

**SHREE SURGOVIND TRADELINK LIMITED**

**16<sup>TH</sup> ANNUAL REPORT**

**2010-2011**

## **NOTICE**

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of the Members of **SHREE SURGOVIND TRADELINK LIMITED** will be held on **Friday the 30<sup>th</sup> day of September, 2011** at 10.30 a.m. at 103/1, 1<sup>st</sup> Floor, Angel Complex, Behind Bluestar Complex, Navjeevan, Ahmedabad – 380014 to transact, the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit and Loss Account for the financial year ended as on that date and the reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Sureshbhai K. Patel, who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint M/s. P. P. Jayaraman & Co., Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

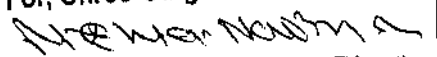
### **SPECIAL BUISNESS:**

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

“RESOLVED THAT Mr. Upendra J. Sheth who was appointed as an additional Director of the Company w.e.f. 01-06-2011 by the Board of Directors who holds the office up to the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, is eligible for re-appointment and who has consented, if appointed, to act as a Director, be and is hereby appointed as a regular Director of the Company.”

**BY ORDER OF THE BOARD  
FOR SHREE SURGOVIND TRADELINK LIMITED**

For, Shree Surgovind Tradelink Ltd.

  
**DIRECTOR**

Place : Ahmedabad

Dated : 31<sup>st</sup> August, 2011

## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THAT PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company remain closed from Friday, 23<sup>rd</sup> September, 2011 to Friday, 30<sup>th</sup> September, 2011 (both days inclusive).
3. The explanatory statement pursuant to section 173 (2) of the Companies Act 1956 is annexed and forms part of this notice.
4. Members are requested to notify immediately the change of address, if any to the Company.
5. Members /Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
6. Members attending the Annual General Meeting are requested to bring their copies of Annual Report at the meeting.
7. The Documents referred to in the proposed resolution are available for inspection at the registered Office of the Company between 9.00 A.M. to 10.00 A.M., except on holidays up to the Annual General Meeting.
8. The Company, consequent upon the introduction of the Depository system (DS), entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of equity shares of the Company. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.

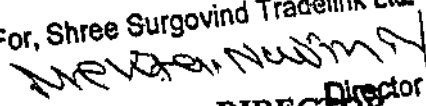
**EXPLANTORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956 IN RESPECT OF ITEM NO 4 ATTACHED TO THE NOTICE OF THE ANNUAL GENERAL MEETING.**

**Item No 4**

The Board of Directors of the Company ("the Board") as its meeting held on 01 st June, 2011, pursuant to provisions of section 260 of the Companies Act, 1956("the Act") and an Articles of Association of the Company, had appointed Mr. Upendra J.Sheth as Additional Director of the Company. In terms of provisions of Section 260 of the Act, Mr., Upendra J.Sheth hold office up to the date of this Annual General Meeting.

Your directors recommend passing of the resolution.

Except Mr. Upendra J.Sheth no other Director is deemed to the concerned or interested in the above mentioned resolution.

**BY ORDER OF THE BOARD  
FOR SHREE SURGOVIND TRADELINK LIMITED**  
For, Shree Surgovind Tradelink Ltd.  
  
**DIRECTOR**

Place : Ahmedabad  
Dated : 31<sup>st</sup> August, 2011

## DIRECTORS' REPORT

Dear Members,

Your Director's have pleasure in presenting their Sixteenth Annual Report and Audited Annual Accounts of the Company for the year ended on 31<sup>st</sup> March, 2011.

### FINANCIAL RESULTS :

(figures in Rs. Lacs)

	For the year 2010-2011	Previous Year 2009-2010
Total Income	8049.50	6145.92
Profit before Depreciation & Tax	20.75	21.21
Less : Depreciation	1.09	0.44
Profit before tax	19.66	20.77
Less : Provision for Tax	14.52	7.21
Profit after tax	5.13	13.63
Add : Balance B/f from Previous Year	25.41	11.78
Balance Carried to Balance Sheet	30.54	25.41

### OPERATIONS

The Company has recorded a sales turnover of Rs. 8049.50 lacs as compared to Rs. 6145.92 lacs achieved during the corresponding period in previous year registering an increase of 30.97 % over the previous year . After offsetting the expenses the Company has earned net profit (after tax) of Rs. 5.13 lacs during the year as against Rs. 13.63 lacs earned in the previous year.

The company has been able to achieve higher growth with its efforts and with the contacts and the directors are confident that the company will be able to achieve higher sales and profitability in the times to come .

### DIVIDEND

In order to conserve resources for future growth, your Directors do not recommend any dividend for the year.

## **DIRECTORS**

Mr. Sureshbhai K. Patel retires by rotation and being eligible offers himself for re-appointment . The directors recommend his re-appointment..

Mr Upendra J. Sheth was appointed as additional Director w.e.f 01.06.2011, He holds office up to the ensuing Annual General Meeting of the Company. The company has received notice along with requisite deposits recommending his appointment as the director of the company. The resolution for his appointment is placed before the members for approval. The directors recommend passing of the resolution.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to provisions of Section 217(2AA) of the Companies Act, 1956, the Directors confirm as under :-

1. In preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures
2. That they had selected such accounting standards, policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
3. That they had taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the relevant acts for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the accounts had prepared on a going concern basis.

## **PARTICULARS OF EMPLOYEES**

During the year under review there was no employee employed in the financial year who was in receipt of remuneration in excess of the limits prescribed under section 217 (2A) of the Companies Act, 1956 read with Companies (Particular of Employees) rules, 1975.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**

Your Company has not carried out any manufacturing activities during the year . Hence no separate details of the energy consumption and conservation is provided in the report. However the company has taken all possible steps for conservation of the energy in the company.

The company has not adopted any foreign technology during the year .

The details of the foreign exchange is provided in the notes to the accounts forming part of the Balance sheet .

## **AUDITORS**

M/s. P. P. Jayaraman & Co., Chartered Accountants, statutory auditors of the Company hold office until the conclusion of this Annual General Meeting. The Directors recommend their re-appointment as auditors of the Company.

## **AUDITOR REPORT**

The observations made by the auditors in their report are self explanatory and need no further elaboration.

## **FIXED DEPOSITS**

The company has not accepted and/or renewed deposits from public during the year falling under the meaning of Section 58(A) of the Companies, Act 1956 and the rules made there under.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

As required by Clause 49 of the Listing Agreement with the Stock Exchange, Management Discussion and Analysis Report is appended to this report.

## **CORPORATE GOVERNANCE**

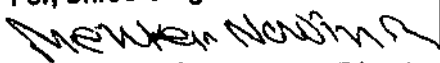
As required by Clause 49 of the Listing Agreement, a Report on Corporate Governance is appended together with the Certificate on Corporate Governance from the Practicing Company Secretary.

## **APPRECIATION**

Your Directors take the opportunity to thank all employees for their Co-operation and contribution to the Company's Operation during the year. Your Directors also wish to place on record their appreciation for the support and co-operation by the Banks, Business Associates, stock exchange, and Financial Institutions for their support extended to the company.

**BY ORDER OF THE BOARD  
FOR SHREE SURGOVIND TRADELINK LIMITED**

For, Shree Surgovind Tradelink Ltd.



**Director  
DIRECTOR**

**Place : Ahmedabad  
Dated : 31<sup>st</sup> August, 2011**

# **CORPORATE GOVERNANCE REPORT**

(As required under clause 49 of the Listing Agreement entered into with the Stock Exchanges)

## **1. Company's Philosophy on the code of Governance :**

The Company's philosophy on Corporate Governance envisages the attainment of the high level of accountability in the functioning of the Company and the conduct of its business internally and externally, including its inter-action with employees, shareholders, creditors, consumers and with the Government departments.

## **2. Board of Directors:**

### **➤ Composition, Category of Directors and their other Directorships and Committee Memberships:**

The present Board consists of Four directors. The composition of Board of Directors, the number of other directorship or board committees of which he is a member / Chairman are as under:

Name of Director	Category	Designation	Other Directorships/ Board Committees (Numbers)	
			Directorships	Board Committee
Mr. Navin M. Mehta	Independent & Non-Executive Director	Chairman	M/S Sun Insurance Brokers Limited	NIL
Mr. Sureshbhai K. Patel	Promoter Director/ Executive	Director	NIL	NIL
Mr. Somabhai V. Patel	Promoter Non-Executive Director	Director	NIL	NIL
Mr. Upendra J Sheth w.e.f 01-06-2011	Independent Non-Executive	Director	H R Chemicals Private Limited  ZCL Chemicals Limited	NIL

None of the Directors are disqualified under section 274 (1) (g) of the Companies Act, 1956 read with Companies (Disqualification of Directors under section 274 (1) (g) of the Companies Act, 1956) Rules, 2003.

Mr. Sureshbhai K. Patel retire by rotation at the ensuing Annual General Meeting & being eligible offer himself for re-appointment.



### Board Meetings:

During the year under review, the Board of Directors met Nine times on 27.04.2010, 30.04.2010, 03.05.2010, 16.07.2010, 31.07.2010, 02.09.2010, 30.10.2010, 31.01.2011 and 31.03.2011.

### Attendance of Directors at the Board Meetings and Last Annual General Meeting :

Name of Director	Board Meetings Attended	Attendance at the Last Annual General Meeting
Mr. Navin M. Mehta	09	Yes
Mr. Somabhai V. Patel	09	Yes
Mr. Sureshbhai K. Patel	09	Yes

No Extra Ordinary General Meeting was held during the year under review.

### 3. Audit Committee:

#### > Terms of reference:

The terms of reference of this committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement read with Section 292 A of the Companies Act, 1956.

#### > Composition:

The Audit Committee comprises Mr. Navin M. Mehta (Chairman), Mr. Somabhai V. Patel and Mr. Sureshbhai K. Patel. The Committee is chaired by an Independent director and consists of members who have accounting and financial knowledge.

#### > Meeting and the Attendance during the year:

The Audit Committee met five times during the year under review. The Committee also met prior to the finalization of accounts for the year ended 31<sup>st</sup> March, 2011.

Name of Director	No. of Meetings Attended
Mr. Navin M. Mehta	5
Mr. Somabhai V. Patel	5
Mr. Sureshbhai K. Patel	5

### 4. Shareholders/ Investors Grievance Committee:

The Company has constituted a shareholders/ investors grievance committee, to look into redressal of investors' complaints and requests like delay in transfer of shares, non-receipt of annual report etc.

The committee comprises of Three Non-Executive Director. Mr. Navin M. Mehta is the Non-Executive Chairman of the Committee and Mr. Sureshbhai K. Patel and Mr. Somabhai V. Patel are members of the Committee.

➤ **Attendance in the year 2010-11 :**

During the year ended 31<sup>st</sup> March, 2011 the Committee met Four times and all the members were present.

➤ **Details of Shareholders' Complaints Received:**

During the year ended 31<sup>st</sup> March, 2011 the Company has not received any complaints from shareholders and no complaints are pending as on the date of report.

**5. Share Transfer Committee:**

The Company has constituted the Share Transfer Committee . At present members of the Committee are Mr. Navin M. Mehta, the Chairman of the Committee and Mr. Sureshbhai K. Patel, Mr. Somabhai V. Patel are the members of the committee.

There were no shares pending for transfer and no grievance outstanding from the shareholders as on 31<sup>st</sup> March, 2011.

**6. CEO / CFO Certification:**

As required under Clause 49 of the Listing Agreement, certification from Mr. Navin M. Mehta, Director of the Company was placed before the Board of Directors at its meeting held August 31, 2011.

**7. Details of Annual General Meeting:**

Financial Year	Location	Date	Time
2007-2008	103/1 1 <sup>st</sup> Floor Angel Complx B/H Bluestar Complx Navjeevan Ahmedabad 380014	30/09/2008	11.00 A.M.
2008-2009	103/1 1 <sup>st</sup> Floor Angel Complx B/H Bluestar Complx Navjeevan Ahmedabad 380014	30/09/2009	10.30 A.M.
2009-2010	103/1 1 <sup>st</sup> Floor Angel Complx B/H Bluestar Complx Navjeevan Ahmedabad 380014	30/09/2010	10.30 A.M.

All the resolutions set out in the respective notices were passed by the Shareholders. There were no resolutions put through postal ballot last year. There is no business at the ensuing AGM requiring implementation of the postal ballot under the applicable rule.