



WINRO COMMERCIAL (INDIA) LIMITED

**33rd ANNUAL REPORT
2015-2016**

CORPORATE INFORMATION

BOARD OF DIRECTORS AS ON 31.03.2016

Mr. V. V Sureshkumar	Director
Mr. Hatim Harianawala	Independent Director
Mrs. Vaishali Dhuri	Director
Mr. Ketan Desai	Independent Director

BOARD COMMITTEES

Audit Committee

Mr. Hatim Harianawala - Chairperson
Mr. Ketan Desai
Mrs. Vaishali Dhuri

Stakeholder Relationship Committee

Mr. Ketan Desai - Chairperson
Mr. V. V Sureshkumar
Mrs. Vaishali Dhuri

Nomination & Remuneration Committee

Mr. Hatim Harianawala - Chairperson
Mr. Ketan Desai
Mr. V. V Sureshkumar

Corporate Social Responsibility Committee

Mr. V. V Sureshkumar - Chairperson
Mr. Hatim Harianawala
Mrs. Vaishali Dhuri

Risk Management Committee

Mr. V. V Sureshkumar - Chairperson
Mr. Ketan Desai
Mrs. Vaishali Dhuri

Asset Liability Management Committee

Mr. V. V Sureshkumar – Chairman
Mr. Ketan Desai
Mrs. Vaishali Dhuri

KEY MANAGERIAL PERSONNEL

Hinal Chheda - Company Secretary (Resgn w.e.f. 30.06.2016)
Urja Karia - Company Secretary (Appn w.e.f. 30.06.2016)
Mithun Soni - CEO
Ritesh Zaveri - CFO

BANKERS

HDFC Bank Limited
Punjab National Bank
Kotak Mahindra Bank Limited

SECRETARIAL AUDITORS

M/s. Nishant Jawa & Associates
Company Secretaries

INTERNAL AUDITORS

M/s. A.J.K & Associates - Chartered Accountants

STATUTORY AUDITORS

M/s Ajmera Ajmera and Associates
Chartered Accountants

Registrars and Share Transfer Agents

TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial
Estate, 20 Dr. E Moses Road,
Mahalaxmi, Mumbai – 400 011
Telephone: 66568484, Fax: 66568494

REGISTERED OFFICE

209-210, Arcadia Building, 2nd Floor, Plot No. 195,
Nariman Point, Mumbai – 400021
Tel. : 022-66708600, Fax: 022-66708650
CIN: L51226MH1983PLC165499
Web site: www.winrocommercial.com
Email ID: winro.investor@gcvl.in

Stock Exchange's where company's Shares are listed

BSE Limited
The Calcutta Stock Exchange Limited

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NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of **Winro Commercial (India) Limited** will be held at Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai-400001 on Tuesday, 27th the day of September, 2016 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and annexures thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. V. V Sureshkumar (DIN: 00053859) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify appointment of M/s Ajmera Ajmera & Associates (FRN: 123989W), as Auditors of the Company for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection, to consider and if deemed fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139, section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other Rules framed thereunder, as amended from time to time, the appointment of M/s Ajmera Ajmera & Associates (FRN: 123989W); Chartered Accountants as Auditors of the Company for a period of 2 consecutive years, made at the Thirty Second Annual General Meeting (AGM), be and is hereby ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to determine their remuneration based on recommendation of Audit Committee, plus out of pocket expenses."

Place: Mumbai

Dated: 11th August, 2016

REGISTERED OFFICE:

209-210, Arcadia Building,
2nd Floor, 195 Nariman Point,
Mumbai – 400021

For and on behalf of the Board of Directors

SD/-

URJA KARIA

Company Secretary & Compliance Officer

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share capital.**
2. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc.; must be supported by an appropriate resolution/authority, as may be applicable.
3. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
4. The Members/proxies are requested to bring their copy of the Annual Report to the Meeting along with duly filled in Attendance Slips for attending the meeting.
5. The Members are requested to send their queries at least ten days before the date of the meeting so that information can be made available at the meeting.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company for the



financial year ended on 31st March, 2016 are requested to write to the Company, at an early date to enable the Management to keep the information ready.

7. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2016 to 20th September, 2016 (both days inclusive) for annual closing.
8. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent to M/s. TSR Darashaw Limited at 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E Mosses Road Mahalaxmi Mumbai- 400011 in respect of their physical share folios.
9. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
- 10. Green initiative-** 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. Electronic Copy of the 33rd Annual Report (including the Notice) 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 whose E-mail IDs are registered with the company/Depository Participant(s) of the communication purposes, 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 is being sent in the permitted mode.
12. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast 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.
 - IV. The remote e-voting period commences on 24th September, 2016 (10:00 a.m. IST) and ends on 26th September, 2016. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN -105130" of "Winro Commercial (India) Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of (AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the (AGM) :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of 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 20th September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or winro.investor@gcvl.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the (AGM)
- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. FCS 6557) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the (AGM), at the end of discussion on the resolutions on which voting is to be held, allow

voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the (AGM) but have not cast their votes by availing the remote e-voting facility.

- XV. 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.winrocommercial.com and on the website of NSDL 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, Mumbai.

General Instructions:

- a. The e-voting period commences on 24th September, 2016 (10:00 a.m. IST) and ends on 26th September, 2016 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2016, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. FCS 6557), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor of or against, if any; forthwith to the Chairman of the Company.
- e. The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and 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 and invalid votes if any, forthwith to the Chairman of the Company or the person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer’s report, will be posted on the website of the Company www.winrocommercial.com and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchanges.

13. Electronic copy of the Annual Report for 2016 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form to all members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.
14. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 2

BRIEF RESUME OF PERSONS PROPOSED TO BE RE-APPOINTED AS DIRECTOR OF THE COMPANY AT THE ANNUAL GENERAL MEETING:

Name	Mr. V. V. Sureshkumar
AGE	58 years
Qualification & Nature of Expertise	B.Com, Diploma in Marketing & Management
Experience	Experience of over 31 Years in the field of Marketing, Investment and Trading.
Name of Companies in which also holds Directorship	Arcies Laboratories Limited GeeCee Investments Limited GeeCee Logistics & Distributions Private Limited Aroni Commercials Limited Mountain Side Agriculture Private Limited Rosy Agriculture Private Limited GCIL Finance Limited Geecee Ventures Limited
Name of the Companies in Committees of which holds membership / chairmanship	Aroni Commercials Limited GCIL Finance Limited
Shareholding in Winro Commercial (India) Limited	Nil

For and on Behalf of the Board of Directors

SD/-

Place: Mumbai

URJA KARIA

Dated: 11th August, 2016

COMPANY SECRETARY & COMPLIANCE OFFICER

Route map from CST Station to Oricon House and from Churchgate to Oricon House



DIRECTORS' REPORT

The Members,

Your Directors have pleasure in presenting the 33rd Annual Report on the operations of the Company together with the Audited Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS:

The Company's financial performance for the year under review alongwith previous year figures are given hereunder:

(Rs in Lacs)

Particulars	Standalone		Consolidated {Consolidation with Associates}
	Year ended 31.03.2016	Year ended 31.03.2015	Year ended 31.03.2016
Revenue from operations & other Income	134460.00	76709.10	
Profit before Interest, Depreciation, and Tax	2958.29	3068.38	
Less: Finance cost	0.00	0.00	
Less: Depreciation	22.42	58.85	
Profit before Tax	2935.87	3009.53	
Add/(Less): Provision for Taxation			
a) Current tax expenditure for current year	(200.00)	(286.00)	
b) Current tax expenses relating to the prior years	(3.57)	(0.25)	
c) Deferred tax Income/ (Expense) for the year	400.20	75.44	
Net Profit after Taxation	3132.48	2799.23	
Add: Balance brought forward from Previous Year	14950.53	12711.18	
Less: Transferred to Reserved u/s 45 IC of RBI Act.	626.49	559.84	
Balance carried to Balance Sheet	17456.52	14950.53	
Profit after tax (Standalone)	-	-	3132.48
Share in Profit/(Loss) of associate for the year	-	-	865.73
Consolidated Profit for the year attributable to shareholders of the Company	-	-	3998.21

2. DIVIDEND:

Your Directors do not recommend any dividend for the year ended on 31st March 2016 with a view to conserve the resources for future.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

4. OPERATIONS, PERFORMANCE AND STATE OF COMPANY'S AFFAIRS:

- Revenues – Standalone:

During the year ended 31st March, 2016, your Company achieved total revenue aggregating to Rs. 134460.00 Lacs. After providing for Depreciation the Company has registered a profit before tax of Rs. 2935.87 Lacs. After making provision for tax for the year; an amount of Rs. 3132.48 Lacs as net profit after tax has been carried to the Balance sheet.

- **Revenues – Consolidated:**

The Company has consolidated the financial statement of its associate company's in accordance with Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements" by using "Equity Method."

During the year ended 31st March, 2016, company's share in Profit/(Loss) of its associates is Rs. 865.73 lakhs resulting in consolidated Profit for the year attributable to shareholders of the Company is Rs. 3998.21 lakhs.

By the Virtue of the exemption given by MCA through the notification issued on dated 14th October 2014, the consolidated financial statement in the respect of associates companies for financial year 2014-15 was not applicable & hence financial year 2015-16 being the first year for preparation & presentation of its consolidated financial statement. Therefore figures for the previous year have not been presented.

5. TRANSFER TO RESERVE:

Your Company has transferred a sum of Rs. 626.49 Lacs to Reserves u/s. 45 IC of Reserve Bank of India Act.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- **Independent Director**

Pursuant to the provisions of the section 149 of the Companies Act, 2013, the following Non-Executive Directors are appointed as Independent Directors:-

Sr.No.	Name of the Director	Date of appointment
1	Mr. Hatim Harianawala	Appointed as Director w.e.f. 14.01.2010 and appointed as Independent Director w.e.f. 13.09.2014
2	Mr. Ketan Desai	13.02.2015

The above Independent Directors of the Company have submitted a declaration that they meet the criteria of Independence as provided in section 149(6) of the Companies Act, 2013, and the same have been considered and taken on record by the Board.

- **Women Director**

In terms of the provision of Section 149 of the Companies Act, 2013 a company shall have at least one woman director on the board of the company. Your Company has appointed Mrs. Vaishali Dhuri on 13th September, 2014.

- **Key Managerial Personnel**

Pursuant to the provisions of section 203 of the Companies Act, 2013, the Key Managerial Personnel of the company are as follows:

Sr.No.	Name	Designation
1	Ms. Hinal Chheda ⁽¹⁾	Company Secretary & Compliance officer
2	Ms. Urja Karia ⁽²⁾	Company Secretary & Compliance officer
3	Mr. Mithun Soni	CEO
4	Mr. Ritesh Zaveri	CFO

(1) Ms. Hinal Chheda Resigned w.e.f. 30.06.2016.

(2) Ms. Urja Karia is appointed as Company Secretary & Compliance officer w.e.f the same date.

- **Appointment / Resignation of Directors**

In terms of the provisions of the Companies Act, 2013 Mr. V. V. Sureshkumar, Director, retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. A brief profile of Director proposed to be re-appointed is given in the notes to the Notice of the ensuing Annual General Meeting.

The Company has devised a policy on directors' appointment and remuneration including criteria for deeming qualifications, independence of director and other matter provided under sub-section (3) of section 178. Such