73 years) is a Commerce Graduate from the University of Kolkata. He has vast experience of over 43 years in Aluminium Industry.

Shri Lalit Kumar Daga & Shri Shailesh Daga is interested in this resolution.

Save and except the above, none of the other Director /Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financial or otherwise in this resolution.

The Board of Directors commends the Ordinary Resolution set out at item no.4 of the Notice for approval by the shareholders.

For and on behalf of the Board

Lalit Kumar Daga
Chairman

Place: Mumbai
Date : 30th May, 2014

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting the 29th Annual Report and the Audited Accounts, Balance Sheet and Profit & Loss Account for the year ended 31st March, 2014. The highlights of the financial results are as under:

FINANCIAL RESULTS:

	2013-2014 (₹ in Lacs)	2012-2013 (₹ in Lacs)
Total Revenue	816.12	748.06
Profit before Tax	49.55	21.63
Less :Tax Expenses	12.85	5.24
Net Profit	36.70	16.39

REVIEW OF OPERATIONS

During the year under review, the Company's total income is Rs.816.12 lacs as compared to Rs.748.06 lacs in previous year. The Net Profit is Rs.36.70 lacs as compared to Rs.16.39 lacs in the previous year.

MANUFACTURING

Your company is engaged in manufacturing of Aluminium Grills, Door & Windows etc. and has two manufacturing units namely 'Elesar Focchi', one of them is situated at Daman (UT) & another at Taloja, Dist; Raigad (Maharashtra). These units have contributed Rs.774.91 lacs as compared to Rs.718.19 lacs in the previous year in total income of the Company.

ISO 9001:2008

You will be happy to note that the manufacturing unit of the Company namely Elesar Focchi, is an ISO 9001 : 2008 certified unit.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' responsibility statement, it is hereby confirmed that:

- i) in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and profit of the Company for the said period;
- iii) the directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the directors have prepared the Annual Accounts on a going concern basis.

DIRECTORS

Non Executive Chairman /Director Shri Lalit Kumar Daga, aged 73 years (DIN : 00089905) designated & appointed as Chairman & Managing Director (CMD) of the Company for a period of 5 years with effect from 30th May, 2014.

KEY MANAGERIAL PERSONS

Section 203 of the Companies Act, 2013, which came into effect from 1st April, 2014, requires every Listed Company to have Managing Director, Company Secretary & Chief Financial Officer. The Company has designated /appointed existing Non-Executive Director/Chairman Shri Lalit Kumar Daga as Chairman & Managing Director of the Company. The board of directors has designated/appointed Shri S.K.Sharma as Chief Financial Officer of the Company. An experienced team of senior Executives of the Company including a practicing Company Secretary are looking after all Company Law & Listing Agreement related work, however the Company is also looking for a suitable qualified Company Secretary.

AUDITORS

The existing statutory Auditors of the Company M/s. A. J. Baliya & Associates (Firm Reg.No.100948W), Chartered Accountants, who hold office until the conclusion of ensuing annual general meeting has informed their unwillingness to continue as statutory auditors of the Company due to their personal reasons after ensuing annual general meeting. The Company has shortlisted M/s. Motilal & Associates (Firm Reg.No.106584W), Chartered Accountants, as a new statutory auditors of the Company and they have shown their interest for the same.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed to this report.

ACKNOWLEDGEMENT

The Directors would like to express their sincere appreciation for assistance and Co-operation received from their Bankers, Government authorities, vendors and members during the year under review. Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff & workers.

For and on behalf of the Board

Lalit Kumar Daga
Chairman

Place : Mumbai.

Date : 30th May, 2014.

ANNEXURE TO DIRECTORS' REPORT

I. CONSERVATION OF ENERGY

There are no major areas where energy conservation measures were viable. However, wherever possible, efforts were made to conserve use energy through improved operational methods.

II. RESEARCH AND DEVELOPMENT

a. Specific areas in which R&D was carried out by the Company

The Company is actively engaged in product up gradation, design, development and new product development.

b. Benefits derived as a result of the above R & D

Improved product designs resulted in higher value added products which achieved better realisation.

c. Future plan of action

Emphasis on the above activities will be an ongoing exercise.

d. Expenditure on R&D

Since the expenditure incurred on research and development activities were not substantial, no separate account for the same was being maintained.

III. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Since Company's products are being developed by an in-house R & D team, no further information under this head is required to be given.

IV. FOREIGN EXCHANGE EARNING AND OUTGO

a. Activities relating to exports

During the year, the Company could not export any material as compared to Rs.Nil in the previous year.

b. Initiatives taken to increase exports

Your Company has been in constant touch with various customers around the world. We hope that our regular follow-up will result in procuring export orders.

c. Development of new export markets

Your Company is constantly exploring the possibilities of exporting its products. This is an on going process.

d. Export Plans

Export sales can only be increased by developing relationship with prospective buyers. In this connection your Company's officials may plan to visit some countries to explore possibilities of export sales.

e. Total Foreign exchange used and earned

The information on the above is given in Notes on Account (Note No.27 to the Accounts).

For and on behalf of the Board

Lalit Kumar Daga
Chairman

Mumbai
Date : 30th May,2014

CIN No.: 51900MH1985PLC036668

COMPLIANCE CERTIFICATE

To,
The Members
Nirav Commercials Ltd.
Mumbai.

We have examined the registers, records, books and papers of Nirav Commercials Ltd. (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed / by paying additional fees as prescribed under the Act and the rules made there under.
3. The Company being a public Limited Company, comments are not required.

4. The Board of Directors duly met 5 (five) times respectively on 30.05.2013, 14.08.2013, 14.11.2013, 14.02.2014 and 20.03.2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its register of members from 21.08.2013 to 23.08.2013 (both days inclusive) during the financial year.
6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 23rd August, 2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General meeting was held during the year under scrutiny.
8. The Company has advanced loans to its Directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the preview of Section 314 of the Act, the Company has not obtained any approvals from Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has :
 - i. delivered all the certificates on allotment of the securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - ii. not deposited any amount in separate Bank Account as no dividend was declared during the financial year.
 - iii. the Company was not required to post warrants to any members of the Company as no dividend was declared during the financial year;
 - iv. no amount is outstanding in respect of unpaid dividend account, application money due for refund, matured deposit, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for the period of seven years and liable to be transferred to Investor Education & Protection Fund.
 - v. duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-Time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures, or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. The Company wherever necessary has kept in abeyance right to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.