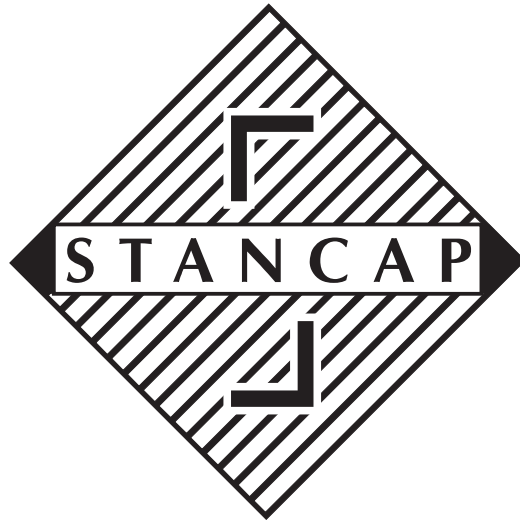


28th
Annual Report
2014 - 2015



STANDARD CAPITAL MARKETS LIMITED

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

STANDARD CAPITAL MARKETS LTD.

28TH ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

Mr. Narender K. Arora	Managing Director
Mr. Durga Prasad Sharma	Director
Mr. Vijay Sehgal	Director
Mr. Kapoor Chand Gupta	Director
Ms. Neelam Dhingra	Director

CHIEF FINANCIAL OFFICER

Mr. Anil Arora

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

REGISTRARS

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
CIN : L74899DL1987PLC027057

Email : stancap.delhi@gmail.com WEBSITE : www.stancap.in

Inside this Report

Statutory Reports	1.	NOTICE OF MEETING	02
	2.	DIRECTORS' REPORT	12
	3.	MANAGEMENT DISCUSSION AND ANALYSIS	21
	4.	REPORT ON CORPORATE GOVERNANCE	31
	5.	INDEPENDENT AUDITORS'REPORT	44
	6.	BALANCE SHEET	48
Standalone Financial Statements	7.	PROFIT & LOSS ACCOUNT	49
	8.	CASH FLOW STATEMENT	50
	9.	SIGNAIFICANT ACCOUNTING PROLICIES AND NOTES ON ACCOUNTS	51

STANDARD CAPITAL MARKETS LIMITED
8/28, W.E.A., ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110 005
CIN: L74899DL1987PLC027057
Ph. No: 011-28759592,47068704, E mail Id: stancap.delhi@gmail.com

NOTICE

Notice is hereby given that the 28th Annual General Meeting of Standard Capital Markets Limited (the "Company") will be held as follows:

(Note : The business of this Meeting may be transacted through electronic voting system)

Day : Wednesday

Date : 30th September, 2015

Time : 10:00 A.M.

Place : 94/16, Mukhmelpur Road, Zindpur, Alipur, Delhi-110036

to transact the following business/(s):

AS ORDINARY BUSINESS/(S):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Sehgal (DIN 00650024), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s TIWARI & ASSOCIATES, Chartered Accountants, (Registration No. 002870N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided by the Board of Directors or any Committee thereof.

AS SPECIAL BUSINESS:

4. To appoint Ms. Neelam Dhingra (DIN: 00223535) as an Independent (Non-Executive) Director and in this regard 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, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and

Qualification of Directors) Rules, 2014 and other applicable Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Neelam Dhingra (DIN 00223535), who was appointed as an Additional Director (Independent Non-Executive) in terms of Section 161(1) of the Act and Articles of Association of the Company w.e.f 27th March, 2015 by the Board of Directors, whose term of office expires at the ensuing 28th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for five (5) consecutive years for a term upto 26th March, 2020 and she shall not be liable to retire by rotation."

By order of the Board

Place : New Delhi

Dated : 4th September, 2015

Managing Director

DIN : 00202037

Name : Narender K. Arora

253, Arunodaya Appts., Vikaspuri, New Delhi-110018

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. An Explanatory Statement(s) pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business to be transacted at the meeting is annexed hereto and forms part of this notice.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2015 to 30th September, 2015. (Both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely SKYLINE FINANCIAL SERVICES PVT. LTD.
5. Members/Proxies should bring Attendance Slips duly filled and signed in for attending the meeting.
6. 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 at the Meeting.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready.

9. Members are requested to:
- (a) Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:
SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI- 110 020
PH. +91-11-64732681 to 88 **E-mail:** admin@skylinerta.com

Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank particulars for receiving the dividend, if declared, through electronic credit under ECS, to their respective Depository participants.

(b) Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.

10. The Company is implementing the “Green Initiative” as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) and Clause 32 of the Listing Agreement to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under Section 136 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, directors' report, auditor's report etc. will also be displayed on the website www.stancap.in of the Company and the other requirements of the aforesaid MCA circular will be duly complied with.

Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned above quoting their folio number(s).

Copies of the Annual Report 2015 are being sent by electronic mode only to all the members whose email addresses 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 addresses, physical copies of the Annual Report 2015 including Attendance Slip and Proxy Form are being sent by the permitted mode.

11. VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with 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 offer facility of voting through electronic means to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("**remote e-voting**") will be provided by CDSL (Central Depository Services (India) Limited. The remote e-voting rights of the Members /beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on **25th September, 2015** (Cut-off date fixed for determining the eligibility to vote by electronic means or by ballot in the general meeting). Detailed instructions for availing the e-voting facility indicating the process and manner of e-voting are given hereunder.

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 27th September, 2015 at 9:00 A.M. and ends on 29th September, 2015 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 25th September, 2015 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.

(iii) Click on "Shareholders".

(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 sequence number in the PAN field. ❖ In case the sequence number 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 sequence number 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 member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 changed 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 Non - Individual Shareholders and Custodians
 - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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.
- (xix) 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.
 - ii. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote through ballot paper at the meeting in terms of Companies (Management and Administration) Amendment Rules, 2015.
 - iii. 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.
 - iv. The Remote e-voting period commences on 27th September, 2015 (9.00 A.M.) and ends on

29th September, 2015 (5.00 P.M.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of 25th September, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 25th September, 2015 may obtain login ID and password by sending a request at www.evotingindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
 - vi. M/s. A. K. Nandwani & Associates, Company Secretaries in Whole-time Practice, (Membership No. F 4754, CP No. 3107) have been appointed 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.
 - vii. 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 polling paper for all those members present at the AGM but have not cast their vote by availing remote e-voting facility.
 - viii. The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the Company viz. www.stancap.in and on CDSL's website viz. www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Bombay Stock Exchange Limited (BSE), where the Shares of the Company are listed.
- 12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M to 5.30 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.
 - 13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company will be available for inspection at the Annual General Meeting.
 - 14. Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement) are as under: