

32nd Annual Report

&

Accounts

2013 - 2014

Shree Nidhi Trading Co. Ltd.

Shree Nidhi Trading Co. Ltd.

Corporate Identity No.: L67120WB1982PLC035305

32nd Annual Report & Accounts 2013 – 2014

Board of Directors :

Mr. Tanumay Laha	Managing Director
Mr. Shibashis Mukherjee	Independent Director
Mr. Rajesh Kurmi	Independent Director
Mr. Arun Kumar Khemka	Independent Director
Mr. Amalesh Sadhu	Independent Director
Mr. Rakesh Kumar Agarwal	Independent Director

Audit Committee :

Mr. Arun Kumar Khemka	Chairman
Mr. Amalesh Sadhu	Independent Director
Mr. Rakesh Kumar Agarwal	Independent Director
Mr. Tanumay Laha	Managing Director
Mr. Rajesh Kurmi	Independent Director

Nomination And Remuneration Committee :

Mr. Amalesh Sadhu	Chairman
Mr. Shibashis Mukherjee	Independent Director
Mr. Rajesh Kurmi	Independent Director

Stakeholder's Relationship Committee :

Mr. Arun Kumar Khemka	Chairman
Mr. Shibashis Mukherjee	Independent Director
Mr. Rajesh Kurmi	Independent Director

Chief Financial Officer :

Mr. Avik Gupta

Registered Office :

7, Lyons Range,
3rd Floor, Room No. 9 & 10,
Kolkata – 700 001
Ph. : 033 3262 4539
E-mail ID : shreenidhico@yahoo.com
Website : www.shreenidhitrading.com

Registrar and Transfer Agent :

Niche Technologies Pvt. Ltd.
D-511, Bagree Market,
71, B.R.B. Basu Road
Kolkata-700 001

Bankers :

Bank Of India
HDFC Bank
Indian Overseas Bank
Indusind Bank

Auditors:

M/s. Jain Sonu & Associates
Chartered Accountants
23A, Gurupada Halder Road, 1st Floor,
Near Kalighat Police Station, Kolkata – 700 026

SHREE NIDHI TRADING CO. LTD.

CIN – L67120WB1982PLC035305

7, Lyons Range, 3rd Floor, Room No. 9 & 10, Kolkata-700 001

Phone No. 033-3262-4539

E-mail: shreenidhico@yahoo.com, Website: www.shreenidhitrading.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of the Company will be held on Monday, the 29th day of September, 2014 at the Registered Office of the Company at 7, Lyons Range, 3rd Floor, Room No. 9 & 10, Kolkata - 700 001 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Audited Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Shibashis Mukherjee (holding DIN 00846644), who retires by rotation, and being eligible, seeks re-appointment as non-retiring Independent Director for a period of 5 (five) years.
3. To appoint Statutory Auditors to hold office from the conclusion of the 32nd AGM till the conclusion of the 37th AGM and to authorize the Board to fix their remuneration.

M/s. Jain Sonu & Associates, Statutory Auditors of the Company, retire at the ensuing AGM and has shown their unwillingness to be re-appointed as Statutory Auditors of the Company due to their pre-occupancy. Accordingly, Pachisia & Associates, Chartered Accountants (Firm's Regn. No. 327542E) is proposed to be appointed as Statutory Auditors of the Company.

“RESOLVED that pursuant to the provision of Section 139 of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s Pachisia & Associates, Chartered Accountants (Firm's Regn. No. 327542E) of 454, Dum Dum Park, Kolkata – 700055, be and are hereby appointed as Statutory Auditors of the Company, to hold the office of Statutory Auditors from the conclusion of the 32nd AGM till the conclusion of the 37th AGM (Subject to ratification of appointment by the members at every AGM held after the 32nd AGM) and that the Board of Directors of the Company be and are hereby authorized to fix the remuneration as may be recommended by the Audit Committee.”

SPECIAL BUSINESS:

4. Appointment of Mr. Tanumay Laha (holding DIN 01731277), as Managing Director of the Company

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

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“RESOLVED that pursuant to the provisions of Section 196, 197, 203 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government, if required, the consent of the members of the Company be and are hereby accorded to the appointment of Mr. Tanumay Laha (holding DIN 01731277), as Managing Director of the Company for a period of 5 years with effect from April 1, 2014 on the following terms and conditions and remuneration:

Category A:

Salary: Rs.96,000 per annum.

Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

His office shall be liable to be determined by retirement by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above-stated remuneration as may be agreed between the Board of Directors and Mr. Tanumay Laha.

RESOLVED FURTHER that in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Tanumay Laha, the remuneration by way of salary, perquisites or any other allowances as specified above and in accordance with the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration."

5. Appointment of Mr. Rajesh Kurmi (holding DIN 01714280) 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, 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, read with Schedule IV to the Companies Act, 2013, Mr. Rajesh Kurmi (holding DIN 01714280), who was appointed as an Additional Director of the Company entitled to hold office up to the conclusion of the ensuing AGM, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a 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 a period of five consecutive years from

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the conclusion of the 32nd AGM till the conclusion of 37th AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and who shall not be liable to retire by rotation.”

6. Appointment of Mr. Rakesh Kumar Agarwal (holding DIN 02417926) 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, 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, read with Schedule IV to the Companies Act, 2013, Mr. Rakesh Kumar Agarwal (holding DIN 02417926), an Independent Director of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a 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 a period of five consecutive years from the conclusion of the 32nd AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines till the conclusion of 37th AGM and who shall not be liable to retire by rotation.”

7. Appointment of Mr. Arun Kumar Khemka (holding DIN 00428276) 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, 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, read with Schedule IV to the Companies Act, 2013, Mr. Arun Kumar Khemka (holding DIN 00428276), an Independent Director of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a 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 a period of five consecutive years from the conclusion of the 32nd AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines till the conclusion of 37th AGM and who shall not be liable to retire by rotation.”

8. Appointment of Mr. Amalesh Sadhu (holding DIN 00235198) 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, 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, read with Schedule IV to the Companies Act, 2013, Mr. Amalesh Sadhu (holding DIN 00235198), an Independent Director of the

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Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, from a 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 a period of five consecutive years from the conclusion of the 32nd AGM or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines till the conclusion of 37th AGM and who shall not be liable to retire by rotation.”

Date : 30.05.2014
Place : Kolkata

By Order of the Board
For Shree Nidhi Trading Co. Limited

Sd/-
Rajesh Kurmi
Director
DIN-01714280

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary and Special Business, respectively, set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 27th September, 2014. (Both days inclusive).
4. Additional details pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.
5. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client I. D. No. for identification.
6. Members are requested to notify to the Company, change of address, if any, with pin code quoting reference of their folio number/DP ID and Client ID to our Registrar & Share Transfer Agent i.e. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone Nos. 033- 2235-7271/70.

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7. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
8. Non- Resident Indian Shareholders are requested to inform the Company immediately:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
9. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
10. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
11. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance Slip forwarded to the member duly completed and signed by the member.
12. Members are requested to note that trading in securities of the Company are compulsorily in dematerialised form only. Hence members who are yet to dematerialise their shares are advised to do so.
13. Electronic copy of the Annual Report 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
14. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.shreenidhitrading.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: shreenidhico@yahoo.com
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
17. The Register of Contracts or Arrangements in which Directors are interested maintained under

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Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.

18. Voting through electronic means:

- I. Pursuant to provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically at the AGM. The businesses may be transacted through e-voting Services provided by Central Depository Services (India) Ltd. (CDSL).
- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the option, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated as valid whereas vote casted physically at the meeting shall be treated as invalid. Members are requested to follow the instruction below to cast their vote through e- voting.
- III. The e-voting period commences on 23rd September, 2014 and ends on 25th September, 2014. During this period shareholders of the Company, holding share either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

The instructions for voting electronically are as follows:

- (i) The voting period begins on 23rd day of September, 2014 at 10.00 A.M. and ends on the 25th day of September, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Shree Nidhi Trading Co. Ltd." from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

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

(vii) 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.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245.</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052.</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date of 14th August, 2014.

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “Shree Nidhi Trading Co. Ltd.” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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 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. Additionally, the same is also to be e-mailed to the scrutinizer’s e-mail Id: csniazahmed@gmail.com
- (xx) 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