



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

**SHAILJA COMMERCIAL TRADE FRENZY  
LIMITED**

**SHAILJA COMMERCIAL TRADE FRENZY LIMITED**

**Room No. 945B, 33/1, 10th Floor Marshall House, N. S. road Kolkata -  
700001**

**CONTENTS**

<b>NOTICE.....</b>	<b>01-11</b>
<b>DIRECTOR'S REPORT.....</b>	<b>12-17</b>
<b>ANNEXURES TO DIRECTOR'S REPORT .....</b>	<b>18-27</b>
<b>MANAGEMENT DISCUSSION AND ANALYSIS.....</b>	<b>28-29</b>
<b>MD &amp; CFO CERIFICATION.....</b>	<b>30</b>
<b>CERTIFICATE ON CORPORATE GOVERNANCE .....</b>	<b>31</b>
<b>CORPORATE GOVERNANCE REPORT.....</b>	<b>32-40</b>
<b>FINANCIAL STATEMENTS</b>	
<b>INDEPENDENT AUDITOR'S REPORT .....</b>	<b>41-45</b>
<b>BALANCE SHEET .....</b>	<b>46-47</b>
<b>PROFIT &amp; LOSS ACCOUNT .....</b>	<b>48</b>
<b>CASH FLOWS STATEMENT.....</b>	<b>49</b>
<b>NOTES TO FINANCIAL STATEMENT.....</b>	<b>50-59</b>
<b>SIGNIFICANT ACCOUNTING POLICIES .....</b>	<b>60-61</b>
<b>ATTENDENCE SLIP .....</b>	<b>62</b>
<b>PROXY FORM .....</b>	<b>63</b>
<b>BALLOT PAPER .....</b>	<b>64</b>

**SHAILJA COMMERCIAL TRADE FRENZY LIMITED**

Regd Office: 21, Parsee Church Street, Cabin No. 7, KOLKATA- 700001, West Bengal

Tel No: 033 65039584, email: [info@sctfl.org](mailto:info@sctfl.org)

Website: [www.sctfl.org](http://www.sctfl.org) CIN: L67120WB1981PLC033635

**NOTICE**

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, the 29<sup>th</sup> day of September, 2018 at 33/1, 10<sup>th</sup> Floor Marshall House N S Road, Kolkata- 700001 at 12.30 P.M. to transact the following business:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kushal Damodar Vaishnav (DIN: 07794242) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

To regularize the appointment of Mr. Amit Mahesh Bhatt (DIN: 08080071) as Executive Director of the Company:

**"RESOLVED THAT** Mr. Amit Mahesh Bhatt who was appointed by the Board of Directors as an Additional Director of the Company with effect from 07<sup>th</sup> March, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Executive Director of the Company, not liable to retire by rotation."

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

To appointment of Mr. Amit Mahesh Bhatt as Managing Director of the company for a Period of 5 (Five) Consecutive years, commencing from 29<sup>th</sup> September, 2018 to 28<sup>th</sup> September 2023.

**"RESOLVED THAT** in accordance with the provisions of Sections 196,197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act) and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force consent and/or approval of the company be and is hereby accorded to the appointment of Mr. Amit Mahesh Bhatt (DIN:08080071) as Key Managerial Personnel and designated as Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 29<sup>th</sup> September, 2018 to 28<sup>th</sup> September 2023, and to his remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as

approved and recommended by the Nomination and Remuneration Committee and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the company of the ONE PART and Mr. Amit Mahesh Bhatt of the OTHER PART and also as set out in the Statement Pursuant to Section 102 of the Companies' Act, 2013, attached to the notice convening the 37<sup>th</sup> Annual General Meeting of the Company (a draft, where of is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said appointment of Mr. Amit Mahesh Bhatt as, Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Mr. Amit Mahesh Bhatt, provided, however, that the remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof."

**RESOLVED FURTHER THAT** where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay Mr. Amit Mahesh Bhatt minimum remuneration by way of salary, perquisites and/or allowances, commission subject to the maximum ceiling calculated in accordance with the scale laid down in Section II of Part II of Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to Mr. Amit Mahesh Bhatt, the Managing Director of the Company subject to necessary approval(s) as may be required.'

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary desirable or expedient to give effect to this resolution.'

5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

To regularize the appointment of Mr. Manish Mangesh Parab as Non-Executive Independent Director of the Company:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Manish Mangesh Parab (DIN: 08025866), who was appointed as Additional Director on 30<sup>th</sup> December, 2017 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years from 29<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2023.

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Place: Kolkata  
Dated: 30.08.2018

For Shailja Commercial Trade Frenzy Limited.

Sd/-  
Amit Bhatt  
Director  
DIN:08080071

**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 23, R. N Mukherjee Road, 5<sup>th</sup> 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 36<sup>th</sup> 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) 23, R. N Mukherjee Road, 5<sup>th</sup> 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 24, 2018 to September 29, 2018 (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 26.09.2017 from 9.00 A.M and ends on 28.09.2017 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 21.09.2018, 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](http://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](http://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](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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. 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 [casonujain@gmail.com](mailto:casonujain@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 28th September, 2018 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, 2018. 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 04th September, 2018.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2018. 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 5<sup>th</sup> September, 2017 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. 5<sup>th</sup> September, 2017 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) 23, R.N Mukherjee, 5<sup>th</sup> 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. Ms. Namita Agarwal (Practicing Chartered Accountant) 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](http://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.
20. Nomination Facility: Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH- 14, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), who will provide the form on request. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant.
21. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013;

### Item No. 2:

**Mr. Amit Mahesh Bhatt (DIN: 06520600)** was appointed as an Additional Director by the Board with effect from 07<sup>th</sup> March, 2018 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Amit Mahesh Bhatt (DIN: 06520600) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Amit Mahesh Bhatt (DIN: 06520600) as Executive Director under Section 149 of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mr. Amit Mahesh Bhatt (DIN: 06520600) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Amit Mahesh Bhatt (DIN: 06520600) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Mr. Amit Mahesh Bhatt (DIN: 06520600) is interested in the above resolution as appointee as set out in item no. 2 of the Notice with regard to his appointment.

The Directors, therefore, recommend the Resolution as set out in item no. 2 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

### Item No. 3:

The Board of Directors have fixed the following remuneration as per the recommendations of the Nomination and Remuneration Committee to be paid to Mr. Amit Mahesh Bhatt, Managing Director of the Company during their respective periods of appointment with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down under Schedule V to the said Act, or any statutory amendment or relaxation thereof;

- a) Term: The term of Managing Director is for a period commencing from 29<sup>th</sup> September, 2018 till 28<sup>th</sup> September, 2023.
- b) Salary : Upto 12,00,000/- per annum or any other higher amount up to the limit prescribed in Schedule V as discussed & approved by Nomination & Remuneration committee and board of directors.
- c) Perquisites: The perquisites shall be valued as per Income Tax Rules, 1962. However the amount of perquisites shall be restricted to annual salary. For this purpose, perquisites will be as follows:-
  1. Medical Reimbursement: The reimbursement of actual medical expenses incurred by self and family of the Managing Director.
  2. Health Insurance: Health Insurance premium for covering self and dependant family members of Mr. Amit Mahesh Bhatt
  3. Leave: As per the Rules of the Company applicable to the Senior Executives.
  4. Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Amit Mahesh Bhatt spouse and attendant(s) during business trips and provision of car(s) for use on