

# 4TH ANNUAL REPORT 2014-15



## **KARNIMATA COLD STORAGE LIMITED**

**CIN- L01403WB2011PLC162131**

**Regd. Office:** Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, West Bengal – 721 121

Ph: +91 3227 218314, E-mail – [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)

Fax: +91 3227 265193, Website: [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com)

## CONTENTS

### PAGE

CORPORATE INFORMATION.....	03
NOTICE.....	04
DIRECTORS' REPORT.....	09
EXTRACT OF ANNUAL RETURN (MGT-9).....	16
SECRETARIALAUDIT REPORT.....	22
CORPORATE GOVERNANCE REPORT.....	25
MANAGEMENT DISCUSSION AND ANALYSIS REPORT.....	38
CEO & CFO CERTIFICATION TO THE BOARD.....	41
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE.....	42
INDEPENDENT AUDITORS' REPORT.....	43
BALANCE SHEET.....	48
STATEMENT OF PROFIT AND LOSS.....	49
CASH FLOW STATEMENT.....	50
NOTES ON FINANCIAL STATEMENTS.....	51

## CORPORATE INFORMATION



### **BOARD OF DIRECTORS**

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

<b>Chief Financial Officer</b>	Shri. Supreme Lodha
--------------------------------	---------------------

### **AUDITORS**

**M/s. Bidasaria & Associates**

Chartered Accountants

14, Princeep Street, 3<sup>rd</sup> 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](mailto: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](mailto:karnimatacoldstorage@gmail.com)

**Website:** [www.karnimatacoldstorage.com](http://www.karnimatacoldstorage.com)

**CIN:** L01403WB2011PLC162131

### **AUDIT COMMITTEE**

Ms. Venus Kedia - Chairman

Ms. Kalpana Agrawal - Member

Mr. Pradip Lodha - Member

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Ms. Kalpana Agrawal -Chairman

MS. Asha Ladia -Member

Ms. Venus Kedia -Member

### **NOINATION & REMUNERATION COMMITTEE**

Ms. Kalpana Agrawal - Chairman

Ms. Vens Kedia - Member

Ms. Asha Ladia - Member

### **RISK MANAGEMENT COMMITTEE**

Ms. Venus Kedia -Chairman

Ms. Asha Ladia -Member

Mr. Pradip Lodha -Member

Ms. Kalpana Agrawal -Member

### **Company Secretary & Compliance Officer**

Subrat Kumar Nayak



## **KARNIMATA COLD STORAGE LIMITED**

**CIN- L01403WB2011PLC162131**

**Regd. Office:** Village – Chekuasole,

P.O. – Jogerdanga, P.S. – Goaltore,

Dist. – Paschim Medinipur, West Bengal – 721 121

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

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

### **NOTICE OF THIRD ANNUAL GENERAL MEETING**

Notice is hereby given that the 4<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 23<sup>rd</sup> Day of September, 2015 at the Registered Office of the Company at Vill - Chekuasole, P.O. - Jogerdanga, P.S.- Goaltore, Dist – Paschim Medinipur, West Bengal – 721121 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 31<sup>st</sup> March, 2015, 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 Auditor:**

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 23<sup>rd</sup> September, 2014 ,M/s. Bidasaria and Associates, Chartered Accountants having Firm registration no. 315101E as Statutory Auditors of the Company to hold office till the conclusion of the 8<sup>th</sup> 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, 2016 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 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) , consent of the Company hereby accorded to increase the remuneration of the Managing Director Mr. Pradip Lodha (DIN: 03006602) 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.”

#### **5. Increasing of the Borrowing Powers of the Company:**

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

“**RESOLVED THAT** subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 20 Crores (Rupees Twenty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board**

**Place:** Paschim Medinipur

**Karnimata Cold Storage Limited**

**Date:** 31/07/2015

Sd/-

**Subrat Kumar Nayak**

Company Secretary & Compliance Officer

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING 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 PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September, 2015 to 23<sup>th</sup> September, 2015 (both days inclusive).
3. 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.
4. 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.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted in the Meeting is annexed hereto.
6. Members / Proxies 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 filled in for attending the meeting.
7. 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 under the section News and announcement dated 11/08/2014.
8. 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.
9. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. 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.**
11. 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). Members holding shares in physical form shall submit their PAN details to the Company.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. As per the provision of clause 49 (52 of BSE SME) of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 4<sup>th</sup> Annual General Meeting are given separately in the notice.

14. Notice of Annual General Meeting will be sent to those shareholders / beneficial owners, whose name will appear in the register of the members / list of beneficiaries received from the depositories as on 21st August, 2015.

15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [karnimatacoldstorage@gmail.com](mailto:karnimatacoldstorage@gmail.com)

16. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:-

**The BSE SME Platform**

**25<sup>th</sup> Floor, P.J. Towers,**

**Dalal Street, Fort, Mumbai- 400 001**

#### **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 17<sup>th</sup> 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. 25,000/- per month to Rs. 32000/- 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.

##### **Item No- 05**

As the members may be aware that at the Annual General Meeting of the Company held on the 26<sup>th</sup> September, 2013, the Board of Directors were authorized to borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time for the purpose of Company such sum or sums of money not exceeding Rs. 20 crores over and above the paid up capital of the Company and its free reserves. The present borrowings of the Company are within the limits approved by the Company in General Meeting as above. However, as per the requirements of Section 180 (1)(c) of the Companies Act, 2013, as enacted, the approval of the members of the Company by way of special resolution has been stipulated in case the borrowings of the Company exceed its paid-up capital and free reserves. Accordingly, the resolution under

item no.05 is proposed. The attention of the members is drawn that it is not proposed to increase the borrowing limit which is presently at Rs. 20 Crores and their approval is being sought by way of special resolution as the earlier approval at the Annual General Meeting held on 26<sup>th</sup> September, 2013 was obtained by ordinary resolution.

Your Directors recommend the resolution for members' approval as a **Special Resolution**.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in the said Resolution.

**By Order of the Board**

**Place:** Paschim Medinipur

**Karnimata Cold Storage Limited**

**Date:** 31/07/2015

**Subrat Kumar Nayak**

Company secretary & Compliance Officer

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 4<sup>th</sup> ANNUAL GENERAL MEETING**

<b>Name of the Director/Qualification/DIN/Date of Birth(DOB)/ Date of Appointment(DOA)</b>	<b>Profession/expertise in specific functional Areas</b>	<b>Directorship in other Companies</b>	<b>Committee position held in other Companies</b>
<b>Ms. Asha Ladia</b> B.A and B.Ed. DIN: 03504170 DOB: 26/01/1962 DOA: 29/04/2011	-Relevant experience in Trading and Investment Businesses -Experience of being an agent for Life Insurance Corporation of India.	Nil	Nil



## DIRECTORS' REPORT



To

The Members,

**Karnimata Cold Storage Limited**

Your Directors are pleased to present their 4<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2015.

The Financial performance of the Company for the year ended 31<sup>st</sup> March, 2015 is summarized below:-

Financial Result	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
	(Rs. in lacs)	(Rs. in lacs)
Profit for the year ended	6.29	6.64
Less: Provision for Taxation	(1.21)	(1.27)
Add: MAT credit entitlement	1.21	1.27
	<hr/>	<hr/>
Profit after Tax	6.29	6.64
Add: Profit brought forward from previous year	14.08	7.44
	<hr/>	<hr/>
Balance carried over to Balance Sheet	20.37	14.08

### DIVIDEND:

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31<sup>st</sup> March, 2015.

### EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure X".

#### **INFORMATION TECHNOLOGY AND COMMUNICATION:**

During the financial year 2014-15, apart from upgrading the existing software application with enhanced/added features to meet the current and emerging business needs.

#### **ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 134(3) of the Companies Act, 2013, read with Rule 8 (3) of Companies (Accounts) Rules, 2014, the relevant information is given below:

##### **CONSERVATION OF ENERGY:**

##### **RESEARCH AND DEVELOPMENT:**

The Company has no formal research and development department but the Company is continuously making efforts to strength research and development activities to improve quality and reduce cost.

##### **TECHNOLOGY IMPORT ABSORPTION:**

The Company has not imported any technology. Indigenous technology available is continuously upgraded to improve overall performance. The Company has not made any expenditure on Research & Development throughout the year.

##### **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review there was no earnings and outgo in foreign exchange.

##### **CORPORATE GOVERNANCE REPORT:**

Pursuant to the Clause 52 of the listing agreement with the SME Platform of Bombay Stock Exchange Limited, Report on Corporate Governance is annexed herewith as "Annexure-I"

##### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Clause 52 of the listing agreement with the SME Platform of Bombay Stock Exchange Limited, Report on Management Discussion and Analysis Report is annexed herewith as "Annexure- II"

##### **PUBLIC DEPOSIT**

Your Company has not accepted any deposits from the public during the year.

##### **DIRECTOR AND KEY MANAGERIAL PERSONNEL:**

Ms. Asha Ladia, director of the Company liable to retire by rotation and being eligible has offered herself for re-appointment.

During the year Mr. Jay Prakash Heerwal (DIN: 03123914) who was the Independent director of the Company submitted his resignation from the directorship of the Company on 16<sup>th</sup> June, 2014, due to his full time engagement in the practice of Chartered Accountancy and Further Mrs. Sushila Lodha (DIN: 03504185), the Non-executive director of the Company submitted her resignation from the directorship of the Company on 16<sup>th</sup> June, 2014, due to some other pre-occupation. The same were accepted by the Board and the Board hereby places on