

**SHANGAR DECOR  
LIMITED  
2014-15**

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

Shub Sumir R



**Board of Directors:**

Samirbhai Rasiklal Shah	Managing Director
Saumil Shrenikbhai Shah	Director
Ashokkumar Amratlal Shah	Independent Director
Prasanna Narendra Pandya	Independent Director
Rajeshkumar Sayajibhai Dharajiya	Independent Director
Parulben Samir Shah	Director

**Banker:**

The United Co-operative bank limited  
Axiz Bank  
Bank of baroda

**Auditor:**

**Niral Parikh & Associates**

Chartered Accountants  
802, Abhijeet-III,  
Opp. Mayor's Bunglow,  
Nr. Law Garden,  
Mithakhali, Ahmedabad-380006.

**Register Office:**

4, Sharad Flats,  
Opp- Dharnidhar Temple.  
Ahmedabad-380007

**Audit Committee:**

Ashokkumar Amratlal Shah	Chairman
Saumil Shrenikbhai Shah	Member
Prasanna Narendra Pandya	Member

**Shareholder Grievance Committee:**

Samirbhai Rasiklal Shah	Chairman
Saumil Shrenikbhai Shah	Member
Prasanna Narendra Pandya	Member

**Nomination and Remuneration Committee:**

Ashokkumar Amratlal Shah	Chairman
Rajeshkumar Sayajibhai Dharajiya	Member
Prasanna Narendra Pandya	Member



**Annual General Meeting:**

**Date:** 30/09/2015 **Day:** Wednesday **Time:** 11.00 A.M

**Venue:** 4 Sharad Flats Opp- Dharnidhar temple, Ahmedabad-380007

**Contact Details:**

Email: shangardecorltd@hotmail.com Phone: 07926634458

Website: www.shangardecor.com

**Share Transfer Agents:**

**M/s. Purva Sharegistry (India) Pvt. Ltd.**

Unit no. 9, Shiv Shakti Ind. Estate,  
J .R. Boricha marg  
Opp. Kasturba Hospital Lane  
Lower Parel (E), Mumbai 400 011

**Secretarial Auditors:**

**M/s S Bhattbhatt & Co.**

103, Krishna Tower, Opp. Bank of Baroda, R.V Desai Road, Vadodara -390001

**Listed on Stock Exchanges:**

Ahmedabad Stock Exchange



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### **GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to intimate their e-mail ID to the Company or send it through email at [shangardecorltd@hotmail.com](mailto:shangardecorltd@hotmail.com) mentioning their name(s) and folio number or send the details at Company's Registered Office.



**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 20<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, THE 30<sup>TH</sup> SEPTEMBER, 2015 AT 4, SHARAD FLATS OPP-DHARNIDHAR TEMPLE AHMEDABAD-380007, GUJARAT AT 11.00 A.M TO TRANSACT THE FOLLOWING BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Saumil Shrenikbhai Shah who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Auditors and fix their remuneration.

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Prasanna Narendra Pandya as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr Prasanna Narendra Pandya, (DIN:07025733), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11<sup>th</sup> February, 2014 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from the member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for consecutive three years.

**5. Appointment of Mr. Rajeshkumar Sayajibhai Dharajiya as an Independent Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,



2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr Rajeshkumar Sayajibhai Dharajiya, (DIN: 07039109), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11<sup>th</sup> February, 2014 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from the member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for consecutive three years."

**6. Appointment of Mrs. Parulben Samir Shah as a Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and Article No. 105 of the Articles of Association of the Company, Mrs. Parulben Samir Shah (DIN: 03344585) be and is hereby appointed as an Additional Director with effect from 11<sup>th</sup> February, 2015 on the Board of Directors of the Company who shall hold office upto the date of the ensuing Annual General Meeting of the Company".

**"RESOLVED FURTHER THAT** any one Director of the Company be and is hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an additional director of the Company."

**7. Appointment of Mr. Samirbhai Rasiklal Shah (DIN: 00787630) as whole Time Director of Company.**

To Consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

**"RESOLVED THAT** in accordance with the provisions of Section 196 and 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the approval of the Company be and is hereby accorded for appointment of Mr. Samirbhai Rasiklal Shah (DIN: 00787630) as Whole Time Director of the Company for a period of 3 (three) years with effect from 11<sup>th</sup> February, 2015 to 10<sup>th</sup> February, 2018 whose office shall not be liable to retire by rotation as recommended and approved by the Remuneration Committee and Audit Committee in their respective meetings held on 14<sup>th</sup> August, 2015, on the terms & conditions as mentioned in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** Samirbhai Rasiklal Shah (DIN: 00787630) will be paid the salary and perquisites as minimum remuneration not exceeding the limits



specified under Section II of Part II of Schedule V of the Act by making such compliances as provided in the Schedule and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution."

**For Shangar Decor Limited**

**Regd. Office:**

4 Sharad Flats Opp- Dharnidhar temple,  
Ahmedabad- 380007.

**Samirbhai R. Shah**  
**Managing Director**

**Date:** 14<sup>th</sup> August, 2015

**Place:** Ahmedabad

**Notes:**

1. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. Proxy form duly completed must be deposited at the registered office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed. Proxy so appointed shall not have any right to speak at the meeting.
2. As required by clause 49 of Listing Agreement, a brief profile of Mr. Saumil Shrenikbhai Shah, a Director retiring by rotation and seeking re-appointment under item no. 2 aforesaid in accordance with applicable provisions of the Companies Act, 2013 as well as those Directors who have been appointed since last Annual General Meeting are annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 29, 2014 to September 30, 2014 (both days inclusive) as per the provisions of Section 154 of the Companies Act, 2013.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. Members are requested to:-
  - a) Note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - b) Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Auditorium will be strictly on the basis of the



Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip.

- c) Quote their Folio in all correspondence.
  - d) Note that no gifts/coupons will be distributed at the Annual General Meeting.
6. Members holding shares in multiple folios are requested to apply for consolidation to the Company or its Registrar & Share Transfer Agent along with relevant Share Certificates.
7. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and/or change in address and bank account, to company's Registered Office.
8. Members are requested to notify immediately any change in their addresses to the share department of the company at its registered office.
9. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Compliance Officer of the Company at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
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10. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.

**Regd. Office:**

4 Sharad Flats Opp- Dharnidhar temple,  
Ahmedabad-380007

By Order of the Board  
**Shangar Decor Limited**

Date: 14<sup>th</sup> August, 2015

Place: Ahmedabad

(Samirbhai R. Shah)  
**Managing Director**



**Item No. 2:** Details of Director Seeking Re-Appointment in the Ensuing Annual General Meeting

Name of the Director	Saumil Shrenikbhai Shah
Age	39
Date of Appointment	2006
Qualification	B.Com
Experience	He is commerce graduate having more than 20 years of experience in decoration and event management.
Directorship held in other Company	Nil
Memberships / Chairmanships of Committees of Public Companies	Nil
Shareholding of Non-Executive Directors	300000

**Item No. 4:**

**Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

Mr. Prasanna Narendra Pandya, (DIN: 07025733) was appointed by the Board as an Additional Director on the Board of your Company pursuant to section 161(1) of the Companies Act, 2013, his appointment became effective from 11<sup>th</sup> February, 2015. Mr. Prasanna Narendra Pandya holds office upto the date of ensuing Annual General Meeting. A notice under section 160(1) of the Companies Act, 2013 has been received from a member along with the deposit proposing the candidature of Mr. Prasanna Narendra Pandya as Director of the Company.

Mr. Prasanna Narendra Pandya is advocate by qualification having more than 20+ years of experience and deals in all legal company related matters

Mr. Prasanna Narendra Pandya does not hold any shares of the Company as on date of this Notice.

Mr. Prasanna Narendra Pandya, director of Company, is concerned or interested in this resolution. None of the others directors are interested in the said resolution.



**Item No. 5:**

**Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

Mr. Rajeshkumar Sayajibhai Dharajiya, (DIN: 07039109) was appointed by the Board as an Additional Director on the Board of your Company pursuant to section 161(1) of the Companies Act, 2013, his appointment became effective from 11<sup>th</sup> February, 2015. Mr. Rajeshkumar Sayajibhai Dharajiya holds office upto the date of ensuing Annual General Meeting. A notice under section 160(1) of the Companies Act, 2013 has been received from a member along with the deposit proposing the candidature of Mr. Rajeshkumar Sayajibhai Dharajiya as Director of the Company.

Mr. Rajeshkumar Sayajibhai Dharajiya is aged about 36 years and is a graduate & has more than 10+ years of experience in decoration business and he mainly deals in designing work and does co-ordination work with all men deployed in different events.

Mr. Rajeshkumar Sayajibhai Dharajiya does not hold any shares of the Company as on date of this Notice.

Mr. Rajeshkumar Sayajibhai Dharajiya, director of Company, is concerned or interested in this resolution. None of the others directors are interested in the said resolution.

**Item No. 6:**

**Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

Mrs. Parulben Samir Shah, (DIN: 03344585) was appointed by the Board as an Additional Director on the Board of your Company pursuant to section 161 of the Companies Act, 2013, her appointment became effective from 11<sup>th</sup> February, 2015. Mrs. Parulben Samir Shah holds office upto the date of ensuing Annual General Meeting. A notice under section 160(1) of the Companies Act, 2013 has been received from a member along with the deposit proposing the candidature of Mrs. Parulben Samir Shah as Director of the Company.

Mrs. Parulben Samir Shah is aged about 60 years and is a graduate & Being socially well connected and having good reputation in Jain sanghs, parul shah plays pivotal role in building empire of company. She is truly inspirational as she very well understand decoration needs of clients and advice accordingly.

Mrs. Parulben Samir Shah hold 2,06,300 shares of the Company as on date of this Notice.

Mrs. Parulben Samir Shah, director of Company, is concerned or interested in this resolution. None of the others directors are interested in the said resolution.

