

35th ANNUAL REPORT

SHAILJA COMMERCIAL TRADE FRENZY LIMITED

SHAILJA COMMERCIAL TRADE FRENZY LIMITED

(Formerly known as Stanley Schappell Trade & Finance Limited)

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

VIJAY KUMAR SHARMA
CHETAN SHARMA
SONAM SHARMA
YASH KISHORE SARAOGI

MANAGING DIRECTOR
CFO/DIRECTOR
DIRECTOR
DIRECTOR

AUDIT COMMITTEE:

YASH KISHORE SARAOGI
SONAM SHARMA
CHETAN SHARMA

CHAIRMAN
MEMBER
MEMBER

NOMINATION AND REMUNERATION COMMITTEE:

SONAM SHARMA
YASH KISHORE SARAOGI
VIJAY KUMAR SHARMA

CHAIRMAN
MEMBER
MEMBER

STAKEHOLDER RELATION COMMITTEE:

SONAM SHARMA
YASH KISHORE SARAOGI
VIJAY KUMAR SHARMA

CHAIRMAN
MEMBER
MEMBER

AUDITORS:

JSA & Associates
Chartered Accountants
Firm Registration Number: - 324521E

COMPLIANCE OFFICER:

VIJAY KUMAR SHARMA

REGISTERED OFFICE:

21, Parsee Church Street,
Cabin No. 7, Kolkata- 700001
Telephone No. 033-6503-9584

REGISTRAR & SHARE TRANSFER AGENT:

Maheshwari Datamatics Private Limited
6, Mango Lane, 2nd Floor. Kolkata - 700001
Tel.: 033 2248 2248; Fax: 033 2248 4787
Email: mdpldc@yahoo.com

SHAILJA COMMERCIAL TRADE FRENZY LIMITED

(Formerly Known as Stanley Schappell Trade & Finance Limited)

Regd Office: 21, PARSEE CHURCH STREET, CABIN NO. 7, KOLKATA- 700001, West Bengal

Tel No: 033 65039584, email: info@sctfl.org Website: www.sctfl.org

CIN: L67120WB1981PLC033635

NOTICE

Notice is hereby given that the 35th Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, the 28th day of September, 2016 at 21, PARSEE CHURCH STREET, CABIN NO. 7, KOLKATA- 700001 at 2.00 P.M. to transact the following business:

ORDINARY BUSINESS:

- 1.To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 together with the Report of the Board of Directors and Auditors thereon.
- 2.The Board decided not to declare any dividend for the Financial Year ended 31st March, 2016.
- 3.To appoint a director in place of Chetan Sharma (holding Din 06614477) who retires by rotation and being eligible offer himself for reappointment.
4. To consider and if thought fit to pass with or without modification, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, and all other provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of audit committee of the Board, the Company hereby ratifies the appointment of M/s JSA & Associates, Chartered Accountants (Firm Registration No.:324521E) as Auditors of the Company to hold office 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 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.” .

Place: Kolkata
Date: 10.08.2016

By Order of the Board

Sd/-
(Vijay Kumar Sharma)
Managing Director

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

1. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
2. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, 2nd Floor, Kolkata- 700 001
 - a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
3. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
4. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
5. Electronic copy of the notice of the 35th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
6. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
7. 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.
8. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
9. Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., **Maheshwari Datamatics Pvt. Ltd., Mr. S. Rajagopal** (Vice President) 6, Mangoe Lane, 2nd Floor, Kolkata- 700 001 Contact No.: 033-2248 2248, Fax- 033-2248 4787, E-Mail: mdpldc@yahoo.com.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2016 to September 28, 2016 (both days inclusive).

11. Voting through Electronic Means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards- 2, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- a) The voting period begins on 25.09.2016 from 9.00 A.M and ends on 27.09.2016 till 5.00P.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 21.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- b) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- c) Click on “Shareholders” tab.

d) Now Enter your User ID

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

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

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

g) 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 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.

- h) After entering these details appropriately, click on "SUBMIT" tab.
 - i) 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.
 - j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - k) Click on the EVSN for the relevant Shailja Commercial Trade Frenzy Limited on which you choose to vote.
 - l) 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.
 - m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - n) 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.
 - o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - q) 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.
 - r) 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.
 - 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 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.
 - s) 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 under help section or write an email to helpdesk.evoting@cdslindia.com. or contact them at 1800 200 5533.
 - t) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at psassco@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2016 upto 5:00 pm without which the vote shall not be treated as valid.
 13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.

14. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 19th August, 2016.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 21st September, 2016 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt. Ltd., Mr. S. Rajagopal (Vice President) 6, Mangoe Lane, 2nd Floor, Kolkata- 700 001 Contact No.: 033-2248 2248, Fax- 033-2248 4787, E-Mail: mdpldc@yahoo.com. Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
18. Mr. Praveen Sharma (Practicing Company Secretary) (Membership No.ACS -30365) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sctfl.org and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange Limited and BSE Limited.

Place: Kolkata

Date: 10.08.2016

By Order of the Board

**Sd/-
(Vijay Kumar Sharma)
Managing Director
Din No - 06614466**

Details of Director Proposed to be appointed/re-appointed at the Annual General Meeting

Name of Director	Mr. Chetan Sharma
Fathers Name	Om Prakash Sharma
DIN	06614477
Date of Birth	30/06/1986
Date of Appointment on the Board	23/09/2004
Qualification	Commerce Graduate
Shareholding in the Company	10,500 Equity Shares

Names of other Companies in which he holds Directorships

1. MANAN DEALMARK PRIVATE LIMITED
2. LENTILS VINCOM LIMITED

DIRECTORS' REPORT

For The Financial Year 2015-16

Dear Members,

Your Directors have pleasure in presenting their 35th Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31st, 2016.

➤ Financial Performance of the Company

(Amount in Rs.)

Particulars	2015-16	2014-15
Profit/(Loss) Before Tax & Provision	1,43,161	1,42,412
Less: Provision For Tax	44,237	1,37,358
Profit After Tax	98,924	5,054
Add: Profit/(Loss) Brought Forward From Previous Year	(4,53,068)	(4,58,122)
Profit/(Loss) Carried Forward	(3,54,144)	(4,53,068)
Basic/ Diluted Earnings Per Share	0.03	0.00

➤ Brief description of the Company's working during the year/State of Company's affair

Our Company acts as buyers, sellers, Suppliers, Investor, Trader or consumer and household goods and slowly spreads its wings to the Investment company and invest in and acquire or otherwise deals in shares, debentures, bonds, obligations and securities issued/guaranteed by Government, state, Dominion in India or elsewhere. The Company is also into Primary business is trading in Sarees having a wide variety of fabrics and designs. The company has resumed its operation this financial year (2015-16) with revenue of Rs. 85.27 Lakhs (Approx.), expenditure Rs 101.34 Lakhs (Approx.) and profit before tax amounted to Rs. 143,161 (Approx.)

➤ Dividend

The Directors have not recommended any dividend for the financial year 2015-16.