

**WINRO COMMERCIAL (INDIA) LIMITED**  
**32ND ANNUAL REPORT**  
**2014-2015**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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 - Chairman
Mr. Ketan Desai
Mrs. Vaishali Dhuri

#### Stakeholder Relationship Committee

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

#### Nomination & Remuneration Committee

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

#### Corporate Social Responsibility Committee

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

#### Risk Management Committee

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

#### Asset Liability Management Committee

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

### STATUTORY AUDITORS

M/s Ajmera Ajmera and Associates  
Chartered Accountants

### INTERNAL AUDITORS

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

### SECRETARIAL AUDITORS

M/s. Nishant Jawa & Associates  
Company Secretaries

### Key Managerial Personnel

Hinal Chheda - Company Secretary  
Mithun Soni - CEO  
Ritesh Zaveri - CFO

### BANKERS

HDFC Bank Limited  
Punjab National Bank  
Kotak Mahindra Bank Limited

### REGISTRAR & SHARE TRANSFER AGENT

#### 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  
Telephone: 022-66708600  
Fax: 022-66708650

WEB SITE: [www.winrocommercial.com](http://www.winrocommercial.com)

EMAIL ID: [winro.investor@gcvl.in](mailto:winro.investor@gcvl.in)

CIN: L51226MH1983PLC165499

### 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 Second 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 Friday, 25th the day of September, 2015 at 3.00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2015, 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 Mrs. Vaishali Dhuri (DIN: 03607657) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 34th Annual General Meeting and to authorize the Board of Directors to fix their remuneration and for that purpose, 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 Section 139 & 142 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Ajmera Ajmera & Associates (FRN: 123989W); Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the company to hold office of the auditors for a period of two years from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting (subject to the ratification of their appointment in the next Annual General Meeting) on such remuneration as may be decided by the Board of Directors in consultation with the auditors & out of pocket expenses.

**For and on behalf of the Board of Directors**

Place: Mumbai

**Dated: 12th August, 2015**

SD/-

**HINAL CHHEDA**

Company Secretary

Membership No: ACS35722

**REGISTERED OFFICE:**

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

**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. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to write to the Company, at an early date to enable the Management to keep the information ready.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2015 to 25th September, 2015 (both days inclusive) for annual closing.
7. 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.
8. 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
9. **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.

10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice and is given under the Annexure to the Notice. The Director has furnished the requisite declarations for her appointment.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

Members are requested to follow the below instructions to cast their vote through e-voting:

1. Use User ID and Password for e-voting sent separately to the shareholders.
2. Open the internet browser and type the URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder-Login.
4. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
5. If you are logging for the first time, please enter the user ID and Password sent to you.
6. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
7. Home page of "e-voting" opens. Click on e-voting > Active Voting Cycles.
8. Select EVEN (E-Voting Event Number) of Winro Commercials (India) Limited i.e. 102791. Once you enter the number, the "Cast Vote" Page will open. Now you are ready for e-voting.
9. Cast your vote by selecting appropriate option and click "Submit" and also click "Confirm" when prompted. Kindly note that vote once cast

cannot be modified.

10. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in) or [winro.investor@gcvl.in](mailto:winro.investor@gcvl.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
11. Once the vote on a resolution is cast by the shareholder he/she shall not be allowed to change it subsequently.
12. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "Downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### General Instructions

- a. The e-voting period commences on 22nd September, 2015 (10:00 a.m. IST) and ends on 24th September, 2015 (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 18th September, 2015, 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 18th September, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Shri. Nishant Jawaasa, 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 remote evoting 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 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.

- f. 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.
- g. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.winrocommercial.com](http://www.winrocommercial.com) and on the website of NSDL and will be displayed on the Notice Board

of the Company at its Registered Office/Corporate Office immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchanges.

Electronic copy of the Annual Report for 2015 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 2015 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form in the permitted mode.

## Annexure to Notice

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

Name	Mrs. Vaishali Rajesh Dhuri
AGE	44 years
Date of Appointment	7th August, 2014
Qualification	B. Sc
Nature of Expertise	Accounting & Finance
Experience	Experience of over 20 Years in the field of Accounting and Finance.
Name of Companies in which also holds Directorship	Riverbed Agro Private Limited GeeCee Investments Limited
Name of the Companies in Committees of which holds membership / chairmanship	Nil
Shareholding in Winro Commercial (India) Limited	Nil
Relationship between Directors inter-se and with other Key Managerial Personnel	Nil
No. of meetings of the Board attended during the year	9
Terms & Condition of Appointment / Reappointment	Liable to retire by rotation

For and on Behalf of the Board of Directors

Place: Mumbai  
Dated: 12th August, 2015

SD/-  
HINAL CHHEDA  
COMPANY SECRETARY

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





**WINRO COMMERCIAL (INDIA) LIMITED**

CIN: L51226MH1983PLC165499

Regd. Office: 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point,  
Mumbai - 400 021.

Website: www.winrocommercial.com Email: winro.investor@gcvl.in

Telephone: 022 66708600 Fax: 022 66708650

**FORM MGT-11****PROXY FORM**

Name of the Member (s):

Registered Address:

Email id:

Folio No./Client Id/ DP ID:

I / We being a member(s) of WINRO COMMERCIAL (INDIA) LIMITED shares of the above named company, hereby appoint :

1. Name: ..... Address: .....  
E-mail id: ..... Signature: ..... or falling him/her
2. Name: ..... Address: .....  
E-mail id: ..... Signature: ..... or falling him/her
3. Name: ..... Address: .....  
E-mail id: ..... Signature: .....

as my/our Proxy to attend and vote (on poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on 25th day of September, 2015 at 03.00 P.M at Oricon House, 6th Floor, 12, K. Dubhash Marg, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolution	For	Against
1	Adoption of the Financial Statements and Reports thereon for the year ended March 31, 2015		
2	Re-appointment of Mrs. Vaishali Dhuri, Director who retires by rotation		
3	Appointment of Ajmera Ajmera & Associates, Chartered Accountants as Statutory Auditors of the company and to fix their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of the Shareholder

Signature of the proxy holder(s)

Affix ₹ 1.00 Revenue Stamp
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**Note:**

- 1) This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**WINRO COMMERCIAL (INDIA) LIMITED**

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Website: www.winrocommercial.com Email: winro.investor@gcvl.in

Telephone: 022 66708600 Fax: 022 66708650

**ATTENDANCE SLIP****32ND ANNUAL GENERAL MEETING**

DP ID - Client ID / Folio No.	
Name & Address of Sole Member:	
No of Shares held	

I certify that I am a member / proxy of the Company

I hereby record my presence at the 32nd Annual General Meeting of the Company held on 25th September, 2015 at 03.00 p.m at Oricon House, 6th Floor, 12, K. Dubhash Marg, Mumbai - 400 001.

\_\_\_\_\_  
Member's / Proxy's Signature**ELECTRONIC VOTING PARTICULAR**

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>

Note: Please read the complete instructions given under the Note (the instruction for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from 22nd September, 2015 (10:00 a.m. IST) and ends on 24th September, 2015 (5:00 p.m. IST). The voting module shall be disabled by NSDL for voting thereafter.