

AVRO COMMERCIAL CO LTD

ANNUAL
REPORT

2014-15

CORPORATE INFORMATION

BOARD OF DIRECTORS	Mr. Vivek Mundra Mrs. Alpana Mundra Mr. Vikram Kr. Purohit Mr. Sunil Kumar Dalmia Mr. Girish Agarwal Mr. Vaibhav Khandelwal	Managing Director Director Director Director Independent Director Independent Director
CHIEF FINANCIAL OFFICER	Mr. Vijay Choudhary	
COMPANY SECRETARY	Ms. Namrata Modi	
AUDITORS	ARSK & Associates Chartered Accountants 22, R. N. Mukherjee Road 3 rd Floor Kolkata – 700 001 Phone : (033) 4006-3380 Fax : (033) 4006-3385 Email : info@arsk.in	
REGISTRAR & SHARE	Karvy Computershare Pvt. Ltd.	
TRANSFER AGENTS	Plot no. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad – 500 081 Phone : (040) 2342 0815 – 24 Fax : (040) 2342 0814 Email : varghese@karvy.com	
BANKERS	HDFC Bank Limited The Karnataka Bank Limited	
REGISTERED OFFICE	“Shubham” 906, 9 th Floor 1, Sarojini Naidu Sarani, Kolkata- 700 017 Phone : (033) 2283 1865 Fax : (033) 2283 1597 Website : www.avro.co.in Email : info@avro.co.in	

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-second Annual General Meeting of the Company will be held on Monday, the 07th September, 2015 at 11:00 am at its registered office, Shubham #906, 9th Floor, 1, Sarojini Naidu Sarani, Kolkata-700017, to transact following business: -

As Ordinary Business

1. To consider passing the following resolution as **ordinary** resolution:
“**RESOLVED THAT** the audited balance sheet as at 31st March, 2015, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date together with the directors’ report and the auditors’ report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted”.
2. To consider passing the following resolution as an **ordinary** resolution:
“**RESOLVED THAT** Mr. Sunil Kumar Dalmia (holding DIN 01624580), director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”
3. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary** Resolution.
“**RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) rules, 2014, M/s. ARSK & Associate, Chartered Accountants, Kolkata having Firm Registration No. 315082E, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 3rd consecutive AGM, subject to ratification of appointment of members at every AGM, at a remuneration as may be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out-of-pocket expenses incurred by them for the purpose of audit.”

As Special Business

4. To consider and if thought fit, to pass with or without modification, the following Resolution as **Special** Resolution.
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“The Act”) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded for the appointment of Mr. Vivek Mundra (DIN:00383479), as Managing Director for a period of 3 years w.e.f. 30.03.2015, without any remuneration.

Kolkata, July 20, 2015

Registered Office:

1, Sarojini Naidu Sarani, 9th Floor,
Kolkata-700017,
CIN: L51433WB1983PLC035882
Email: cs@avro.co.in

By order of the Board

Namrata Modi
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form, in order to be effective, must be duly completed, stamped and lodged with the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
A person can act, as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 1st Sept, 2015(Tuesday) to 7th Sept, 2015 (Monday), both days inclusive.
3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
4. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
5. Notice of the 32nd Annual General Meeting along with the Annual Report 2015 of the Company is being sent to all the members in the electronic mode, whose email address is registered with the Depository Participants/Company, unless any member has requested for a hard copy of the same and for members who have not registered their email address, physical copy of above documents is being sent.
6. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report 2015 will also be available on company's website: www.avro.co.in for download.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays.
8. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least ten days in advance of the meeting, to enable the Company to keep the information ready.
9. **Voting through electronic means:**
Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, it is mandatory to extend to the Members of the Company, the facility to vote at the Annual General Meeting (AGM) by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting. It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail the facility at his/her/it discretion, subject to compliance with the instructions prescribed.
10. **The Instructions for e-voting are as under:**
 - (a) To use the following URL for remote e-voting:
From Karvy website : <https://evoting.karvy.com>
 - (b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
 - (c) Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. Your Folio No/DP ID Client ID will be your user ID.
 - (d) After entering the details appropriately, click on LOGIN.
 - (e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt

you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (f) You need to login again with the new credentials.
- (g) **On successful login, the system will prompt you to select the EVENT i.e., Avro Commercial Co Ltd.**
- (h) **On the voting page, the number of shares as held by the shareholder as on August 31, 2015, (Monday) will appear.** If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click FOR / AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting
- (i) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
- (j) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (k) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (l) The Portal will be open for voting from: **9 A.M. on September 3, 2015(Thursday) to 5.00 P.M. on September 6, 2015 (Sunday).**
- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P.A of Karvy Computershare Pvt Ltd at 040-67161500 OR at Tel No. 1800 345 4001 (toll free).
- (n) The Company has appointed M/s Shyamsukha Associates, Chartered Accountant, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner: provided that the scrutinizer so appointed may take assistance of a person who is not in employment of the Company and who is well-versed with the electronic voting system.
- (o) **The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of August 31, 2015, (Monday).**
- (p) The scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three (3) days of conclusion of the meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. .
- (q) The results declared along with the report of the scrutinizer shall be placed on the website of the Company www.avro.co.in and on <https://evoting.karvy.com> immediately after the result is declared by the Chairman. The Company shall, simultaneously, forward the results to the stock exchanges where the shares are listed.
- (r) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Institutional members (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., to the Scrutinizer through e-mail at sshyamsukha@vsnl.com, with a copy marked to evoting@karvy.com. File naming

convention should be 'Corporate Name EVSN.'

- (s) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy) in the permitted mode:

- (i) Initial password as below is given in the attendance slip for the AGM:

<u>EVSN</u> <u>(Electronic Voting</u> <u>Sequence Number)</u>	<u>USER ID</u>	<u>PASSWORD</u>
<u>XXXXXXX</u>	<u>XXXXXXX</u>	<u>XXXXXXXXX</u>

- (ii) Please follow all steps from Sl. No. (10)(c) to (10)(j) above to cast your vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") RELATING TO SPECIAL BUSINESS:**Item No. 4:**

Mr. Vivek Mundra was appointed as a director of the Company on 31st January, 2000.

The board, appointed Mr. Mundra, as Managing Director of the Company for a period of 3 (three) years effective 30th March, 2015. At present, no remuneration is proposed to be paid to Mr. Mundra for his services pursuant to such appointment as Managing Director of the Company.

During his tenure as MD, he will not be paid any sitting fee for attending meetings of the board or committees thereof.

Mr Mundra, as MD shall have substantial powers of the management of the Company in accordance with the applicable provisions of the Act 2013 and such powers as may be entrusted upon him by the board, from time to time.

The terms of appointment and the remuneration payable to MD are now being placed before the members for their approval by way of special resolution, in compliance with the provisions of Section 196, 197, 198 and 203 read with Schedule V to the Act 2013.

Mr. Mundra is deemed to be concerned or interested in this resolution, since it is related to his appointment and remuneration as MD.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

The board, therefore, recommends the special resolution, for approval by the shareholders of the Company.

July 20, 2015

Registered Office:

1, Sarojini Naidu Sarani, 9th Floor,
Kolkata-700017,

By order of the Board

Namrata Modi
Company Secretary

Brief Resume of Director seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuant to clause 49 IV (G) of the Listing Agreement)

Name of Director	Mr. Vivek Mundra
Date of Birth	14.09.1960
Date of appointment on the Board	31.01.2000
Qualifications	Mr. Mundra possesses a Bachelor's Degree in Business Management. He has over 30 years of experience in the field of Indian financial markets.
Expertise in specific functional areas	Mr. Mundra is well known in the financial circle and also invests capital via Equity, Private Equity, Angel and lending strategies.
Name of other companies in which he holds directorships as on 31.03.2015	Merlin Holdings Pvt Ltd Deccan Textiles Pvt Ltd Jet Age Securities Pvt Ltd Narayani Marketing Pvt Ltd Jet Age Finance Pvt. Ltd Sarvejana Healthcare Pvt Ltd Amarjyoti Properties Pvt Ltd Asian Institute of Nephrology And Urology Pvt Ltd
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he is a Director as on 31.03.2015	Nil
Shareholding in the Company	Nil

DIRECTORS' REPORT

To The Members,

The Directors presents the Thirty-second Annual Report together with the Audited Accounts of the Company for the financial year ended **31st March 2015**.

1. FINANCIAL HIGHLIGHTS

The performance during the period ended 31st March, 2015 has been as under:

S.No	Particulars	2014-2015	2013-2014
1	Gross Income	1,43,10,161	3,70,02,044
2	Profit Before Interest and Depreciation	1,24,32,743	3,43,53,805
3	Finance Charges	1,13,092	11,75,330
4	Gross Profit	1,23,19,651	3,31,78,475
5	Depreciation for the year	9,43,762	6,51,284
6	Provision for Standard & Doubtful Asset	-34,392	-15,88,750
7	Profit Before Tax	1,14,10,281	3,41,15,941
8	Tax Expense for the year	38,83,142	40,52,953
9	Net Profit After Tax	75,27,139	3,00,62,988
10	Transfer to Statutory Reserve	15,05,428	60,12,598
11	Surplus Profit for the year	60,21,711	2,40,50,390
12	Balance of Profit brought forward	4,02,16,287	1,71,65,897
13	Balance available for appropriation	4,62,37,998	4,12,16,287
14	Transfer to General Reserve	10,00,000	10,00,000
15	Surplus carried to Balance Sheet	4,52,37,998	4,02,16,287

2. APPROPRIATIONS AND TRANSFER TO RESERVE

The board of Directors proposes to transfer amounts as mentioned in the above table stating financial results to different reserve in compliance with the requirements of Reserve Bank of India ("RBI") regulations and the Companies Act, 2013.

3. DIVIDEND

Yours Directors have considered it financially prudent in the long term interest of the Company to reinvest the profits to build a strong reserve base and grow the business of the Company. No dividend has, therefore, been recommended for the year ended 31st March, 2015.

4. OPERATIONS

For the financial year ended March 31, 2015, your Company earned Profit Before Tax of Rs. 1.14 crores as against Rs.3.41 crores in the previous financial year and the Profit After Tax of Rs. 0.75 crores as against Rs. 3.00 crores in the previous financial year. The total Income for the year under consideration was Rs. 1.43 crores and total expenditure was Rs. 0.29 crores.

5. CORPORATE GOVERNANCE

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity. A separate section on Corporate Governance forms a part of this Annual Report.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that –

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Independent Directors (IDs)

During the year, Mr. Girish Agarwal and Mr. Vaibhav Khandelwal were appointed as IDs for a term of 3 years and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and /or committees as determined by the board from time to time.

On appointment, each ID has acknowledged the terms of appointment as set out in their letter of appointment. The appointment letter covers, *inter alia*, the terms of appointment, duties, remuneration and expenses, rights of access to information, other directorships, dealing in Company's shares, disclosure of Director's interest, insurance and indemnity.

All ID's have declared that they met all the criteria of independence as provided under Section 149(6) of the Act 2013 and clause 49 of the Listing Agreement.

The detailed terms of appointment of ID's are disclosed on the Company's website with following link www.avro.co.in

Non-Executive and Non-Independent directors (NE-Non IDs)

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Act 2013 two-thirds of the total number of directors i.e., excluding IDs, are liable to retire by rotation and out of which, one-third are liable to retire by rotation at every AGM.

Mr. Sunil Kumar Dalmia, Director, who is liable to retire by rotation at the AGM and being eligible, offer himself for re-appointment.

Executive Director (ED)

Managing Director (MD)

During the year, the Board, at its meeting held on 30th March, 2015 appointed Mr. Vivek Mundra as Managing Director of the Company, effective 30th March, 2015 to hold the office for a period of three years on such terms and conditions, subject to the approval of the shareholders at the AGM.

He was conferred Management degree by Indian Institute of Management, Ahmedabad in 1983.

Mr. Vivek Mundra has nearly 30 years of experience in the Indian financial markets. He started his career as an advisor and dealer in money market instruments and then moved on as an equity analyst.

Mr. Mundra is well known in the financial circle. He advises many leading corporate on aspects relating to corporate Governance, financial restructuring etc. He acts as an advisor to many technology / pharmaceutical / healthcare companies for their growth and fund raising.

The brief resume of directors proposed to be appointed and/or re-appointed and other relevant information have been furnished in the Notice convening the annual general meeting of the Company. Appropriate resolutions for their appointment/re-appointment are being placed for approval of the shareholders at the AGM.

The directors, therefore recommend their appointment/re-appointment as directors of the Company.

Key Managerial Personnel (KMPs)

At the board meeting held on 30th March, 2015, Mr. Vivek Mundra, MD, Mr. Vijay Choudhary, Chief Financial Officer and Ms. Namrata Modi, Company Secretary were designated as 'Key Managerial Personnel' of the Company in terms of Section 203 of the Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Number of Board Meetings held

The number of board meetings held during the financial year 2014-15 is provided as part of Corporate Governance Report.

8. AUDITORS' REPORT

The Auditors' report for the financial year 2014-15 does not contain any qualification, reservations or adverse remark and the same is attached with the annual report. Therefore, the board does not have any explanation or comment.

9. AUDITORS

i) Statutory Auditors

The Company appointed M/s. ARSK & Associate, Chartered Accountants, Kolkata having Firm Registration No. 315082E, as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 3rd consecutive AGM, subject to ratification of appointment of members at every AGM.

The Company has obtained necessary certificate under Section 141 of the Act 2013 from them conveying their eligibility for being statutory auditors of the Company for the year 2015-16.

iii) Secretarial Auditors

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2014-15, given by M/s K. Arun & Co, Company Secretaries, Kolkata for auditing the secretarial and related records is attached to this report as **Annexure I**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks. Therefore, the board does not have any explanation or comment.

10. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs. 24,00,000. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options or sweat equity.

11. SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary/Associate.

12. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Pursuant to Section 186(11)(a) of the Companies Act, 2013 (the 'Act') read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by a Non- Banking Financial Company (NBFC) registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. As such the particulars of loans and guarantee have not been disclosed in this Report.

13. INTERNAL CONTROL AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to.

14. INTERNAL FINANCIAL CONTROL

The Company has an established internal financial control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team and presented to the audit committee. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

15. POLICY ON VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.avro.co.in.

16. PUBLIC DEPOSITS

The Company has not accepted any deposit from the public within the meaning of Chapter V of the Act 2013, for the year ended 31st March 2015.

17. DISCLOSURES

Reserve Bank of India (RBI) Guidelines

During the year under review, your Company has complied with all the applicable regulations, and directions of the Reserve Bank of India.

Information on Conservation of energy, technology absorption, foreign exchange, etc

The information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is as follows:

1. The Company has no activity involving conservation of energy or technology absorption.
2. Foreign Exchange Earnings and Outgo: There were no foreign exchange earnings and outgo during the Financial Year 2014-15.

Details of related party transactions

There are no materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the company's interest at large.

Extract of Annual Return

Extract of Annual Return in the prescribed form is given as **Annexure II** to this Report, in terms of the requirement of Section 134(3)(a) of Act 2013 read with the Companies Act (Accounts) Rules, 2014.

Employees Remuneration

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with the Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosure required as under Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company, as the appointment of the KMP's is with effect from 30.03.2015. No remuneration was paid to any Directors and/or KMP for the F.Y. 2014-15.

18. ACKNOWLEDGEMENT

The Board of Directors would like to place on record their gratitude for the guidance and cooperation extended by Reserve Bank of India and the other regulatory authorities. The Board takes this opportunity to express their sincere appreciation for the excellent patronage received from the Banks and Financial Institutions and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by the Shareholders.

On Behalf of the Board of Directors

Place: Kolkata

Date: 20th May, 2015

Vivek Mundra
Managing Director

Vikram Kr Purohit
Director

ANNEXURE I TO DIRECTORS' REPORT**Form MR 3****SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31st Day of March, 2015

To,
The Members,
Avro Commercial Co Ltd

We have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Avro Commercial Co Ltd (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of **Secretarial Audit**, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2015** according to the provisions of:

- I. The Companies Act, 2013(the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- V. The company being a Non-Banking Financial Company ("NBFC") the guidelines made by the Reserve Bank of India (under the Reserve Bank Act, 1934) were directly applicable to the working of the company and audit was carried out for the same.

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with **Calcutta Stock Exchange Limited**.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company **is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director**. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Agreement.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, while the dissenting members' views are captured, as and when required and are recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

We further report that during the audit period the Company had made **an allotment of 28,80,000 no. of Equity Shares of Rs. 10 each at par on Bonus Issue basis through Postal Ballot** and **has also amended its Articles** after obtaining necessary approvals and following the relevant guidelines.

Place: Kolkata

Date: 20.05.2015

For K. Arun & Co
Company Secretaries

(Arun Kr. Khandelia)
Partner
C.P. No.: 2270

ANNEXURE II TO DIRECTORS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of
the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L51433WB1983PLC035882
ii.	Registration Date	19/02/1983
iii.	Name of the Company	Avro Commercial Co. Ltd
iv.	Category/Sub-Category of the Company	Non-Banking Financial Institution (NBFC)
v.	Address of the Registered office and contact details	1, Sarojini Naidu Sarani, 9th Floor, Kolkata-700017, Tel No:(033) 2283-1865
vi.	Whether listed company	Yes/ No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Pvt. Ltd. Add: Plot No. 17-24 Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, Tel. No.: (044) 4465 5000, Email- id: support@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financing & Investment in securities	64920 other credit	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
<i>1) Indian</i>									
a) Individual/ HUF	85000	-	85000	35.42	85000	-	85000	35.42	0
b) Central Govt	0	-	0	0	0	-	0	0	0
c) State Govt(s)	0	-	0	0	0	-	0	0	0
d) Bodies Corp	0	-	0	0	0	-	0	0	0
e) Banks / FI	0	-	0	0	0	-	0	0	0
f) Any Other	0	-	0	0	0	-	0	0	0
Sub-total(A)(1):-	85000	-	85000	35.42	85000	-	85000	35.42	0
<i>2) Foreign</i>									
g) NRIs-Individuals	35000	-	35000	14.58	35000	-	35000	14.58	0
h) Other-Individuals	0	-	0	0	0	-	0	0	0
i) Bodies Corp.	0	-	0	0	0	-	0	0	0
j) Banks / FI	0	-	0	0	0	-	0	0	0
k) Any Other....	0	-	0	0	0	-	0	0	0
Sub-total(A)(2):-	35000	-	35000	14.58	35000	-	35000	14.58	0
B. Public Shareholding									
<i>1. Institutions</i>									
a) Mutual Funds	0	-	0	0	0	-	0	0	0
b) Banks / FI	0	-	0	0	0	-	0	0	0
c) Central Govt	0	-	0	0	0	-	0	0	0
d) State Govt(s)	0	-	0	0	0	-	0	0	0
e) Venture Capital Funds	0	-	0	0	0	-	0	0	0
f) Insurance Companies	0	-	0	0	0	-	0	0	0
g) FIIs	0	-	0	0	0	-	0	0	0
h) Foreign Venture Capital Funds	0	-	0	0	0	-	0	0	0
i) Others (specify)	0	-	0	0	0	-	0	0	0
Sub-total (B)(1)	0	-	0	0	0	-	0	0	0
<i>2. Non Institutions</i>									
a) Bodies Corp. (i) Indian (ii) Overseas	105500	-	105500	43.96	105500	-	105500	43.96	0
b) Individuals (i) Individual shareholders holding	14500	-	14500	6.04	14500	-	14500	6.04	0

nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	-	0	0	0	-	0	0	0
c) Others(Specify)	0	-	0	0	0	-	0	0	0
Sub-total(B)(2)	120000	-	120000	50	120000	-	120000	50	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	120000	-	120000	50	120000	-	120000	50	0
C. Shares held by Custodian for GDRs & ADRs	0	-	0	0	0	-	0	0	0
Grand Total (A+B+C)	240000	-	240000	100	240000		240000	100	0

ii.Shareholding of Promoter

Name of Shareholders	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (31.03.2015)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Alpana Mundra	55,000	22.92	55,000	22.92
Aniruddh Mundra	35,000	14.58	35,000	14.58
Pritha Mundra	30,000	12.50	30,000	12.50
Total	120,000	50.00	120,000	50.00

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No changes in Promoters shareholding during the year			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes in Promoters shareholding during the year			
	At the End of the year	No changes in Promoters shareholding during the year			

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. no	Top ten Shareholders	Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Triton Securities Pvt. Ltd.	17,700	7.38	17,700	7.38
2	Pilot Consultants Pvt. Ltd.	11,500	4.79	11,500	4.79
3	Mani Tradelink Pvt. Ltd.	9,000	3.75	9,000	3.75
4	Pearl Dealers Pvt. Ltd.	9,000	3.75	9,000	3.75
5	Tanvee Marketing Pvt. Ltd.	9,000	3.75	9,000	3.75
6	Krsma Estates Pvt. Ltd.	8,300	3.46	8,300	3.46
7	Bonzem Health Line & Exim Pvt. Ltd.	8,000	3.33	8,000	3.33
8	Khushi Dealcom Pvt. Ltd.	8,000	3.33	8,000	3.33
9	Xersus Sales Pvt. Ltd.	8,000	3.33	8,000	3.33
10	C P Gopal Krishnan	7,900	3.29	7,900	3.29

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no	For each of the Directors & KMP	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A. 1	Shareholding of Directors : Mrs. Alpana Mundra Non-Executive Director At the beginning of the year At the end of the year	55,000	22.92	55,000	22.92
		55,000	22.92	55,000	22.92
2	Mr. Vikram Kumar Purohit Executive Director At the beginning of the year At the end of the year	1,000	0.42	1,000	0.42
		1,000	0.42	1,000	0.42
3	Mr. Girish Agarwal Non-Executive Director At the beginning of the year At the end of the year	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
4	Mr. Vaibhav Khandelwal Non-Executive Director At the beginning of the year At the end of the year	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
5	Mr. Sunil Kumar Dalmia Non-Executive Director At the beginning of the year At the end of the year	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil

B.	Shareholding of KMP:				
6	Mr. Vivek Mundra Managing Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
7	Mr. Vijay Choudhary Chief Financial Officer				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
8	Ms. Namrata Modi Company Secretary				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
Indebtedness at the beginning of the financial year	12,26,194		12,26,194
i) Principal Amount	-	-	-
ii) Interest due but not paid	5,341		5,341
iii) Interest accrued but not due			
Total (i+ii+iii)	12,31,535	-	12,31,535
Change in Indebtedness during the financial year	5,77,885	-	5,77,885
- Addition	8,01,358	-	8,01,358
- Reduction			
Net Change	(2,23,473)	-	(2,23,473)
Indebtedness at the end of the financial year			
i) Principal Amount	10,08,062	-	10,08,062
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	1,874	-	1,874
Total (i+ii+iii)	10,09,936	-	10,09,936

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961					
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify					
5.	Others, please specify					
6.	Total(A)					

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify					
	Total(1)					
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify					
	Total(2)					
	Total(B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

SINo	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option		NA		
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify				
5.	Others, please specify				
6.	Total				

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment			NIL		
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. The Company would constantly endeavor to improve on these aspects:

1) The Company's Philosophy on Corporate Governance is aimed at:

- a) Enhancing long term Shareholder value through
 - Assisting the top management in taking sound business decisions; and
 - Prudent financial management.
- b) Achieving transparency and professionalism in all decisions and activities of the Company.
- c) Achieving excellence in Corporate Governance by
 - Conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible.
 - Reviewing periodically the existing systems and controls for further improvements.

2) Board of Directors

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises six Directors that include one Women Director.

i. Composition and Category of Directors:

Category	No. of Directors	%
Executive Directors	2	33.33
Non-Executive & Independent Directors	2	33.33
Non-Executive & Non-Independent Directors	2	33.33
Total	6	100.00

ii. Number of Board Meetings Held

The Board of Directors duly met 7 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

25th April, 2014, 27th May, 2014, 11th August, 2014, 13th November, 2014, 11th February, 2015, 23rd February, 2015 and 30th March, 2015.

iii. Attendance of each Director at the Board Meetings and last AGM held on 26.09.2014:

Name	Attendance		Directorships in other Companies			Total no of Membership of Committees		Total no of Chairmanship of Committees	
	Board Meeting	Last AGM	Listed	Public	Private	Audit Committee	NRC	Audit Committee	NRC
Vivek Mundra (MD)	7	Yes	-	-	8	-	-	-	-
Alpana Mundra (NED)	3	Yes	-	-	1	-	-	-	-
Vikram Kr Purohit (ED)	7	Yes	-	-	1	-	-	-	-
Sunil Kumar Dalmia (NED)	7	Yes	1	-	-	-	-	1	1
Girish Agarwal (NEID)	-	NA	-	-	1	-	-	-	-
Vaibhav Khandelwal (NEID)	-	NA	1	2	2	1	-	-	1

ED: Executive Director, **NEID:** Non-Executive Independent Director, **MD:** Managing Director, **NED:** Non-Executive Director, **AC:** Audit Committee, **NRC:** Nomination & Remuneration Committee

Policy for prohibition of Insider Trading:

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/Officers and Designated employees of the Company, relating to dealings by them in the securities of the Company.

The Code also provides for periodical disclosures from Directors/Officers and Designated employees as well as pre-clearance of transactions by such persons.

The Company has also formulated a Code of Practices and Procedures for fair disclosure of 'Unpublished Price Sensitive Information (UPSI) and a Code of Conduct to regulate, monitor and report trading by insiders in accordance with the requirements of the new SEBI (Prohibition of Insider Trading) Regulations 2015, with effective from 15th May, 2015.

3) Committees of Directors

The board has, in order to make a focused attention on business and for better governance and accountability, constituted the following mandatory, committees, viz., Audit Committee and Nomination and Remuneration Committee. The terms of reference of these Committees are determined by the board and their performance reviewed. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs board about the summary of discussions held in the Committee Meetings. The minutes of the Committee Meetings are placed before the subsequent board meetings.

1. Audit Committee:

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

Terms of reference:

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013.

Composition:

The Audit Committee of the Company consists of 2 Independent Directors and 1 Executive Director. The Chairman of the Audit Committee is financially literate and majority of them having accounting or related financial management experience. Representative of Statutory Auditor is permanent invitee. Company Secretary acts as Secretary to the Committee.

Number of meetings held during the year:

During the year the Committee had 1 Meeting i.e. on 31st March 2015.

Particulars of meetings and attendance during the year:

Name of Directors	Position	No of Meetings held	No. of Meetings Attended
Vaibhav Khandelwal	Chairman	1	1
Girish Agarwal	Member	1	1
Vikram Kr Purohit	Member	1	1

2. Nomination and Remuneration Committee:**Terms of reference:**

This Committee shall identify the persons, who are qualified to become Directors of the Company/ who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel.

Number of meetings held during the year:

During the year the Committee had 1 Meeting i.e. on 31st March 2015.

Particulars of meetings and attendance during the year:

Name of Directors	Position	No of Meetings held	No. of Meetings Attended
Girish Agarwal	Chairman	1	1
Sunil Kumar Dalmia	Member	1	1
Vaibhav Khandelwal	Member	1	1

4) General Body Meetings**Location and time where the annual general meetings were held during the last three years:**

Year	Date	Venue	Time	Special Resolution
2011-12	28.09.2012	1, Sarojini Naidu Sarani, 9 th Floor, Kolkata 700 017	11.00A.M	Nil
2012-13	30.09.2013	1, Sarojini Naidu Sarani, 9 th Floor, Kolkata 700 017	01.00P.M	Nil
2013-14	26.09.2014	1, Sarojini Naidu Sarani, 9 th Floor, Kolkata 700 017	11.00A.M	Nil

Postal Ballot for the year 2014-15:

- The board sought the consent of shareholders of the Company by way of special resolutions through Postal Ballot as per the Notice issued to the shareholders on February 11, 2015, effective on March 26, 2015.

Resln No	Particulars	Votes cast for the resolution		Votes cast against the resolution	
			% of votes	No of Shares	% of votes
(i)	To Increase in the Authorized Share Capital of the company	227400	100	-	-
(ii)	To amend the Capital Clause of the Memorandum of Association	227400	100	-	-

(iii)	To amend the Article of association of the company	227400	100	-	-
(iv)	To issue bonus shares	227400	100	-	-
(v)	To approve creation of charge on assets of the Company to secure its borrowing	227400	100	-	-
(vi)	To increase the borrowing limits of the company	227400	100	-	-

2. The board sought the consent of shareholders of the Company by way of ordinary resolutions through Postal Ballot as per the Notice issued to the shareholders on February 23, 2015, effective on March 29, 2015

Resln No	Particulars	Votes cast for the resolution		Votes cast against the resolution	
		No of Shares	% of votes	No of Shares	% of votes
(i)	To appoint Mr. Girish Agarwal as Independent Director	227400	100	-	-
(ii)	To appoint Sri Vaibhav Khandelwal as Independent Director	227400	100	-	-
(iii)	To amend Article 82 Article of Association of the company	226400*	100	-	-

*Note: 1000 Invalid Votes

Declaration of result of Postal Ballot:

The procedures prescribed under Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement were duly followed for conducting the postal ballot process both physical and e-voting, during the year to approve the resolution mentioned above.

M/s. Shyamsukha & Company, Chartered Accountant was appointed by the board as Scrutinizer for conducting the postal ballot process both physical and e-voting, in a fair and transparent manner.

An advertisement about dispatch of postal ballot papers were published in the newspapers, namely, Business Standard (in English) and Kalantar (in vernacular daily). The results of the postal ballot voting was placed on the official website of the Company and disseminated to the Stock Exchanges for publication.

5) Means of Communication to shareholders

The board believes that effective communication of information is an essential component of corporate governance.

Quarterly results:

The unaudited quarterly financial results of the Company were published in English and regional newspapers. These are not sent individually to the shareholders.

Newspapers wherein results are normally published:

The results are normally published in English Newspapers iz. The Financial Express, Business Standards and Regional Newspaper viz. Kalantar.

Website:

The Company has in place a website addressed as www.avro.co.in. This website contains the basic information about the company, e.g. details of its business, financial information, shareholding pattern, contact information of the designated officials of the Company, who are responsible for assisting and handling investor grievances, such other details as may be required under Clause 54 of the Listing Agreement. The Company ensures that the contents of this website are periodically updated.

The Company has designated the following e-mail id namely info@avro.co.in for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.

6) General Shareholder Information

AGM date, time and venue	Monday, 7th September, 2015 At 11:00 A.M. at Shubham #906, 1, Sarojini Naidu Sarani, Kolkata-700017
Financial Year	1st April, 2014 to 31st March, 2015
Book Closure date	01.09.2015 to 07.09.2015 (Both days inclusive)
Listing on Stock Exchanges	Calcutta Stock Exchange (CSE)
Stock Code	(CSE) : 11585
ISIN	INE719N01010

7) Market Price Data

The shares of the Company were not traded at the stock exchange during the year.

8) Dematerialization of Shares

The Company's Equity Shares are in compulsory demat segment and are available for trading under dematerialized form with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

100% equity shares of the Company have been dematerilised as on March 31, 2015.

9) Distribution of Share Holdings

Category		Shareholders		Share Amount	
		Number	% of Total Nos.	Shares (Rs.)	% of Total Amount
1	5000	-	-	-	-
5001	10000	3	13.64	30000	1.25
10001	20000	1	4.54	20000	0.83
20001	30000	3	13.64	90000	3.75
30001	40000	1	4.54	36000	1.50
40001	50000	-	-	-	-
50001	100000	9	40.91	732000	3.50
100001	And above	5	22.73	1492000	62.17
TOTAL		22	100	2400000	100

Class of Shareholders	No of Shares	% of Share Capital
A. Promoters/Promoters Group		
i. Indian Promoter	85,000	35.42%
ii. Foreign Promoter	35,000	14.58%
Total for Promoter Group (A)	1,20,000	50.00%
B. Public Shareholding		
i. Institutional	Nil	0.00%
ii. Non institutional		
Bodies Corporate	1,05,000	43.96%
Individuals	14,500	60.4%
Total Public Shareholding (B)	1,20,000	50.00%
Grand Total (A) + (B)	2,40,000	100.00%

10) The Company has not issued any GDRs/ADRs/warrants or any convertible instruments, which is likely to have impact on the Company's equity.

11) **Plant Location:** NA

12) **Registrar and Transfer Agents**

(i) M/s. Karvy Computershare Pvt. Ltd is Registrar and Transfer Agent of the Company. Any request pertaining to investor relations may be addressed to the following address:

Karvy Computershare Pvt. Ltd.

Share Transfer Agent

Plot no. 17 to 24, Vithalrao Nagar, Madhapur,

Hyderabad - 500 081

(ii) Investor correspondence may also be addressed to:

Ms. Namrata Modi

Company Secretary & Compliance Officer

1, Sarojini Naidu Sarani, 9th Floor, Kolkata-700017,

Tel No: (033) 2283-1865

Email: cs@avro.co.in, info@avro.co.in

13) **Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

14) **Corporate Identity Number (CIN)**

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L51433WB1983PLC035882.

15) Green Initiative in the Corporate Governance

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

For and on behalf of the Board of Directors

Place: Kolkata

Date: 20th May, 2015

Vivek Mundra
Managing Director

INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2015**To the Members of Avro Commercial Company Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **AVRO COMMERCIAL COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable losses.
 - iii. There are no such amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **ARSK & ASSOCIATES**
Chartered Accountants
Firm's Reg. No. : 315082E

CA. Ajoy K. Mohta
Partner

Membership No. 052262

Place: Kolkata
Date: 20.05.2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the **AVRO COMMERCIAL COMPANY LIMITED** on the financial statements for the year ended 31st March 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
2. The Company did not have any Inventory at any time during the year hence paragraph 3(ii) of the Companies (Auditor's Report) Order, 2015 is not applicable.
3. According to the information and explanation given to us & in our opinion, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly paragraph 3(iii) of the Companies (Auditor's Report) Order, 2015 is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
5. The Company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
7. (a) According to the information and explanations given to us and the books and records examined by us, the company is regular in depositing with the appropriate authorities the undisputed statutory dues relating to Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable to it have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Service Tax, Cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Income tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable to it, which have not been deposited with the appropriate authorities on account of any dispute.
- (c) According to the information and explanations given to us, there are no such amounts which are required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
8. The Company does not have any accumulated losses as at 31st March 2015 and has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanation given to us, the Company has applied the term loans for the purpose for which the loans have been obtained.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **ARSK & ASSOCIATES**
Chartered Accountants
Firm's Reg. No. : 315082E

CA. Ajoy K. Mohta
Partner
Membership No. 052262

Place: Kolkata
Date: 20.05.2015

Balance Sheet as at 31st March, 2015

Particulars		Note	As at	As at
			31 st March, 2015	31 st March, 2014
			(Rs.)	(Rs.)
I	EQUITY & LIABILITIES			
1	Shareholder's Funds			
	Share Capital	2	2,400,000	2,400,000
	Reserves & Surplus	3	16,78,79,128	16,03,51,989
2	Non-Current Liabilities			
	Long Term Borrowings	4	-	4,30,178
3	Current Liabilities			
	Short Term Borrowings	5	5,77,885	-
	Other Current Liabilities	6	5,19,710	8,56,949
	Short Term Provisions	7	2,54,358	2,88,750
	Total		17,16,31,081	16,43,27,866
II	ASSETS			
1	Non-Current Assets			
	Fixed Assets			
	-Tangible Assets	8	17,67,910	24,74,397
	Non- Current Investments	9	4,59,85,118	2,35,04,263
	Deferred Tax Assets (net)	10	11,54,787	21,08,001
	Long Term Loans & Advances	11	76,38,091	1,03,15,808
2	Current Assets			
	Cash & Bank Balances	12	1,00,19,250	1,00,54,477
	Short term Loans & Advances	13	10,46,23,910	11,58,43,801
	Other Current Assets	14	4,42,015	27,119
	Total		17,16,31,081	16,43,27,866
	Significant Accounting Policies	1		
	Notes on financial Statements	2 to 31		

As per our report on even date

For ARSK & Associates

Chartered Accountants

FRN: 315082E

CA. Ajoy K. Mohta

Partner

Membership No. 052262

Place : Kolkata

Date : 20th May 2015

For and on behalf of the Board of Directors

VivekMundra
Managing Director

DIN: 00383479

Namrata Modi
Company SecretaryVikram Kumar Purohit
Director

DIN: 05273554

Vijay Choudhary
Chief Financial Officer

Statement of Profit & Loss for the year ended 31st March, 2015

Particulars		Note	31 st March, 2015	31 st March, 2014
			(Rs.)	(Rs.)
I	REVENUE:			
	Revenue from operations	15	1,04,56,475	1,38,05,667
	Other income	16	38,53,686	2,31,96,377
	TOTAL REVENUE		1,43,10,161	3,70,02,044
II	EXPENSES:			
	Employee Benefit Expenses	17	7,06,173	4,80,565
	Finance Cost	18	1,13,092	11,75,330
	Depreciation Expenses		9,43,762	6,51,284
	Other Expenses	19	11,71,245	21,67,674
	TOTAL EXPENSES		29,34,272	44,74,853
III	Profit before tax & provision		1,13,75,889	3,25,27,191
	Provision for Standard Assets		(34,392)	1,61,250
	Provision for Doubtful Assets		-	(17,50,000)
IV	Profit Before Tax		1,14,10,281	3,41,15,941
	Tax Expenses:			
	1. Current Tax		25,67,830	65,07,960
	2. Deferred Tax		9,53,215	9,34,300
	3. Short/(Excess) Provision for tax relating to prior year		70,326	1,58,779
	4. MAT Credit entitlement u/s 115JB for Current Year		(2,91,771)	35,62,736
	5. MAT Credit entitlement u/s 115JB for Earlier Years		-	14,650
	Profit After Tax		75,27,139	3,00,62,988
	Special Reserve (as per RBI guidelines)		15,05,428	60,12,598
	Balance Carried Forward to Balance Sheet		60,21,711	2,40,50,390
	Earning per Equity share :			
	Basic & Diluted	21	31.36	125.26
	Significant Accounting Policies	1		
	Notes on Financial Statements	2 to 31		

As per our report on even date

For ARSK & Associates

Chartered Accountants

FRN: 315082E

CA. Ajoy K. Mohta

Partner

Membership No. 052262

Place : Kolkata

Date : 20th May 2015

For and on behalf of the Board of Directors

VivekMundra
Managing Director
DIN: 00383479Vikram Kumar Purohit
Director
DIN: 05273554Namrata Modi
Company SecretaryVijay Choudhary
Chief Financial Officer

Cash Flow Statement

Particulars		For the year ended	
		31 st March, 2015	31 st March, 2014
		(Rs.)	(Rs.)
A	Cash Flows from operating activities		
	Profit before taxation and after exceptional items	1,14,10,281	3,41,15,941
	Adjustments For:		
	Depreciation/ Amortization	9,43,762	6,51,284
	Contingent Provision against Standard assets	(34,392)	1,61,250
	Provision on sub-standard/doubtful assets	-	(17,50,000)
	Profit on sale of investment	(35,03,826)	(2,31,92,149)
	Operating profit before working capital changes	88,15,825	99,86,326
	Adjustment for:		
	(Increase)/Decrease in Loans & Advances	1,23,17,680	(6,37,44,002)
	(Increase)/Decrease in trade & other receivables	(4,14,896)	-
	(Increase)/Decrease in trade & other payables	(3,37,318)	50,046
	Cash generate from operations	2,03,81,291	(5,37,07,630)
	Direct Tax Paid	13,50,000	58,79,620
	Net Cash from operating activities	1,90,31,291	(5,95,87,250)
B	Cash Flows from investing activities		
	Purchase/Sale of Fixed Assets	(2,37,275)	(8,93,826)
	Purchase/Sale of Investments	(2,24,80,855)	4,53,17,792
	Profit on Sale of Investments	35,03,826	2,31,92,149
	Net Cash (used in)/from investing activities	(1,92,14,304)	6,76,16,115
C	Cash Flows from financing activities		
	Repayment of Borrowings	(4,30,178)	(81,87,609)
	Net Cash (used in)/from financing activities	(4,30,178)	(81,87,609)
	Net decrease in cash and cash equivalents	(6,13,191)	(1,58,744)
	Cash and cash equivalents at the beginning of the year	1,00,54,477	1,02,13,221
D	Cash and cash equivalents at the end of the year	94,41,286	1,00,54,477

As per our report on even date

For ARSK & Associates

Chartered Accountants

FRN: 315082E

CA. Ajoy K. Mohta

Partner

Membership No. 052262

Place : Kolkata

Date : 20th May 2015

For and on behalf of the Board of Directors

VivekMundra

Managing Director

DIN: 00383479

Vikram Kumar Purohit

Director

DIN: 05273554

Namrata Modi

Company Secretary

Vijay Choudhary

Chief Financial Officer

NOTES ON FINANCIAL STATEMENT

Note 1 Significant Accounting Policies

1.1 Basis of accounting and preparation of financial statements

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by the Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 2013 (to the extent notified) and the guidelines issued by the Reserve Bank of India as applicable to a Non-Banking Finance Company. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out. The accounting policies applied by the Company are consistent with those used in the previous year.

1.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.3 Fixed assets

Tangible assets

Fixed assets are stated at cost of acquisition inclusive of duties (net of CENVAT and other credits, wherever applicable), taxes, incidental expenses, erection / commissioning expenses and borrowing costs etc. up to the date the assets are ready for their intended use.

Fixed assets retired from active use are valued at net realisable value.

1.4 Depreciation

Depreciation on Fixed Assets is provided on written down value method at the rates prescribed in Schedule II of the Companies Act, 2013 or at rates determined based on the useful life of the assets, whichever is higher.

In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

1.5 Impairment of assets

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their 'value in use'. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital.

Cost is arrived at on weighted average method for the purpose of valuation of investment.

1.6 Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost, but provision for diminution in value is made to recognise a decline other than temporary in the value of such investments.

1.7 Revenue recognition

Revenue (income) is recognised to the extent it is probable that the economic benefits will flow to the company and when there is no significant uncertainty as to determination/realisation.

Interest

Income from loans is recognised in the Profit & Loss Account on accrual basis as stated therein below, except in the case of non-performing assets where it is recognised, upon realisation, as per the Prudential Norms / Directions of the Reserve Bank of India, applicable to Non-Banking Financial Companies.

Interest income on fixed deposits is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Income from dividend of shares of corporate bodies is accounted when the right to receive the payment is established.

Sale of investments

Profit or Loss on sale of investments is recognised when a binding obligation has been entered into.

Sale of Inventory

Revenue is recognised on accrual basis. All other operating income is accounted for on accrual basis.

1.8 Taxation

Tax expense comprises of current and deferred tax.

Current income-tax and fringe benefit tax are measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred tax is recognized on a prudent basis for timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax asset is recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such asset can be realised against future taxable income. Unrecognised deferred tax asset of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit & loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

1.9 Earnings per share

Earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all diluted potential equity shares.

1.10 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

1.11 Provisioning / Write-off of assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance date and adjusted to reflect the current best estimates.

The company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time.

1.12 Segment Reporting

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the company is predominantly engaged in a single reportable segment of 'Financial Services' during the year.

Note 2 Share Capital

Share Capital	As at 31st March 2015		As at 31st March 2014	
	Number	Amount (Rs)	Number	Amount (Rs)
Authorised				
Equity Shares of Rs 10 each	35,00,000	3,50,00,000	2,40,000	24,00,000
Issued, Subscribed & Paid up				
Equity Shares of Rs 10 each fully paid	2,40,000	24,00,000	2,40,000	24,00,000
Total	2,40,000	24,00,000	2,40,000	24,00,000

2.1 Rights, preferences and restrictions attached to shares

The Company has only one class of issued shares i.e. Equity Shares having face value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion to their shareholding.

2.2 Name of the shareholder holding more than 5 % of the aggregate share of the company

Name of the shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Alpana Mundra	55,000	22.92	55,000	22.92
Aniruddh Mundra	35,000	14.58	35,000	14.58
Pritha Mundra	30,000	12.50	30,000	12.50
Triton Securities Pvt. Ltd.	17,700	7.38	17,700	7.38
Total	1,37,700	57.38	1,37,700	57.38

Note 3 Reserves & Surplus

Particulars	As at 31 st March, 2015	As at 31 st March, 2014
	Amount (Rs)	Amount (Rs)
General Reserve		
Opening Balance	9,38,00,000	9,28,00,000
Add: Addition during the year	10,00,000	10,00,000
Closing Balance	9,48,00,000	9,38,00,000
Surplus		
Opening balance	4,02,16,287	1,71,65,897
Add: Net Profit/(Net Loss) for the current year	60,21,711	2,40,50,390
Less: Transfer to General Reserve	(10,00,000)	(10,00,000)
Closing balance	4,52,37,998	4,02,16,287
Special Reserve as per RBI guidelines		
Opening balance	2,63,35,702	2,03,23,104
Add: Additions during the year	15,05,428	60,12,598
	2,78,41,130	2,63,35,702
Total	16,78,79,128	16,03,51,989

Note 4 Long Term Borrowings

Particulars	As at 31st March 2015	As at 31st March 2014
	Amount (Rs)	Amount (Rs)
Secured		
Term loan		
- From a company	-	4,30,178
Explanation:		
Secured by hypothecation of the vehicle		
Terms of Repayment		
- BMW India Financial Services Pvt. Ltd.		
Monthly installments of Rs 73,898, last installment would be due by September 2015		
Total	-	4,30,178

Note 5 Short Term Borrowings

Particulars	As at 31st March 2015	As at 31st March 2014
	Amount (Rs)	Amount (Rs)
Secured		
Overdraft from a Scheduled bank	5,77,885	-
Explanation:		
Secured by pledge of Fixed Deposit of Rs. 1 crore		
Total	5,77,885	-

Note 6 Other Current Liabilities

Particulars	As at 31st March 2015	As at 31st March 2014
	Amount (Rs)	Amount (Rs)
Due to micro ,small and medium entities	-	-
Current maturities of long term debt (Refer Note 4)	4,30,177	7,96,017
Payable for expenses	79,693	51,434
Interest accrued but not due on borrowings	1,874	5,341
Statutory dues	7,887	4,157
Temporary overdrawn bank balances	79	-
Total	5,19,710	8,56,949

Note 7 Short Term Provisions

Particulars	As at 31st March 2015	As at 31st March 2014
	Amount (Rs)	Amount (Rs)
Provision for standard assets	2,54,358	2,88,750
Total	2,54,358	2,88,750

Note 8 : Fixed assets

Amount in Rs.

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1 st April 2014	Additions	Disposals	Balance as at 31 st March 2015	Balance as at 1 st April 2014	for the year	On disposals	Balance as at 31 st March 2015	Balance as at 31 st March 2015	Balance as at 1 st April 2014
Tangible Assets										
Motor Car	29,26,388 (22,95,352)	- (6,31,036)	- -	29,26,388 (29,26,388)	7,12,941 (63,497)	7,08,108 (6,49,444)	- -	14,21,049 (7,12,941)	15,05,339 (22,13,447)	22,13,447 (22,31,855)
Mobile	10,400 -	1,64,300 (10,400)	- -	1,74,700 (10,400)	309 -	59,980 (309)	- -	60,289 (309)	1,14,411 (10,091)	10,091 -
Computer	2,52,390 -	63,000 (2,52,390)	- -	3,15,390 (2,52,390)	1,531 -	1,73,706 (1,531)	- -	1,75,237 (1,531)	1,40,153 (2,50,859)	2,50,859 -
Printer	- -	9,975 -	- -	9,975 -	- -	1,968 -	- -	1,968 -	8,007 -	- -
Total	31,89,178	2,37,275	-	34,26,453	7,14,781	9,43,762	-	16,58,543	17,67,910	24,74,397
Previous Year	(22,95,352)	(8,93,826)	-	(31,89,178)	(63,497)	(6,51,284)	-	(7,14,781)	(24,74,397)	(22,31,855)

Note: 9 Non Current Investments (Non trade at cost)

	Particulars	No. of Shares / Units		Amount (Rs)	
		2015	2014	2015	2014
A	Investment in Equity Shares of Rs 10/- each (unless otherwise stated)				
I	Quoted, fully paid up, at cost				
	Vardhman Special Steel Ltd.	2,740	2,740	2,86,618	2,86,618
	TOTAL (I)	2,740	2,740	2,86,618	2,86,618
II	Unquoted, fully paid up, at cost				
	Jet Age Finance Pvt. Ltd.	5,29,300	5,29,300	96,98,500	96,98,500
	Zoom Exports Ltd	50,000	50,000	15,00,000	15,00,000
	Prolifics Corporation Limited	85,000	20,000	1,45,00,000	20,00,000
	TOTAL (II)	6,64,300	5,99,300	2,56,98,500	1,31,98,500
	TOTAL (I+ II) (A)	6,67,040	6,02,040	2,59,85,118	1,34,85,118
B	Investment in Mutual fund Units				
I	Unquoted, fully paid up, at cost				
	➤ Kotak Liquid Fund	-	3,889	-	1,00,00,000
	➤ Reliance Liquid Fund	5,921	-	2,00,00,000	-
	➤ US1964	-	112	-	1,116
	TOTAL (B)	5,921	4,001	2,00,00,000	1,00,01,116
C	Investments In Bonds				
	US 1964-6.75% Tax Free Bond	-	133	-	18,029
	TOTAL (C)	-	133	-	18,029
	GRAND TOTAL (A+B+C)	6,72,961	6,06,174	4,59,85,118	2,35,04,263

Note:

- Market value of Investment in Equity Shares (quoted) of Rs. 10/- each at the end of current year is Rs. 88,913 (For previous year Rs. 72,884).
- Net asset value of Investment in Mutual fund (unquoted) at the end of current year is Rs. 2,01,64,648 (For previous year Rs. 1,01,21,005).

Note: 10 Disclosure under AS 22 for deferred tax (liability) / asset

In accordance with AS-22 on 'Accounting for taxes on Income by the Institute of Chartered Accountants of India, net deferred tax, has been accounted for, as detailed below:

Particulars	For the year Ended	
	31st March,2015	31st March,2014
	Amount (Rs)	Amount (Rs)
Deferred tax liability		
Difference between book and tax depreciation	1,86,383	56,935
Sub Total (A)		
Deferred tax assets		
Short term capital loss	9,68,404	20,51,066
Sub Total (B)		
Net Deferred Tax Asset	11,54,787	21,08,001

Note: 11 Long-term loans and advances

Particulars	As at 31st	As at 31st
	March 2015	March 2014
	Amount (Rs)	Amount (Rs)
Advances		
(Unsecured, considered good)		
Advance Payment of taxes (Net of Provisions)	1,29,035	25,14,981
Mat credit entitlement	75,09,056	78,00,827
Total	76,38,091	1,03,15,808

Note: 12 Cash and Bank Balance

Cash and bank balances	As at 31st	As at 31st
	March 2015	March 2014
	Amount (Rs)	Amount (Rs)
Cash and cash equivalents		
- Balances with banks	-	37,622
- Cash on hand	19,250	16,855
Other bank balances		
- In deposit accounts with original maturity between 3 to 12 months.	1,00,00,000	1,00,00,000
	-	-
Total	1,00,19,250	1,00,54,477

- Fixed Deposit with HDFC Bank Ltd. pledged against bank overdraft limit of Rs. 90,00,000/-

Note: 13 Short-term loans and advances

Short-term loans and advances	As at 31st March 2015	As at 31st March 2014
	Amount (Rs)	Amount (Rs)
Loan		
(Secured)		
- to bodies corporate	-	6,00,00,000
(Unsecured, Considered good, unless otherwise stated)		
- to bodies corporate	10,17,43,454	3,25,00,000
- to others	-	2,30,00,000
Other advances	27,88,751	2,55,388
Prepaid expenses	91,705	88,413
Total	10,46,23,910	11,58,43,801

Note: 14 Other Current Assets

Particulars	As at 31st March 2015	As at 31st March 2014
	Amount (Rs)	Amount (Rs)
Accrued interest on fixed deposit	4,40,343	23,054
Other receivables	1,672	4,065
Total	4,42,015	27,119

Note: 15 Revenue from Operations

Particulars	For the year ended 31 st March 2015	For the year ended 31 st March 2014
	Amount (Rs)	Amount (Rs)
Interest on loans	95,73,643	1,28,82,106
Interest on fixed deposit	8,82,832	9,23,561
Total	1,04,56,475	1,38,05,667

Note: 16 Other Income

Particulars	For the year ended 31 st March 2015	For the year ended 31 st March 2014
	Amount (Rs)	Amount (Rs)
Interest on Income Tax refund	3,49,105	-
Misc. Receipts	755	4,082
Speculation Income	-	146
Profit on sale of non-trade investments	35,03,826	2,31,92,149
Total	38,53,686	2,31,96,377

Note: 17 Employee Benefit Expenses

Particulars	For the year ended 31 st March 2015	For the year ended 31 st March 2014
	Amount (Rs)	Amount (Rs)
Salaries and bonus	7,06,173	4,80,565
Total	7,06,173	4,80,565

Note: 18 Finance Costs

Particulars	For the year ended 31 st March 2015	For the year ended 31 st March 2014
	Amount (Rs)	Amount (Rs)
Interest expenses	1,13,092	11,75,330
Total	1,13,092	11,75,330

Note: 19 Other Expenses

Particulars	As at 31 st March 2015	As at 31 st March 2014
	Amount (Rs)	Amount (Rs)
Advertisement	39,730	23,802
Auditor's Remuneration	69,663	65,169
Bank Charges	993	1,196
Bad Debts	-	17,50,000
Car Insurance	1,03,104	63,145
Car Maintenance	2,47,541	99,382
Computer Maintenance	26,285	13,650
Custody Fee	13,482	13,482
Depository Charges	3,460	2,401
Filing Fee	7,389	1,110
General Expenses	5,293	2,460
Adjustment in value of investment	19,145	-
Legal And Professional Charges	79,325	21,400
Membership and Subscription	5,618	-
Postage & Stamp	1,352	747
Printing And Stationery	1,000	1,000
Processing Fee	-	22,472
Rates And Taxes	4,350	6,850
Share Transfer Agent Charges	24,158	20,225
Share Transfer Stamp Charges	36,250	-
Stock Exchange Charges	3,01,330	15,548
Telephone & Internet Charges	37,529	-
Travelling And Conveyance	1,44,248	43,635
Total	11,71,245	21,67,674

Note: 20 Payments to auditor

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
	Amount (Rs)	Amount (Rs)
For Statutory Audit	33,708	28,090
For Tax Audit	13,483	13,483
For Other Matters	22,472	23,596
Total	69,663	65,169

Note: 21 Earnings per share (EPS)

Particulars		For the year ended 31st March 2015	For the year ended 31st March 2014
		Profit after tax	Rs.
Weighted average number of equity shares outstanding during the year	Nos.	2,40,000	2,40,000
Nominal value of equity per share	Rs.	10	10
Basic/diluted earnings per share (EPS)	Rs.	31.36	125.26

Note: 22 Disclosures of related party transactions (as identified & certified by the management):

As per Accounting Standard-18 - 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the names of the related parties are given below:

22.1 Disclosures of related party transactions:

A. Key Management Personnel	
Vivek Mundra	Director
Vikram Kr. Purohit	Director
Alpana Mundra	Director
Sunil Kr. Dalmia	Director
B. Enterprise owned or significantly influenced by Key Management Personnel and their relatives:	
i. Jet Age Securities Private Limited	
ii. Jet Age Finance Private Limited	

22.2 Transactions with related Parties during the year :

Amount in Rs.

S No	Nature of Transactions	Key Management Personnel	Relatives of Key Management Personnel	Enterprise owned or significantly influenced by Key Management Personnel and their relatives	Total
I	Sale of shares			-	-
				(1,55,57,046)	(1,55,57,046)
II	Speculation Income			-	-
				(146)	(146)

- Figures in bracket relate to previous year.

22.3 Disclosure in respect of material related party transactions during the year:

- Sale of Units to Jet Age Securities Private Limited is Rs. Nil (previous year Rs. 1,55,57,046)
- Speculation Income from Jet Age Securities Private Limited is Rs. Nil (Previous year Rs.146)

Note: 23 Provisioning / Write-off of assets

Provision for non-performing assets (NPAs) is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs. Additional provision of 0.25% on Standard assets has also been made during the year, as per a new stipulation of RBI on Standard Assets.

The company also makes additional provision towards loan assets, based on the management's best estimate.

Details of provision towards loan assets are as stated below:

Particulars	As on 31.03.2014	Charged to Profit & Loss Account during the year	As on 31.03.2015
Provision on standard assets	2,88,750	(34,392)	2,54,358

Note: 24 Gratuity and post-employment benefits plans

As the number of employee is less than 10, and as such no employee benefits are payable under any statute or otherwise and as such the disclosure requirements under AS - 15 (revised) are not applicable.

Note: 25 Contingent Liabilities:

Particulars	Amount in Rs.	
	2015	2014
Income Tax demands (under appeal) (net of payments) :	-	26,16,827

Note: 26 Disclosure of details as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007:

S No.	Liabilities side	Amount Rs. (in lacs)	
		Amount outstanding	Amount overdue
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :		
A	Debtures : -		
	Secured	-	-
	Unsecured	-	-
	(Other than falling within the meaning of public deposits)		
B	Deferred Credits	-	-
C	Terms Loans	-	-
D	Inter-corporate loans and borrowing	-	-
E	Commercial Paper	-	-
F	Other loans (Vehicle loan)	4.32	-
	Bank Overdraft	5.78	-
	Loan from Directors & Shareholders	-	-
	Total	10.10	-
	ASSETS SIDE	Amount outstanding	
2	Break-up of Loans and Advances including bills receivables [other		

	than those included in (4) below]:	
	A. Secured	-
	B. Unsecured	1,017.43
3	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	-
	Lease assets including lease rentals under sundry debtors	
	A. Financial lease	-
	B. Operating lease	-
	Stock on hire including hire charges under sundry debtors:	
	A. Assets on hire	-
	B. Repossessed Assets	-
	Other loans counting towards AFC activities	
	A. Loans where assets have been repossessed	-
	B. Loans other than (a) above	-
4	Break-up of Investments:	
	Current Investments	
	Quoted:	
	1. Shares A. Equity	-
	B. Preference	-
	2. Debentures and Bonds	-
	3. Units of mutual funds	-
	4. Government Securities	-
	5. Others (Please specify)	-
	Unquoted:	
	1. Shares A. Equity	-
	B. Preference	-
	2. Debentures and Bonds	-
	3. Units of mutual funds	-
	4. Government Securities	-
	5. Others (Please specify)	-
	Long Term investments:	
	Quoted:	
	1. Shares A. Equity	2.87
	B. Preference	-
	2. Debentures and Bonds	-
	3. Units of mutual funds	-
	4. Government Securities	-
	5. Others (Please specify)	-
	Unquoted:	
	6. Shares A. Equity	256.99

	B. Preference			-
	7. Debentures and Bonds			-
	8. Units of mutual funds			200.00
	9. Government Securities			-
	10. Others (Please specify)			-
5	Borrower group-wise classification of all leased assets financed as in (2) and (3) above :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	Related Parties			
	A. Subsidiaries	-	-	-
	B. Companies in the same group	-	-	-
	C. Other related parties	-	-	-
	Other than related parties	-	-	-
	TOTAL	-	-	-
6	Investor group-wise classification of all investments(current and long-term) in shares and securities(both quoted and unquoted):-			
	Category	Market Value/Breakup or fair value or NAV	Book Value (Net of Provisions)	
	Related Parties			
	A. Subsidiaries	-	-	
	B. Companies in the same group	-	96.99	
	C. Other related parties	-	-	
	Other than related parties	202.54	362.87	
	TOTAL	202.54	459.86	
	* For unquoted investments in shares breakup value is not available. Hence not considered for reporting.			
7	Other Information			
	Particulars			Amount
	Gross Non-Performing Assets			
	A. Related Parties			-
	B. Other than related parties			-
	Net Non-Performing Assets			
	A. Related Parties			-
	B. Other than related parties			-
	Assets acquired in satisfaction of debt			-

Note: 27

Balances of some of the loans and advances incorporated in the books as per balances appearing in the relevant subsidiary records are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The management, however, is of the view that there will be no material discrepancies in this regard.

Note: 28

Historically, the company's investment in unquoted shares has been done with a view to hold them for long term and thereby earn capital gains, since dividend payout on such investments has generally been irregular. The aforesaid policy has been taken into consideration while computing the provision for income-tax as applicable.

Note: 29

As per information available with the Company there are no amounts payable or paid during the period which are required to be disclosed as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

Note: 30

Figure in the brackets relate to previous year.

Note: 31

Figures have been rounded off to nearest rupee.

As per our report on even date

For ARSK & Associates

Chartered Accountants

FRN: 315082E

CA. Ajoy K. Mohta

Partner

Membership No. 052262

Place : Kolkata

Date : 20th May 2015

For and on behalf of the Board of Directors

VivekMundra

Managing Director

DIN: 00383479

Vikram Kumar Purohit

Director

DIN: 05273554

Namrata Modi

Company Secretary

Vijay Choudhary

Chief Financial Officer

AVRO COMMERCIAL CO LTD
(CIN: L51433WB1983PLC035882)

Registered Office: "Shubham" 906, 1, Sarojini Naidu Sarani, Kolkata- 700 017

Email :info@avro.co.in, Website: www.avro.co.in

Form MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Regd. Folio No. :	*DP ID :
No of shares held :	*Client ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name & Address: _____
E-mail ID: _____ Signature _____ or failing him/her
2. Name & Address: _____
E-mail ID: _____ Signature _____ or failing him/her
3. Name & Address: _____
E-mail ID: _____ Signature _____ or failing him/her

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Company, to be held Monday, the 7th September, 2015 at 11:00 A.M. at its registered office, Shubham #906, 1, Sarojini Naidu Sarani, Kolkata-700017 and at any adjournment thereof in respect of resolutions are indicated below:

Sl No	Resolution(s)	Vote	
		For	Against
1	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2	To re-appoint Mr. Sunil Kumar Dalmia, director of the Company who retires by rotation.		
3	Re-appointment of M/s. ARSK & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4	Re-appointment of Mr. Vivek Mundra as Managing Director for a period of three years		

* Applicable for investors holding shares in Electronic form.

Signed _____ this day of _____ 2015

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Re. 1/- Revenue Stamp

Signature of the shareholder
across Revenue Stamp

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.
- 2) The proxy need not be a member of the company.

AVRO COMMERCIAL CO LTD
(CIN: L51433WB1983PLC035882)

Registered Office: "Shubham" 906, 1, Sarojini Naidu Sarani, Kolkata- 700 017

Email :info@avro.co.in, Website: www.avro.co.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending _____

Member's Folio No/ Client ID: _____ and DP ID: _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 32nd Annual General Meeting of the Company, to be held Monday, the 7th September, 2015 at 11:00 A.M. at its registered office, Shubham #906, 1, Sarojini Naidu Sarani, Kolkata-700017.

.....
 Member's / Proxy's Signature

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Registered Office:-

Shubham #906, 1, Sarojani Naidu Sarani, Kolkata- 700 017