

27th

**Annual Report
2013 - 2014**



STANDARD CAPITAL MARKETS LIMITED



STANDARD CAPITAL MARKETS LIMITED

CIN : L74899DL1987PLC027057
27TH ANNUAL REPORT 2013 - 2014

BOARD OF DIRECTORS

Durga Prasad Sharma	Director
Narender K. Arora	Director
Vijay Sehgal	Director
Kapoor Chand Gupta	Director

AUDITORS

TIWARI & ASSOCIATES
CHARTERED ACCOUNTANTS
1ST FLOOR, SEWAK BHAWAN, 16/2, W.E.A., ABDUL AZIZ ROAD
KAROL BAGH, NEW DELHI-110 005.

BANKERS

PUNJAB NATIONAL BANK
SECTOR-5, ROHINI BRANCH, DELHI, 110 085

REGISTRAR & TRANSFER AGENTS

SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA
PHASE-I, NEW DELHI- 110 020
PH. +91-11-64732681 to 88

REGISTERED OFFICE

8/28, W.E.A., ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110 005

Inside this Report

Statutory Reports	1	Notice of Meeting & Explanatory Statement	01
	2	Directors' Report	10
	3	Corporate Governance Report	14
	4	Auditors' Report on Financial Statements	25
Standalone Financial Statements	5	Annual Accounts	30

Annual General Meeting

Date : September 30, 2014 at 10 A.M.
Venue : 94/16, Mukhmelpur Road, Zindpur, Alipur, Delhi-36

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of Members of M/s Standard Capital Markets Limited will be held on Tuesday, 30th September, 2014 at 10:00 AM at 94/16, Mukhmelpur Road, Zindpur, Alipur Delhi-110036 to transact the following business:

ORDINARY BUSINESS:

AGENDA ITEM No. 1

To consider, receive and adopt the audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.

AGENDA ITEM No. 2

To appoint a Director in place of Sh. Kapoor Chand Gupta, who retires by rotation, and being eligible, offers himself for re-appointment.

AGENDA ITEM No. 3

To appoint M/s TIWARI & ASSOCIATES, Chartered Accountants, (Registration No. 002870N) the retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

AGENDA ITEM No. 4:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government, if required, consent of the Company be and is hereby accorded to appoint Mr. Narender Kumar Arora as Managing Director of the Company for a period of three years with effect from 05.09.2014 whose office is liable to retire by rotation on such remuneration as the Board may, in its discretion, determine from time to time.

FURTHER RESOLVED THAT in the absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Narender Kumar Arora shall be in accordance with the provisions of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient or desirable in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard."

Place : New Delhi

Dated : 5th September, 2014

By order of the Board

Managing Director

DIN: 00202037

Narender K. Arora

253, Arunodaya Appts., Vikaspuri

New Delhi-110018

NOTES

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxy in order to be effective should be deposited at the registered office of the company, duly stamped, not less than 48 hours before the commencement of the meeting.
2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorship and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours, up to the date of the Meeting.
9. The company has notified closure of Register of Members and Share Transfer Books from 24.09.2014 to 30.09.2014 (both days inclusive) for determining names of members eligible for dividend on Equity Shares, if declared at the Meeting.
10. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve documents in electronic form.

11. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreement read with 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 votes for all the resolutions detailed in the Notice of the 27th Annual General Meeting scheduled to be held on Tuesday, the 30th September, 2014 at 10:00 A.M. by electronic means and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

The e-Voting process to be followed by the shareholders to cast their votes:

- ❖ During the voting period, the shareholders can visit the **e-Voting** website www.evotingindia.com and select the relevant EVSN / Company for voting.
- ❖ The shareholders having shares in the demat form can login to the **e-Voting** system using their user-id (i.e. demat account number), PAN and password provided. Physical shareholders can log-in using the folio number of the shares, PAN and the password provided.
- ❖ After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will be provided with a fresh password for every e-voting.
- ❖ Security holders can then cast their vote on the resolutions available for voting.
- ❖ Security holders can also view the resolution details on the **e-Voting** website.
- ❖ Once the security holder casts the vote, the system will not allow modification of the same.
- ❖ During the voting period, security holders can login any number of times till they have voted on all the resolutions.

Instructions For E-Voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th September, 2014 at 9:00 A.M. and ends on 25th September, 2014 at 5:00 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 (record date) of 5th September, 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 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 use the first two letters of their name and the 8 digits of the folio number/member ID in the PAN field. In case the folio number/member ID 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 folio number/member ID 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 in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the No. of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant STANDARD CAPITAL MARKETS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders
 - ❖ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - ❖ 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 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 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.
- (ix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Mr. Anil Kumar Nandwani, Practising Company Secretary (CP No. 3107) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the AGM of the Company and communicated to the Stock Exchange/s.

Registered Office:

STANDARD CAPITAL MARKETS LTD
8/28, W.E.A., Abdul Aziz Road,
Karol Bagh, New Delhi-110005

Place : New Delhi

Dated : 5th September, 2014

By order of the Board

Managing Director
DIN: 00202037
Narender K. Arora
253, Arunodaya Appts.
Vikaspuri, New Delhi-110018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4:

Mr. Narender Kumar Arora is a promoter-Director of the Company. He is a Chartered Accountant having vast experience in finance, Industry, securities markets and stock broking etc. He has been actively involved in the affairs of the Company. Keeping in view his expertise and skills, the Board has decided to appoint Mr. Narender Kumar Arora as Managing Director of the Company in terms of the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The Board recommends the appointment of Mr. Narender Kumar Arora as Managing Director of the Company. The matter requires approval of Shareholders holders in General Meeting.

None of the Directors, key managerial personnel or their relatives except Mr. Narender Kumar Arora and Mr. Anil Arora is concerned or interested in the resolution.

Place : New Delhi
Dated : 5th September, 2014

By order of the Board
Managing Director
Narender K. Arora

ANNEXURE TO THE NOTICE

Notes on Director seeking appointment /re-appointment as required under clause 49 of the Listing Agreement entered in to with the Stock Exchange.

Profile of Director Seeking Appointment /Reappointment At the ensuing (27th) AGM

Name of the Director	Sh. Kapoor Chand Gupta
Date of Birth	08.04.1958
Date of Appointment	27.05.2008
Profile /Expertise in Specific Functional Areas	Sh. Kapoor Chand Gupta is a Chartered Accountant with 28 years' experience in the field of shares and security market and allied fields. He is also the Chairman of Audit Committee.
List of directorship in other Public Companies (As on 31st March, 2014)	Nil
Chairman Membership of committee of the Board in other public companies (As on 31 st March, 2014)	Nil
Shares held by the Director	Nil
Name of the Director	Sh. Narender Kumar Arora
Date of Birth	08.08.1956
Date of Appointment	19.02.1987
Profile /Expertise in Specific Functional Areas	Mr. Narender Kumar Arora is a Chartered Accountant having vast experience in finance, Industry and in securities markets.
List of directorship in other Public Companies (As on 31st March, 2014)	4
Chairman/Membership of committee of the Board in other public companies (As on 31 st March, 2014)	Nil
Shares held by the Director	1,87,953