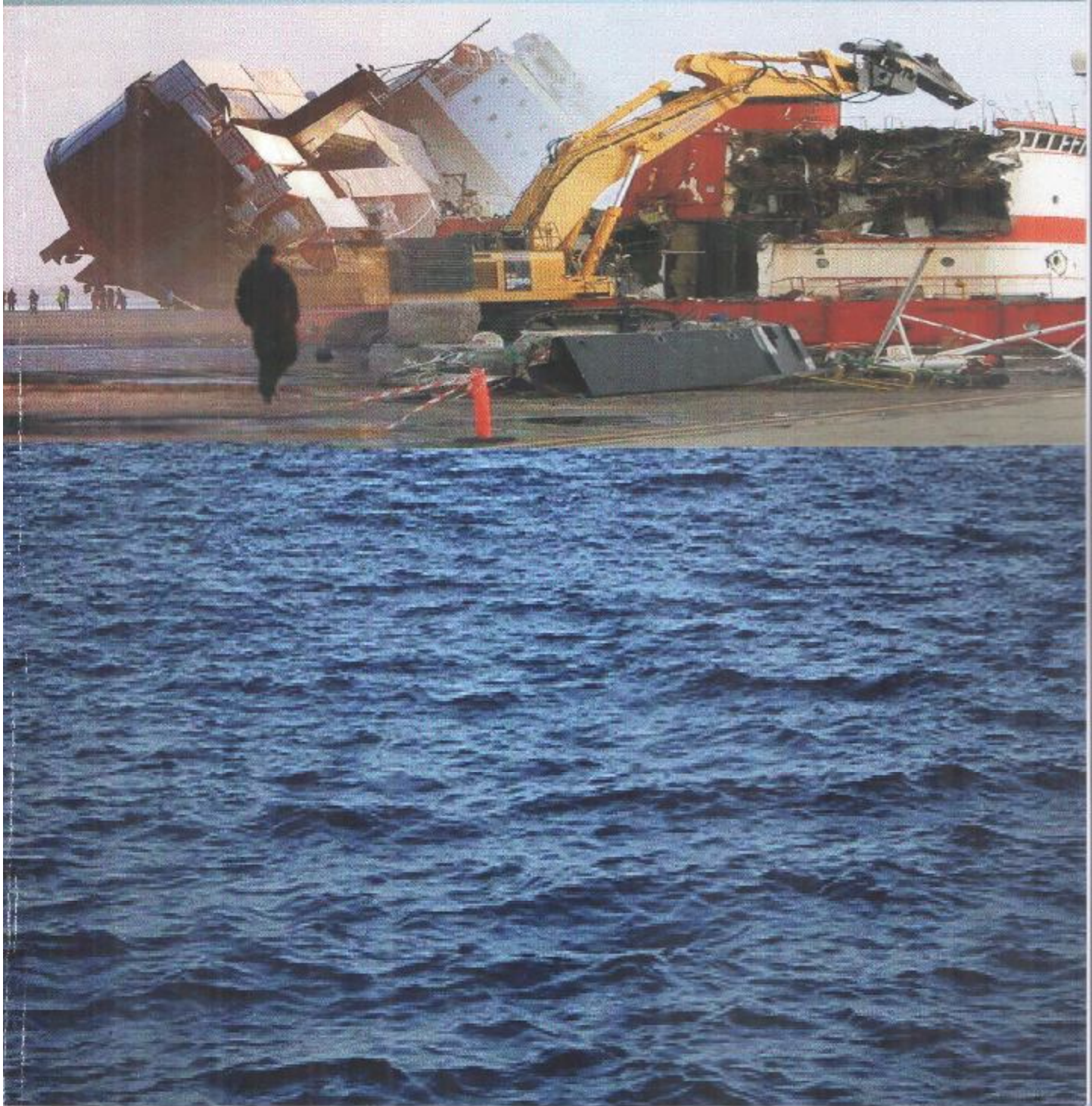


GAURAV MERCANTILES LTD.

**30th Annual Report
2014-2015**



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BOARD OF DIRECTORS:-

Mr. Pratap Singh Bohra, Chairman cum Director
Mr. Kamal Singh Baid, Independent Director
Mr. Tarun Pratap Bohra, Director
Mr. Jagdishchandra Hansraj Ghumara, Independent Director
Mr. Dillip Trilokchand Bohra, Whole-time Director (w.e.f. 02/01/2015)
Mrs. Rachana Tiwari, Independent Director

COMPANY SECRETARY

Mr. Subhash Jhavarilal Purohit

STATUTORY AUDITOR:-

M/s. G.P. Agrawal & Co.
Chartered Accountants
Mumbai

BANKERS:-

Allahabad Bank
Oriental Bank of Commerce
Kotak Mahindra Bank

REGISTRAR AND SHARE TRANSFER AGENTS:-

M/s. System Support Services
Gala No. 209, Shivai industrial Estate, Ancheri Kurla Road,
Sakinaka, Andheri (East), Mumbai – 400 072,
Tel. No. 28500835, Email: sysss72@yahoo.com

REGISTERED OFFICE:-

Gaurav Mercantiles Limited,
310 Gokul Arcade-B, Subhash Road
Vile Parle (East), Mumbai 400 057
Phone No. 022 – 65726780 Fax No. 6694 9916,
Email: info@gmlmumbai.com/cs@gmlmumbai.com
Website: www.gmlmumbai.com

GAURAV MERCANTILES LIMITED

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of **M/S GAURAV MERCANTILES LIMITED** will be held on Wednesday, the 30th day of September, 2015 at 10.30 AM at 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

The Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Independent Auditors thereon.

2. To appoint a Director in place of Mr. Tarun Pratap Bohra (DIN 02736871) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration, and to pass, with or without modification, the following resolution as an Ordinary Resolution:

Appointment of Auditors

"**RESOLVED** that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM) of the Company on such remuneration as may be fixed by the Board of Directors plus applicable Taxes plus reimbursement of travelling and actual out-of-pocket expenses."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

To Approve Appointment of MR. DILIP TRILOKCHAND BOHRA AS WHOLE TIME DIRECTOR:

"**RESOLVED THAT** that pursuant to sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V Part I (c) the consent of the Shareholders be and is hereby accorded for Mr. Dilip Trilokchand Bohra (having DIN No. 00286811) – who was appointed as an Additional Director of the Company by the Board of Directors with effect from 02nd January, 2015 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Whole-time Director of the Company whose period of office shall not be subject to retirement by way of rotation.

RESOLVED FURTHER THAT the aforesaid appointment will be for a period of 1 year with effect from the date of the Annual General Meeting."

Regd. Office:

310, Gokul Arcade-B
Subhash Road, Vile Parle (E),
Mumbai – 400 057

Date: September 4th, 2015

Place: Mumbai

Notes:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Members are requested to bring their Attendance Slip while attending the Annual General Meeting.

By Order of the Board
For Gaurav Mercantiles Limited

Subhash Jhavarilal Purohit
Company Secretary

4. Members are requested to write their Folio Numbers on the attendance slip for attending the meeting.
5. The Company has appointed System Support Services Pvt Ltd as Registrars and Share transfer Agents for the Company. Members are requested to intimate the changes if any, in their address, e-mail address, bank mandate etc. to the Company's Registrars.
6. Government of India in Ministry of Corporate Affairs has announced "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies.
Members are requested to support the Green Initiative by the Government and get their email addresses registered with System Support Services Pvt. Ltd. (Registrars).
7. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
10. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars.
11. For any assistance or information about shares, members may contact the Company or the Registrars.
13. Members are requested to quote their Folio Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.
14. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
15. Member desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company at least seven days prior to the Meeting so as to enable the Company to provide appropriate response thereto at the Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing its members with the option of voting by electronic means the Board of Directors have appointed CS Mukesh Kumar Sarswat, Proprietor of M/s M. K. Sarswat & Associates, Company Secretaries who shall scrutinize the electronic voting process at the Annual General Meeting.

As the voting would be through electronic means, the Members who do not have access to e-voting, may send their assent or dissent in writing on the Ballot Form enclosed with the Annual Report. You are required to complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Mukesh Kumar Saraswat, Practicing Company Secretary, Scrutinizer, M/s M.K Sarswat & Associates, Office Address at 1st Floor JBF House-13, Old Post Office Lane Kalbadevi Road, Marine Line (East), Mumbai-400002 not later than, 29th September, 2015 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting, i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Mr. Mukesh Kumar Saraswat (Membership No. A28618), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process (including ballot form received from the members who do not have access to the e-voting facility) in a fair and transparent manner.

GAURAV MERCANTILES LIMITED

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and send it to the Chairperson of the Company.

The Results shall be declared at or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gmlmumbai.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Delhi Stock Exchange Ltd. (DSE) .

The Company has opted e-voting facility with CDSL.As per the information by R&T of our Company.

18. "RESOLVED THAT pursuant to the provisions of section 108 of Companies Act, 2013 the company has opted for e-voting facility with CDSL."

I. The instructions for e-voting are as under:

- (i) The e-voting period commences on, Sunday, 27th September, 2015 (9:00 am) and ends on Tuesday 29th September, 2015 (6:00 pm)., the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of 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 23rd September, 2015. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Gaurav Mercantiles Limited" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB #	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL. Physical shareholders and demat shareholders with NSDL DP will enter date of Birth as 01/01/1990
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as SYSSUP123

Please enter any one of the details in order to login.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN for "Gaurav Mercantiles Limited" on which you choose to vote.
- (xiii) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
 - * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

GAURAV MERCANTILES LIMITED

ANNEXURE TO THE NOTICE:

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

Item No 3

As per the provisions of Section 139 of the Companies Act, 2013 the M/s G. P. Agrawal & Co shall be appointed as statutory auditor to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM for the F. Y. ended 31.03.2019 of the Company (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

None of the Directors is anyway concerned or interested in the resolution.

Item No. 4.

As per the provisions of the Schedule V Part I (c) of the Companies Act, 2013 if a Managing or Whole Time Director is appointed, it has to be approved by an Ordinary resolution to be passed in General Meeting of the Company. The Board of Directors in their meeting held on 02nd January, 2015, have approved continuation of Mr. Dilip Trilokchand Bohra (having DIN No. 00286811) as a Whole Time Director and recommended the same for approval/ratification of the shareholders in the General Meeting as an Ordinary Resolution.

None of the Directors, Promoters, KMP are, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and relationship in between Mr. Pratap Singh Bohra, Mr. Tarun Bohra and Mr. Dilip Trilokchand Bohra.

The Company has received a notice in writing from a member proposing his candidature for the officer of Director, be and is hereby appointed as Whole-time Director of the Company whose period of office shall not be subject to retirement by way of rotation. The aforesaid appointment will be for a period of 1 year with effect from the date of the Annual General Meeting."

Accordingly, the resolution has been put up for your approval.

Registered Office:
310, Gokul Arcade-B
Subhash Road, Vile Parle (E),
Mumbai – 400 057

Place: Mumbai
Date: September 04th, 2015

By Order of the Board
For Gaurav Mercantiles Limited

Subhash Jhavarilal Purohit
(Company Secretary)

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have the pleasure in presenting their 30th Annual Report on the business and operations of the Company for the year ended 31st March, 2015 together with the audited accounts for the year ended 31-03-2015.

FINANCIAL RESULTS:

The financial results of the Company are summarized as under:

(Amount in INR)

Particulars	March 31, 2015	March 31, 2014
Income:		
Revenue from Operations	77,23,007	0
Other Income	54,27,062	29,78,378
Total Revenue (A)	1,31,50,069	29,78,378
Expenditure:		
Cost of Materials Consumed	73,95,924	0
Changes in Inventories of Finished goods	0	0
Employee Benefits Expenses	8,94,420	6,61,421
Finance Costs	16	0
Depreciation and Amortization Expenses	6,06,781	3,10,050
Operating & Other Expenses	19,90,776	10,62,452
Total Expenses (B)	1,08,87,917	20,33,923
Profit Before Tax (A-B)	22,62,152	9,44,455
Tax Expenses:		
(1) Current Tax	4,30,813	2,09,086
(2) Deferred Tax	(1,24,770)	(18,711)
Profit for the year	19,56,109	7,54,080
Appropriated as under:		
Dividend proposed	0	0
Tax on Proposed Dividend	0	0
General Reserve	0	0
Balance carried to Balance sheet	19,56,109	7,54,080
Total	19,56,109	7,54,080
Earnings per Equity Share		
(1) Basic	0.98	0.38
(2) Diluted	0.98	0.38

DIVIDEND:

The Directors have decided not to recommend any dividend for the year, so as to create sufficient reserves for future expansion of the Company.

RESERVES:

The Company has not created any specific reserve for the year under review.

OPERATIONS:

During the year under review, the Company earned total income Rs.131.50 lacs. After accounting for expenses, the Company earned a net profit of Rs.19.56 lacs during the year under review as against a profit of earlier year Rs.7.54 lacs. Your Directors hope to do better and starts its operations in the current year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:-

The company has not change its nature of business for the year under review.

GAURAV MERCANTILES LIMITED

DIRECTORS:

- a. Mr. Tarun Pratap Bohra holds office up to the date of the ensuing Annual General Meeting and retires by rotation and being eligible, offers himself for re-appointment. The Board of Directors recommends his appointment.

It has been proposed to make the composition of the Board in line with Section 152 of the Companies Act, 2013 on account of provisions of Section 152 (6) of the Companies Act, 2013.

- b. The Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Whole-time Director to Mr. Dilip Trilokchand Bohra (having DIN No. 00286811) of the Company whose period of office shall not be subject to retirement by way of rotation. The aforesaid appointment will be for a period of 1 year with effect from the date of the Annual General Meeting."

SHARE CAPITAL:

The paid up equity capital as on March 31, 2015 was Rs.2, 00, 00,000/- (Rupees Two Crores Only). The company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

FINANCE:

Cash and cash equivalents as at March 31, 2015 was Rs.1.94 Lacs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loan, guarantees or made any investments exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company is not coming under the criteria as mentioned in Section 135 of the Companies Act, 2013 which specifies the requirement of forming the Corporate Social Responsibility Committee.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- a) Conservation of Energy-NOT APPLICABLE
- (i) the steps taken or impact on conservation of energy
 - (ii) the steps taken by the company for utilizing alternate sources of energy
 - (iii) the capital investment on energy conservation equipment's

b) Technology absorption – NOT APPLICABLE

- (i) the efforts made towards technology absorption
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) the details of technology imported
 - (b) the year of import;
 - (c) whether the technology been fully absorbed
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof
- (iv) the expenditure incurred on Research and Development

(c) Foreign exchange earnings and Outgo:

During the period under review there was no foreign exchange earnings or out flow.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The directors have 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.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.gmlmumbai.com.

GAURAV MERCANTILES LIMITED

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

All Management Staff were given appropriate training in this regard.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations made in the report with regard to non filing of some forms were mainly due to ambiguity and uncertainty of the applicability of the same for the relevant period. However, the company would ensure in future that all the provisions are complied to the fullest extent.

AUDITORS:

The Auditors M/s G. P. Agrawal & Co, Chartered Accountants, (Firm Registration No. 302082E), Mumbai, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. M. K. Saraswat & Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure A"

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as "Annexure B" .

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators or Courts or Tribunal which would impact the going concern status of the Company and its future operation.

SAFETY & HEALTH – PERFORMANCE & INITIATIVES

As part of Company's Safety Excellence Journey which aims to achieve ultimate Goal of Zero Injuries to its employees and all stakeholders associated with the Company's operations, Company provides a safe and healthy workplace focusing on creating right Safety Culture across the organization.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For and on behalf of the
Board of Directors

Place: Mumbai
Date: 28th May, 2015

Pratap Singh Bohra
Chairman cum Director

GAURAV MERCANTILES LIMITED

Annexure A to Boards Report

SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2015

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

To,
The Members,
M/s. Gaurav Mercantiles Limited
310, Gokul Arcade B,
Subhash Road, Vile Parle (E)
Mumbai - 400 057.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gaurav Mercantiles Limited (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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents 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 on 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 M/s Gaurav Mercantiles Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

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.

Majority decision is carried through while the dissenting members' views are captured and 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.

Mumbai
May 28, 2015

M.K. Sarswat & Associates
Practising Company Secretary
COP No.: 10856

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
GAURAV MERCANTILES LIMITED
310, Gokul Arcade B,
Subhash Road Vile Parle (E)
Mumbai - 400 057.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Mumbai
May 28, 2015

M.K. Sarswat & Associates
Practising Company Secretary
COP No.: 10856

GAURAV MERCANTILES LIMITED**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L74130MH1985PLC178592
2	Registration Date	31-05-1985
3	Name of the Company	GAURAV MERCANTILES LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	310 GOKUL ARCADE-B,SUBHASH ROAD,VILE PARLE-E,MUMBAI-400 057.
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S SYSTEM SUPPORT SERVICES , Gala No-209, Shivaji Industrial Estate,Andheri -Kurla Road, Saki Naka,Andheri East, Mumbai-400 072.

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)

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Scrap of Iron & steel,Cast iron,Propler,Aluminium,Copper etc.	3830	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name&Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NOT APPLICABLE	NA	NA	NA	NA
2					
3					

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 [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	13,29,500	13,29,500	66.48%	11,06,900	2,21,400	13,28,300	66.42%	-0.09%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	1,200	-	1,200	0.06%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	0.00%	-	0.00%	0.00%	-	-	0.00%	0.00%
Sub Total (A) (1)	-	13,29,500	13,29,500	66.48%	11,08,100	2,21,400	13,29,500	66.48%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	13,29,500	13,29,500	66.48%	11,08,100	2,21,400	13,29,500	66.48%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	57,700	57,700	2.89%	70,200	-	70,200	3.51%	21.66%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	5,36,600	5,36,600	26.83%	62,300	4,03,350	4,55,650	23.28%	-13.22%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	76,200	76,200	3.81%	64,750	69,900	1,34,650	6.73%	76.71%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - CFI	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	6,70,500	6,70,500	33.53%	1,97,250	4,73,250	6,70,500	33.53%	0.00%
Total Public (B)	-	6,70,500	6,70,500	33.53%	1,97,250	4,73,250	6,70,500	33.53%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	-	20,00,000	20,00,000	100.00%	13,05,350	6,94,650	20,00,000	100.00%	0.00%

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(ii) Shareholding of Promoter

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BOHRA EXPORTS (P) LTD	1200	0.06%	0	1200	0.06%	0	0.00%
2	GULAB DEVI BOHRA	12400	0.62%	0	12400	0.62%	0	0.00%
3	NIKHIL BOHRA	195000	9.75%	0	195000	9.75%	0	0.00%
4	PRATAP SINGH BOHRA	568900	28.35%	0	568900	28.35%	0	0.00%
5	TARUN BOHRA	195000	9.75%	0	195000	9.75%	0	0.00%
6	TRILOK CHAND BOHRA	14000	0.70%	0	14000	0.70%	0	0.00%
7	VIVEK P. BOHRA	345000	17.25%	0	345000	17.25%	0	0.00%

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

NOT APPLICABLE

Sl. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	NA	NA	NA	0.00%	NA	0.00%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year				0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	TRIACE INFRASTRUCTURE PVT. LTD						
	At the beginning of the year	01-04-2014		57,700	2.89%	-	0.00%
	Changes during the year	20-03-2015	Transfer	12,500	0.63%	-	0.00%
	At the end of the year	31-03-2015		70,200	3.51%	-	0.00%
2	ARUN MANDAVIYA						
	At the beginning of the year	01-04-2014		15,400	0.77%	-	0.00%
	Changes during the year	30-06-2014	Transfer	2,800	0.14%	-	0.00%
	At the end of the year	31-03-2015		18,200	0.91%	-	0.00%
3	SHAH SATISH CHUNILAL						
	At the beginning of the year	01-04-2014		14,000	0.70%	-	0.00%
	Changes during the year		Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-2015		14,000	0.70%	-	0.00%

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4	ARUN MANDAVIYA - HUF						
	At the beginning of the year	01-04-2014		12,600	0.63%	-	0.00%
	Changes during the year	30-06-2014	Transfer	2,400	0.12%	-	0.00%
	At the end of the year	31-03-2015		15,000	0.75%	-	0.00%
5	TRUPTI MANDAVIYA						
	At the beginning of the year	01-04-2014		12,600	0.63%	-	0.00%
	Changes during the year	30-06-2014	Transfer	-	0.00%	-	0.00%
	At the end of the year	31-03-2015		12,600	0.63%	-	0.00%
6	KRISHAN KUMAR NAGPAL						
	At the beginning of the year	01-04-2014		11,500	0.58%	-	0.00%
	Changes during the year	30-06-2014	Transfer	2,500	0.13%	-	0.00%
	At the end of the year	31-03-2015		14,000	0.70%	-	0.00%
7	NEERAJ GARG						
	At the beginning of the year	01-04-2014		-	0.00%	-	0.00%
	Changes during the year	27-03-2015	Transfer	14,500	0.73%	-	0.00%
	At the end of the year	31-03-2015		14,500	0.73%	-	0.00%
8	HIMANSHU R BHOSLE						
	At the beginning of the year	01-04-2014		-	0.00%	-	0.00%
	Changes during the year	20-03-2015	Transfer	13,000	0.65%	-	0.00%
	At the end of the year	31-03-2015		13,000	0.65%	-	0.00%
9	HEMLATA						
	At the beginning of the year	01-04-2014		-	0.00%	-	0.00%
	Changes during the year	27-03-2015	Transfer	11,000	0.55%	-	0.00%
	At the end of the year	31-03-2015		11,000	0.55%	-	0.00%
10	RUCHI SHYAMSUNDER SHARMA						
	At the beginning of the year	01-04-2014		-	0.00%	-	0.00%
	Changes during the year	27-03-2015	Transfer	12,250	0.61%	-	0.00%
	At the end of the year	31-03-2015		12,250	0.61%	-	0.00%

(v) Shareholding of Directors and Key Managerial Personnel:

S. N.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the end of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Pratap Singh Bohra						
	At the beginning of the year	01-04-2014		5,66,900	28.35%	-	0.00%
	Changes during the year	31-03-2015		-	0.00%	-	0.00%
	At the end of the year	31-03-2015		5,66,900	28.35%	-	0.00%
2	Kamal Singh Bald						
	At the beginning of the year	01-04-2014		-	0.00%	-	0.00%
	Changes during the year	31-03-2015		-	0.00%	-	0.00%
	At the end of the year	31-03-2015		-	0.00%	-	0.00%
3	Terun Pratap Bohra						
	At the beginning of the year	01-04-2014		1,95,000	9.75%	-	0.00%
	Changes during the year	0		-	0.00%	-	0.00%
	At the end of the year	31-03-2015		1,95,000	9.75%	-	0.00%

GAURAV MERCANTILES LIMITED

4	Jagdishchandra Ghumara						
	At the beginning of the year	01-04-2014	0	-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2015		-	0.00%	-	0.00%
5	Rachana Tiwari						
	At the beginning of the year	01-04-2014	0	-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2015		-	0.00%	-	0.00%
6	Dilip Trilokchand Bohra						
	At the beginning of the year	01-04-2014	0	-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2015		-	0.00%	-	0.00%
7	Subhash J. Purohit						
	At the beginning of the year	01-04-2014	0	-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2015		-	0.00%	-	0.00%

V. INDEBTEDNESS

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

(Rs.in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	-
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	-	Nil	-
Change in Indebtedness during the financial year				
* Addition	Nil	-	Nil	-
* Reduction	Nil	Nil	Nil	Nil
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	-
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	-	Nil	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs.in Lakhs)
		Name	Designation	
		Dilip Trilokchand Bohra	Whole Time Director	
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	-		-
	Total (A)	-		-
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs.in Lakhs)
		Kamal Singh Baid	Jagdishchandra Ghumara	Hachana Tiwari	
1	Independent Directors				-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	Tarun Pratap Bohra	Pratap Singh Bohra		-
	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	-	-	-	-

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs.in Lakhs)
		Name		Subhash Jhavarilal Purohit	
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	1.73	1.73
	(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	-	-	-	-
	Total	-	-	1.73	1.73

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: No penalties or punishment has been levied by authority

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 Compounding					
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

CORPORATE GOVERNANCE:

1. Company's Philosophy on Code of Corporate Governance

The Company believes that good Corporate Governance is essential to achieve long-term corporate goals and to enhance stakeholder's value. The Company's philosophy on good corporate governance envisages a combination of business practices that results in enhancement of the value of the Company to the shareholders and simultaneously enables the Company to fulfil its obligations to other stakeholders such as customers, employees, financiers and to the society at large. The Company firmly believes that such practices are founded upon the core values of transparency, professionalism, empowerment, equity and accountability.

The Company makes best endeavours to uphold and nurture these core values in all facets of its operations and aims to increase and sustain its corporate value through growth and innovation.

The Company is fully committed to and continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Agreement.

2. Board of Directors:

A. Composition, Category of Directors and their other directorship as on March 31, 2015.

Name of the director	Category of directorship	No. of directorship in other public companies and Pvt. Companies
Mr. Pratap Singh Bohra	Promoter, Non Executive Director and Chairman	4
Mr. Kamal Singh Baid	Non Executive Independent Director	3
Mr. Tarun Pratap Bohra	Promoter, Non Executive Director	0
Mr. Jagdishchandra Ghumara	Independent Director	5
Smt. Rachana Tiwari	Independent Director	1
Mr. Dilip Trilokchand Bohra	Whole-Time Director	2

B. Number of Board Meetings

There has been 5 meeting of Board of Directors in the Financial Year 2014-2015 as under. The dates of the Board meeting are: 28/05/2014, 11/08/2014, 14/11/2014, 02/01/2015 and 28/01/2015.

C. Directors' attendance record:

Name of the director	Board meetings attended during the year	Whether attended last AGM
Mr. Pratap Singh Bohra	5	Yes
Mr. Kamal Singh Baid	5	Yes
Mr. Tarun Pratap Bohra	3	Yes
Mr. Jagdishchandra Ghumara	3	Yes
Smt. Rachana Tiwari	2	Yes
Mr. Dilip Trilokchand Bohra	0	No

3. Committees of the Board

A. Audit Committee

i) Terms of Reference:

Apart from all the matters provided in clause 49 of the listing agreement and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

GAURAV MERCANTILES LIMITED

ii) Composition:

The Audit committee consists of three directors, Shri Kamal Singh Baid, Shri Pratap Singh Bohra, and Shri Jagdishchandra Hansraj Ghumara. The committee met 4 times during the year. The attendance record of the members at the meeting were as follows

Name of the member	Designation	No. of meeting attended
Shri.Kamal Singh Baid	Chairman	4
Shri Pratap Singh Bohra	Member	4
Shri Jagdishchandra Hansraj Ghumara	Member	2

B. Nomination & Remuneration Committee and policy:

The nomination & remuneration committee for appointment & remuneration of executive directors was constituted with effect from 14/11/2014 with Shri Kamal Singh Baid as chairman. The committee comprises of three Directors.

Name of the member	Designation
Shri.Kamal Singh Baid	Chairman
Shri Pratap Singh Bohra	Member
Shri Jagdishchandra Hansraj Ghumara	Member

The committee have met one time on 02/01/2015 during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows

Name of the member	Designation	No. Of meeting attended
Shri.Kamal Singh Baid	Chairman	1
Shri Pratap Singh Bohra	Member	1
Shri Jagdishchandra Hansraj Ghumara	Member	1
Smt. Rachana Tiwari	Member	1

The Company has not paid any remuneration and sitting fees to any of the Directors during the financial year 2014-15.

The terms of reference of the Nomination and Remuneration Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

c) Shareholders/ Investors' Grievance Committee:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee" on 14/11/2014"

The composition of committee is given below

Name	Category
Shri Pratap Singh Bohra	Chairman & Non Executive Director
Shri.Kamal Singh Baid	Member
Smt. Rachana Tiwari	Member

During the year 2014-15 the Stakeholders' Relationship Committee (Formerly Shareholders/Investors Grievance committee) has met three times on 05/04/2014, 14/11/2014 and 10/03/2015. Further the committee has not received any complaint during the year under review.

The terms of reference of the Committee are:

- Transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

Management discussion and analysis report forms part of this Annual Report

4. Disclosures:

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of noncompliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

5. Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

6. Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances.

7. Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.gmlmumbai.com

GAURAV MERCANTILES LIMITED

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

All Management Staff were given appropriate training in this regard.

8. **Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

9. **Vigil Mechanism / Whistle Blower Policy**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

10. **Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

11. **SHAREHOLDERS:**

a. **Means of Communication:**

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper viz. "Navshakti" and one English news paper viz. "The Free Press Journal". Also they are uploaded on the company's website www.gmlmumbai.com The results are published in accordance with the guidelines of the Stock Exchanges.

b. **Share Transfers Agents:**

M/S SYSTEM SUPPORT SERVICES , Regd. Office:- Gala No-209, Shivai Industrial Estate, Andheri - Kurla Road, Saki Naka, Andheri East, Mumbai-400 072.

c. **Share Transfer System:**

Share Transfer request are registered within an average period of 10 to 15 days from the date of receipt.

d. General Body Meetings:

Details of last three Annual General Meetings are as under.

Financial Year	Date	Time	Venue
2013-14	30/09/2014	10.00 a.m.	310 Gokul Arcade-B, Subhash Road, Vile Parle-E, Mumbai-400057.
2012-13	23/09/2013	10.00 a.m.	310 Gokul Arcade-B, Subhash Road, Vile Parle-E, Mumbai-400057.
2011-12	28/09/2012	10.00 a.m.	310 Gokul Arcade-B, Subhash Road, Vile Parle-E, Mumbai-400057.

e. Postal Ballot:

For the year ended March 31, 2015 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

12. Additional shareholders information:**a) Annual General Meeting**

Date: 30/09/2015

Venue: 310 Gokul Arcade-B, Subhash Road, Vile Parle-E, Mumbai-400 057.

Time: 10:30 AM

b) Financial Year

Financial Calendar: Financial Year from April 1, 2015 to March 31, 2016

For the Financial Year 2015-16	Tentative Date of Announcement of Audited Financial Results
First Quarter ended as on June 30, 2015	2nd Week of August 2015
Second Quarter and Six Months ended as on September 30, 2015	2nd Week of November 2015
Third Quarter and Nine Months ended as on December 31, 2015	5th Week of January 2016
Fourth Quarter and Financial Year ended as on March 31, 2016	5th Week of May 2016
31st Annual General Meeting	5th Week of September 2016

c) Book Closure:

The register of members and share transfer books of the company shall remain closed from 23/09/2015 to 30/09/2015 (Both days inclusive) for Annual General Meeting.

d) Dividend Payment Date

Not Declared.

e) Listing in stock exchanges and stock codes

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

Name of the stock Exchanges	Scrip Code No.
Delhi Stock Exchange	4941

The ISN number allotted to the company for demat of shares are as under.

NSDL: INE641R01017

CDSL: INE641R01017

GAURAV MERCANTILES LIMITED

f) Stock data:

Delhi Stock Exchange has placed your Company on the dissemination board of Nationwide Stock Exchange. As per SEBI guidelines, now your Company will be treated as Unlisted Company.

g) Share Holding Pattern:

Serial No.	Category	No. of shares	% of shareholding
1	Promoters	13,29,500	66.475
2	Bank, Public Financial Institutions & Insurance Companies	—	—
3	Corporate Bodies-Domestic	70,200	3.510
4	NRIs/FIIs/OCBs	—	—
5	Indian Public & Others	6,00,300	30.015
	TOTAL	20,00,000	100

h) Shares held in physical and dematerialized form:

As on March 31, 2015, 65.27 % of shares were held in dematerialized form and the rest in physical form.

i) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity.

NIL.

j) Plant Location:

Not applicable.

k) Address for correspondence:

310 Gokul Arcade-B, Subhash Road, Vile Parle-E, Mumbai-400 057.

E-Mail: info@gmlmumbai.com/cs@gmlmumbai.com, Website: www.gmlmumbai.com

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirements of Clause 49 of the Listing Agreement, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2015.

For Gaurav Mercantiles Limited

Place: Mumbai
Date: 28/05/2015

Pratap Singh Bohra
Chairman cum Director

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of **Gaurav Mercantiles Limited**

We have examined the compliance of conditions of Corporate Governance by **M/s Gaurav Mercantiles Limited** for the year ended March 31, 2015 stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

For G.P. Agrawal & Co.
Chartered Accountants

CA Pradeep Samal
Partner
Membership No: 061353

Mumbai
28th May 2015.

GAURAV MERCANTILES LIMITED

Management Discussion and Analysis Report (MDAR) for the year ended 31st March, 2015

– Industry structure and developments

Indian economy is going through a period of rapid 'financial liberalisation'. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products.

Over the years, our company has built a strong presence in the market through its cumulative experience, strong distribution network as well as sound systems and processes.

– Opportunities and threats

Being a Trading company, our company is exposed to specific risks that are particular to its business and the environment within which it operates including interest rate volatility, economic cycle, and market risk.

– Segment-wise or product-wise performance

During the year under review, Company has achieved an overall turnover through trading activities.

– Outlook

The presence of a stable government at the centre will be a major catalyst in taking major decisions which would pushforward the pace of reforms and thereby directly improving the macro-economic environment. It is now being forecasted that in the near future, the Indian economy will become the fastest growing emerging market.

The Government is looking at easing investment conditions in India and focusing on project clearances. Also, 2015 is expected to see a rush of foreign direct investments (FDI) coming into India supported by FII inflows, thanks to liberalising the defence, insurance and construction sectors. It is expected that Government's major structural/economic liberalization policies will be reflected in 2015 Union Finance Budget and the same is expected to further boost the industry sentiments.

– Risks and areas of concern

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

– Internal control systems and their adequacy

The Company has carried out the internal audit in-house and has ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorised, recorded and reported. Exercises for safeguarding assets and protection against unauthorised use are undertaken from time to time. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. All these measures are continuously reviewed by the management and as and when necessary improvements are effected.

– Discussion on financial performance with respect to operational performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Further, the financial performance during the year under reference has been impressive in terms of sales. There has been a decent increase in the turnover and the volume of profits.

– Material developments in human resources/industrial relations front, including number of people employed.

The company had sufficient numbers of employees at its administrative office. The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The company enjoyed excellent relationship with workers and staff during the last year.

Cautionary Statement.

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic concitions, Government policies and other incidental factors.

INDEPENDENT AUDITORS' REPORT

To the Members of **M/S GAURAV MERCANTILES LIMITED.**

Report on the Financial Statements:

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

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 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 these 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 thereunder.

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 Board of 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 statements.

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, of the state of affairs of the Company as at March 31, 2015, and its profit and its 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 section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:

GAURAV MERCANTILES LIMITED

- 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 appears from our examination of those books ;
- c) The Balance Sheet and Statement of Profit and Loss 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 written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditors' 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 has disclosed the impact of pending litigations on its financial position in its financial statements as of March 31, 2015;
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For G.P. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
(F. R. No. 302082E)

(CA. PRADEEP SAMAL)

PARTNER
Membership No. 061353
245, Kuber Complex
New Link Road,
Andheri (West),
Mumbai - 400 053

Dated: The 28th Day of May, 2015.

ANNEXURE TO THE AUDITORS' REPORT.

Referred to in paragraph A of the Auditor's Report to the members of **M/s Gaurav Mercantiles Limited** on the Accounts for the year ended 31st March 2015.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the Company has a programme of physically verifying all of its fixed assets once in a period of three years, and in accordance therewith, major portion of fixed assets were physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) During the year no substantial part of fixed assets have been disposed off by the company.

- (ii) (a) As explained to us, the company does not have any inventory in the current financial year.
- (b) As there is no stock of inventory of the company during the year, the procedures of physical verification and maintenance of records of inventories is not applicable to the company.
- (iii) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) and (iii)(b) of paragraph 3 of the said order are not applicable to the Company.
- (iv) On the basis of information and explanations given to us, we are of the opinion the Company has an adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and does not have any unclaimed deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) The provisions of clause 3 (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Audit) Rules, 2014.
- (vii) (a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including investor education protection fund, employee's state insurance, income tax, TDS, wealth tax, custom duty, cess and other material statutory dues applicable to it except sales tax demand of Rs.73,559/- as per order dated 12.11.2014 for the FY 2011-12. According to the information and explanations given to us, there are no undisputed arrears of statutory dues which was outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
- (b) The According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of any dispute.
- (c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses and has not incurred cash losses in the current Financial Year and no cash losses were incurred in the immediately preceding Financial Year.
- (ix) In our opinion, and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) On the basis of our examination and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from banks or financial institutions.
- (xi) According to the information and explanations given to us, the Company did not avail any term loan during the year.
- (xii) To the best of our knowledge and belief and according to the information and explanation given to us, no fraud, on or by the company, has been noticed or reported during the year that causes the financial statements materially misstated.

For G.P. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
(F. R. No. 302082E)

(CA. PRADEEP SAMAL)
PARTNER
Membership No. 061353
245, Kuber Complex
New Link Road,
Andheri (West),
Mumbai - 400 053

Dated: The 28th Day of May, 2015.

GAURAV MERCANTILES LIMITED

Balance Sheet as at 31st March, 2015

(Amount in INR)

Particulars	Note No.	As on 31st March 2015	As on 31st March 2014
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	1	2,00,00,000	2,00,00,000
(b) Reserves and surplus	2	3,19,78,697	3,00,71,136
2 Share application money pending allotment		-	-
3 Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred Tax Liabilities (Net)	3	2,64,261	3,89,031
(c) Other Long term liabilities	4	53,197	42,093
(c) Long Term Provisions		-	-
4 Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	5	47,629	1,45,663
(d) Short Term Provisions	6	33,908	3,897
TOTAL		5,23,77,691	5,06,51,821
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	7	13,34,790	19,90,120
(ii) Intangible assets		-	-
(b) Non-current investments	8	1,01,75,515	1,06,88,705
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets	9	11,38,912	12,37,592
2 Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	10	-	21,87,500
(d) Cash and cash equivalents	11	1,93,591	98,77,713
(e) Short-term loans and advances	12	3,94,32,899	2,17,55,454
(f) Other current assets	13	1,01,984	29,14,736
TOTAL		5,23,77,691	5,06,51,821

Significant Accounting Policies and Notes to Financial Statements 1 to 21

As per our report of even date attached
For G. P. Agrawal & Co.
Chartered Accountants

CA Pradeep Samal
Partner
 Membership No. 061353
 Firm Reg. No. 302082E

Place: Mumbai
 Date : 28th May 2015

For and on behalf of the Board of Directors

Pratap Singh Bohra **Dilip Trilokchand Bohra**
Director *Director*
 DIN 00122472 DIN 00286811

Subhash Jhavarilal Purohit
Company Secretary

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

(Amount in INR)

Particulars	Refer Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
I Revenue from operations	14	77,23,007	-
II Other income	15	54,27,062	29,78,378
III Total Revenue (I + II)		1,31,50,069	29,78,378
IV Expenses:			
Cost of materials consumed	16	73,95,924	-
Changes in Inventories of finished goods		-	-
Employee benefits expense	17	8,94,420	6,61,421
Finance costs	18	16	-
Depreciation and amortization expense	7	6,06,781	3,10,050
Operating & Other expenses	19	19,90,776	10,62,452
Total expenses		1,08,87,917	20,33,923
V Profit before exceptional and extraordinary items and tax (III-IV)		22,62,152	9,44,455
VI Exceptional items		-	-
VII Profit before extraordinary items and tax (V - VI)		22,62,152	9,44,455
VIII Extraordinary Items		-	-
IX Profit before tax (VII- VIII)		22,62,152	9,44,455
X Tax expense:			
(1) Current tax		4,30,813	2,09,086
(2) Deferred tax		(1,24,770)	(18,711)
XI Profit (Loss) for the period from continuing operations (IX-X)		19,56,109	7,54,080
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		19,56,109	7,54,080
XVI Earnings per equity share:			
(1) Basic		0.98	0.38
(2) Diluted		0.98	0.38

Significant Accounting Policies and Notes to Financial Statements 1 to 21

As per our report of even date attached

For G. P. Agrawal & Co.
Chartered Accountants

CA Pradeep Samal
Partner
Membership No. 061353
Firm Reg. No. 302082E

Place: Mumbai
Date : 28th May 2015

For and on behalf of the Board of Directors

Pratap Singh Bohra **Dilip Trilokchand Bohra**
Director Director
DIN 00122472 DIN 00286811

Subhash Jhavarilal Purohit
Company Secretary

GAURAV MERCANTILES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2015

PARTICULARS	For the year ended March 2015 AMOUNT (Rs.)	For the year ended March 2014 AMOUNT (Rs.)
Cash Flow from operating activities		
Net profit before taxation	22,62,152	9,44,455
Adjustments for non cash Expenses and Item shown Separately:		
Depreciation	6,06,781	3,10,050
Interest Income	(33,26,819)	(12,70,603)
Interest Expense	16	-
Dividend income	(1,570)	(34,828)
Retirement Benefit (Gratuity)	11,015	42,182
Profit On sale Of investment	(19,07,254)	(3,40,200)
Profit on sale of Fixed Assets	-	-
Operating Profit before working capital adjustments	(A) (23,55,679)	(3,48,944)
Working Capital Adjustments		
(Increase) / Decrease in Trade Receivables	21,87,500	40,00,000
(Increase) / Decrease In Inventories	-	-
(Increase) / Decrease in Short Term Loans & Advances	(1,76,77,445)	70,48,202
(Increase) / Decrease in Long Term Loans & Advances	-	-
(Increase) / Decrease in other Non Current Assets	98,680	(73,415)
(Increase) / Decrease in other current assets	28,12,752	(27,87,992)
Increase / (Decrease) In Trade Payables & Other Liabilities	(97,945)	(47,387)
Increase / (Decrease) In Short term Provisions	30,011	(784)
Operating Loss After working capital adjustments	(B) (1,26,46,447)	81,38,623
Cash from operations (A+B) =	(C) (1,50,02,126)	77,89,680
Taxes Paid	(D) 4,30,813	2,59,595
Deferred Tax		
Net Cash Flows from Operating Activities (C - D) =	(E) (1,54,32,939)	75,30,085
Cash Flow From Investing Activities		
Purchase of Fixed Assets	-	(12,761)
Sale of Invesments	24,20,444	5,45,161
Interest Received	33,26,819	12,70,603
Dividend Income	1,570	34,828
Sale of non current investments	-	-
Net Cash Flows from Investing Activities	(F) 57,48,833	18,37,831
Cash from Financing Activities		
Repayment of Short term Borrowings	-	-
Interest Paid	(16)	-
Net Cash from Financing activities	(G) (16)	-
Net Increase/(decrease) in cash & cash equivalents (E+F+G)	(96,84,122)	93,67,916
Cash & cash equivalents at beginning of the period	98,77,713	5,09,798
Cash & cash equivalents at end of the period	1,93,591	98,77,713

As per our report of even date attached

For G. P. Agrawal & Co.
Chartered Accountants
CA Pradeep Samal
Partner

Membership No. 061353

Firm Reg. No. 302082E

Place: Mumbai

Date : 28th May, 2015

For and On Behalf of Board of Directors

Pratap Singh Bohra
Director

DIN no.00122472

Dilip Trilokchand Bohra
Director

DIN 00286811

Subhash Jhavarilal Purohit
Company Secretary

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note 1 SHARE CAPITAL

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Rupees	Number	Rupees
Authorised				
10,000,000 Equity Shares of Rs.10 each (Previous Year 10,000,000 Equity Shares of Rs.10 each)	10000000	10,00,00,000	10000000	10,00,00,000
Issued				
2,000,000 Equity Shares of Rs.10 each (Previous Year 2,000,000 Equity Shares of Rs.10 each)	2000000	2,00,00,000	2000000	2,00,00,000
Subscribed & Paid up				
2,000,000 Equity Shares of Rs.10 each (Previous Year 2,000,000 Equity Shares of Rs.10 each)	2000000	2,00,00,000	2000000	2,00,00,000
Total	2000000	2,00,00,000	2000000	2,00,00,000

Note 1 A Share holders holding more than 5 % of total share capital

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. PRATAP SINGH BOHRA	5,66,900	28.35	5,66,900	28.35
Mr. NIKHIL BOHRA	1,95,000	9.75	1,95,000	9.75
Mr. VIVEK BOHRA	3,45,000	17.25	3,45,000	17.25
Mr. TARUN BOHRA	1,95,000	9.75	1,95,000	9.75
TOTAL	13,01,900		13,01,900	

Particulars

As at
31 March 2015
Rupees

As at
31 March 2014
Rupees

Note 2 RESERVES & SURPLUS

a. General Reserves

Opening Balance	2,00,00,000	2,00,00,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	<u>2,00,00,000</u>	<u>2,00,00,000</u>

b. Surplus

Opening balance	1,00,71,136	93,17,056
(+) Net Profit/(Net Loss) For the current year	19,56,109	7,54,080
(-) Depreciation Adjusted as per Schedule II	48,549	-
Closing Balance	<u>1,19,78,697</u>	<u>1,00,71,136</u>
Total	<u>3,19,78,697</u>	<u>3,00,71,136</u>

GAURAV MERCANTILES LIMITED

Particulars	As at 31 March 2015 Rupees	As at 31 March 2014 Rupees
Note - 3 Calculation of Deferred Tax Asset / Liability for Financial year 2014-15		
Statement showing deferred tax Asset / (Liability)		
FOR FIXED ASSETS		
Depreciation As per Companies Act	6,06,781	3,10,050
Depreciation As per Income Tax Act	2,14,008	2,49,497
Difference	(3,92,773)	(60,553)
Gratuity Provision	(11,015)	-
Total	(4,03,788)	(60,553)
Tax @ 30%	(1,21,136)	(18,166)
Add : Surcharge 5%		
Add : Education Cess 3%	(3,634)	(545)
Total Tax	(1,24,770)	(18,711)
Add: Opening Balance	3,89,031	4,07,742
TOTAL	2,64,261	3,89,031
Note 4 OTHER LONG TERM NON-CURRENT LIABILITIES		
Gratuity Provision	53,197	42,093
TOTAL	53,197	42,093
Note 5 OTHER CURRENT LIABILITIES		
(a) Other payables		
TDS Payable	1,885	1,124
Professional Tax	1,000	550
Trade Payable-Others	44,944	1,43,900
Gratuity Provision	-	89
b) Other Loans & Advances	-	-
TOTAL	47,629	1,45,663
Note: 6 SHORT TERM PROVISION		
Outstanding Expenses	33,908	3,897
TOTAL	33,908	3,897

GAURAV MERCANTILES LIMITED
Note 7 FIXED ASSETS

	Fixed Assets		Gross Block		Accumulated Depreciation			Net Block	
	Balance as at 1 April 2014	Balance as at 31 March 2015	Balance as at 1 April 2014	Balance as at 31 March 2015	Balance as at 1 April 2014	Charge for the period	Adjusted against Retained Earnings	Balance as at 31 March 2015	Balance as at 31 March 2014
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
a. Tangible Assets									
Buildings	7,32,865	7,32,865	-	-	2,19,235	10,442	-	2,29,677	5,13,650
Plant and Machinery	2,53,835	2,53,835	-	-	2,08,620	3,154	-	2,11,784	45,216
Furniture and Fixtures	1,35,150	1,35,150	-	-	80,743	13,353	541	94,637	55,987
Vehicles	27,50,208	27,50,206	-	-	15,31,207	5,55,761	-	20,86,968	12,16,099
Office equipment	3,42,162	3,42,162	-	-	2,77,765	3,099	48,008	3,28,872	64,357
Electronic Equipment	71,833	71,833	-	-	8,362	7,980	-	16,342	53,471
Air Conditioners	19,000	19,000	-	-	5,418	3,141	-	8,559	13,582
Computers	25,590	25,590	-	-	8,172	9,641	-	18,013	17,418
Total	43,31,642	43,31,642	-	43,31,642	23,41,522	6,06,781	48,549	29,96,852	13,34,790
Previous Year	43,18,681	43,31,642	12,761	43,31,642	20,31,472	3,10,050	-	23,41,522	18,90,120
									22,87,409

GAURAV MERCANTILES LIMITED

Particulars	As at 31 March 2015 Rupees	As at 31 March 2014 Rupees		
Note B NON CURRENT INVESTMENTS				
A Other Investments (Refer B below)				
(a) Investment Properties	-	-		
(b) Investment in Equity instruments	1,01,75,515	1,06,88,705		
(c) Investments in preference shares	-	-		
(d) Investments in Government or Trust securities	-	-		
(e) Investments in debentures or bonds	-	-		
(f) Investments in Mutual Funds	-	-		
(g) Investments in partnership firms	-	-		
(h) Other non-current investments (specify nature)	-	-		
Total	1,01,75,515	1,06,88,705		
Less : Provision for diminution in the value of Investments	-	-		
TOTAL	1,01,75,515	1,06,88,705		
Aggregate amount of quoted investments (Market value of Rs.1,85,522/- (Previous Year Rs.18,19,165/-))	55,215	5,68,405		
Aggregate amount of unquoted investments	1,01,20,300	1,01,20,300		
B Details of Other Investments				
	No. of Shares		Amount	
	2015	2014	2,015	2,014
(a) Investment in Equity Instruments				
Quoted (Fully Paid)				
Bharat Forge Ltd.	-	2,000	-	36,083
Glodyne Technoserv Ltd.	-	1	-	56
Gujarat Sidhee Cement Ltd. (Quantity of Shares reduced due to reduction of capital by Company)	-	15,075	-	3,27,796
Kamanwala Housing Construction Ltd.	11,043	14,124	55,215	70,620
Peninsula Land Ltd.	-	250	-	13,000
Spice Mobility Ltd.	-	3,800	-	95,950
Tata Iron & Steel Co. Ltd.	-	157	-	24,900
Unquoted (Fully Paid)				
Har Pratap Steel Ltd.	2,000	2,000	20,000	20,000
Marnite Polycast Ltd.	1,500	1,500	15,000	15,000
Nagarjuna Fertilizers & Chemicals Ltd.	330	330	3,300	3,300
Prucential Moulisugar Ltd.	1,900	1,900	76,000	76,000
Rezcom Realty Pvt.Ltd.	10,00,000	10,00,000	1,00,00,000	1,00,00,000
Vadilal Dairy Int. Ltd.	200	200	6,000	6,000
TOTAL			1,01,75,515	1,06,88,705

ANNUAL REPORT 2014-2015

Particulars	As at 31 March 2015 Rupees	As at 31 March 2014 Rupees
Note 9 NON CURRENT ASSETS - OTHER		
a. Others		
Secured, considered good	-	-
Unsecured, considered good	10,88,912	11,87,592
Considered doubtful	-	-
Less: Provision for doubtful debts	-	-
b. Other Bank Balances		
Bank deposits with more than 12 months maturity	50,000	50,000
TOTAL	11,38,912	12,37,592
Note 10 TRADE RECEIVABLE		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	-	21,87,500
Less: Provision for doubtful debts	-	-
TOTAL	-	21,87,500
Note 11 CASH & CASH EQUIVALENTS		
a. Balances with banks	1,62,776	7,97,086
b. Cash on hand	30,815	80,628
c. Deposits with Bank (Maturity With Less than 3 months)	-	90,00,000
TOTAL	1,93,591	98,77,713
Note 12 SHORT TERM LOANS AND ADVANCES		
Others		
Secured, considered good	-	-
Unsecured, considered good	3,94,32,899	2,17,55,454
considered doubtful	-	-
TOTAL	3,94,32,899	2,17,55,454
Note 13 OTHER CURRENT ASSETS		
Other Current Assets		
Span Margin For Derivative	-	28,07,513
Kotak Securities Ltd	(35)	99
Prepaid Expenses	8,752	10,741
Prepaid Profession Tax	6,000	8,000
Interest Accrued but not due	18,351	19,468
Balance with Excise Department	68,916	68,916
TOTAL	1,01,984	29,14,736

GAURAV MERCANTILES LIMITED

Particulars	For the year ended 31 March 2015 Rupees	For the year ended 31 March 2014 Rupees
Note 14 REVENUE FROM OPERATIONS		
Sale of products	77,23,007	-
Less: Excise duty	-	-
TOTAL	77,23,007	-
Note 15 OTHER INCOME		
Interest Income	33,26,819	12,70,603
Dividend Income	1,570	34,828
Brokerage & Commission	-	8,50,000
Net gain/loss on sale of Shares - Long Term	19,07,254	3,40,200
Share derivatives A/c	71,001	4,82,747
Other non-operating income (net of expenses directly attributable to such income)	1,20,418	-
TOTAL	54,27,062	29,78,378
Note 16 COST OF MATERIALS		
Opening Stock of Raw Material	-	-
Add:		
Purchases	73,95,924	-
Less:		
Closing Stock of Raw Material	-	-
TOTAL	73,95,924	-
Note 17 EMPLOYEE BENEFIT EXPENSES		
Salaries and incentives	8,94,420	6,61,421
TOTAL	8,94,420	6,61,421
Note 18 FINANCE COSTS		
Interest expenses	16	-
Other borrowing costs	-	-
TOTAL	16	-

ANNUAL REPORT 2014-2015

Particulars	For the year ended 31 March 2015 Rupees	For the year ended 31 March 2014 Rupees
Note 19 OPERATING & OTHER EXPENSES		
OPERATING EXPENSES	-	-
Sub Total	-	-
ADMINISTRATIVE & OTHER EXPENSES		
Auditors Remuneration*	28,090	28,090
Advertisement Charges	38,145	3,923
Bank Charges	3,574	2,682
Conveyance Expenses	29,716	22,392
Donat Charges	2,733	1,623
Donation	46,100	-
Electricity Charges	39,615	39,357
Filing Fees	24,640	2,035
Gratuity	11,015	42,182
Insurance Expenses	25,556	28,875
Internet Charges	17,091	19,797
Legal & Professional Fees	2,52,249	2,90,357
Listing Fee	5,78,654	11,236
Maintenance Charges	82,560	1,06,578
Miscellaneous Expenses	23,093	2,470
Motor Car Expenses	2,16,541	2,47,988
Office Expenses	8,502	24,393
Postage & Courier	3,752	1,519
Printing & Stationery	41,414	37,563
Profession Tax	4,500	4,500
Rates & Taxes	1,440	1,440
Rent Paid	64,727	71,484
Share Depository Charges	37,079	-
Share Registrar Fee	20,225	-
Telephone Expenses	50,968	57,444
Travelling Expenses	3,36,395	14,523
Vat Expenses	2,403	-
Sub Total	19,90,776	10,62,452
SELLING & DISTRIBUTION EXPENSES	-	-
Sub Total	-	-
TOTAL	19,90,776	10,62,452
*Payment to Auditors		
As Auditors		
Statutory Audit Fee	28,090	28,090
TOTAL	28,090	28,090

GAURAV MERCANTILES LIMITED

Note 20 Basic and Diluted Earnings Per Share

Particulars	2014-15 Rupees	2013-14 Rupees
A Weighted average number of Equity Shares of Rs 10/- each		
i Number of shares at the end of the year	20,00,000	20,00,000
ii Weighted average number of Equity Shares outstanding during the year	20,00,000	20,00,000
B Net Profit available for Equity shareholders (In Rs)	19,56,109	7,54,080
C Earnings per share (EPS)		
Basic (in Rs.)	0.98	0.38
Diluted (in Rs.)	0.98	0.38

Note 21. Figures of the previous year have been reworked, regrouped, rearranged and reclassified, wherever necessary, to compare with the figures of the current year.

As per our report of even date attached
For G. P. Agrawal & Co.
Chartered Accountants

CA Pradeep Samal
Partner
Membership No. 061353
Firm Reg. No. 302082E

Place: Mumbai
Date : 28th May, 2015

For and on behalf of Board of Directors

Pratap Singh Bohra Director DIN 00122472	Dilip Trilokchand Bohra Director DIN 00286811
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Subhash Jhavarilal Purohit
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2015

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('The Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2 USE OF ESTIMATE

The preparation of financial statements requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

3 REVENUE RECOGNITION

- a. The Company recognizes revenue on the sale of products, net of discounts, when the products are delivered, risks and rewards of ownership pass to the dealer / customer.
- b. Revenues are recognized when collectability of the resulting receivables is reasonably assured.
- c. Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.
- d. Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

4 FIXED ASSETS & DEPRECIATION:**a. Fixed Assets - Tangibles**

Fixed Assets are stated at cost of acquisition net of recoverable taxes and includes amount added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing cost till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

b. Depreciation

Depreciation on the fixed assets has been provided on Straight Line Method basis as per the provision of Section 123 of the Companies Act, 2013, and in the manner specified in Schedule II to the Companies Act 2013.

5 IMPAIRMENT OF ASSETS

The Company assesses fixed assets at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the assets belongs, is less than the carrying amount, carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

6 INVESTMENTS:

These are held for long term and valued at cost reduced by diminution of permanent nature therein, if any.

GAURAV MERCANTILES LIMITED

7 INVENTORIES:

a. Raw Material

Inventories are valued at cost.

b. Work in Process

Inventories are valued at cost. The cost of work in process comprises of raw material and other direct cost.

8 RETIREMENT BENEFITS:

a. Gratuity

The liability for the gratuity to employee is determined on the basis of independent actuarial valuation and charged to the profit & loss account.

b. Provident Fund

Since Provident Fund is not applicable, no provision for provident fund liability is required.

c. Leave Encashment / Salary

The company is not required to make provision for leave encashment / salary to the employees as the company is making the leave salary payment during the year itself.

9 TAXES ON INCOME

a. Current Tax

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

b. Deferred Tax

Deferred tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Particulars	As at 31st March 2015	As at 31st March 2014
Deferred Tax Liability (Net)		
Deferred Tax Liabilities on account of timing difference		
- Difference in Depreciation as per companies & Income Tax	(4,03,787.59)	(60,553.00)
Tax @ 30%	(1,21,136.28)	(18,165.90)
Education Cess	(3,634.09)	(544.98)
Add: Opening Balance	3,89,031.12	4,07,742.00
Total	2,64,260.76	3,89,031.12

10 EARNING PER SHARE (EPS)

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic & diluted earning per equity shares are as stated below:

Sr. No.	Particulars	For the	For the
		year ended 31st March, 2015	year ended 31st March, 2014
I	Profit after Taxation as per statement of Profit & Loss	19,56,109	7,54,080
II	Weighted average no. of Equity Shares outstanding	20,00,000	20,00,000
III	Basic & Diluted earnings per share (Face Value Rs. 100)	0.98	0.38

11 RELATED PARTY DISCLOSURES

Related Party disclosure have been submitted where there were financial transactions during the year:

a. Key Management Personnel & their Relatives

- i. Pratap Singh Bohra
- ii. Tarun Bohra
- iii. Dilip Bohra

RELATED PARTIES TRANSACTIONS:

(in Lacs)

Particulars	Enterprise having significant influence over the company		Subsidiaries		Associates		Key Managerial Personnel		Relative of key Personnel		Total	
	31st March 2015	31st March 2014	31st March 2015	31st March 2014	31st March 2015	31st March 2014	31st March 2015	31st March 2014	31st March 2015	31st March 2014	31st March 2015	31st March 2014
Loan taken	-	-	-	-	-	-	-	-	-	18.00	-	18.00
Interest Paid	-	-	-	-	-	-	-	-	-	-	-	-
Repayment of loans	-	-	-	-	-	-	-	-	-	18.00	-	18.00
Salary Paid	-	-	-	-	-	-	-	-	-	-	-	-
Rent Paid	-	-	-	-	-	-	-	-	-	-	-	-
Deposit Given	-	-	-	-	-	-	-	-	-	-	-	-

12 DETAIL OF MANAGERIAL REMUNERATION

During the last financial year, No Remuneration/Sitting fee paid to any directors of company.

13 AUDITOR'S REMUNERATION

Included under office & administrative Expenditure

(Refer Note No. 19)

Particulars	Current Year	Previous Year
Auditors Remuneration (Including S.T.)	28,090	28,090

14 SEGMENT INFORMATION

The company is involved in the business of ship breaking & old machinery dismantling, which is the only business segment of the company. However in the current year, due to lack of business opportunities no ship was purchased for dismantling and the company has earned against sale of import licence & interest income. Based on guiding principles given in the AS-17 on segment reporting, as specified in the companies (Accounting standards) Rules, 2006, being only business segment, no segment information thereof is given.

GAURAV MERCANTILES LIMITED

- 15** In the opinion of the Management, the Current Assets, Loans & Advances approximately are of the value stated if realized in the ordinary course of business.
- 16** The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

17 PROVISIONS & CONTINGENT LIABILITIES

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Form No. 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]

CIN: L74130MH1985PLC176592

Name of the Company: GAURAV MERCANTILES LIMITED

Registered Office: 310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai - 400 057

Name of the member (s) :
Registered address :
E-mail Id :
Folio No / Client ID :
DP ID :

I/We, being the holder (s) of _____ Shares of the above named company, hereby appoint

- 1 Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
- 2 Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
- 3 Name : _____
Address : _____
E-mail Id : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the GAURAV MERCANTILES LIMITED 30th Annual General Meeting of the Company, to be held on Wednesday the 30th September, 2015 at 10.30 AM, at 310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai - 400 057 and at any adjournment thereof in respect such resolutions as are indicated below:

Resolution No

1 _____

Signed this _____ day of _____, 2015

Affix
Rupee. 1
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.

ATTENDANCE SLIP
GAURAV MERCANTILES LIMITED

CIN: L74130MH1985PLC176592

Regd. Office: 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057

(Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request.)

Ref. Folio

DP ID* _____

No. of shares held

Client ID _____

I hereby record my presence at the 30th Annual General Meeting of the Company held on Wednesday the 30th September, 2015 at 10.30 a.m. at the Registered Office of the Company: 310, Gokul Arcade – B, Subhash Road, Vile Parle (E), Mumbai-400 057.

Name of the Shareholder (In Block Letters) :

Signature of Shareholder :

Name of Proxy (In Block Letters) :

Signature of Proxy :

GAURAV MERCANTILES LIMITED

(310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administrative Rules, 2014)]

BALLOT FORM

- (1) Name and Registered Address of the Sole / First named Shareholder :
- (2) Name(s) of the Joint Holder(s) (if any) :
- (3) Registered Folio No./ DP ID No. and Client ID No.* (*Applicable to investors holding shares in dematerialized form)
- (4) Number of Share(s) held:
- (5) E-voting Event Number(EVEN) :
- (6) Used ID :
- (7) Password :
- (8) I/We hereby exercise my/our vote(s) in respect of Ordinary Resolutions set out in the Notice of the 30th Annual General Meeting of the company to be held on Wednesday, 30th September 2015 by sending my/our assent or dissent to the said Ordinary Resolutions by placing the tick() mark at the appropriate box below :

Item No	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent the Resolution (Against)
1	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Independent Auditor's Report for the financial year 31st March, 2015			
2	Appointment director of Mr. Tarun Pratap Bohra who retire by rotation			
3	Re-appointment of M/s. G. P. Agrawal & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration			
4	Approve appointment of Mr. Dilip Trilokchand Bohra as Whole-Time Director for a period of one year			

Place : Mumbai
Date : 04-09-2015

Signature

INSTRUCTIONS

- A. This Ballot Form is provided for the Members who do not have access to e-voting facility.
- B. A Member can opt for only one mode of voting, i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting one through e-voting shall prevail and Ballot shall be treated as invalid.
- C. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Annual General Meeting.
- D. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the resolutions forming part of the Notice of the Annual General Meeting.

Process and manner for Members opting to vote using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send so as to reach the scrutinizer Mr. Mukesh Kumar Saraswat (Membership No. A28618), Practicing Company Secretary appointed by the board of Directors of M/s Gaurav Mercantiles Limited, 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057.
2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (130A) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted by a proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (!) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer and Ballot Form received thereafter will be treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizers on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with Scrutinizers Report shall be placed on the Central Depositories Securities Limited within five days of the passing of the Resolutions at the AGM of the Company on 30th September, 2015 and communicated to Delhi Stock Exchange Limited, wherever the shares of the company are listed.

If undelivered please return to

For Gaurav Mercantiles Limited

310, Gokul Arcade-B

Subhash Road, Vile Parle (E),

Mumbai - 400 057.