

**SHREE SURGOVIND TRADELINK LIMITED**

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

**2014-2015**

# **SHREE SURGOVIND TRADELINK LIMITED**

## **20<sup>th</sup> Annual Report 2014-2015**

**BOARD OF DIRECTORS** : Mr. Navin M. Mehta - Chairman  
Mr. Mayur Krishna Tendulkar – Whole Time Director  
Mr. Chirag Pramodkumar Sanghavi - 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 Twentieth Annual General Meeting of the Members of **SHREE SURGOVIND TRADELINK LIMITED** will be held on **Tuesday, the 29<sup>th</sup> day of September, 2015** 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, 2015 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval of the members be and is hereby given for appointment of Mrs. Kalpana Kulkarni, who was appointed as an Independent Director of the Company by the Board of Directors on 25<sup>th</sup> March, 2015, be and is hereby appointed as an Independent Non-Executive Director, to hold office for 5 consecutive years and who shall not be liable to retire 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval of the members be and is hereby given for appointment of Mrs. Shruti Sawant, who was appointed as a Director of the Company by the Board of Directors on 25<sup>th</sup> March, 2015, be and is hereby appointed as a Independent Non-Executive Director, to hold office for 5 consecutive years and who shall not be liable to retire 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 provisions of section 149,150,161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members be and is hereby given for the appointment of Mr. Chirag Sanghavi, who was appointed as a Independent Non-Executive Director of the Company with effect from 25<sup>th</sup> June, 2015, to hold office for 5 consecutive years, not liable to retire by rotation."

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

**NAVIN MEHTA  
DIRECTOR**

**Place :Mumbai**

**Dated :7<sup>th</sup> August, 2015**

**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 24<sup>th</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (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. Mr Navin Mehta, Director retire by rotation, and being eligible offer himself for re-appointment at the Annual General Meeting. A brief resume of the said Director, is given below:

Name	<b>Mr. Navin Mehta</b>
Directors Identification number (DIN)	<b>00764424</b>
Age	<b>51</b>
Qualification	<b>BSc., D Pharm</b>
Expertise in Specific Area	<b>Trading</b>
Date of first Appointment on the Board of the Company	<b>01/04/2008</b>
Shareholding in Shree Surgovind Tradelink Limited	<b>1,75,000</b>
List of Directorship held in other companies	<b>RKB Iron &amp; Steel Pvt. Ltd.</b>
Membership / Chairmanships of Audit and stake holders relationship committees	<b>Refer to Report on Corporate Governance</b>

8 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.

9 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 20<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 (CDSL).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Friday 25<sup>th</sup> September, 2015 from 10.00 a.m. onwards and ends on Monday, 28<sup>th</sup> September, 2015 till 5.00 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 23<sup>rd</sup> September 2015, 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 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
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>
<p>(viii) After entering these details appropriately, click on “SUBMIT” tab.</p> <p>(ix) 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.</p> <p>(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(xi) Click on the EVSN for the relevant &lt;Company Name&gt; on which you choose to vote.</p> <p>(xii) 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.</p>	

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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).
- (xx) Mr. A. Sekar, Practicing Company Secretaries (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 scrutiniser shall, immediately after the conclusion of voting at the general meeting, first 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 and make a Scrutinizer's Report of the votes cast in favour or against, if any, not later than 3 days of conclusion of meeting 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 Independent Non – Executive Director pursuant to Section 149, 152 of the Companies Act, 2013. Her term of office shall be of 5 consecutive years and she shall not be liable to retire by rotation.

Brief resume of Mrs. Kalpana Kulkarni nature of her expertise in specific functional areas and names of Companies in which she hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se, are provided herein below:

Name	<b>Mrs. Kalpana Kulkarni</b>
Directors Identification number (DIN)	<b>06463476</b>
Age	<b>52 yrs</b>
Qualification	<b>B.Com</b>
Expertise in Specific Area	<b>Accounts, finance and administration</b>
Date of first Appointment on the Board of the Company	<b>06/11/2013</b>
Shareholding in Shree Surgovind Tradelink Limited	<b>0</b>
List of Directorship held in other companies	<b>RKB Steel Pvt. Ltd.</b>
Membership / Chairmanships of Audit and stake holders relationship committees	<b>Refer to Report on Corporate Governance</b>

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 Independent Non – Executive Director pursuant to Section 149, 152 of the Companies Act, 2013. Her term of office shall be of 5 consecutive years and she shall not be liable to retire by rotation.

Brief resume of Mrs. Shruti Sawant nature of her expertise in specific functional areas and names of Companies in which she hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se, are provided herein below:

Name	<b>Mrs. Shruti Sawant</b>
Directors Identification number (DIN)	<b>06463461</b>
Age	<b>39 yrs</b>
Qualification	<b>B.A.</b>
Expertise in Specific Area	<b>Import and Export Operations</b>
Date of first Appointment on the Board of the Company	<b>06/11/2013</b>
Shareholding in Shree Surgovind Tradelink Limited	<b>0</b>
List of Directorship held in other companies	<b>RKB Steel Pvt. Ltd.</b>
Membership / Chairmanships of Audit and stake holders relationship committees	<b>Refer to Report on Corporate Governance</b>

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.

#### ITEM NO. 6:

The Board of Directors appointed Mr. Chirag Sanghavi as a Independent Non – Executive Director pursuant to Section 149,150,161 of the Companies Act, 2013 w.e.f 25<sup>th</sup> June, 2015, subject to the approval of members. His term of office shall be of 5 consecutive years and he shall not be liable to retire by rotation.

Brief resume of Mr. Chirag Sanghavi is provided herein below: