
ANNUAL REPORT

2013-14

Of

**STANLEY SCHAPPELL TRADE
& FINANCE LTD**

REGISTERED OFFICE: 21, PARSEE CHURCH STREET CABIN NO. 7 KOLKATA 700001

STANLEY SCHAPPELL TRADE & FINANCE LTD

NOTICE

Notice is hereby given that an Annual General Meeting (AGM) of the shareholders of the Company will be held on Friday, the 29th day of August, 2014 at 21, Parsee Church Street, Cabin No. 7, Kolkata- 700001 at 11:30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2014 and the Balance Sheet as on that date and the Report of the Board of Directors and the Auditors Report thereon.
2. Board decided not to declare any dividend for the Financial Year ended 31st March, 2014.
3. To appoint a director in place of Chetan Sharma (holding Din 06614477) who retires by rotation and being eligible offer himself for re –appointment.
4. To appoint auditors of the Company and to fix their remuneration and to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, JSA & ASSOCIATES., Chartered Accountants, be and is hereby re-appointed as Auditors of the Company to hold office, for a term of three years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Mrs. Sonam Sharma who was appointed as an additional director by the board of directors of the Company w-e-f 4th August, 2014 pursuant to the provisions of sections 149 & 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and who holds office upto the date of this AGM in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of director be and is hereby appointed as an Independent director on the Board of Directors of the Company to hold office upto 5 consecutive years upto August 3, 2019, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board Of Directors, be and are hereby authorized file relevant e-forms with the ROC and to execute all such papers, deeds and things, as may be required in connection to the above all resolutions.”

6. To consider and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149 & 152 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement, Mr. Yash Kishore Saraogi (holding Din 00402101) **a Non-Executive director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for further period of 5 years w-e-f August 29th, 2014 to August 28th, 2019”.**

7. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 198, 269, 309 and all other applicable provisions, if any, of the Companies Act 1956 or any amendment or modification thereof, read with Schedule XIII of the Act and pursuant to Section 149, 152, 196, 197 & 203 with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, and accordance with the Article 100 of the

Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Mr. Vijay Kumar Sharma (Din 06614466) as Managing Director of the Company for a period of 5 years w-e-f 30th August, 2014 to 29th August, 2019 as per terms & conditions including remuneration as set out in the draft agreement to be executed between him and the Company.

“FURTHER RESOLVED THAT Mr. Vijay Kumar Sharma, Managing director of the Company shall not be subject to retire by rotation during his tenure as Managing Director.”

8. To consider and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions Section 13 of the Companies Act, 2013(corresponding to Section 21 of the Companies Act, 1956) and other applicable provisions if any, and subject to the approval of the Central Government, name of the Company be changed from STANLEY SCHAPPELL TRADE & FINANCE LTD to SHAILJA COMMERCIAL TRADE FRENZY LTD.

Wherever it appears in the Memorandum of Association, Articles of Association, documents etc be substituted by the new name SHAILJA COMMERCIAL TRADE FRENZY LTD.

“FURTHER RESOLVED THAT Directors of the Company be and are hereby authorized to do all acts & deeds, settle all matters and things arising out of and incidental to the above mentioned change in the name of the company and further take all such steps as it may, in its absolute discretion, deem necessary to give effect to this resolution.”

9. To consider and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions Section 13 & 14 of the Companies Act, 2013 & pursuant to the change of name of the company, Clause I of the Memorandum of Association of the Company, be is hereby altered to read as follows;

The name of the Company SHAILJA COMMERCIAL TRADE FRENZY LTD.

“FURTHER RESOLVED THAT The Articles of Association of the Company be and is hereby altered to include the name SHAILJA COMMERCIAL TRADE FRENZY LTD.

“FURTHER RESOLVED THAT the alterations as mentioned in this resolution be noted in the Memorandum of Association and Articles of Association.

“FURTHER RESOLVED THAT Directors of the Company be and are hereby authorized to sign & file the necessary forms with the ROC & do all the necessary acts in order to give effect to the above resolution.”

By Order of the Board

For **STANLEY SCHAPPELL TRADE & FINANCE LTD**

Sd/-
(VIJAY KUMAR SHARMA)
Director

Din No - 06614466

Date – 04.08.2014

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed herewith.
2. A shareholder entitled to attend and vote, is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. The proxy need not be a shareholder of the company. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office of the company.
3. The instrument appointing a Proxy must be lodged at the Registered Office of the Company at least 48 hours prior to the time of meeting.
4. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 3.00 – 5.00 P.M up to the date of AGM and at the AGM.
5. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip DP ID for easy identification of attendance at the meeting.
6. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
7. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Board's Resolution authorizing their representatives to attend and vote at the AGM.

Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., MAHESHWARI DATAMATICS PRIVATE LIMITED
6, Mangoe Lane, Kolkata- 700001, Email id- mdpl@cal.vsnl.net.in

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

The following explanatory statement pursuant to provisions of section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO. 5:

Mrs. Sonam Sharma who was appointed as an additional director by the board of directors of the Company w-e-f 4th August, 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mrs. Sonam Sharma will hold office upto the date of ensuing AGM.

The Company has received from Mrs. Sonam Sharma (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Sonam Sharma as an Independent Director of the Company upto 3rd August, 2019 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

ITEM NO. 6:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchange, appointed Yash Kishore Saraogi as independent Director, in compliance with the requirements of the clause. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board has recommended the appointment of director as Independent Directors from August 29, 2014 up to August 28, 2019.

Mr. Yash Kishore Saraogi have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of director as Independent Directors is now being placed before the Members for their approval.

The Directors therefore recommend passing of the Ordinary Resolution contained in Item No. 6 of the accompanying notice.

ITEM NO. 7:

The Board of Director of the Company at its meeting held on 4th August, 2014 has discussed on appointment of Mr. Vijay Kumar Sharma as Managing Director of the Company for a period of 5 years w-e-f 30th August, 2014 on terms of appointment and remuneration payable to Mr. Vijay Kumar Sharma, Managing Director of the Company as are specified in the draft agreement to be executed between him and the Company, a copy of which (as has duly approved by the Board) will be placed before the meeting.

Hence the proposed resolution is recommended for consideration of and approval of shareholders of the Company.

None of the Directors of the Company except Mr. Vijay Kumar Sharma is, in any way, concerned or interested in the proposed resolution.

ITEM NO. 8:

Pursuant to the new business of the Company, the promoters of the Company have proposed to change the name of the company from STANLEY SCHAPPELL TRADE & FINANCE LTD to SHAILJA COMMERCIAL TRADE FRENZY LTD.

The Registrar of Companies, Mumbai, vide a letter dated

The provisions of the Companies Act, 2013, inter alia, require approval of the members of the company by way of Special Resolution for change of name of the company and for consequential alternation of Memorandum and Articles of Association of the company.

ITEM NO. 9:

With reference to Item no. 8 it will become necessary to alter the Memorandum of Association and Articles of Association of the company to include the new name of the company SHAILJA COMMERCIAL TRADE FRENZY LTD.

The provision of the Companies Act, 2013, inter alia, requires approval of the members of the company by way of Special Resolution for altering the provision Memorandum of Association and Articles of Association of the company.

By Order of the Board
For **STANLEY SCHAPPELL TRADE & FINANCE LTD**

Sd/-
(VIJAY KUMAR SHARMA)

Place – Kolkata
Date - 04.08.2014

Director
Din No- 06614466

Stanley Schappell Trade & Finance Ltd.

DIRECTORS' REPORT

TO THE SHAREHOLDERS,

Your directors have pleasure in presenting their Annual Report together with the Audited Accounts for the year ended 31/03/2014

FINANCIAL RESULTS

During the period under review the Company has made a profit of Rs. 1,742.00 which when added to the past year debit balance of Rs. 4,59,865.00 makes a total debit balance of Rs. 4,58,123.00 which your directors propose to carry forward to next year.

WORKING OF THE COMPANY

During the period the funds of the Company were properly utilized.

DIRECTORS RESPONSIBILITY STATEMENT

- i. In the preparation of annual accounts, the applicable accounting standards had been followed.
- ii. Accounting policies are applied consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
- iii. Proper & sufficient care was taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts had been prepared on the basis of going concern.

AUDITOR'S REPORT

The observation made by the Auditors are self-explanatory and do not require any further clarification.

AUDITORS

M/s JSA & Associates, Chartered Accountants, Auditors of the Company retires and offers them self for re-appointment.

INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956:

The above section is not applicable to the Company as no employees of the Company are in receipt of the remuneration specified under the above section.

Place: Kolkata
Date: 20.05.2014

For and behalf of the Board
STANLEY SCHAPPELL TRADE & FINANCE LTD.

Nay Kumar Sharmar

Director / Authorised Signatory

REPORT ON CORPORATE GOVERNANCE

OUR POLICY ON GOVERNANCE

The Company's philosophy of Corporate Governance is adopting highest standards of professionalism, honesty, integrity and ethical behavior to achieve business excellence and enhancing and maximizing shareholders value and protect the interest of stakeholders. The governance structure involves distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders).

BOARD OF DIRECTORS

The composition of Board is in accordance with Clause 49 (IA) of the Listing Agreement i.e. combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors.

The Board of Directors duly met 6 (SIX) times respectively on 25/04/2013, 07/05/2013, 25/07/2013, 16/10/2013, 08/01/2014 and 14/03/2014 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Director at the Board of Directors meetings during the financial year 2013-14 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	Attendance		No. of other Directorships**	No. of Board Committees (other than STANLEY SCHAPPELL TRADE & FINANCE LTD)
		Board Meeting	Last AGM		
Vijay Kumar Sharma	Executive	6	Yes	NIL	NIL
Chetan Sharma	Non- Executive	6	Yes	NIL	NIL
Yash Kishore Saraogi	Independent Non-Executive	6	Yes	NIL	NIL

**Excluding directorship in, private companies, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956

- 1) The Company did not have any pecuniary relationship and transaction with any of the Non-Executive Directors during the year under reference
- 2) All Independent Directors have confirmed that they meet the "independence" criteria as mentioned under Clause 49 of the Listing Agreement

Chetan Sharma retires by rotation at the forthcoming Annual General Meeting. He is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.