



# ANNUAL REPORT

## 2014- 15

**SHIV KAMAL IMPEX LIMITED**

CIN: L52110DL1985PLC019893

## CORPORATE INFORMATION

CONTENTS	
Corporate Information	i
Notice	1-7
Director's Report	8-12
Management Discussion & Analysis	13-15
Corporate Governance Report	16-24
Other Annexure(s) to Director's Report	25-38
Financial Statements	39-54
Proxy Form & Route Map	55-56

### 30<sup>th</sup> ANNUAL GENERAL MEETING

On Wednesday, the 30<sup>th</sup> September 2015 at 10:00 A.M. at Registered Office of the Company, P-7, Green Park Extension, New Delhi- 110016

1. Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

2. Shareholders intending to require information about the accounts to be explained in the meeting are requested to inform the Company at least seven days in advance of the Annual General Meeting.

### BOARD OF DIRECTORS

<b>Ms. Anu Jain</b>	Managing Director
<b>Mr. Sughan Chand Jain</b>	Director
<b>Mr. Lavkush Mishra</b>	Director
<b>Mr. Surinder Kumar Nagpal</b>	Director
<b>Mr. Girish Chand Jain</b>	Director

### AUDITORS

**M/s Multi Associates**  
Chartered Accountants

### REGISTRAR & SHARE TRANSFER AGENT

**Beetal Financial & Computer Services (P) Ltd.**  
Beetal House, 3rd Floor  
99 Madangir, Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi- 110062  
Phone- 91-11-2996 1281-83  
Fax- 91-11-2996 1284  
Email- beetal@beetalfinancial.com

### BANKERS

**Axis Bank Limited**

### REGISTERED OFFICE

P-7, Green Park Extension, New Delhi- 110016  
E-mail: [siv\\_kamal@yahoo.com](mailto:siv_kamal@yahoo.com)  
Phone: 011- 26167775

### WEBSITE

[www.shivkamalimpex.com](http://www.shivkamalimpex.com)

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, the 30<sup>th</sup> September, 2015 at 10:00 A.M. at the Registered Office of the Company, P- 7, Green Park Extension, New Delhi - 110016 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Lavkush Mishra (holding DIN: 02241380) who retires by rotation, and being eligible, offers herself for re- appointment.
3. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, M/s. Multi Associates, Chartered Accountants, New Delhi (Registration No. 509955C), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting on such remuneration as may be fixed by the Board in consultation with the Statutory Auditors subject to ratification in every Annual General Meeting."

### SPECIAL BUSINESS

4. **Appointment of Ms. Anu Jain as Managing Director and Chief Financial Officer**

To consider and if thought fit, to pass with or without modifications, the following Resolution, as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of members be and is hereby accorded for the appointment of Ms. Anu Jain as Managing Director & CFO of the Company for the period of 05 (five) years with effect from 30<sup>th</sup> October, 2014 to 29<sup>th</sup> October, 2019, on the terms and conditions as given herein below, and that Ms. Anu Jain discharge all the duties, as required to be discharged from time to time in his capacity as Chief Financial Officer.

#### Terms of Appointment:

- I Period:** The appointment of Ms. ANU JAIN as Managing Director will be for a period of 05 (five) years with effect from 30<sup>th</sup> October, 2014.
- II** The Managing Director will be entitled to CTC (Cost to Company) of Rs. 6, 00,000/- p.a. (Rupees Six Lacs per annum) inclusive of perquisites as LTA and accommodation expenses.
- III** Managing Director will be entitled for annual increment of 10% effective from 01<sup>st</sup> November every year.
- IV Other Benefits:**
  1. Cost of Car and Telephone for personal use (Cost of car and mobile phone for office work will be covered by the company and not to be counted for the purpose of perquisites).

2. Managing Director shall be entitled for reimbursement of medical expenses on actual basis. This will not be counted as perquisite for the purpose of calculating CTC (Cost to Company).

3. Leave: Ordinary Leave with full pay and allowances as per the Rules of the Company but not exceeding one month's leave for every eleven months of service. Casual and sick leave will be admissible as per rules of the Company.

4. Entertainment Expenses: The Company will reimburse entertainment expenses on actual basis if properly incurred by Managing Director for the purpose of the Company's business.

5. General: Such other benefits as are made available by the Company to other members of the staff from time to time.

V Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, Managing Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified in Schedule V of the Companies Act, 2013.

VI The appointment can be terminated by three months' notice or payment of three months' salary in lieu of notice by either party ."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, all the Board of Directors of the company be and are hereby severally authorized to sign and file the necessary return/ intimation with the Registrar of Companies/ Ministry of Corporate Affairs or to such other Statutory Authorities as may be necessary and further to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper to sign and execute all necessary documents, applications, returns and writing as may be necessary, proper, desirable or expedient."

By Order of the Board  
For **SHIV KAMAL IMPEX LIMITED**

Place: New Delhi  
Date: 10<sup>th</sup> August, 2015

Anu Jain  
Managing Director

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is enclosed.

**A person can act as the Proxy on behalf of the member, not exceeding fifty and holding in the aggregate not more than 10% of the total Share Capital of the Company, carrying voting rights. However, a member holding more than 10% of the total Share Capital, carrying voting rights, may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.**

2. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 4 is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Thursday, the 24<sup>th</sup> September, 2015 to Wednesday, the 30<sup>th</sup> September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
5. All documents referred to the Notice and accompanying Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and other holidays between 11:00 AM and 1:00 PM up to the date of Annual General Meeting.
6. Members who are holding Shares in Physical Form are requested to notify the change, if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in addresses or Bank details to their respective Depository Participants.
7. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, prevention of forgery etc.
8. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the registered e-mail addresses of members, unless specifically requested to be sent in Physical Form. The members, who have not registered/ updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/ documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.

9. **VOTING THROUGH ELECTRONIC MEANS**

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 Clause 35B of the Listing Agreement, 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 National Securities Depository Limited (NSDL).

- I. The facility for voting through ballot 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 polling paper.
- II. 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 remote e-voting period commences on Sunday, 27<sup>th</sup> September, 2015 (9:00 AM) and ends on Tuesday, 29<sup>th</sup> September, 2015 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 23<sup>rd</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. As password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "SHIV KAMAL IMPEX LIMITED"
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (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, to the Scrutinizer through e-mail to [primekoss@hotmail.com](mailto:primekoss@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
---	-----------------------	----------------------------

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 23<sup>rd</sup> September, 2015.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 23<sup>rd</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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 as well as voting at the AGM through ballot paper.
- XII. Mr. Khalid Omar Siddiqui, Practicing Company Secretary (Membership No. 2229) of M/s. Siddiqui & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.shivkamalimpepx.com](http://www.shivkamalimpepx.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchange(s), if any, where the shares are listed.

By Order of the Board  
For **SHIV KAMAL IMPEX LIMITED**

Place: New Delhi  
Date: 10<sup>th</sup> August, 2015

Anu Jain  
Managing Director

## EXPLANATORY STATEMENT

(As required by Section 102 of the Companies Act, 2013)

In conformity of with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of **Item No. 3 and 4:**

### In respect of Item No. 3:

At the 29<sup>th</sup> AGM held on 26<sup>th</sup> September, 2014, M/s Multi Associates, Chartered Accountants, were inadvertently appointed as the Auditors of the Company for a total period of 04 (four) years, from the conclusion of 29<sup>th</sup> Annual General Meeting until the conclusion of 33<sup>rd</sup> Annual General Meeting instead of 03 (three) years, the maximum number of consecutive years for which the auditor firm may be appointed in the same Company as per the Section 139(2) of Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014.

Now the Statutory Auditors are to be appointed for the remaining permissible period of 02 (two) years i.e. from the conclusion of 30<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>th</sup> Annual General Meeting.

### In respect of Item No. 4:

Ms. Anu Jain, aged 26 years is a Graduate of Delhi University, and has recently qualified all her exams of Company Secretaryship from Institute of Company Secretaries of India. She joined the management team in year 2011. She is Young and energetic and is serving the Company for last four years. Her determination, dedication and hard work led her to the position of the Managing Director and of the Company.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30<sup>th</sup> October, 2014, appointed Ms. Anu Jain as Managing Director of the Company for a period of five years from 30<sup>th</sup> October, 2014, subject to consent of the Members of the Company, on the terms and condition as set out in the Item No. 4 of this notice, and that Ms. Anu Jain discharge all the duties, as required to be discharged from time to time in her capacity as Chief Financial Officer.



Except Ms. Anu Jain, being appointee and Mr. Sugan Chand Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

*\*Though item No 3 is an Ordinary Business, explanation is provided on voluntary basis.*

**Particulars of the Directors seeking appointment/ re- appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing Agreement**

NAME	Ms. Anu Jain	Mr. Lavkush Mishra
Age	26 years	32 Years
Date of Appointment/ Re- appointment	05/09/2008	20/06/2008
Expertise in functional areas	Ms Anu Jain started her career with Shivkamal Impex as a Director of the Company, She is Young and energetic and is serving the Company for last four years. Her determination, dedication and hard work led her to the position of the Managing Director and of the Company.	Mr. Lavkush Mishra has been serving the Company since 2008 as a Director. He is the Non-executive Director of the company. His determination, dedication, Knowledge and Maturity, has helped the Board to take difficult and important decisions.
Brief Resume	B.A.(Eng) Hons She has now qualified all her examination of Company Secretary ship and applied for membership	M.COM
Names of the Companies in which he/ she holds Directorships/ Committee Membership	<b>Director in:</b> 1. Shiv Kamal Impex Limited  <b>Chairperson/ Member in Committees:</b> <u>In Shiv Kamal Impex Limited</u> Stakeholder Relationship Committee: Member	<b>Directors In:</b> 1.Shiv Kamal Impex Limited 2. Move Traders & Credit Pvt Ltd.  <b>Chairperson/ Member in Committees:</b> NIL

## DIRECTORS' REPORT

To,  
The Members,  
Shiv Kamal Impex Limited

Your Directors are pleased to present the Thirtieth Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2015.

### 1. FINANCIAL RESULTS

(Amount in Rs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>Profit Before interest, Depreciation &amp; Tax</b>	30,06,990.00	12,49,249.00
<b>Less:</b> Depreciation & Amortization Expense	(50,691.00)	(15,985.00)
<b>Profit before Tax</b>	29,56,299.00	12,33,265.00
Provision for Tax	(9,25,564.00)	(4,05,717.00)
<b>Deferred Tax</b>	7,405.00	1,193.00
Profit after Tax	20,38,140.00	8,28,741.00
<b>Less :</b> Amount transferred to RBI Reserve Fund A/c	(1,88,711.00)	(1,65,748.00)
<b>Net Profit</b>	18,49,429.00	6,62,993.00
<b>Add:</b> Balance brought forward from previous year	57,89,616.00	53,02,845.00
<b>Balance carried to Balance Sheet</b>	76,39,045.00	59,65,838.00

Note: Figures are regrouped wherever necessary to make the information comparable.

### 2. DIVIDEND

The Board has not proposed any dividend for the Financial Year 2014-15.

### 3. PUBLIC DEPOSITS

The Company has not accepted any deposits from public during the year under review.

### 4. YEAR IN RETROSPECT

Operating profits for the current year increased by 165.56% over that of the previous year while the Profit Before Tax (PBT) increased by 139.71% from Rs. 12,33,265.00 in Financial Year 2014 to Rs. 29,56,299.00 during the year under review. Profit after Tax (PAT) increased by 142.49% from Rs. 8,28,741.00 in Financial Year 2014 to Rs. 20,38,140.00 in the current year.

The Company has applied for listing its Equity Share on BSE Ltd. After SEBI withdrew the recognition of Delhi Stock Exchange vide its Order dated 19<sup>th</sup> November, 2014. The application is under process and the Company is positive about listing of its shares on BSE Ltd.

Through the year the team worked hard to improve the services and to offer a competitive marketing edge to the business.

### 5. REPORTS ON MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE

As required under the Listing Agreement with Stock Exchanges ("Listing Agreement"), Management Discussion and Analysis Report and Corporate Governance Report are annexed as Annexure 1 and Annexure 2 respectively to this Report.