

## **COMPANY'S PROFILE**

### **SAMTEL INDIA LIMITED**

**CIN:** L31909RJ1981PLC012073

**Board of Directors:** Mr. Satish K Kaura, Mg. Director  
Mr. Om Wadhwa, Director  
Mr. Uday Sethi, Director  
Mrs. Alka Kaura, Woman Director

**Registered Office** Village Naya Nohra  
Kota Baran Road,  
Tehsil- Ladpura  
Distt- Kota, Rajasthan- 324001.

**Correspondence Address:** 501, 5<sup>th</sup> Floor,  
Copia Corporate Suites,  
District Centre, Jasola,  
New Delhi - 110 025  
Phone : 011 - 4242 4000  
Fax : 011 – 4242 4099  
website: [www.samtelgroup.com](http://www.samtelgroup.com)

**Registrar & Share Transfer Agent:** MCS Share Transfer Agents Limited,  
F – 65, 1st Floor,  
Okhla Industrial Area, Phase I,  
New Delhi - 110020.  
Phone : (011) 41406149, 41406151 & 52,  
41609386, 41703885  
Fax : (011) 41709881

**SAMTEL INDIA LIMITED**  
**(CIN: L31909RJ1981PLC012073)**

**NOTICE OF MEETING**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of Samtel India Limited will be held at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, Kota (Rajasthan) on Friday the 29<sup>th</sup> day of September, 2017 at 9.30 am to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Alka Kaura (DIN No.00687365) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Mr. Uday Sethi (DIN No.06944469) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and appoint M/s R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683) as Statutory Auditors of the company in place of M/s. S S Kothari Mehta & Co., Chartered Accountants, New Delhi (Regd. No. 000756N) and fix their remuneration and in this regard, 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 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Board of Directors, M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683), be and are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of ensuring 35<sup>th</sup> Annual General Meeting to the conclusion of the Five (5) consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors, be and are hereby authorized to fix such remuneration as may be agreed upon by the Board of Directors and Auditors, in addition to reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.”

*Notes:*

1. There is no special business in the agenda items, therefore there is no need to give Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business hereto. The relevant details of the Director seeking re-appointment under Item No. 2 & 3 pursuant to SEBI (LODR) Regulations 2015 and as per the Listing Agreements entered into with the Stock Exchanges are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is 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. Process and manner for Members opting to vote through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and SEBI (LODR) Regulations, 2015 and as per the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services Ltd. (CDSL).

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> Sept. 2017 at 9.30 a.m. and ends on 28<sup>th</sup> Sept., 2017 at 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 (record date) of 22<sup>nd</sup> Sept., 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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	<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 the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip.</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>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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>

- (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 SAMTEL INDIA LIMITED 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 changed 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 Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> Sept., 2016 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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)
4. For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the AGM, to enable them to send their assent or dissent by post. Members may send the duly completed Ballot Forms so as to reach the Scrutinizer at the Registered Office of the Company not later than 28.09.2017 (5.00 pm). Ballot Forms received after this date will be treated as invalid. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
5. **General instructions/ information for Members for voting on the Resolutions:**
- (a) A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and

- the Ballot Form of that Member shall be treated as invalid.
- (b) Facility of voting through Poll paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting.
  - (c) Members who have cast their vote by remote e-voting or through Ballot Form prior to the Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
  - (d) The voting rights of the shareholders (for voting through remote e-voting or through Ballot Form or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on **22.09.2017 ("Cut-Off Date")**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form as well as voting at the AGM.
  - (e) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22.09.2017, may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
  - (f) If a Member is desirous of obtaining a duplicate Ballot Form, or desires to vote in physical form, he may request for the same by mentioning their Folio/ DP ID - Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 28.09.2017 (5.00 pm). Ballot Forms received after this date will be treated as invalid.
- (g) **Arunesh Dubey & Co., Office no. 302, 3<sup>rd</sup> floor, E-21/, Mahesh Bhawan, Near Heera Sweets, Laxmi Nagar, New Delhi-110092** has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through post and through ballot paper at the Meeting, in a fair and transparent manner.
- (h) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Form, in the presence of at least two (2) witnesses not in the employment of the Company.
  - (i) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and votes received through post and make, not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - (j) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.samtelgroup.com](http://www.samtelgroup.com) and on the website of CDSL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
6. 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 the representative to attend and vote on their behalf at the Meeting.
  7. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
  8. **The Register of Members and the Share Transfer Books of the Company will be closed from 26<sup>th</sup> day of Sept. 2017 to 28<sup>th</sup> day of Sept. 2017 (both days inclusive).**
  9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form

must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.

10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

**11. Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

**12. Unclaimed Dividends:**

**(a) Transfer to General Revenue Account:**

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1996 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to Office of the Registrar of Companies, NCT of Delhi & Haryana.

**(b) Transfer to the Investor Education and Protection Fund:**

Members are hereby informed that after the amendment of the Companies Act, 1956, w.e.f. 31st October, 1998, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ("the Fund") established by the Central Government. In accordance with Section 205C of the Companies Act, 1956, no claim shall lie against the Company or Fund in respect of the amounts transferred to the Fund.

All the unpaid dividend have already been transferred to the IEPF Account.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

**14. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

15. Electronic copy of the Annual Report for 2016-17 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.

16. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

By Order of the Board of Directors

Sd/-

SATISH K KAURA

Chairman & Managing Director

Dated: 14<sup>th</sup> August, 2017

Corporate Office:

501, 5<sup>th</sup> Floor, Copia Corporate Suites,

9, District Centre, Jasola, New Delhi – 110025.

**STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

Statement pursuant to Schedule V of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial standard-2:

There is no special business

**INFORMATION UNDER CHAPTER IV OF THE SEBI (LODR) REGULATIONS 2015 REGARDING RE-APPOINTMENT OF DIRECTORS**

Name of Director	Alka Kaura	Uday Sethi
Date of Birth	1-12-1950	26-09-1988
Date of Appointment	30-03-2015	14-08-2014
Expertise in specific functional areas	Mrs. Alka Kaura is Professional Director has the sound knowledge of administration and management.	Mr. Uday Sethi is Professional Director. He is quite knowledge & expertise in Business Administration and Financials.  He has also been honoured as the Electronics Man of the year award in the past by ELCINA and CETMA.
Qualifications	Graduate	Graduate and MBA
List of companies in which Directorship held as on 31.03.2015	<b>Public Limited:</b> Samtel India Ltd. Samtel Color Ltd. Swaka Consultants Ltd. Punswat Consultants Ltd. Samtel Machines & Projects Ltd. <b>Private Limited:</b> Bluebell Trade Links Pvt. Ltd. Paramount Capfin Lease Pvt. Ltd. Fame Mercantiles Pvt. Ltd. Navketan Mercantiles Pvt. Ltd.	Public Limited: Samtel Color Ltd. Samtel Glass Ltd.
Chairman/Member of Mandatory Committee	<b>Chairman:</b> Nil <b>Member:</b> Remuneration Committee – Samtel India Ltd.	<b>Chairman:</b> Stakeholders Relationship Committee- Samtel India Ltd. - Samtel Color Ltd.

	<p>- Samtel Color Ltd.</p> <p>Audit Committee - Samtel India Ltd.</p> <p>- Samtel Color Ltd.</p> <p>Stakeholders Relationship Committee - Samtel India Ltd.</p> <p>- Samtel Color Ltd.</p>	<p>Audit Committee - Samtel Color Ltd.</p> <p><b>Member:</b></p> <p>Remuneration Committee - Samtel India Ltd.</p> <p>- Samtel Color Ltd.</p> <p>Audit Committee - Samtel India Ltd.</p>
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## Samtel India Limited

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### **PERFORMANCE REVIEW AND OUTLOOK:**

The year under review has been a difficult year for the Company. The efforts of the Company to diversify its business activities were not successful. Due to lack of opportunities, the outsourcing activities of the Company could not be carried out profitably.

The Company ended the financial year on 31<sup>st</sup> March, 2017 with a NIL Gross Turnover Nil and other income of Rs. 6.34 lacs as against NIL Gross Turnover and other income of Rs. 19.98 lacs of the previous financial year. The Company incurred a net loss of Rs.16.07 lacs during the year under review as against net loss of Rs. 10.11 lacs during the previous financial year.

The subdued industrial atmosphere and declining trend of diversification and expansion of existing manufacturing facilities all across the Country has adversely impacted the business plans of the Company.

To come out of the situation and increase the revenue of the Company, the Management is seriously exploring various options including trading activities.

#### **BALANCE SHEET ANALYSIS:**

- a) **Loans: Unsecured**  
Inter Corporate Deposit of Rs. 10.88 lacs was outstanding as on 31<sup>st</sup> March 2017 (Previous Year Rs. 10.88 lacs).
- b) **Fixed Assets:**  
The net fixed assets at the end of the Last financial year were Rs. 4.10 lacs as against NIL as on 31<sup>st</sup> March, 2017
- c) **Current Assets:**  
The total current assets increased to Rs. 276.20 lacs as on 31<sup>st</sup> March, 2017 from Rs. 275.88 lacs as on 31<sup>st</sup> March, 2016.  
Cash and Bank Balances decreased to Rs. 31.59 lacs from Rs. 31.60 lacs. Loans and advances increased to Rs. 244.61 lacs this year from Rs. 244.29 lacs at the end of the previous year.
- d) **Current Liabilities:**  
Current Liabilities have increased to Rs. 479.00 lacs as on 31<sup>st</sup> March, 2017 from Rs. 473.33 lacs as on 31<sup>st</sup> March, 2016.

#### **INTERNAL CONTROL SYSTEMS & ITS ADEQUACY:**

The Company has in place adequate internal audit and control systems. The Company has an independent audit committee which exercises requisite powers and control as envisaged in SEBI (LODR) Regulations 2015 and as per the Listing Agreement.

M/s. Arunesh Dubey & Co., New Delhi has been appointed as the Secretarial Auditor of the Company and M/s. R. Sharma & Associates, New Delhi has been appointed as the Statutory Auditor of the Company.

**OPPORTUNITIES & THREATS:**

The Company could not commence any new business activities due to constraints beyond its control including severe liquidity problem.

To further the business interest and have a continuous revenue flow, the Management is exploring various opportunities including trading activities.

However, such activities will be initiated only after carrying out all due diligence and obtaining requisite statutory approval and the same can be time consuming. Availability of fund is also very crucial for commencing any new business activities.

**CAUTIONARY STATEMENT:**

Statement in this 'Management Discussion and Analysis Report' describing the Company's objectives and expectations may be considered as 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. The Company undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.