

5TH ANNUAL REPORT 2015-16



KARNIMATA COLD STORAGE LIMITED

CIN- L01403WB2011PLC162131

Regd. Office: Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, PIN– 721 121, West Bengal

Ph: +91 3227 218314, E-mail – karnimatacoldstorage@gmail.com

Fax: +91 3227 265193, Website: www.karnimatacoldstorage.com

CONTENTS

PAGE

CORPORATE INFORMATION.....	04
NOTICE.....	05
DIRECTORS' REPORT.....	14
EXTRACT OF ANNUAL RETURN (MGT-9).....	23
SECRETARIALAUDIT REPORT.....	29
CORPORATE GOVERNANCE REPORT.....	33
MANAGEMENT DISCUSSION AND ANALYSIS REPORT.....	48
CEO & CFO CERTIFICATION TO THE BOARD.....	51
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE.....	52
INDEPENDENT AUDITORS' REPORT.....	53
BALANCE SHEET.....	60
STATEMENT OF PROFIT AND LOSS.....	61
CASH FLOW STATEMENT.....	62
NOTES ON FINANCIAL STATEMENTS.....	64

CORPORATE INFORMATION



BOARD OF DIRECTORS

1. Mr. Pradip Lodha	Managing Director
2. Mrs. Asha Ladia	Chairman & Director
3. Mrs. Venus Kedia	Independent Director
4. Mrs. Kalpana Agrawal	Independent Director

Chief Financial Officer Shri. Supreme Lodha

AUDITORS

M/s. Bidasaria & Associates

Chartered Accountants

14, Princeep Street, 3rd Floor,
Room No. 5 , Kolkata- 700072

PRINCIPAL BANKER

SBI, Garbeta, Midnapore (W)

REGISTRARS AND SHARE TRANSFER AGENTS

Bigshare Services Private Limited

E- 2/3, Ansa Industrial Estate, Sakhivihar Road

Sakinaka, Andheri (E), Mumbai- 400072

Maharashtra, India

Tel: +91-22- 40430200

Fax: +91-22-28475207

Email: investor@bigshareonline.com

REGISTERED OFFICE

Vill: Chekuasole **PO :** Jogerdanga

PS : Goaltore **Dist:** Paschim Medinipur

West Bengal – 721121

Tel No.: +91 3227 - 218314

Tele Fax No.: +91 3227 – 265193

Email Id: karnimatacoldstorage@gmail.com

Website: www.karnimatacoldstorage.com

CIN: L01403WB2011PLC162131

AUDIT COMMITTEE

Mrs. Venus Kedia - Chairman

Mrs. Kalpana Agrawal - Member

Mr. Pradip Lodha - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Kalpana Agrawal -Chairman

Mrs. Asha Ladia -Member

Mrs. Venus Kedia -Member

NOINATION & REMUNERATION COMMITTEE

Mrs. Kalpana Agrawal - Chairman

Mrs. Vens Kedia - Member

Mrs. Asha Ladia - Member

RISK MANAGEMENT COMMITTEE

Mrs. Venus Kedia -Chairman

Mrs. Asha Ladia -Member

Mr. Pradip Lodha -Member

Mrs. Kalpana Agrawal -Member

Company Secretary & Compliance Officer

Miss Chandni Gupta

KARNIMATA COLD STORAGE LIMITED

CIN- L01403WB2011PLC162131

Regd. Office: Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, PIN– 721 121, West Bengal

Ph: +91 3227 218314, E-mail – karnimatacoldstorage@gmail.com

Fax: +91 3227 265193, Website: www.karnimatacoldstorage.com

NOTICE OF FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the 5th Annual General Meeting of the Company will be held on Monday, the 26th Day of September, 2016 at the Registered Office of the Company at Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore, Dist – Paschim Medinipur, PIN– 721121, West Bengal at 2.00 P.M. to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2016, Statement of the Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.

2. Reappointment of Retiring Director:

To appoint a director in place of Asha Ladia, (DIN: 03504170), who retires by rotation and being eligible offers herself for her re-appointment.

3. Appointment of Auditors:

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED that pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and the Rules made there under and pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014 ,M/s. Bidasaria and Associates, Chartered Accountants having Firm registration no. 315101Eas Statutory Auditors of the Company to hold office till the conclusion of the 8th AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

4. Increment of Remuneration of Managing Director:

To consider and, thought fit, to pass with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“RESOLVED that, pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to increase the remuneration of Mr. Pradip Lodha (DIN: 03006602,) the Managing Director of the Company so as to not exceed the limits specified in Schedule V of the Companies Act, 2013”

“RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board
For Karnimata Cold Storage Limited**

Place: Paschim Medinipur

Date: 05/08/2016

Registered office:

Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore,
Dist – Paschim Medinipur, PIN– 721121, West Bengal

Sd/-
Chandni Gupta
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies act, 2013 (“Act) setting out material facts concerning the business under item No. 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 3 of the Notice, are also annexed with the notice.
2. **A Member entitled to attend and to vote at the Annual General Meeting (AGM) 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.** The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxies proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
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 authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **20th September, 2016 to 26th September, 2016** (both days inclusive).
5. Members, Proxies and Authorized Representatives are requested to bring their copies of Annual Report to the meeting, as spare copies are not available with the Company and also to bring the attendance slip duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No. for attending the meeting.
6. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, contact numbers, etc., to their depository participant (DP).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number(PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents, Bigshare Services Pvt. Ltd (BSPL).
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or BSPL for assistance in this regard.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the Company's website www.karnimatacoldstorage.com (In 'Investor Relation Contact' section). Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
11. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same. The form for registration of e-mail address with the Company can be downloaded from the Companies Corporate website www.karnimatacoldstorage.com under the section News and announcement dated 11/08/2014 and also requested to send their e-mail address to the following: karnimatacoldstorage@gmail.com.
12. Members who wish to obtain information on the Company or view the Accounts may visit the Company's website or send their queries at least 10 days before the AGM to the Company Secretary and Compliance Officer at the Registered Office of the Company.
13. In case of joint members attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to **M/s Bigshare Services Pvt. Ltd., E- 2/3, Ansa Industrial Estate, Sakhivihar Road, Saki Naka, Andheri (East), Mumbai- 400072.**
15. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1:00 P.M. on all working days, except Saturdays, up to and including the date of the Annual General Meeting of the Company.
16. The Members whose names will appear in the register of the members / list of beneficial owners as on **(Monday) 19th September, 2016, being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice.
17. The Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.karnimatacoldstorage.com.
18. All the members requested to physically present at the Meeting in person or by proxy to attend the 5th AGM of the Company.
19. The route map showing directions to reach the venue of the Fifth AGM is annexed.
20. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to it at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: karnimatacoldstorage@gmail.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013("the Act")

The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No- 04

The Board of Directors at their meeting held on 17th August, 2013 appointed Mr. Pradip Lodha as a "non-retiring Director" of the Company with effect from 2nd September, 2013 and subject to necessary approvals as the "Managing Director" of the Company for a period of five years with effect from the said date.

Mr. Pradip Lodha completed his B. Com from Kolkata University and also holds a Bachelor's Degree in Law from North Orissa University. He has vast industry experience of agricultural products (especially potatoes) having been associated as a trader, agriculturist and also as a consultant in professional capacity with Cold Storage Units in West Bengal for over 20 years. His role in our company includes supervision of all operational activities as well strategizing and leading the overall organizational execution.

The approval of the members being sought for the increase remuneration of Mr. Pradip Lodha from **Rs. 32,000/- per month to Rs. 37000/- per month** including all benefits.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Ordinary Resolution set out at item no. 04 of the accompanying Notice for the approval of the Members.

Except Mr. Pradip Lodha and Shri Supreme Lodha none of the directors and key managerial persons of the Company, or their relatives is concerned or interested in the resolution set out at Item No.04.

By Order of the Board

For Karnimata Cold Storage Limited

Place: Paschim Medinipur

Date: 05/08/2016

Registered office:

Village - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore,
Dist – Paschim Medinipur, PIN– 721121, West Bengal

Sd/-

Chandni Gupta

Company Secretary

DETAILS OF THE DIRECTORS SEEKING REAPPOINTMENT AT THE 5th ANNUAL GENERAL MEETING

Particulars	Ms. Asha Ladia
Date of Birth	January 26, 1962
Date of Appointment	April 29, 2011
Category	Non-Executive Director
Qualifications	B.A and B.Ed.
DIN No.	03504170
Expertise in specific functional areas	-Relevant experience in Trading and Investment Businesses. -Experience of being an agent for Life Insurance Corporation of India.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Nil
Number of shares held in the Company	74000
Number of Board Meetings attended during the year	4
Disclosure of relationships between directors inter-se	Nil

KARNIMATA COLD STORAGE LIMITED

CIN- L01403WB2011PLC162131

Regd. Office: Village – Chekuasole,
P.O. – Jogerdanga, P.S. – Goaltore,
Dist. – Paschim Medinipur, PIN– 721 121, West Bengal
Ph: +91 3227 218314, E-mail – karnimatacoldstorage@gmail.com
Fax: +91 3227 265193, Website: www.karnimatacoldstorage.com

ATTENDANCE SLIP

5th ANNUAL GENERAL MEETING

Name of the Member/Proxy: _____	
Address: _____	
Email-Id: _____	
Folio No./Client ID: _____	DP ID: _____
No(s). of Shares held: _____	

*Applicable for shareholding in electronic form.

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company. I/We hereby record my presence at the Fifth (5th) Annual General Meeting of the Company held on 26th September, 2016 at 2.00 P.M. at Village: Chekuasole, Po: Jogerdanga, Ps: Goaltore, Dist: Paschim Medinipur, PIN-721 121, West Bengal.

Signature of Member/Proxy

Note:

1. Please bring this attendance slip to the Meeting and hand over at the entrance of the meeting hall duly filled & signed.
2. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID for easy identification of attendance at the Meeting.
3. Proxies are requested to bring their identity proof for verification at the entrance of the Meeting.

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]

KARNIMATA COLD STORAGE LIMITED

CIN- L01403WB2011PLC162131

Regd. Office: Village – Chekuasole,
P.O. – Jogerdanga, P.S. – Goaltore,
Dist. – Paschim Medinipur, PIN – 721 121, West Bengal
Ph: +91 3227 218314, E-mail – karnimatacoldstorage@gmail.com
Fax: +91 3227 265193, Website: www.karnimatacoldstorage.com
5th ANNUAL GENERAL MEETING

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client ID:

DP ID:

I/we, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name :

Address :

Email Id :

Signature:,or failing him

2. Name :

Address :

Email Id :

Signature:,or failing him

3. Name :

Address :

Email Id :

Signature:,or failing him