

# SHYAMAL HOLDINGS & TRADING LIMITED

Regd. Office – 20-B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 023  
L67120MH1982PLC028558

## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of the Company will be held at 20-B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 023 on Wednesday, the 30<sup>th</sup> September, 2015 at 9.30 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Pandey (DIN 01301560), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mrs. Pratibha Sharma (DIN 03019517), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. H. S. Hathi & Co., Chartered Accountants (ICAI Registration No. 103596W) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution”.

By Order of the Board  
For Shyamal Holdings & Trading Limited

Place: Mumbai  
Date: 14<sup>th</sup> August, 2015

**Neeraj Sharma**  
**Director**  
DIN 02941107

### IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent

herewith. Proxies submitted on behalf of the Company, societies etc. must be supported by an appropriate resolution/authority as applicable.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 23rd September, 2015 to Wednesday, the 30<sup>th</sup> September, 2015 (both days inclusive).
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.shyamalhtl.in](http://www.shyamalhtl.in) and also on website of the BSE Limited.
7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
8. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.

## **9. Voting Options**

### **1. Voting through Electronic Means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### **A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

- a) Open email and open PDF file viz; "Shyamal Holdings & Trading Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- c) Click on Shareholder – Login
- d) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of e-voting opens. Click one-voting: Active Voting Cycles.
- g) Select "EVEN" of Shyamal Holdings & Trading Limited.
- h) Now you are ready for e-voting as CastVote page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mehuladvocate@rediffmail.com](mailto:mehuladvocate@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

- a. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) Above, to cast vote.

2. **Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

## OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 22<sup>nd</sup> September, 2015, are entitled to vote on the Resolutions set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on Sunday, 27<sup>th</sup> September, 2015 and will end at 5.00 p.m. on Tuesday, 29<sup>th</sup> September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 23<sup>rd</sup> September, 2015.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2015 may obtain the login ID and password by sending an email to [shyamal\\_hold@yahoo.com](mailto:shyamal_hold@yahoo.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Mehul Vyas, Advocate has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidate scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

By Order of the Board  
For Shyamal Holdings & Trading Limited

Place: Mumbai  
Date: 14<sup>th</sup> August, 2015

**Neeraj Sharma**  
**Director**  
DIN : 02941107

**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 : L67120MH1982PLC028558  
Name of the Company : Shyamal Holdings and Trading Limited  
Registered Office : 20 B, Khatau Building, Alkesh Dinesh Modi Marg, Fort,  
Mumbai - 400 023  
Name of the member (s) :  
Registered Address :  
E-mail Id :  
Folio No / Client Id :  
DP Id :

I / We, being the Member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint;

- (1) Name: \_\_\_\_\_ Address \_\_\_\_\_  
E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her;
- (2) Name: \_\_\_\_\_ Address \_\_\_\_\_  
E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her;
- (3) Name: \_\_\_\_\_ Address \_\_\_\_\_  
E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> September, 2015 at 9.30 a.m. at the registered office of the Company at 20 B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 023 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>	<b>For *</b>	<b>Against *</b>
	<b>Ordinary Business:</b>		
1.	Adoption of Financial Statement for the financial year ended 31 <sup>st</sup> March, 2015		
2.	Re-appointment of Mr. Ashok Kumar Pandey (DIN 01301560), Director Who retires by rotation.		
3.	Re-appointment of Mrs. Pratibha Sharma (DIN 03019517), Director who retires by rotation.		
4.	To appoint and fix remuneration of Auditors of the Company for the financial year 2015-2016.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015  
Signature of Shareholder \_\_\_\_\_  
Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Rs. 1/-  
Revenue  
Stamp

**Notes:**

- \* Please put a 'X' in the Box in the appropriate column against the resolution. If you leave the 'for' or 'against' column blank against the resolution, your proxy would be entitled to vote in the manner as he / she thinks appropriate.
- 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.

**SHYAMAL HOLDINGS & TRADING LIMITED**

Regd. Off. 20-B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 023  
(CIN - L67120MH1982PLC028558)

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional Attendance Slip at the venue of the meeting

DP Id\*                                      Regd. Folio No.

Client Id\*

NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held :

I hereby record my presence at the **33<sup>rd</sup> ANNUAL GENERAL MEETING** of the company held on Wednesday, the 30<sup>th</sup> September, 2015 at 09.30 a.m. at 20 B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 023.

Signature of the shareholder or proxy

\*Applicable for investors holding shares in electronic form

**Evoing Particulars**

EVSN (e-voting event number)	User Id	Password

**SHYAMAL HOLDINGS & TRADING LIMITED**

Regd. Off. 20-B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 023  
(CIN - L67120MH1982PLC028558)

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\*Applicable for investors holding shares in electron form

**Evoing Particulars**

EVSN (e-voting event number)	User Id	Password

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SHYAMAL HOLDINGS  
&  
TRADING LIMITED

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**33<sup>rd</sup> ANNUAL REPORT 2014-2015**

(CIN NO. : L67120MH1982PLC028558)

**BOARD OF DIRECTORS**

**Mehul Parmar** – Director

**Ashok Kumar Pandey** – Director

**Herin Sonawala** – Director

**Neeraj Sharma** – Director

**Pratibha Sharma** – Director

**BANKERS**

Corporation Bank

**AUDITORS**

**H.S. HATHI & CO.**  
Chartered Accountants

**REGISTERED OFFICE**

20-B, Khatau Building, Alkesh Dinesh Modi Marg,  
Fort, Mumbai – 400 023.

Members are requested to bring their copy of the  
Annual Report with them to the Annual Genreal Meeting.



**DIRECTORS' REPORT**

To the Members,  
**SHYAMAL HOLDINGS & TRADING LIMITED**

Your Directors have pleasure in presenting the 33<sup>rd</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended on 31<sup>st</sup> March, 2015.

**OPERATIONS & FINANCIAL RESULTS**

	(Amount in Rs.)	
	Year ended 31-03-2015	Year ended 31-03-2014
Gross Total Income	404,353	425,930
PROFIT/(LOSS) BEFORE TAX	(28,485)	(20,298)
Provision for Tax	0	0
NET PROFIT (LOSS) AFTER TAX	(28,485)	(20,298)

**DIVIDEND**

In view of current financial position, the director do not recommend any Dividend.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 2013, and Articles of Association of the Company, Mr. Ashok Kumar Pandey and Mrs. Pratibha Sharma, Directors of the Company retire by rotation, at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends their re-appointment.

Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 which has been relied on by the Company and placed at the Board Meeting of the Company.

**BOARD MEETINGS**

The Board met on four times during the year on 30<sup>th</sup> May 2014, 14<sup>th</sup> August 2015, 14<sup>th</sup> November, 2014 and 14<sup>th</sup> February, 2015.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company does not have any loan, guarantee or investments as prescribed u/s 186 of the Companies Act, 2013.

**REMUNERATION AND NOMINATION COMMITTEE**

The functions of the Committee include recommending appointments of Directors to the Board, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal, framing an evaluation framework for the evaluation of the performance of the Directors and the Board, evaluation of performance of every Director, recommending to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees, recommending to the Board the remuneration to Directors, including senior management and key managerial personnel, formulating the criteria for determining qualifications, positive attributes and independence of a Director, framing policy on Board diversity and other functions assigned by the Board.

**PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS**

The Company with the approval of remuneration and Nomination Committee has put in place an evaluation framework for evaluation of the Board of Directors. The Board also carries out an evaluation of the working of its Audit Committee, Remuneration & Nomination Committee, Risk Management Committee etc.

The evaluation of the Committees is based on the assessment of the compliance with the terms of reference of the Committees. The evaluations for the Directors and the Board were done through circulation of two questionnaires, one for the Directors and the other for the Board which assessed the performance of the Board on select parameters related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The evaluation criteria for the Directors was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board.

**RISK MANAGEMENT COMMITTEE**

The Bank has also constituted Risk Management Committee to oversee the operational risk management in the Company. The Risk Management Committee of the Board (RCB) reviews the Company's risk management policy in relation to various risks including credit and recovery policy and operational risk management policy.

**RELATED PARTY TRANSACTIONS**

The Company has no transactions with its related parties, key management personnel and relatives of key management personnel.

**SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES**

The Company had no subsidiary, associate and joint venture Companies.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuance to Section 134 of the Companies Act, 2013, the directors hereby states that :

- i) in the preparation of the Annual Accounts for the year ended 31<sup>st</sup> March, 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for that period.
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the Annual Accounts for the year ended 31<sup>st</sup> March, 2015 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 systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**CORPORATE GOVERNANCE**

The Capital of the Company being Rs. 24.00 Lacs, Report on Corporate Governance in terms of Clause 49 is not applicable to the Company.

**FIXED DEPOSITS**

The company has not accepted any deposits from the Public during the year under review.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure A.

**AUDITORS**

M/s. H. S. Hathi & Co., Chartered Accountants, Auditors of the Company retire at the forthcoming Annual General Meeting and being eligible have given their consent for reappointment. The Board recommends their re-appointment. The observations made by the Auditors are self-explanatory and have been dealt with in the notes forming part of the Accounts and hence need no further clarification.

**SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. Ramesh Kheradia a Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report is annexed herewith as Annexure B. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

**PERSONNEL**

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in an annexure and forms part of this report. In terms of Section 136(1) of the Companies Act, 2013, the Report and the Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining a copy of the Annexure may write to the Compliance Officer at the Registered Office of the Company.

**INTERNAL CONTROL AND ITS ADEQUACY**

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

**PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 the required information relating to conservation of energy, technology absorption is not required to be given as Company do not have any manufacturing activities. There is no foreign exchange earnings or outgo during the year.

**ACKNOWLEDGEMENT**

Your Directors take this opportunity to express their appreciation for the assistance and continued co-operation extended by all concerned.

For and on behalf of the Board of Directors

Place : Mumbai

Date : 30<sup>th</sup> May, 2015

**Neeraj Sharma**  
**Director**  
**DIN : 02941107**

**Pratibha Sharma**  
**Director**  
**DIN : 03019517**

ANNEXURE "A"

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015

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

## I. REGISTRATION AND OTHER DETAILS:

- |      |   |  |
|------|---|--|
| i)   | CIN   | L67120MH1982PLC028558  |
| ii)  | Registration Date   | 25-10-1982   |
| iii) | Name of the Company   | Shyamal Holdings And Trading Limited   |
| iv)  | Category / Sub-Category of the Company                                    | Company limited by shares / Indian Non-Government Company  |
| v)   | Address of the Registered office and contact details                      | 20 B, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 023.<br>Tel.: +91-22- 22663758<br>Fax.: +91-22- 22663763<br>Email.: shyamal_hold@yahoo.com  |
| vi)  | Whether listed company  | Yes  |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Purva Sharegistry (India) Private Limited<br>9, Shiv Shakti Industrial Estate,<br>J. R. Boricha Marg, Lower Parel (E)<br>Mumbai – 400011.<br>Tel.: +91-22- 23016761<br>Fax.: +91-22- 23018261<br>Email.: busicomp@vsnl.com |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial Services	64990	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Black Velvet Publishers Private Limited	U65999MH2007 PTC172144	Holding	54.87	2 (46)

## 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	131700	0	131700	54.88	131700	0	131700	54.88	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other ....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	131700	0	131700	54.88	131700	0	131700	54.88	0
(2) Foreign									
a) NRIs - Individual	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other ....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	131700	0	131700	54.88	131700	0	131700	54.88	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	58	108300	0	45.13	58	108300	0	45.13	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (2):-	58	108300	0	45.13	58	108300	0	45.13	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	58	108300	0	45.13	58	108300	0	45.13	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	59	240000	131700	100	59	240000	131700	100	0



## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% Change 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	Black Velvet Publishers Pvt. Ltd.	131700	54.88	0	131700	54.88	0	0

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

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	22900	9.54	22900	9.54
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year ( or on the date of separation, if separated during the year)	22900	9.54	22900	9.54

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl.		Shareholding at the		Cumulative Shareholding	
No.		beginning of the year		during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

## V. INDEBTEDNESS

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

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL - NIL

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: - NIL

*Annexure B'*

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31/03/2015

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

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31/03/2015

To,

The Members,  
Shymal Holdings and Trading Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shymal Holdings and Trading Limited .(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Shymal Holdings and Trading Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Shymal Holdings and Trading Limited (“the Company”) for the financial year ended on 31/03/2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (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;

(vi) RBI Rules on Non-Banking finance companies to the extent applicable to the company

I 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 Mumbai Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**I 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. No changes in the composition of the Board of Directors that has took place during the period under review.

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

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

**I 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.

**I further report that** during the audit period the company no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has occurred.

*This report is to be read with Annexure attached herewith*

Place : Vadodara

Date : 30/05/2015

**RAMEH KHERADIA**  
Name of Company Secretary in practice  
FCS No. 5859  
C P No.:2614

**To,**  
**The Members**  
**Shymal Holdings and Trading Limited**

Our secretarial Audit report of 30/05/2015 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.

*Place :* Vadodara

*Date :* 30/05/2015

**RAMEH KHERADIA**  
Name of Company Secretary in practice  
FCS No. 5859  
C P No.:2614

**AUDITORS REPORT TO THE SHARE HOLDERS**

TO THE MEMBERS OF  
SHYAMAL HOLDINGS & TRADING LIMITED

**1. Report on Financial Statement**

I have audited the accompanying financial statements of SHYAMAL HOLDINGS & TRADING LIMITED, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit & Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**2. 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 Flow 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**3. Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit.

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

I conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**4. Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 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 loss and its Cash Flows for the year ended on that date.

**5. Report on other Legal and Regulatory Requirements**

1. As required by the companies (Auditor's Report) Order, 2015, ("the order") issued by the Central Government of India in terms of sub Section (11) of section 143 of the Companies Act 2013, I 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, i report that:**
  - a) I 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 my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In my 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 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit & Auditors) Rules, 2014, in my opinion and to the best of our information and according to the explanations given to me:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. There are no long term contracts including derivatives contracts for which provisions need to be made in the financial statements, as required under the applicable law or accounting standards, for 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 and on behalf of  
For H. S. HATHI & CO.  
Chartered Accountants  
Firm Reg. No. 103596W**

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2015.

**HEMANTS.HATHI  
Proprietor  
Membership No.- 037109**

**ANNEXURE**

**Referred to in paragraph 1 on Report on other Legal and Regulatory Requirements of my Report of even date to the members of Shyamal Holdings & Trading Limited on the accounts as at and for the period ended 31<sup>ST</sup> MARCH, 2015**

- (i). (a) The Company is not having any Fixed assets.
  - (b) As there are no fixed assets, the clause is not applicable to the Company.
  - (c) As there are no fixed assets, the clause is not applicable to the Company.
- (ii). In respect of the inventories of the company:
  - (a) As explained to me, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b) In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In my opinion and according to the information and explanations given to me, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any secured or unsecured loans to any company or party covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the requirements of sub-clause (a) and (b) of clause (iii) are not applicable to the company
- (iv) According to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the company and nature of its business for the purchase of inventory and fixed assets and sales of Goods and Services.
- (v). The Company had not accepted any deposits from public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- (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 records of the company, the company has been regular in depositing with appropriate authorities, Undisputed statutory dues including Provident Fund, Income tax, Sales tax, Wealth tax, Service Tax, Custom duty, Cess and other statutory dues, applicable to the company.
  - (b) According to the information and explanations given to me, no undisputed amounts payable in respect of such statutory dues were outstanding as at the 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.
  - (c) The amount required to be transferred to Investor Education & 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 at the end of the financial year. However the company has incurred cash losses during the financial year covered by my audit and in the immediately preceding financial year.



- (ix) The Company has not obtained any loans from banks or financial institution and not issued any debentures, hence the clause is not applicable.
- (x) The Company has not given guarantees for loans 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 explanations given to us, no fraud by the company and no material fraud on the company has been noticed or reported during the year.

**For. H. S. HATHI & CO.**  
**Chartered Accountants**  
**Firm Reg. No. 103596W**

**Place : Mumbai**  
**Dated : 30<sup>th</sup> May, 2015.**

**HEMANT S. HATHI**  
**Proprietor**  
**Membership No.- 037109**

BALANCE SHEET AS AT 31ST MARCH, 2015

PARTICULARS	Note No.	AS AT 31.03.2015 Rs.	AS AT 31.03.2014 Rs.
<b>EQUITY AND LIABILITIES</b>			
A Shareholders' funds			
(a) Share Capital	1	2,400,000	2,400,000
(b) Reserves & Surplus	2	944,731	973,216
		<u>3,344,731</u>	<u>3,373,216</u>
B Current Liabilities			
(a) Trade payables	3	24,989	16,989
		<u>24,989</u>	<u>16,989</u>
<b>TOTAL</b>		<u>3,369,720</u>	<u>3,390,205</u>
<b>ASSETS</b>			
c Current Assets			
(a) Inventories	4	2,000	2,000
(b) Cash and cash equivalents	5	915,193	722,478
(c) Short-term loans and advances	6	2,438,235	2,651,435
(d) Other current assets	7	14,292	14,292
		<u>3,369,720</u>	<u>3,390,205</u>
<b>TOTAL</b>		<u>3,369,720</u>	<u>3,390,205</u>

See accompanying notes forming part of the financial statements 11 to 14

As per our report of even date

For and on behalf of the Board,

For H.S. HATHI & CO.  
Chartered Accountants  
Firm Reg. No. 103596W

HEMANT S. HATHI  
PROPRIETOR  
Membership No. 37109

Place : Mumbai

Dated : 30th May, 2015

PRATIBHA SHARMA  
DIN : 03019517  
DIRECTOR

NEERAJ SHARMA  
DIN : 02941107  
DIRECTOR

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	Note No.	FOR THE YEAR ENDED 31.03.2015 Rs.	FOR THE YEAR ENDED 31.03.2014 Rs.
<b>INCOME</b>			
Revenue from operations (net)	8	404,353	425,930
Other Income		-	-
		<u>404,353</u>	<u>425,930</u>
<b>Total Revenue</b>		<b>404,353</b>	<b>425,930</b>
<b>EXPENSES</b>			
Employee benefits expense	9	72,302	238,012
Finance costs		-	-
Depreciation and amortisation expenses		-	-
Other Expenses	10	360,536	208,216
		<u>432,838</u>	<u>446,228</u>
<b>Total Expenses</b>		<b>432,838</b>	<b>446,228</b>
Profit/(Loss) before exceptional and extraordinary items and Tax expenses :		(28,485)	(20,298)
Tax expense :			
(a) Current Tax		-	-
(b) Earlier Tax		-	-
(c) Deferred Tax		-	-
		<u>(28,485)</u>	<u>(20,298)</u>
<b>Profit/(Loss) from continuing operations</b>		<b>(28,485)</b>	<b>(20,298)</b>
		=====	=====
Earnings per share			
Basic & Diluted (in Rs.)		(0.12)	(0.08)
See accompanying notes forming part of the financial statements	11 to 14		

As per our report of even date

For and on behalf of the Board,

For H.S. HATHI & CO.  
Chartered Accountants  
Firm Reg. No. 103596W

HEMANT S. HATHI  
PROPRIETOR  
Membership No. 37109

Place : Mumbai

Dated : 30th May, 2015

PRATIBHA SHARMA  
DIN : 03019517  
DIRECTOR

NEERAJ SHARMA  
DIN : 02941107  
DIRECTOR

Notes forming part of the financial statements

## Note 1 : Share Capital

Particulars	AS AT 31.03.2015 Rs.	AS AT 31.03.2014 Rs.
Authorised		
250,000 Equity Shares of Rs.10/- each with voting rights	2,500,000 =====	2,500,000 =====
Issued, Subscribed and fully paid up		
240,000 Equity Shares of Rs.10/- each with voting rights	2,400,000	2,400,000
Total	<u>2,400,000</u> =====	<u>2,400,000</u> =====

## 1.1 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period, is as under

	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	240,000	240,000
Changes during the year	-	-
Equity shares at the end of the year	<u>240,000</u>	<u>240,000</u>

## 1.2 Terms/Rights attached to equity shares

The Company has only one class of shares referred to as equity shares having par value of Rs 10 each. Each holder of equity share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting except in case of Interim Dividend. In the event of liquidation of the Company the holders will be entitled to receive remaining assets of the Company, after distribution of all preferential distribution in proportion to the number of Equity Shares held by the shareholders.

## 1.3 Details of Shareholders holding more than 5 percent equity shares

Particulars	As At 31.03.2015	As At 31.03.2014
Equity Shares of Rs. 10/- each fully paid		
i) Black Velvet Publishers Pvt. Ltd the holding company	No. of Shares % of holding 131,700 54.88%	131,700 54.88%

## Note 2 : Reserve and Surplus

Particulars	As At 31.03.2015	As At 31.03.2014
Surplus/(Deficit) in statement of Profit and Loss		
As per Last Financial Statements	973,216	993,514
Add: Profit/(Loss) for the year	(28,485)	(20,298)
Total	<u>944,731</u>	<u>973,216</u>

Notes forming part of the financial statements

## Note 3 : Trade Payables

Particulars	AS AT	AS AT
	31.03.2015	31.03.2014
	Rs.	Rs.
Trade Payables :		
Acceptances	24,989	16,989
Other than Acceptances	-	-
	-----	-----
TOTAL	24,989	16,989
	-----	-----

## Note 4 : Inventories

(At lower of cost and net realisable value)

Particulars	AS AT	AS AT
	31.03.2015	31.03.2014
	Rs.	Rs.
Stock-in-trade(For trading)	2,000	2,000
	-----	-----
TOTAL	2,000	2,000
	-----	-----

## Note 5 : Cash and cash equivalents

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
	Rs.	Rs.
Cash on hand	902,069	696,848
Balances with banks		
(i) in current accounts	13,124	25,630
(ii) in fixed deposit accounts	-	-
	-----	-----
TOTAL	915,193	722,478
	-----	-----

## Note 6 : Short-term loans and advances

Particulars	AS AT 31.03.2015	AS AT 31.03.2014
	Rs.	Rs.
Advances Recoverable in cash or kind or for value to to be received		
Secured, considered good	-	-
Unsecured, considered good	2,438,235	2,651,435
Doubtful	-	-
	-----	-----
	2,438,235	2,651,435
Less : Provision for other doubtful loans and advances	-	-
	-----	-----
TOTAL	2,438,235	2,651,435
	=====	=====

## Note 7: Other Current Assets

Advance Payment of Tax (net of provision for taxation)	14,292	14,292
	-----	-----
TOTAL	14,292	14,292
	-----	-----

Notes forming part of the financial statements

## Note 8 : Revenue from operations

Particulars	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
Operating revenue	404,353	425,930
TOTAL	404,353	425,930

## Note 9 : Employee benefits expenses

Particulars	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
Salaries,wages & other employee benefits	72,302	238,012
TOTAL	72,302	238,012

## Note 10 : Other expenses

Particulars	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
Rates and taxes	9,250	9,250
Telephone & Telex	10,426	8,426
Travelling and conveyance	38,912	26,511
Printing and Stationery	8,925	41,002
Selling Expenses	24,562	20,012
Postage,Telegram & Courier payment to auditors	16,124	10,227
Miscellaneous expenses	8,000	8,000
	244,337	84,788
TOTAL	360,536	208,216

## 10.1 Payment to Auditors

	Current Year	Previous Year
Auditor's Remuneration	5,000	5,000
Tax Audit Fees	3,000	3,000
TOTAL	8,000	8,000

Notes forming part of the financial statements

## Note 11 : Earning Per Share

Basic & Diluted Earning Per Share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning per Share" (Before and after extraordinary items)

Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
a) Profit for Basic & Diluted Earning Per Share as per Statement of Profit and Loss	(28,485)	(20,298)
b) Weighted average number of equity shares	240,000	240,000
c) Earning Per Share (Basic & Diluted)	(0.12)	(0.08)
d) Face Value per Share	10	10

## Note 12 : Related Party Disclosures

Related Party Disclosures as required by Accounting Standard (AS) 18 are given below :

- a) List of related parties where control exists.

Sr. No.	Name of Related Party	Relationship
1	Black Velvet Publishers Private Limited	Holding Company
2	Neeraj Sharma	Key Management Personnel

- b) Nature of transactions

There is no transaction with related parties during the current year and preceeding year.

## Note 13 Disclosures specified by the MSMED ACT

Based on the information available with the Company, the balance due to micro and small enterprises as defined under the MSMED Act, 2006 is Rs. Nil (Previous year Rs. Nil) and interest paid or payable is Rs. Nil (Previous year Rs. Nil) under the terms of the MSMED Act, 2006.

## Note 14 Previous Year figures

Previous years figures are regrouped where ever necessary.

As per our report of even date

For and on behalf of the Board,

For H.S. HATHI & CO.  
Chartered Accountants  
Firm Reg. No. 103596W

HEMANT S. HATHI  
PROPRIETOR  
Membership No. 37109

Place : Mumbai

Dated :30th May, 2015

PRATIBHA SHARMA  
DIN : 03019517  
DIRECTOR

NEERAJ SHARMA  
DIN : 02941107  
DIRECTOR

## CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015

Particulars	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
<b>Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary Items	(28,485)	(20,298)
Operating Profit before Working	(28,485)	(20,298)
<b>Adjustments for :</b>		
Trade Receivables	-	-
Other Receivables	213,200	689,755
Inventories	-	-
Trade Payables	8,000	8,000
Cash Generated from operations	192,715	677,457
Interest Paid	-	-
Direct Tax Paid\ (Refund)	-	2,819
Cash flow before Extraordinary Items	192,715	680,276
Extraordinary items : Dividend	-	-
<b>Net Cash from operating Activities</b>	<b>192,715</b>	<b>680,276</b>
-	-	-
Net increase/(Decrease) in cash & cash Equivalents	192,715	680,276
<b>Cash &amp; Cash Equivalents as at 1st April (Opening)</b>	<b>722,478</b>	<b>42,202</b>
<b>Cash &amp; Cash Equivalents as at 31st March (Closing)</b>	<b>915,193</b>	<b>722,478</b>

I have Examined the attached Cash Flow Statement of **SHYAMAL HOLDINGS & TRADING LIMITED** for the year ended 31st March, 2015. The statement has been prepared by the company in accordance with the accounting standard and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of the even date to the members of the company.

For and on behalf of the Board,

For H.S. HATHI & CO.  
Chartered Accountants  
Firm Reg. No. 103596W

HEMANT S. HATHI  
PROPRIETOR  
Membership No. 37109

Place : Mumbai

Dated : 30th May, 2015

PRATIBHA SHARMA  
DIN : 03019517  
DIRECTOR

NEERAJ SHARMA  
DIN : 02941107  
DIRECTOR



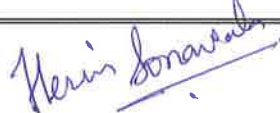
# SHYAMAL HOLDINGS AND TRADING LIMITED

Regd. Office : 20-B, Khatau Bldg., Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 023. Tel. : 2266 3532

CIN : L67120MH1982PLC028558

## Form A

Covering Letter of the Annual Audit Report of Shyamal Holdings & Trading Limited for the year ended 31<sup>st</sup> March, 2015 to be filed with the stock exchanges:

1.	Name of the Company:	Shyamal Holdings & Trading Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	-----
5.	To be signed by-	
	• Director – Herin Sonawala	
	• Auditor of the company- H.S. Hathi & Co. Hemant S. Hathi, Proprietor	