

**SHREE SURGOVIND TRADELINK LIMITED**

**19<sup>TH</sup> ANNUAL REPORT**

**2013-2014**

# **SHREE SURGOVIND TRADELINK LIMITED**

## **19<sup>th</sup> Annual Report**

**2013-2014**

**BOARD OF DIRECTORS** : Mr. Navin M. Mehta - Chairman  
Mr. Mayur Krishna Tendulkar - Whole Time Director  
Mrs. Shruti Sudhakar Sawant - Director  
Mrs. Kalpana Rajiv Kulkarni - Director

**BANKERS** : Union Bank of India

**AUDITORS** : P. P. Jayaraman & Co.  
Chartered Accountants  
Thane

**REGISTERED OFFICE** : 103/1, 1<sup>st</sup> Floor, Angel Complex,  
Behind Bluestar Complex, Navjeevan,  
Ahmedabad – 380014

**WEBSITE** : [www.sstl.co.in](http://www.sstl.co.in)

### **REGISTRARS & SHARE**

**TRANSFER AGENTS** : Adroit Corporate Services Private Limited  
19/20, Jaferbhoy Industrial Estate,  
1<sup>st</sup> Floor, Makwana Road, Marolnaka,  
Mumbai – 400 059  
Tel No. : (022) - 28594060  
Fax No. : (022) - 28503748  
E-mail : [adroits@vsnl.net](mailto:adroits@vsnl.net)

## **NOTICE**

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of the Members of **SHREE SURGOVIND TRADELINK LIMITED** will be held on **Monday the 22<sup>nd</sup> day of September 2014 at 11.00 a.m.** at the registered office of the Company at **103/1, 1<sup>st</sup> Floor, Angel Complex, Behind Bluestar Complex, Navjeevan, Ahmedabad – 380014** to transact, the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the financial year ended as on that date and the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Navin M. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. P. P. Jayaraman & Co., Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder Mrs. Kalpana Kulkarni, who was appointed as a Director of the Company by the Board of Directors w.e.f. November 6, 2013 and who holds office up to the date of this Annual General meeting, be and is hereby appointed as an Independent Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

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



**“RESOLVED THAT** pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder Mrs. Shruti Sawant, who was appointed as a Director of the Company by the Board of Directors w.e.f. November 6, 2013 and who holds office up to the date of this Annual General meeting, be and is hereby appointed as an Independent Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

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

**“RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013 and pursuant to Articles of Association of the Company, Mr. Mayur Tendulkar be and is hereby appointed and re-designated as Whole time Director of the Company for a period of five years with effect from 1<sup>st</sup> July, 2014 as per the below mentioned terms & conditions:

**Salary (Rs./Month):** Rs. 25,000/- per month.

**Commission:**

Such remuneration by way of commission not exceeding 3 % of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in section 197 of the Companies Act, 2013. The specific amount payable will be decided by the Board of Directors based on certain criteria and will be payable only after the Annual Accounts of the Company have been adopted by the members of the Company.

**Perquisites**

Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

**a) Housing**

House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.

**b) Medical Reimbursement**

Expenses incurred for the appointee and his family subject upto to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.

**c) Leave Travel Assistance**

First Class Air Fare for self and family once in a year to any destination in India. Family defined as spouse and two dependent children.

**d) Club Fees**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

**e) Personal accident insurance**

As per rules of the Company

**f) Employer's contribution to Provident fund/superannuation fund**

As per Rules of the Company

**g) Gratuity**

Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

**Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Mayur Tendulkar, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

**RESOLVED FURTHER THAT** any of the Director be and is hereby authorized to file the necessary forms in this regard with the Registrar of Companies."

**BY ORDER OF THE BOARD  
FOR SHREE SURGOVIND TRADELINK LIMITED**

**NAVIN MEHTA  
DIRECTOR**

**Place : Mumbai**

**Dated : 22<sup>nd</sup> August, 2014**

**Registered Office:  
103/1, 1<sup>st</sup> Floor, Angel Complex,  
Behind Bluestar Complex,  
Navjeevan, Ahmedabad - 380014**



#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THAT PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, 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 remain closed from **Thursday, 18<sup>th</sup> September, 2014 to Monday, 22<sup>nd</sup> September, 2014** (both days inclusive).
3. Members are requested to notify immediately the change of address, if any to the Company.
4. Members /Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members attending the Annual General Meeting are requested to bring their copies of Annual Report at the meeting.
6. The Documents referred to in the proposed resolution are available for inspection at the registered Office of the Company between 9.00 a.m. to 10.00 a.m., except on holidays up to the Annual General Meeting.
7. The Company, consequent upon the introduction of the Depository system (DS), entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of equity shares of the Company. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
8. Voting through electronic means  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CSDL).  
The instructions for members for voting electronically are as under:-
  - (i) The voting period begins on 15<sup>th</sup> September, 2014 from 10.00 a.m. onwards and ends on 17<sup>th</sup> September, 2014 till 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period

(iii) Click on "Shareholders" tab.

(iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

**PAN** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number(Available in the Address label pasted in the cover and/or in the e-mail sent to the members) in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.



Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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(ix) After entering these details appropriately, click on "SUBMIT" tab.

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

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



**(xix) Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**(xx)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(xxi)** Mr. A. Sekar, Practicing Company Secretary (Membership No. ACS 8649 and CP No. 2450), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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

**ITEM NO. 4:**

The Board of Directors appointed Mrs. Kalpana Kulkarni as a Director w.e.f. 6<sup>th</sup> November, 2013 pursuant to Section 161 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting. Her term of office shall be liable to determination by retirement of directors by rotation.

Mrs. Kalpana Kulkarni is a commerce graduate. She has wide experience of more than 25 years in the field of accounts, finance and administration.

The Board considers that availing her services would be beneficial to the Company and she fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

Except Mrs. Kalpana Kulkarni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution except and to the extent they are member of the Company.

**ITEM NO. 5:**

The Board of Directors appointed Mrs. Shruti Sawant as a Director w.e.f. 6<sup>th</sup> November, 2013 pursuant to Section 161 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting. Her term of office shall be liable to determination by retirement of directors by rotation.

Mrs. Shruti Sawant is a Arts graduate. She has huge experience of more than 21 years in the field of maintaining Import and export department.

The Board considers that availing her services would be beneficial to the Company and she fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice.

Except Mrs. Shruti Sawant, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution except and to the extent they are member of the Company.